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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

Form 10-K

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2015

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

For the transition period of _____ to _____

Commission File Number 000-25958

CAPITAL FINANCIAL HOLDINGS, INC. (The Company)
(Exact name of registrant as specified in its charter)

North Dakota **45-0404061**
(State or other jurisdiction of incorporation or organization) *(IRS Employer Identification No.)*

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

701.837.9600
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:
None

Securities registered pursuant to Section 12(g) of the Act:
Common Stock; \$.0001 par value

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

No . # Yes ;

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

No . # Yes ;

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the 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.

No ; # Yes .

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).

No ; # Yes .

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. .

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 | . | Accelerated filer | . |
| Non-accelerated filer | . | Smaller reporting company | ; |

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Act).

Yes ; No . #

The aggregate market value of voting and non-voting common equity held by non-affiliates of the Registrant as of March 15, 2016 was \$1,234,200, based on the last reported sale price. For purposes of this calculation, the Registrant has assumed that its board of directors, executive officers and holders of greater than five percent of the Registrant's shares are affiliates.

On March 16, 2016, there were 1,241 shares of the issuer's common equity outstanding.

References in this Annual Report on Form 10-K to the "Company", "CFH", "we", "us", "its" or "our" includes the subsidiary, unless the context indicates otherwise.

Documents Incorporated by Reference: Portions of the Company's definitive Proxy Statement for the Annual Meeting of Shareholders to be held on August 11, 2016, are incorporated by reference in certain sections of Part III.

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Special Note Regarding 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 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 has two operating subsidiaries, Capital Financial Services, Inc. (“CFS” or the “broker-dealer subsidiary”) a FINRA member broker-dealer and Capital Natural Resources, Inc. (“CNR” or the “natural resource subsidiary”).

The Company is a financial services holding company that, through its broker dealer subsidiary, Capital Financial Services, Inc., 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.

On June 9, 2014, the Company launched a wholly owned operating subsidiary, Capital Natural Resources, Inc., a Colorado corporation. Capital Natural Resources, Inc. seeks opportunities related to natural resources in the United States, including petroleum, natural gas, and/or other minerals, water resources and land. The subsidiary is expected to diversify the business operations of the Company and is unrelated to any current or past business.

PART I

Item 1. Business

OVERVIEW

Capital Financial Holdings, Inc. ("CFH") 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 subsidiary.

The Company organizes its current business units into three reportable segments: Broker-Dealer Services, Holding Company and Natural Resource. The Broker-Dealer Services segment distributes securities and insurance products to retail investors through a network of registered representatives. The Natural Resource segment seeks opportunities in petroleum and natural gas exploration and production.

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 December 31, 2015, the Company had 1 part-time and 19 full-time employees consisting of officers, principals, data processing, compliance, accounting, and clerical support staff.

BUSINESS DEVELOPMENT

On March 7, 2007, the Company acquired certain assets of United Heritage Financial Services, Inc. (UHFS), a wholly owned subsidiary of United Heritage Financial Group, Inc., of Meridian, Idaho. UHFS had approximately 120 independent registered representatives who became part of Capital Financial Services, Inc. (CFS), the retail brokerage division of the Company. Pursuant to the agreement, in exchange for the assets of UHFS set forth above, the Company agreed to issue 50 restricted CFH shares and pay a deferred cash earn out payment totaling a maximum of \$900,000, to be paid in 21 quarterly installments. On March 7, 2007, the Company issued 50 options to purchase shares of the Company to UHFS. As a result of this issuance of shares, \$175,000 was recorded by the Company as goodwill relating to the purchase of the assets. As of December 31, 2015, the Company had made twenty-one quarterly installment payments. There is no longer a liability relating to this acquisition. Due to the goodwill impairment charge that was recorded for the periods ended December 31, 2010, March 31, 2012, and December 31, 2015, (See Note 11-Goodwill) the total goodwill recorded relating to this acquisition was zero.

On June 9, 2014, the Company launched a wholly owned operating subsidiary, Capital Natural Resources, Inc., a Colorado corporation. Capital Natural Resources, Inc. seeks opportunities related to natural resources in the United States, including petroleum, natural gas, and/or other minerals, water resources and land. The subsidiary is expected to diversify the business operations of the Company and is unrelated to any current or past business.

THE COMPANY'S SUBSIDIARIES

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 subsidiary.

