
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2015

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 0-25958

CAPITAL FINANCIAL HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

North Dakota
(State or other jurisdiction of incorporation or organization)

45-0404061
(I.R.S. Employer Identification No.)

1 Main Street North
Minot, North Dakota 58703
(Address of principal executive offices) (Zip code)

(701) 837-9600
(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of September 30, 2015, there were 1,241 common shares of the issuer outstanding.

FORM 10-Q
CAPITAL FINANCIAL HOLDINGS, INC.

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

CAPITAL FINANCIAL HOLDINGS, INC., AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

ASSETS

	(Unaudited)	
	September 30, 2015	December 31, 2014
CURRENT ASSETS		
Cash and cash equivalents	\$ 1,314,563	\$ 1,333,323
Accounts receivable (net of an allowance of \$24,000 for 2015 and 2014)	1,725,476	1,979,530
Income taxes receivable	-	203,623
Prepays	22,604	76,670
Total current assets	3,062,643	3,593,146
PROPERTY AND EQUIPMENT		
Oil & Natural Gas Properties, Full Cost Method of Accounting	91,938	-
Less accumulated depletion	(6,199)	-
Total oil & natural gas properties	85,739	-
Other property and equipment	513,839	482,049
Furniture, fixtures and equipment		
Less accumulated depreciation	(364,669)	(331,723)
Total other property and equipment	149,170	150,326
Other property holdings	86,277	-
Total other property holdings	86,277	-
Net property and equipment	321,186	150,326
OTHER ASSETS		
Severance escrow	257,862	257,670
Baron notes receivable	500,000	500,000
Deferred tax asset – non-current	277,677	365,427
Other assets (net of accumulated amortization of \$214,444 for 2015 and 2014)	180,772	180,772
Total other assets	1,216,311	1,303,869
TOTAL ASSETS	\$ 4,600,140	\$ 5,047,341

SEE NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

CONDENSED CONSOLIDATED BALANCE SHEETS (CONTINUED)
LIABILITIES AND STOCKHOLDERS' EQUITY

	(Unaudited)	
	September 30, 2015	December 31, 2014
CURRENT LIABILITIES		
Accounts payable	\$ 142,313	\$ 368,112
Commissions payable	1,783,684	1,903,881
Other current liabilities	117,221	16,620
Income taxes payable	26,864	-
Line of credit	-	200,000
Total current liabilities	<u>\$ 2,070,082</u>	<u>\$ 2,488,613</u>
NON CURRENT LIABILITIES		
Asset retirement obligation	1,938	-
Total noncurrent liabilities	<u>1,938</u>	<u>-</u>
TOTAL LIABILITIES	<u>\$ 2,072,020</u>	<u>\$ 2,488,613</u>
STOCKHOLDERS' EQUITY		
Series A preferred stock – 5,000,000 shares authorized, \$.0001 par value; 3,050,000 and 3,050,000 shares issued and 0 outstanding, respectively	\$ 305	\$ 305
Additional paid in capital – series A preferred stock	10,221,515	1,524,695
Common stock – 1,000,000,000 shares authorized, \$.0001 par value; 1,241 and 1,241 shares issued and outstanding, respectively	1,241	1,241
Additional paid in capital – common stock	10,221,515	10,221,515
Accumulated deficit	(7,919,636)	(7,889,028)
Less Treasury stock, 3,050,000 preferred shares at \$0.4262	(1,300,000)	(1,300,000)
TOTAL STOCKHOLDERS' EQUITY	<u>\$ 2,528,120</u>	<u>2,558,728</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 4,600,140</u>	<u>5,047,341</u>

SEE NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

CAPITAL FINANCIAL HOLDINGS, INC., AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	(Unaudited)	
	Three Months Ended	
	September 30,	
	2015	2014
OPERATING REVENUES		
Fee income	\$ 282,318	242,620
Commissions	4,188,138	5,197,621
Oil and gas revenue	18,187	-
Other operating income	48,323	119,590
Total revenue	4,536,966	5,559,831
OPERATING EXPENSES		
Compensation and benefits	362,537	445,915
Commission expense	3,935,925	4,730,498
General and administrative expenses	187,160	295,476
Depreciation	11,761	7,778
Depletion	6,199	-
Total operating expenses	4,503,582	5,479,667
OPERATING INCOME	33,384	80,164
OTHER INCOME (EXPENSES)		
Interest expense	(195)	(2,418)
Interest income	12,500	10,477
Other income	36,129	59,887
Total other income	48,434	67,946
INCOME OF OPERATIONS BEFORE INCOME TAX EXPENSE	81,818	148,110
INCOME TAX EXPENSE	(45,564)	(135,775)
NET INCOME	\$ 36,254	12,335
NET INCOME PER COMMON SHARE:		
Basic	\$ 29	10
Diluted	\$ 29	10
SHARES USED IN COMPUTING NET PER COMMON SHARE:		
Basic	1,241	1,241
Diluted	1,241	1,241

SEE NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

CAPITAL FINANCIAL HOLDINGS, INC., AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	(Unaudited)	
	Nine Months Ended	
	September 30,	
	2015	2014
OPERATING REVENUES		
Fee income	\$ 868,802	817,456
Commissions	13,253,809	14,894,807
Oil and gas revenue	26,859	-
Other operating income	182,660	367,721
	14,332,130	16,079,984
OPERATING EXPENSES		
Compensation and benefits	980,067	1,091,835
Commission expense	12,405,829	13,892,303
General and administrative expenses	932,593	887,417
Depreciation	32,946	22,617
Depletion	6,199	-
	14,357,634	15,894,172
OPERATING INCOME	(25,504)	185,812
OTHER INCOME (EXPENSES)		
Interest expense	(3,646)	(11,705)
Interest income	50,000	10,477
Other income	63,516	100,337
	109,870	99,109
INCOME OF CONTINUING OPERATIONS BEFORE INCOME TAX EXPENSE	84,366	284,921
INCOME TAX EXPENSE	(114,974)	(303,206)
NET LOSS	\$ (30,608)	(18,285)
NET LOSS PER COMMON SHARE:		
Basic	\$ (25)	(15)
Diluted	\$ (25)	(15)
SHARES USED IN COMPUTING NET PER COMMON SHARE:		
Basic	1,241	1,241
Diluted	1,241	1,241