Capital Financial Services, Inc.

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 approximately 201 investment representatives and investment advisors.

Capital Natural Resources, Inc.

On June 9, 2014, the Company launched a wholly-owned operating subsidiary, Capital Natural Resources, Inc., a Colorado corporation. Capital Natural Resources, Inc. seeks opportunities related to natural resources in the United States, including petroleum, natural gas, and/or other minerals, water resources and land. The subsidiary is expected to diversify the business operations of the Company and is unrelated to any current or past business.

DESCRIPTION OF BUSINESS

Brokerage Commissions

CFS's primary source of revenue is commission revenue in connection with sales of shares of mutual funds, insurance products, and various other securities. CFS receives commission and Rule 12b-1 servicing revenue generated from the sale of investment products originated by its registered representatives. CFS also receives investment advisory revenue as a registered investment advisor. CFS pays a portion of the revenue generated to its registered representatives and retains the balance. Commission income and the related clearing expenses are recorded based on the trade date. The revenue earned from 12b-1 is recognized ratably over the period received. Investment advisory fees are derived from account management and investment advisory services. These fees are determined based on a percentage of the customer's assets under sponsor management or a flat fee, may be billed monthly or quarterly and recognized ratably over the period received. The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

REGULATION

Virtually all aspects of the Company's businesses are subject to various complex and extensive federal and state laws and regulations. Regulated areas include, but are not limited to, the effecting of securities transactions, the financial condition of the Company's subsidiaries, record-keeping and reporting procedures, relationships with clients, and experience and training requirements for certain employees. The Company's subsidiary, Capital Financial Services, Inc. ("CFS"), is registered with various federal and state government agencies, including the SEC, as well as FINRA, a self-regulatory industry organization, as described below.

CFS is a registered broker-dealer subject to extensive regulation and periodic examinations by the SEC, FINRA, and state agencies in those states in which CFS conducts business. As a broker-dealer, CFS is subject to the Net Capital Rule promulgated by the SEC under the Securities Exchange Act of 1934 (the "Exchange Act"). This rule requires that a broker-dealer must maintain certain minimum net capital and that its aggregate indebtedness may not exceed specified limitations.

Federal and state laws and regulations, and the rules of FINRA, grant broad powers to such regulatory agencies and organizations. These include the power to limit, restrict, or prevent the Company from carrying on its business if it fails to comply with such laws, regulations and rules. Other possible sanctions that may be imposed include the suspension of individual employees, restrictions on the Company expanding its business or paying cash dividends, the revocation of the investment advisor or broker dealer expulsions, censures, and/or fines.

The Company operates under the provision of Paragraph (k)(2)(ii) of Rule 15c3-3 of the Securities and Exchange Commission and, accordingly, is exempt from the remaining provisions of that rule. The exemption report of the Company identified two exceptions both of which the Company believes have been remediated prior to December 31, 2015.

The Company had items identified within the 2015 FINRA examination. The Company has responded to the FINRA examination to a level that it feels is adequate and has had no further correspondence to date from FINRA.

Since 1993, FINRA rules have limited the amount of aggregate sales charges which may be paid in connection with the purchase and holding of investment company shares sold through broker-dealers. Congress and the SEC presently are considering amendments to Rule 12b-1 and other statutory provisions and rules that regulate the distribution of mutual fund shares. The effect of the rule amendments and other legislative or regulatory actions might be to limit the amount of fees that could be paid pursuant to a fund's 12b-1 Plan in a situation where a fund has no, or limited, new sales for a prolonged period of time, as well as the imposition of other limits on the use of fund assets to pay for distribution.

COMPETITION

The Company derives substantially all of its revenues from commission revenue earned in connection with sales of shares of mutual funds, insurance products and various other securities, and also receives investment advisory revenue.

The Company participates in retail brokerage, a highly competitive related sector of the financial services industry. The Company competes directly with full-service stock brokerage firms, insurance companies, banks, regional broker-dealers, other independent broker-dealers, and other financial institutions, as well as investment advisory firms. Each of these competitors offer to the public many of the same investment products and services offered by the Company. Further, other broker-dealers providing the same services heavily recruit the representatives and advisors transacting business through the Company. This competition forces the Company to maintain high levels of support services and commission payouts for these representatives and advisors. These high levels of services and payouts could have a materially adverse effect on the Company's earnings.

RECENT DEVELOPMENTS

On December 1, 2015, the Company announced that the Board of Directors approved a cash capital dividend of \$50 per share payable on the Company's common stock. The Company paid the dividend on December 30, 2015 to shareholders of record as of the record date, December 17, 2015.

On December 1, 2015 CNR purchased a 50% non-operating Working Interest (36.25% Net Interest) in the Kifer Rozella 1, producing oil well, located in the County of Gonzales, state of Texas. The purchase price of \$100,000 for CNR's 50% interest was paid by \$50,000 cash and \$50,000 by a promissory note and deed of trust carried by the Seller, Origin Production Company, Inc. Said promissory note has an annual interest rate of 10% per annum and is payable in monthly installment of \$1,062.35 beginning January 1, 2016 with final maturity on December 1, 2020. The leasehold consists of approximately 193 acres. On February 1, 2016, the Company made a single payment on the promissory note in the amount of \$50,847 bringing the balance of the note to zero. Total interest paid on the promissory note was approximately \$847.

On March 21, 2016, the Baron Notes were paid in full in the amount of \$500,000 together with accrued interest. (See Note 16- Baron Notes Receivable)

AVAILABILITY OF SEC REPORTS

All SEC reports may be viewed and copied at the SEC's Public Reference Room at 100 F Street NE, Washington, DC 20549, on official business days during the hours of 10 a.m. to 3 p.m. local time. Information on the operation of the Public Reference Room may be obtained by calling the Commission at 1-800-SEC-0330. The Commission maintains an Internet site (<http://www.sec.gov>) that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the Commission.

All SEC reports are also made available on the Company's website at <http://capitalfinancialholdings.com>. These reports, including annual reports on Form 10-K and 10-KSB, quarterly reports on Form 10-Q and 10-QSB, and current reports on Form 8-K, are available on the same day they are filed with the SEC.

Item 1A. Risk Factors

Not Applicable as a Smaller Reporting Company.

Item 1B. Unresolved Staff Comments

Not Applicable as a Smaller Reporting Company.

Item 2. Properties

The Company's principal offices are located at 1 Main Street North, Minot, North Dakota 58703. At this location, the Company leases 7,184 square feet of office and storage space. The Company believes that the leased space is adequate for the Company's operating needs. The rental lease agreement ends March 31, 2018.

Item 3. 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, investments alleged to be unsuitable, and bankruptcies and other issues brought by claimants. 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 December 31, 2015, the Company is a defendant in two on-going suits or arbitrations as discussed above. The Company expects to vigorously defend and ultimately prevail in these cases.

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”) and 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 asserted claims against Mayer Hoffman stemming from alleged inaccuracies in its reviews of the financial statements of Medical Capital. 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 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. The Company is requesting a legal determination from the Court as to Arch’s assertions that it is entitled to a 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.

Item 4. Mine Safety Disclosure

Not applicable to the Company.

PART II

Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Information about the Company’s Common Stock

The Company’s Common Shares are traded on the OTC Bulletin Board under the symbol CPFH. The Company’s common shares began trading on the OTC Bulletin Board on November 7, 1997. On May 31, 2002, the shareholders of the Company approved a two for one (2:1) share forward split of the issued and outstanding common shares of the Company, which took effect on July 1, 2002. On June 19, 2013, the shareholders of the Company approved a 1:10,000 reverse stock split, which took effect on August 14, 2013. On December 31, 2015, the closing price of the Company’s Common Shares on the OTC Bulletin Board was \$855 per share. At March 2, 2016, there were approximately 300 shareholders of record.

The following table sets forth the high and low closing prices for the Company’s common stock. The quotations reflect post-reverse stock split, inter-dealer prices, without retail mark-up, mark-down, or commission, and may not represent actual transactions.

| Quarter | 2015 Fiscal Year | | 2014 Fiscal Year | |
|----------------|---------------------|-------|---------------------|-------|
| | High | Low | High | Low |
| First Quarter | 1,250 | 1,250 | 1,500 | 595 |
| Second Quarter | 2,350 | 1,250 | 2,300 | 1,300 |
| Third Quarter | 2,350 | 1,600 | 1,845 | 1,845 |
| Fourth Quarter | 2,350 | 800 | 1,400 | 1,250 |

On December 1, 2015, the Company announced that the Board of Directors approved a cash capital dividend of \$50 per share payable on the Company's common stock. The Company paid the dividend on December 30, 2015 to shareholders of record as of the record date, December 17, 2015.