SEE NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

CAPITAL FINANCIAL HOLDINGS, INC., AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	(Unaudited) Nine Months Ended September 30,	
	2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$ (30,608)	(18,285)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Depreciation	32,946	22,617
Depletion	6,199	-
Provision for deferred income taxes	87,750	162,224
(Increase) decrease in:		
Accounts receivable	254,054	(100,603)
Income taxes receivable	230,487	-
Prepays	54,066	29,803
Severance escrow	(192)	(193)
Accounts payable	(225,799)	(150,860)
Commissions payable	(120,197)	(24,658)
Other liabilities	100,601	14,617
Net cash (used in) provided by operating activities	\$ 389,307	(65,338)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property and equipment	\$ (30,790)	(35,633)
Baron notes receivable	-	(500,000)
Additions to other property holdings	(86,277)	-
Additions to oil and gas properties	(91,000)	-
Net cash used in investing activities	\$ (208,067)	(535,633)
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of short-term borrowings	(200,000)	51,456
Decrease in settlements payable	-	(22,000)
Net cash (used in) provided by financing activities	\$ (200,000)	29,456
NET DECREASE IN CASH AND CASH EQUIVALENTS	\$ (18,760)	(571,515)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	\$ 1,333,323	1,665,123
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$ 1,314,563	1,093,608
SUPPLEMENTAL SCHEDULE OF NONCASH INVESTING AND FINANCING ACTIVITIES:		
Cash paid for interest on line of credits	2,626	5,763
Cash paid for interest on taxes	951	5,933

SEE NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

CAPITAL FINANCIAL HOLDINGS, INC., AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
September 30, 2015 and 2014

NOTE 1 - BASIS OF PRESENTATION

The accompanying condensed consolidated financial statements of Capital Financial Holdings, Inc., a North Dakota corporation, and its subsidiaries Capital Financial Services, Inc. ("CFS") and Capital Natural Resources, Inc. ("CNR") (collectively, the "Company"), included herein have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). These unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and the footnotes thereto contained in the Annual Report on Form 10-K for the year ended December 31, 2014, of Capital Financial Holdings, Inc., as filed with the SEC. The condensed consolidated balance sheet at December 31, 2014, contained herein, was derived from audited financial statements, but does not include all disclosures included in the Form 10-K and applicable under accounting principles generally accepted in the United States of America. Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America, but not required for interim reporting purposes, have been condensed or omitted.

In the opinion of the Company, the accompanying unaudited condensed consolidated financial statements contain all adjustments (which are of a normal, recurring nature) necessary for a fair presentation of the financial statements. The results of operations for the nine months ended September 30, 2015, are not necessarily indicative of operating results for the entire year.

A summary of our significant accounting policies is included in Note 1 of our 2014 Form 10-K filed on March 26, 2015.

Oil and Gas Properties

CNR follows the full cost method of accounting for crude oil and natural gas operations whereby all costs related to the exploration and development of crude oil and natural gas properties are capitalized into a single cost center ("full cost pool"). Such costs include land acquisition costs, geological and geophysical expenses, carrying charges on non-producing properties, costs of drilling directly related to acquisition, and exploration activities.

As of September 30, 2015, CNR held leasehold interests on acreage located in Taylor County, Texas, Lincoln County, Colorado and Divide and Williams County, North Dakota.

Proceeds from property sales will generally be credited to the full cost pool with no gain or loss recognized, unless such a sale would significantly alter the relationship between capitalized costs and the proved reserves attributable to these costs.

Capitalized costs are depleted and amortized on the unit-of-production method based on the estimated gross proved reserves as determined by independent petroleum engineers. The costs of unproved properties are withheld from the depletion base until such time as they are either developed or abandoned. When proved reserves are assigned or the property is considered to be impaired, the cost of the property or the amount of the impairment is added to costs subject to depletion and full cost ceiling calculations. For the three and nine months ended September 30, 2015, depletion expense was \$6,199.

The Company assesses all items classified as unproved property on an annual basis, or if certain circumstances exist, more frequently, for possible impairment or reduction in value. As of September 30, 2015 the Company held non-producing and unproved properties in Lincoln County, Colorado and Divide and Williams County, North Dakota.

Oil and Gas Revenue

The Company recognizes oil and gas revenue for only its ownership percentage of total production under the entitlement method. There was no imbalance as of September 30, 2015.

Asset Retirement Obligations

Asset retirement obligation is included in other noncurrent liabilities and relates to future costs associated with the plugging and abandonment of crude oil and natural gas wells, removal of equipment and facilities from leased acreage and returning the land to its original condition. Estimates are based on estimated remaining lives of those wells based on reserve estimates, external estimates to plug and abandon the wells in the future, inflation, credit adjusted discount rates and federal and state regulatory requirements. The liability is accreted to its present value each period, and the capitalized cost is depreciated over the useful life of the related asset. As of September 30, 2015, asset retirement obligations were \$1,938 and for the three and nine months ended September 30, 2015 accretion expense was not significant.

NOTE 2 – RECENTLY ADOPTED ACCOUNTING PRONOUNCEMENTS

A summary of our significant accounting policies is included in Note 1 of our 2014 Form 10-K filed on March 26, 2015.

ASU 2015-16—*Business Combinations (Topic 805): Simplifying the Accounting for Measurement-Period Adjustments* – The Company has not adopted this update as of September 30, 2015, as it was not applicable to the Company at this time.

ASU 2015-14—*Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date* – The Company has not adopted this update as of September 30, 2015, as it was not applicable to the Company at this time.

NOTE 3 - RECLASSIFICATION

Certain amounts in the 2014 condensed consolidated financial statements have been reclassified to conform to the 2015 presentation. These reclassifications had no effect on the Company's net income (loss).

NOTE 4 – BUSINESS VENTURES

On June 9, 2014, the Company launched a new wholly-owned operating subsidiary, Capital Natural Resources, Inc., by acquiring 1,000,000 shares, .001 par value common stock of Capital Natural Resources, Inc. ("CNR") for the amount of \$100,000. Capital Natural Resources, Inc. will seek opportunities related to natural resources in the United States, including petroleum, natural gas and/or other minerals, water resources and land. The new subsidiary is expected to diversify the business operations of the Company and is unrelated to any current or past business. On June 17, 2014, the Company acquired an additional 400,000 shares, .001 par value common stock of CNR for the amount of \$40,000. On July 21, 2014, the Company acquired an additional 3,750,000 shares, .001 par value of common stock of CNR for the amount of \$375,000. As of September 30, 2015, the Company owned 5,150,000 shares of CNR.

On April 1, 2015, CNR obtained a non-operating working interest in an oil and gas property consisting of a twenty five percent interest in three oil and gas leases covering approximately 618 acres in Taylor County, Texas for a purchase price of \$90,000 paid in cash. This purchase is presented as oil and natural gas properties on the balance sheet. As of September 30, 2015, oil and gas revenues was \$26,859.