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

None

Smaller Reporting Company 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. As of December 31, 2015 the approximate dollar value of shares that may yet be purchased under the plans or programs was \$597,754.

Item 6. Selected Financial Data

Not Applicable as a Smaller Reporting Company.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following information is provided in connection with, and should be read in conjunction with, the consolidated financial statements and notes included in this Annual Report on Form 10-K.

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 subsidiary.

RESULTS OF OPERATIONS

The following table sets forth, for the periods indicated, amounts included in the Company's Consolidated Statements of Operations and the percentage change in those amounts from period to period.

| | <u>2015</u> | <u>2014</u> | <u>2013</u> | <u>Variance 2015 to 2014</u> | <u>Variance 2014 to 2013</u> |
|---|---------------------|----------------------|---------------------|--------------------------------------|--------------------------------------|
| OPERATING REVENUES | | | | | |
| Fee income | \$ 1,154,082 | \$ 1,095,610 | \$ 1,034,004 | 5% | 5% |
| Commission income | 17,746,896 | 19,559,484 | 19,720,342 | (9)% | (1)% |
| Oil lease income | 47,965 | - | - | 100% | 0% |
| Other income | 103,709 | 154,229 | - | (33)% | 100% |
| Other fee income | 269,325 | 436,070 | 668,127 | (38)% | (35)% |
| Total revenue | <u>\$19,321,977</u> | <u>\$21,245,393</u> | <u>\$21,422,473</u> | <u>(9)%</u> | <u>(1)%</u> |
| OPERATING EXPENSES | | | | | |
| Compensation and benefits | \$ 1,350,286 | \$ 1,905,831 | \$ 1,426,151 | (29)% | 33% |
| Commission expense | 16,610,792 | 18,214,481 | 18,044,891 | (9)% | 1% |
| Goodwill impairment expense | - | 2,132,026 | - | (100)% | 100% |
| General and administrative expenses | 1,135,547 | 1,128,913 | 1,248,748 | 1% | (9)% |
| Depreciation | 43,952 | 32,708 | 25,458 | 34% | 28% |
| Depletion | 10,467 | - | - | 100% | 0% |
| Total operating expenses | <u>\$19,151,044</u> | <u>\$23,413,959</u> | <u>\$20,745,248</u> | <u>18%</u> | <u>12%</u> |
| OPERATING INCOME (LOSS) | <u>\$ 170,933</u> | <u>\$(2,168,566)</u> | <u>\$ 677,225</u> | <u>107%</u> | <u>(420)%</u> |
| OTHER INCOME/ EXPENSES | | | | | |
| Interest expense | (3,646) | (14,125) | (4,900) | 74% | 188% |
| Gain (Loss) on sale of Omega shares | \$ - | \$ - | \$ (33,077) | 0% | (100)% |
| Interest income | 82,795 | 30,900 | - | 168% | 100% |
| Settlement proceeds | - | 835,873 | - | (100)% | 100% |
| Total other income/ expenses | <u>79,149</u> | <u>852,648</u> | <u>(37,977)</u> | <u>(91)%</u> | <u>(2,342)%</u> |
| INCOME (LOSS) OF CONTINUING OPERATIONS BEFORE INCOME TAX BENEFIT (EXPENSE) | | | | | |
| | <u>\$ 250,082</u> | <u>\$(1,315,918)</u> | <u>\$ 639,248</u> | <u>119%</u> | <u>(306)%</u> |
| INCOME TAX BENEFIT (EXPENSE) | <u>\$ (203,454)</u> | <u>\$ (226,266)</u> | <u>\$ (262,429)</u> | <u>(10)%</u> | <u>(14)%</u> |
| NET INCOME (LOSS) | <u>\$ 46,628</u> | <u>\$(1,542,184)</u> | <u>\$ 376,819</u> | <u>(103)%</u> | <u>(509)%</u> |
| NET INCOME (LOSS) OF CONTINUING OPERATIONS PER COMMON SHARE: | | | | | |
| NET INCOME (LOSS) PER COMMON SHARE: | 38 | (1,243) | 276 | | |
| | 38 | (1,243) | 276 | | |

Year Ended December 31, 2015, compared with Year Ended December 31, 2014:

Operating Revenues—Total operating revenues for 2015 were \$19,321,977 a 9% decrease from \$21,245,393 in 2014. The decrease resulted from the net decreases in the income categories described in the paragraphs below. There are no material operating revenues from the Holding Company.

Fee Income—Fee income for 2015 was \$1,154,082, a 5% increase from \$1,095,610 in 2014. The increase was due to an increase in fees received by the Broker-Dealer Services segment as a result of an increase in assets under management in the Broker-Dealer Services segment's registered investment advisor. Assets under management as of period ended December 31, 2015 were approximately \$141,962,379 compared to approximately \$141,000,000 during the same period ended 2014.

The Company earns investment advisory fees in connection with the Broker-Dealer Services segment's registered investment advisor. The Company pays the registered representatives a portion of this fee income as a commission expense and retains the balance. These fees constituted 6% of the Company's consolidated revenues in 2015 compared to 5% in 2014.

Commission Income—Commission income includes all concessions received. The Company pays the registered representatives a percentage of this income as commission expense and retains the balance. Commission income for 2015 was \$17,746,896, a 9% decrease from \$19,559,484 in 2014. Market conditions fluctuated between 2015 and 2014 accounting for the decrease in commission income. Future market conditions and fluctuations within the makeup of the Company's representatives will continue to impact commission levels. Commission revenues constituted 92% of the Company's consolidated revenues in 2015 and 2014.

Other Fee Income—Other fee income for 2015 was \$269,325 a 38% decrease from \$436,070 in 2014. The decrease was due primarily to a decrease in marketing from sales on alternative investments. Other fee income constituted 1% of the Company's consolidated revenues in 2015 compared to 2% in 2014.

Other Income—Other income for 2015 was \$103,709 a 33% decrease from \$154,229 in 2014. The decrease was due primarily to a decrease in income received from fees charged related to the Broker-Dealer Services segment. Other income constituted approximately 1% of the Company's consolidated revenues in 2015 and 2014.

Oil Lease Income—Oil lease income includes the revenue received from operating oil leases within the natural resources segment. There is no oil lease income related to any of the other segments. Oil lease income for 2015 was \$47,965, a 100% increase from the same period ended 2014. The reason for the increase is due to the Shaffer lease agreements signed in 2015. Oil lease income constituted less than 1% of the Company's consolidated revenues in 2015.

Gross Margin – The Company's gross margin for the year ended December 31, 2015 and 2014 was 14%.The gross margin consists of operating revenues and commission expense.

Operating Expenses—Total operating expenses for 2015 were \$19,151,044 an 18% decrease from \$23,413,959 in 2014. The decrease resulted from the net decreases in the expense categories described in the paragraphs below.

Compensation and Benefits—Consolidated compensation and benefits expense for 2015 was \$1,350,286, a 29% decrease from \$1,905,831 in 2014. The decrease resulted primarily from the settlement proceeds that ran through payroll (See Note 15 – Related Party Transactions) and bonuses paid to employees during 2014. Salaries and wages were \$1,165,081 during the period ended December 31, 2015 compared to \$1,341,499 during the same period ended in 2014. Insurance premiums were \$127,742 during the period ended December 31, 2015 compared to \$122,642 during the same period ended in 2014. Compensation and benefits by segment is as follows:

| | <u>2015</u> | <u>2014</u> | <u>Variance</u> |
|--------------------------------|-------------|-------------|-----------------|
| Holding Company segment | 130,045 | 556,667 | (77)% |
| Broker-Dealer Services segment | 1,166,844 | 1,316,891 | (11)% |
| Natural Resources segment | 53,397 | 32,273 | 65% |

Commission Expense—Commission expense for 2015 was \$16,610,792, a 9% decrease from \$18,214,481 in 2014. The decrease in commissions corresponds with the decrease in concessions received within the broker dealer segment. There was no commission expense for the other segments.

Goodwill Impairment Expense—There was no goodwill impairment expense in the Holding Company segment for 2015 compared to a goodwill impairment expense in 2014 of \$2,132,026. There was no goodwill impairment expense for the other segments.