On July 28, 2015, CNR acquired five year oil and gas leases on one 80 acre tract located in Williams County, North Dakota and two 80 acre tracts located in Divide County, North Dakota for a combined acquisition cost of \$7,676, including lease bonus and prepaid annual rentals. The oil and gas leases were obtained from the State of North Dakota Department of Trust Lands. The leases grant the right to conduct oil and gas operations and extract oil and gas from the property with payment of royalty to the lessor of 3/16 of oil and gas produced. The leases will expire August 3, 2020 unless held by production, meaning oil and gas is being produced from the properties.

On August 20, 2015, CNR acquired a five year oil and gas lease on a 640 acre tract located in Lincoln County, Colorado at an initial acquisition cost of \$1,652 including the first annual rental payment of \$1,600. The oil and gas lease was obtained from the Colorado State Board of Land Commissioners. The lease grants the right to conduct oil and gas operations and extract oil and gas from the property with payment of royalty to the lessor of 1/6 of oil and gas produced. The lease will expire August 20, 2020 unless held by production, meaning oil and gas is being produced from the property.

The oil and gas leases in North Dakota and Colorado are currently non-producing properties and non-operating leases.

The purchase allocation for all four CNR oil and gas lease transactions was based on the estimated fair value of the assets acquired.

On May 19, 2015, CNR acquired interests in 383 acres of coal rights located in Kanawha County, West Virginia with 1,483,451 recoverable tons for a purchase price of \$1,275 paid in cash. This purchase is presented as other property holdings on the balance sheet.

On June 11, 2015, CNR acquired 724.5 acres of mineral, water rights and surface interests in Hudspeth County, Texas for a purchase price of \$83,350 paid in cash. This purchase is presented as other property holdings on the balance sheet.

NOTE 5—BARON NOTES RECEIVABLE

On June 11, 2014, June 27, 2014, and July 22, 2014, Baron Energy, Inc. issued promissory notes to Capital Natural Resources, Inc. (the "note holder") in the amounts of \$85,000, \$40,000 and \$375,000, respectively. The three notes carry an interest rate of 15% per annum, payable monthly, and mature on June 12, 2016, June 28, 2016 and July 23, 2016, respectively. As of September 30, 2015, notes held with Baron Energy, Inc. carried a balance of \$500,000. At maturity, the notes are convertible at the option of the note holder into specified non-operating minority working interests in Baron Energy, Inc.'s oil and gas operations in Frio County, Texas. As additional compensation to the noteholder, at the maturity of the notes, regardless of whether the noteholder elects to convert the principal of the notes to non-operating minority working interests, the noteholder will be assigned specified non-operating minority working interests in Baron Energy, Inc.'s oil and gas operations in Frio County, Texas. The note holder also has the option to receive additional working interests if it extends the maturity dates of the notes. Interest income received as of the nine months ended September 30, 2015, was \$50,000. All payments on the notes are current as of September 30, 2015, and no reduction has been made in the carrying value of the notes as of September 30, 2015.

NOTE 6 – LINE OF CREDIT

On August 9, 2013, the Company signed loan documents for a line of credit with a local bank, American Bank Center, in the amount of \$300,000 in order to help fund the cash redemption of less than whole shares which resulted from the 1:10,000 reverse stock split, which occurred on August 14, 2013. The line of credit had a variable interest rate of 1.509 percent above Wall Street Journal U.S. Prime Rate. The Company made monthly interest payments. The loan matured August 8, 2014. The Company set up monthly payments with an automatic payment of \$25,000. There are no financial covenants associated with the line of credit. On July 9, 2014, the Company made a monthly payment of \$25,000 to the line of credit. On July 17, 2014, the Company made a final payment to the line of credit in the amount of \$29,422 closing this line of credit. As of September 30, 2015, there is no longer an outstanding balance on this line of credit.

On July 14, 2014, the Company signed new loan documents for a line of credit with American Bank Center in the amount of \$300,000. The line of credit had a variable interest rate of 1.509 percent above Wall Street Journal U.S. Prime Rate. The loan matured July 14, 2015. The Company set up monthly payments with an automatic payment of \$25,000. There are no financial covenants associated with the line of credit. The Company made a payment of \$25,000 on July 6, 2015, and a final payment of \$28,578 on July 14, 2015, bringing the balance to zero. The total interest expense on this line of credit was \$8,061.

On July 14, 2015, the Company signed renewal loan documents for the line of credit with American Bank Center in the amount of \$500,000. The line of credit has a variable interest rate of 1.509 percent above Wall Street Journal U.S. Prime Rate which was 3.25% as of September 30, 2015. The loan matures with principal due on July 14, 2016. For the period ended September 30, 2015, the Company had no outstanding balance against this line of credit before renewal. As of September 30, 2015, the Company had zero outstanding and zero interest expense against its current line of credit. There are no financial covenants associated with the line of credit.

NOTE 7 - STOCK WARRANTS, STOCK SPLITS, AND STOCK OPTIONS

The Company measures and records compensation expense for all share-based payment awards made to employees and directors, including employee stock options, based on estimated fair values. There were no compensation costs or deferred tax benefits recognized for stock-based compensation awards for the nine months ended September 30, 2015 and 2014. Changes are due to the stock buyback and reverse stock split.

Option activity for the twelve months ended December 31, 2014 and the nine months ended September 30, 2015 was as follows:

	<u>Number of Options</u>	<u>Weighted Average Exercise Price per Share</u>	<u>Weighted Average Grant Date Fair Value</u>	<u>Aggregate Intrinsic Value</u>
Outstanding on January 1, 2014	539	\$ 5,400	\$ 2,800	\$ -
Granted	-	-	-	-
Exercised	-	-	-	-
Canceled	203	-	-	-
Outstanding on December 31, 2014	336	\$ 5,400	\$ 2,800	\$ -
Granted	-	-	-	-
Exercised	-	-	-	-
Canceled	102	-	-	-
Outstanding on September 30, 2015	234	\$ 4,734	\$ 4,388	\$ -

Exercisable options totaled 336 at December 31, 2014 and totaled 234 at September 30, 2015.

NOTE 8 – INCOME TAXES

Deferred taxes arise because of different tax treatment between financial statement accounting and tax accounting, known as “temporary differences.” The Company records the tax effect of these temporary differences as “deferred tax assets” (generally items that can be used as a tax deduction or credit in future periods) and “deferred tax liabilities” (generally items for which the Company has received a tax deduction and has not yet been recorded in the consolidated statement of operations).

Management reviews and adjusts those estimates annually based upon the most current information available. However, because the recoverability of deferred taxes is directly dependent upon the future operating results of the Company, actual recoverability of deferred taxes may differ materially from management's estimates.

Due to stock options forfeited, the deferred tax assets associated with stock compensation valued under the Black Scholes model were reduced. As of September 30, 2015, approximately \$24,500 was recorded as tax expense for the quarter and an accumulated amount of approximately \$314,117 has been recorded as tax expense since the beginning of stock options being forfeited.

NOTE 9 - EARNINGS PER SHARE

Basic earnings per share are computed by dividing earnings available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted earnings per share reflect per share amounts that would have resulted if dilutive potential common shares had been converted to common shares. The following reconciles amounts reported in the financial statements:

	Three Months Ended September 30, 2015			Three Months Ended September 30, 2014		
	Numerator	Denominator	Per Share Amount	Numerator	Denominator	Per Share Amount
Net (Loss) Income	\$ 36,254			12,335		
Less: Preferred Stock Dividends						
Income Available to Common Shareholders –						
Basic Earnings per Share	\$ 36,254	1,241	29	12,335	1,241	\$ 10
Effect of Dilutive Securities:						
Preferred Stock Dividends						
Stock Options and Warrants						
Income Available to Common Shareholders –						
Diluted Earnings per Share	\$ 36,254	1,241	29	12,335	1,241	\$ 10
	Nine Months Ended September 30, 2015			Nine Months Ended September 30, 2014		
	Numerator	Denominator	Per Share Amount	Numerator	Denominator	Per Share Amount
Net (Loss) Income	\$ (30,608)			(18,285)		
Less: Preferred Stock Dividends						
Income Available to Common Shareholders –						
Basic Earnings per Share	\$ (30,608)	1,241	(25)	(18,285)	1,241	\$ (15)
Effect of Dilutive Securities:						
Preferred Stock Dividends						
Stock Options and Warrants						
Income Available to Common Shareholders –						
Diluted Earnings per Share	\$ (30,608)	1,241	(25)	(18,285)	1,241	\$ (15)

Options and warrants to purchase 444 common shares at exercise prices between \$3,500 and \$14,300 were outstanding at September 30, 2015, but were not included in the computation of diluted earnings per share for the quarter ending September 30, 2015 and September 30, 2014, because their effect was anti-dilutive.

NOTE 10 – SEGMENT REPORTING

The Company organizes its current business units into three reportable segments: broker dealer services, natural resources and holding company. The broker-dealer services segment distributes securities and insurance products to retail investors through a network of registered representatives through its wholly-owned subsidiary, Capital Financial Services, Inc. ("CFS"), a Wisconsin corporation. The natural resources segment seeks opportunities related to natural resources in the United States, including petroleum, natural gas and/or other minerals, water resources and land through its wholly-owned subsidiary, Capital Natural Resources, Inc. ("CNR"), a Colorado corporation. The holding company encompasses cost associated with business development and acquisitions, dispositions of subsidiary entities and results of discontinued operations, dividend income and recognized gains or losses.

Colorado corporation. The holding company encompasses cost associated with business development and acquisitions, dispositions of subsidiary entities and results of discontinued operations, dividend income and recognized gains or losses.

The Company's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

As of, and for the three months ended:	Holding Company	Natural Resource Activities	Broker-Dealer Services	Total
September 30, 2015				
Revenues from external customers	-	18,187	4,470,456	4,488,643
Other operating income	-	-	48,323	48,323
Other income	11,399	-	24,731	36,129
Interest income	-	12,500	-	12,500
Interest expense	179	-	16	195
Depreciation	662	80	11,019	11,761
Depletion	-	6,199	-	6,199
Income (loss) before income tax benefit (expense)	(107,165)	7,963	181,020	81,818
Income tax benefit (expense)	28,539	(3,121)	(70,982)	(45,564)
Net income (loss)	(78,626)	4,841	110,038	36,254

As of, and for the three months ended:	Holding Company	Natural Resource Activities	Broker-Dealer Services	Total
September 30, 2014				
Revenues from external customers	-	-	5,440,241	5,440,241
Other operating income	-	-	119,590	119,590
Other income	28	-	59,859	59,887
Interest income	-	10,477	-	10,477
Interest expense	2,409	-	9	2,418
Depreciation	764	-	7,014	7,778
Depletion	-	-	-	-
Income (loss) before income tax benefit (expense)	(151,538)	1,114	298,534	148,110
Income tax benefit (expense)	(20,474)	1,736	(117,038)	(135,775)
Net income (loss)	(172,011)	2,851	181,496	12,335

As of, and for the nine months ended:	Holding Company	Natural Resource Activities	Broker-Dealer Services	Total
September 30, 2015				
Revenues from external customers	-	26,859	14,122,611	14,149,470
Other operating income	-	-	182,660	182,660
Other income	26,824	-	36,692	63,516
Interest income	-	50,000	-	50,000
Interest expense	3,578	-	68	3,646
Depreciation	2,567	80	30,299	32,946
Depletion	-	6,199	-	6,199
Income (loss) before income tax benefit (expense)	(222,047)	13,874	292,539	84,366
Income tax benefit (expense)	5,162	(5,439)	(114,697)	(114,974)
Net income (loss)	(216,885)	8,436	177,842	(30,608)

As of, and for the nine months ended:	Holding Company	Natural Resource Activities	Broker-Dealer Services	Total
September 30, 2014				
Revenues from external customers	-	-	15,712,263	15,712,263
Other operating income	-		367,721	367,721
Other income	884	-	99,453	100,337
Interest income	-	10,477	-	10,477
Interest expense	11,696	-	9	11,705
Depreciation	2,679	-	19,938	22,617
Depletion	-	-	-	-
Income (loss) before income tax benefit (expense)	(336,790)	(10,061)	631,772	284,921
Income tax benefit (expense)	(61,656)	6,117	(247,667)	(303,206)
Net income (loss)	(398,446)	(3,944)	384,105	(18,285)

NOTE 11 – LEGAL PROCEEDINGS

The Company operates in a legal and regulatory environment that exposes it to potentially significant litigation risks. Issuers of certain alternative products sold by the Company are in Bankruptcy or may have other financial difficulties. As a result of such alleged failings of alternative products and the uncertainty of client recovery from the various product issuers, the Company is subject to several legal and/or arbitration proceedings. These proceedings include customer suits and arbitrations related to the failure of Medical Capital, other alternative investments alleged to be unsuitable, the bankruptcy proceedings of the various DBSI entities and the bankruptcy of other various entities. The Company vigorously contests the allegations of the various proceedings and believes that there are multiple meritorious legal and fact based defenses in these matters. Such cases are subject to many uncertainties, and their outcome is often difficult to predict, including the impact on operations or on the financial statements, particularly in the earlier stages of a case. The Company makes provisions for cases brought against it when, in the opinion of management after seeking legal advice, it is probable that a liability exists, and the amount can be reasonably estimated. The current proceedings are subject to uncertainties and, as such, the Company is unable to estimate the possible loss or range of loss that may result from the outcome of these cases; however, results in these cases that are against the interests of the Company could have a severe negative impact on the financial position of the Company. As of September 30, 2015, the Company is a defendant in five on-going suits or arbitrations as discussed above. The Company expects to vigorously defend and ultimately prevail in these cases.

On October 15, 2015, the Company, without admitting any liability and to avoid further litigation costs, entered into a Confidential Settlement Agreement and Mutual Release (the "Settlement Agreement") to resolve one of the five lawsuits mentioned above. In addition, under the Settlement Agreement the parties entered into mutual releases of all claims. The settlement was recorded as of September 30, 2015 and is reflected within current liabilities on the balance sheet. Payment was made on October 30, 2015.

On April 5, 2011, several broker-dealers and their principals/officers, including the Company and John Carlson, President and Chief Compliance Officer, filed a lawsuit in the Superior Court of California for Orange County against Mayer Hoffman McCann, P.C. ("Mayer Hoffman") captioned Signature Financial Group, Inc., et al, ("Signature") v. Mayer Hoffman McCann, P.C., et al). The lawsuit arose out of reviews of the financial statements of Medical Capital Holdings, Inc. ("Medical Capital") by Mayer Hoffman. In June 2009, Medical Capital was sued by the U.S. Securities and Exchange Commission ("SEC" or "Commission"), a finding was made that Medical Capital was conducting a "Ponzi scheme," and a receiver was appointed to liquidate Medical Capital. The plaintiffs in the Signature lawsuit are broker-dealers and principals of broker-dealers that sold Medical Capital investments to their clients. These plaintiffs sought to recover damages from Mayer Hoffman for the losses and expenses they incurred as a result of the Medical Capital financial deceptions and resulting expenses and losses to the plaintiffs. Specific claims asserted and relief requested included fraud-intentional misrepresentation of fact/concealment of fact, negligent misrepresentation, equitable indemnity, and declaratory relief. On September 23, 2014, the Plaintiffs entered into a Confidential Settlement and Mutual Release Agreement (the "Settlement Agreement") with Mayer Hoffman and entities affiliated with Mayer Hoffman to settle the Plaintiffs' claims against Mayer Hoffman and all affiliated parties of Mayer Hoffman with no admission of liability or fault by any defendant. The settlement proceeds were received on December 4, 2014 and recorded as other income on the consolidated financial statements of Capital Financial Holdings, Inc. In a matter related to the Settlement Agreement, on or about October 6, 2014, the Company filed a lawsuit seeking declaratory judgment against its former errors and omission insurance carrier - Arch Specialty Insurance Company ("Arch") - in the Circuit Court of Wisconsin for Milwaukee County (Capital Financial Services, Inc. v. Arch Specialty Insurance Company). On or about November 24, 2014, Arch filed counterclaims against the Company. These actions are for declaratory relief in connection with a dispute over whether Arch is entitled to any portion of the settlement proceeds that the Company received in exchange for dismissing the lawsuit with Mayer Hoffman. The Company cannot predict the outcome of the above matters or estimate the possible loss or range of loss, if any. Although the proceedings are subject to uncertainties inherent in the litigation process and the ultimate disposition of these proceedings is not presently determinable, management believes that the allegations by Arch in its counterclaims are without merit and that the ultimate resolution of these matters will not have a material adverse effect on the consolidated financial condition, results of operations or cash flows of the Company.

NOTE 12 – SUBSEQUENT EVENTS

None.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

GENERAL

Capital Financial Holdings, Inc. derives the majority of its revenues and net income from sales of mutual funds, insurance products, and various other securities through Capital Financial Services, Inc. ("CFS"), the Company's broker dealer segment.

The Company has been engaged in the financial services business since 1987. The Company was incorporated September 22, 1987, as a North Dakota corporation. The Company's principal offices are located at 1 Main Street North, Minot, North Dakota 58703. As of September 30, 2015, the Company had 18 full-time employees and 1 part-time employee consisting of officers, principals, data processing, compliance, accounting, and clerical support staff.

The Company organizes its current business units into three reportable segments: broker dealer services, natural resources and holding company. The broker-dealer services segment distributes securities and insurance products to retail investors through a network of registered representatives through its wholly-owned subsidiary, Capital Financial Services, Inc. ("CFS"), a Wisconsin corporation. The natural resources segment seeks opportunities related to natural resources in the United States, including petroleum, natural gas and/or other minerals, water resources and land through its wholly-owned subsidiary, Capital Natural Resources, Inc. ("CNR"), a Colorado corporation. The holding company encompasses cost associated with business development and acquisitions, dispositions of subsidiary entities and results of discontinued operations, dividend income and recognized gains or losses.

The Company's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

Capital Financial Holdings, Inc. derives the majority of its revenues and net income from sales of mutual funds, insurance products, and various other securities through Capital Financial Services, Inc. ("CFS"), the Company's broker dealer segment.

CFS is a full-service brokerage firm. CFS is registered with the SEC as an investment advisor and broker-dealer and also with FINRA as a broker-dealer. CFS specializes in providing investment products and services to independent investment representatives, financial planners, and investment advisors and currently supports over 205 investment representatives and investment advisors.

RESULTS OF OPERATIONS

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net income (loss)	36,254	12,335	(30,608)	(18,285)
Income (loss) per share:				
Basic	29	10	(25)	(15)
Diluted	29	10	(25)	(15)

The Company reported net income for the three months ended September 30, 2015, of \$36,254, compared to net income of \$12,335 for the same quarter in 2014. The Company reported net loss of \$30,608 for the nine months ended September 30, 2015, compared to a net loss of \$18,285 during the same period in 2014. The increase in net income for the three months ended September 30, 2015 compared to net income in the same period in 2014 is due to reduced compensation expenses and general and administration expenses. The increased net loss for the nine months ended September 30, 2015 compared to a net loss in the same period in 2014 is due primarily to a legal settlement that was booked in the second quarter of 2015.

Operating revenues

Total operating revenues for the three months ended September 30, 2015 were \$4,536,966, a decrease of 18% from \$5,559,831 for the same period ended September 30, 2014. Total operating revenues for the nine months ended September 30, 2015 were \$14,332,130, a decrease of 11% from \$16,079,984 for the same period ended September 30, 2014. The decrease for the three month and six month periods net revenue categories are listed below.

Fee income

Fee income for the three months ended September 30, 2015 was \$282,318, an increase of 16% from \$242,620 for the same period ended September 30, 2014. Fee income for the nine months ended September 30, 2015 was \$868,802, an increase of 6% from \$817,456 for the same period ended September 30, 2014. The increases are due to an increase in fee income received by the broker dealer segment as a result of higher values of client assets under management.

The Company earns investment advisory fees in connection with the broker dealer's registered investment advisor. The Company pays the registered representatives a portion of this fee income as commission expense and retains the balance. These fees constituted approximately 6% of the Company's consolidated revenues for the three months ended September 30, 2015 and approximately 6% for the nine months ended September 30, 2015. These fees constituted approximately 4% of the consolidated revenues for the three months ended September 30, 2014 and approximately 5% for the nine months ended September 30, 2014. There is no fee income attributable to the other segments.

Commission income

Commission income includes broker dealer segment commissions. The Company pays the registered representatives a percentage of this income as commission expense and retains the balance. Commission income for the three months ended September 30, 2015 was \$4,188,138, a decrease of 19% from \$5,197,621 for the same period ended September 30, 2014. Commission income for the nine months ended September 30, 2015 was \$13,253,809 a decrease of 11% from \$14,894,807 for the same period ended September 30, 2014. The decreases were due primarily to the decrease in commissions received by the broker dealer segment due to market conditions. Commission revenues constituted approximately 91% of the Company's consolidated revenues for the three months ended September 30, 2015 and approximately 92% for the nine months ended September 30, 2015. Commission revenues constituted approximately 93% of the consolidated revenues for the three months ended September 30, 2014 and approximately 93% for the nine months ended September 30, 2014. There is no commission income attributable to the other segments.

Oil and gas revenue

Oil and gas revenue is income tied to the non-operating working interest well leases and is received by the natural resources segment. It is the Company's share of oil and gas revenues for its ownership percentage of total production. There is no oil and gas revenue attributable to the other segments. Oil and gas revenue for the three months ended September 30, 2015 was \$18,187. Oil and gas revenue for the nine months ended September 30, 2015 was \$26,859, an increase of 100% from the same periods ended September 30, 2014.

Other operating income

Other operating income for the three months ended September 30, 2015 was \$48,323, a decrease of 60% from \$119,590 for the same period ended September 30, 2014. Other operating income for the nine months ended September 30, 2015 was \$182,660, a decrease of 50% from \$367,721 for the same period ended September 30, 2014. The decreases were primarily due to a decrease in the income received related to alternative investment products. There is no other operating income attributable to the natural resource or holding segments. Other operating income constituted approximately 1% of the Company's consolidated revenues for the three and nine months ended September 30, 2015 and approximately 2% of the consolidated revenues for the three and nine months ended September 30, 2014.

Interest income

Consolidated interest income for the three months ended September 30, 2015 was \$12,500, an increase of 19% from \$10,477 for the same period ended September 30, 2014. Interest income for the nine months ended September 30, 2015 was \$50,000, an increase of 377% from \$10,477 for the same period ended September 30, 2014. Interest income is attributable to the Baron Energy notes from the natural resource segment. There was no material interest income for the holding or broker dealer segments for the periods ended September 30, 2015 and 2014.

Operating expenses

Total operating expenses for the three months ended September 30, 2015 were \$4,503,502, a decrease of 18% from \$5,479,667 for the three months ended September 30, 2014. Total operating expense for the nine months ended September 30, 2015 were \$14,357,634, a decrease of 10% from \$15,894,172 for the same period ended September 30, 2014. The decreases resulted from the net decreases in the expense categories described below.

Compensation and benefits

Consolidated compensation and benefits expense for the three months ended September 30, 2015 was \$362,537, a decrease of 19% from \$445,915 for the same period ended September 30, 2014. Consolidated compensation and benefits expense for the nine months ended September 30, 2015 was \$980,067 a decrease of 10% from \$1,091,835 for the same period ended September 30, 2014. The decreases resulted from decreased bonuses accrued.

Compensation and benefits for the holding segment for the three months ended September 30, 2015 was \$73,656, a decrease of 1% from an expense of \$74,398 for the same period ended September 30, 2014. Compensation and benefits for the holding segment for the nine months ended September 30, 2015 was an expense of \$92,400, a decrease of 32% from \$136,623 for the same period ended September 30, 2014. The decrease is due to decreases in paid bonus compensation.

Compensation and benefits for the broker dealer segment for the three months ended September 30, 2015 was \$278,169, a 23% decrease from \$362,245 for the same period ended September 30, 2014. Compensation and benefits for the broker dealer segment for the nine months ended September 30, 2015 was \$849,764, a 9% decrease from \$936,005 for the same period ended September 30, 2014. The decreases were due to decreases in accrued bonuses.

Compensation and benefits for the natural resource segment for the three months ended September 30, 2015 was \$10,713, an increase of 16% from \$9,271 for the same period ended September 30, 2014. Compensation and benefits for the natural resources segment for the nine months ended September 30, 2015 was \$37,903, an increase of 97% from \$19,207 for the same period ended September 30, 2014.

Commission expense

Commission expense for the three months ended September 30, 2015 was \$3,935,925, a decrease of 17% from \$4,730,498 for the same period ended September 30, 2014. Commission expense for the nine months ended September 30, 2015 was \$12,405,829, a decrease of 11% from \$13,892,303 for the same period ended September 30, 2014. The decrease is a result of the lower revenues received by the broker dealer segment during the same period ended September 30, 2015. There is no commission expense attributable to the other segments.

General and administrative expense

Consolidated general and administrative expenses for the three months ended September 30, 2015 were \$187,160, a decrease of 37% from \$295,476 for the same period ended September 30, 2014. Consolidated general and administrative expenses for the nine months ended September 30, 2015 were \$932,593, an increase of 5% from \$887,417 for the same period ended September 30, 2014. The decrease and increase resulted from the net increases and decreases in the expense categories described below.

General and administrative expenses for the holding segment for the three months ended September 30, 2015 were \$44,066, a 40% decrease from \$73,995 for the same period ended September 30, 2014. General and administrative expenses for the nine months ended September 30, 2015 were \$150,326, a decrease of 19% from \$186,675 for the same period ended September 30, 2014. The decreases were from a decrease in regulatory filing fees, accounting expenses and legal expenses.

General and administrative expenses for the broker dealer segment for the three months ended September 30, 2015 were \$137,361, a decrease of 38% from \$221,390 for the same period ended September 30, 2014. General and administrative expenses for the nine months ended September 30, 2015 were \$763,434, an increase of 9% from \$699,411 for the same period ended September 30, 2014. The decreases for the three months ended September 30, 2015 were from decreases in outside services, licensing fees, and equipment rental requirements. A legal settlement in the amount of \$190,000 was booked in the broker dealer segment as of June 30, 2015. This one time settlement is the primary reason for the increase for the nine months ended September 30, 2015.

General and administrative expenses for the natural resources segment for the three and nine month periods ended September 30, 2015 were \$5,732 and 18,802, respectively. The general and administrative expenses for the three and six month periods ended September 30, 2015 were immaterial. The increases were due to the operating expenses tied to the recent leases purchased by the natural resources segment in April of 2015.

Depreciation

Consolidated depreciation expense for the three months ended September 30, 2015 was \$11,761, an increase of 51% from \$7,778 for the same period ended September 30, 2014. Consolidated depreciation expense for the nine months ended September 30, 2015 was \$32,946, an increase of 46% from \$22,617 for the same period ended September 30, 2014.

Depreciation expense for the holding segment for the three months ended September 30, 2015 was \$662, a decrease of 13% from \$764 for the same period ended September 30, 2014. Depreciation expense for the holding segment for the nine months ended September 30, 2015 was \$2,567, a decrease of 4% from \$2,679 for the same period ended September 30, 2014.

Depreciation expense for the broker dealer segment for the three months ended September 30, 2015 was \$11,019, an increase of 57% from \$7,014 for the same period ended September 30, 2014. Depreciation expense for the broker dealer segment for the nine months ended September 30, 2015 was \$30,299, an increase of 52% from \$19,938 for the same period ended September 30, 2014. The increases in depreciation expenses were due to additional fixed assets purchased during the period ended September 30, 2015.

Depreciation expense for the natural resource segment during the quarter ended September 30, 2015 is immaterial. There was no depreciation expense for the natural resources segment for the quarter ended September 30, 2014.

Depletion Expense

Depletion expense for the natural resources segment for the three and nine months ended September 30, 2015 was \$6,199. There is no depletion expense attributable to the other segments. Depletion is determined by deducting units (barrels of oil) extracted on the unit of production method based on the estimated gross proved reserves as determined by independent petroleum engineers. The percentage of units extracted to the total estimated proven reserves is multiplied by the producing property cost to determine depletion.

Interest expense

Interest expense for the three months ended September 30, 2015 was \$195, a decrease of 92% from \$2,418 for the same period ended September 30, 2014. Interest expense for the nine months ended September 30, 2015 was \$3,646, a decrease of 69% from \$11,705 for the same period ended September 30, 2014. The decrease is due to the interest payments made on the line of credit issued to the holding division in 2014. There is no material interest expense attributable to the other segments.

Liquidity and capital resources

Net cash provided by operating activities was \$389,307 for the nine months ended September 30, 2015, as compared to net cash used in operating activities of \$65,338 during the nine months ended September 30, 2014. The primary difference corresponds to the timing of payment/reimbursement on the E&O insurance, commissions payable and income taxes.

Net cash used in investing activities was \$208,067 for the nine months ended September 30, 2015, as compared to net cash used in investing activities of \$535,633 for the nine months ended September 30, 2014. The primary difference corresponds with the launch of the new subsidiary, Capital Natural Resources, Inc., and the asset investments within that subsidiary.

Net cash used in financing activities was \$200,000 for the nine months ended September 30, 2015, as compared to net cash provided by financing activities of \$29,456 for the nine months ended September 30, 2014. The primary difference corresponds with the payments made on the line of credit.

The Company has historically relied upon sales of its equity securities and debt instruments, as well as bank loans, for liquidity and growth. Management believes that the Company's existing liquid assets, along with cash flow from operations, will provide the Company with sufficient resources to meet its ordinary operating expenses during the next twelve months. Significant, unforeseen or extraordinary expenses may require the Company to seek alternative financing sources, including common or preferred share issuance or additional debt financing.

In addition to the liabilities coming due in the next twelve months, management expects that the principal needs for cash may be broker recruitment, repurchase of shares of the Company's common stock, and debt service. Management also expects to realize increases in consultant expenses as well as increased compliance and legal costs with respect to its broker dealer subsidiary related to regulatory and litigation matters.

FORWARD-LOOKING STATEMENTS

When used herein, in future filings by the Company with the Securities and Exchange Commission ("SEC"), in the Company's press releases, and in other Company-authorized written or oral statements, the words and phrases "can be," "expects," "anticipates," "may affect," "may depend," "believes," "estimate," or similar expressions are intended to identify "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. The Company cautions readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. Such statements are subject to certain risks and uncertainties, including those set forth in this "Forward-Looking Statements" section, which could cause actual results for future periods to differ materially from those presently anticipated or projected. The Company does not undertake and specifically disclaims any obligation to update any forward-looking statement to reflect events or circumstances after the date of such statements.

Forward-looking statements include, but are not limited to, statements about the Company's:

- Business strategies and investment policies,
- Possible or assumed future results of operations and operating cash flows,
- Financing plans and the availability of short-term borrowing,
- Competitive position,
- Potential growth opportunities,
- Recruitment and retention of the Company's key employees,
- Potential operating performance, achievements, productivity improvements, efficiency and cost reduction efforts,
- Likelihood of success and impact of litigation,
- Expected tax rates,
- Expectations with respect to the economy, securities markets, the market for merger and acquisition activity, the market for asset management activity, and other industry trends,
- Competition, and
- Effect from the impact of future legislation and regulation on the Company.

The following factors, among others, could cause actual results to differ materially from forward-looking statements, and future results could differ materially from historical performance:

- General political and economic conditions which may be less favorable than expected;
- The effect of changes in interest rates, inflation rates, the stock markets, or other financial markets;
- Unfavorable legislative, regulatory, or judicial developments;
- Adverse findings or rulings in arbitrations, litigation or regulatory proceedings;
- Incidence and severity of catastrophes, both natural and man-made;
- Changes in commodity pricing due to natural resource investments;
- Changes in accounting rules, policies, practices, and procedures which may adversely affect the business; and
- Terrorist activities or other hostilities which may adversely affect the general economy.

The Company is a financial services holding company that, through its broker dealer subsidiary, provides brokerage, investment advisory, insurance and related services. The Company operates in a highly regulated and competitive industry that is influenced by numerous external factors such as economic conditions, marketplace liquidity and volatility, monetary policy, global and national political events, regulatory developments, competition, and investor preferences. The Company's revenues and net earnings may be either enhanced or diminished from period to period by such external factors. The Company remains focused on continuing to reduce redundant operating costs, upgrade operating efficiency, recruit quality representatives and grow our revenue base. The Company provides broker-dealer services in support of trading and investment by its representatives' customers in corporate equity and debt securities, U.S. Government securities, municipal securities, mutual funds, private placement alternative investments, variable annuities and variable life insurance. The Company also provides investment advisory services for its representative's customers.

A key component of the broker-dealer subsidiary's business strategy is to recruit well-established, productive representatives who generate substantial revenues from an array of investment products and services. Additionally, the broker-dealer subsidiary assists its representatives in developing and expanding their business by providing a variety of support services and a diversified range of investment products for their clients.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not Applicable as a Smaller Reporting Company

Item 4. Controls and Procedures

The Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-14(c) and Rule 15c-14(c) under the Exchange Act) as of the end of the period covered by this report, pursuant to Rule 13a-15(b) of the Exchange Act. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures are effective as of September 30, 2015, and that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed and summarized, and reported within the time periods specified by the SEC's rules and forms.

Disclosure controls and procedures are the controls and other procedures that are designed to ensure that information required to be disclosed in the reports that the Company files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in the reports that the Company files or submits under the Exchange Act is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

There were no significant changes in the Company's internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation.

We are not currently a "listed company" under SEC rules and are therefore not required to have a board comprised of a majority of independent directors or separate committees comprised of independent directors. We use the definition of "independence" under the NASDAQ Rules, as applicable and as may be modified or supplemented from time to time and the interpretations thereunder, to determine if the members of our Board are independent. In making this determination, our Board considers, among other things, transactions and relationships between each director and his immediate family and us, including those reported in its Annual Report under the caption "Certain Relationships and Related Transactions." The purpose of this review is to determine whether any such relationships or transactions are material and, therefore, inconsistent with a determination that the directors are independent. On the basis of such review and its understanding of such relationships and transactions, our Board has determined that none of our Board members is an independent director.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

The information in response to this item can be found in Note 11 (Legal Proceedings) to Financial Statements in this Report, which information is incorporated by reference into this item.

Item 1A. Risk Factors

Not Applicable as a Smaller Reporting Company

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The Company has issued the following securities in the past quarter without registering the securities under the Securities Act:

None

Small Business Issuer Repurchases of Equity Securities:

In November of 1997, the Board of Directors of the Company authorized the repurchase of up to \$2,000,000 of its outstanding common stock from time to time in the open market. The table below displays the dollar value of shares that may yet be purchased under this plan.

Period	Total Number of Shares Purchased	Average Price Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs
July 2015	-	-	-	\$ 597,754
August 2015	-	-	-	\$ 597,754
September 2015	-	-	-	\$ 597,754
Total	-	-	-	\$ 597,754

Item 3. Defaults Upon Senior Securities

None

Item 4. (Removed and Reserved)

Item 5. Other Information

None

Item 6. Exhibits

Exhibits

Exhibit No.	Description
31.1	CEO Certification Pursuant to Section 302 of the Sarbanes-Oxley Act and Rules 13a-14(a) and 15d-14(a) of the Exchange Act
31.2	CFO Certification Pursuant to Section 302 of the Sarbanes-Oxley Act and Rules 13a-14(a) and 15d-14(a) of the Exchange Act
32.1	CEO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act and 18 U.S.C. Section 1350
32.2	CFO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act and 18 U.S.C. Section 1350

CAPITAL FINANCIAL HOLDINGS, INC.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CAPITAL FINANCIAL HOLDINGS, INC.

Date: November 16, 2015

By /s/ John Carlson

John Carlson
Chief Executive Officer & President
(Principal Executive Officer)

Date: November 16, 2015

By /s/ Elizabeth Redding

Elizabeth A. Redding
Chief Financial Officer & Corporate Secretary
(Principal Financial Officer)

**CERTIFICATION OF
CHIEF EXECUTIVE OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002**

I, Jonathan Carlson, certify that:

1. I have reviewed this Form 10-Q of Capital Financial Holdings, Inc. (the "Company");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods present in this report;
4. The small business issuers other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-15(f) and 15d-15(f)) for the small business issuer and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the small business issuer's internal control over financing reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonable likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involved management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Capital Financial Holdings, Inc.

Dated: September 30, 2015

By: /s/ Jonathan Carlson
Jonathan Carlson
Title

**CERTIFICATION OF
CHIEF FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002**

I, Elizabeth Redding, certify that:

1. I have reviewed this Form 10-Q of Capital Financial Holdings, Inc. (the "Company");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods present in this report;
4. The small business issuers other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-15(f) and 15d-15(f)) for the small business issuer and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonable likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involved management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Capital Financial Holdings, Inc.

Dated: September 30, 2015

By: /s/ Elizabeth Redding
Elizabeth Redding

**CERTIFICATION OF
CHIEF EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350**

In connection with the accompanying Quarterly Report on Form 10-Q of Capital Financial Holdings, Inc. (the "Company") for the quarter ending September 30, 2015, I, Jonathan Carlson, Chief Executive Officer of the Company hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge and belief, that:

1. Such Quarterly Report on Form 10-Q for the quarter ending September 30, 2015, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in such Quarterly Report on Form 10-Q for the quarter ending September 30, 2015, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Capital Financial Holdings, Inc.

Dated: September 30, 2015

By: /s/ Jonathan Carlson

Jonathan Carlson

Title

**CERTIFICATION OF
CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350**

In connection with the accompanying Quarterly Report on Form 10-Q of Capital Financial Holdings, Inc. (the "Company") for the quarter ending September 30, 2015, I, Elizabeth Redding, Chief Financial Officer of the Company hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge and belief, that:

1. Such Quarterly Report on Form 10-Q for the quarter ending September 30, 2015, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in such Quarterly Report on Form 10-Q for the quarter ending September 30, 2015, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Capital Financial Holdings, Inc.

Dated: September 30, 2015

By: /s/ Elizabeth Redding
Elizabeth Redding