The Company's goodwill represents the excess of purchase prices over the fair value of the identifiable net assets of previously acquired broker/dealer businesses. The goodwill is not amortized; instead it is tested for impairment annually or more frequently if the fair value of a reporting unit is below its carrying value. Absent any impairment indicators, the Company performs its annual goodwill impairment testing as of June 30 of each year.

The Company's policy is to test goodwill for impairment using a fair value approach at the reporting unit level. The Company performs its goodwill impairment test in two steps. Step one compares the fair value of the reporting unit to its carrying value, including goodwill. If the fair value of the unit determined in step one is lower than its carrying value, the Company proceeds to step two, which then compares the carrying value of goodwill to its implied fair value. Any excess of carrying value of goodwill over its implied fair value at a reporting unit is recorded as impairment.

The valuation methodology the Company utilized in testing the Company's goodwill for impairment in 2014 is based on the Adjusted Book Value Method. The Adjusted Book Value Method computes the value of the ownership interest, or the owner's equity, by adjusting the value of the individual assets and liabilities to their individual fair market values. The difference between the adjusted assets and the adjusted liabilities is the adjusted book value. Different premises or viewpoints (such as Fair Market Value, replacement cost, liquidation, or going concern) may be employed to value the individual assets and liabilities, depending upon the circumstances.

In the fourth quarter of 2014, due to a reduction in the estimated fair market value of the Broker-Dealer Services segment (the Company's only reporting unit) the Company determined it was necessary to perform an interim goodwill impairment test. In step one of the impairment test it was determined that the fair value of the reporting unit had decreased below its carrying value. The Company then proceeded to step two of its impairment testing and compared the carrying value of goodwill to its implied fair value and determined that an impairment charge of \$2,132,026 (See Note 11 – Goodwill) was necessary to reduce the carrying value of goodwill to its implied fair value of zero.

General and Administrative Expenses—Consolidated general and administrative expenses for 2015 were \$1,135,547, a 1% increase from \$1,128,913 in 2014. The increase resulted from a net increases and decreases in the Company's subsidiaries. General and administrative expenses for the Holding Company segment for 2015 were \$200,399, a decrease of 16% from \$238,140 in 2014. The decrease is due to a decrease in accounting services, insurance expenses and legal expenses. General and administrative expenses for the Broker-Dealer Services segment for 2015 were \$900,017, an increase of 1% from \$889,442 in 2014. The increase resulted from an increase in legal fees, due diligence expenses and accounting and audit fees. General and administrative expenses for the Natural Resources segment were \$35,130 for 2015, a 254% increase from \$1,331 in 2014. The increase is due to the operating expenses tied to the oil leases within the natural resources segment.

Depreciation—Consolidated depreciation for 2015 was \$43,952, a 26% increase from \$32,708 in 2014. The primary difference corresponds with the purchase of computer equipment and software for the Company. Depreciation for the Holding Company segment for 2015 was \$3,100, a 15% decrease from \$3,634 in 2014. Depreciation for the Broker-Dealer Services segment for 2015 was \$40,652, a 40% increase from \$29,074 in 2014. The depreciation expense in 2015 for the Natural Resources segment in 2015 was immaterial and there was no depreciation expense in 2014.

Interest Expense—Interest expense was \$3,646 for 2015, a 74% decrease from \$14,125 in 2014. The decrease was due to a full year's worth of interest payments made in 2014 compared to only a couple of months with interest payments in 2015 within the Holding Company segment. There was no material interest expense in the other segments for 2015 or 2014.

Interest Income – Consolidated interest income was \$82,795 for 2015, a 167% increase from \$30,900 2014. The primary reason for the increase was due to the interest income received to the Natural Resources segment from the Baron Notes Receivable in 2015 (See Note 16 – Baron Notes Receivable). Interest income for the Natural Resources segment for 2015 was \$82,642 compared to \$29,435 in 2014. Interest income received to the Holding Company for 2015 and 2014 is immaterial.

Depletion—Depletion expense was \$10,467 for 2015, a 100% increase from 2014. The depletion expense is attributed to the Natural Resource segment. There is no depletion expense attributed to the Holding Company segment or the Broker-Dealer segment.

Year Ended December 31, 2014, compared with Year Ended December 31, 2013:

Operating Revenues—Total operating revenues for 2014 were \$21,245,393, a 1% decrease from \$21,422,473 in 2013. The decrease resulted from the net decreases in the income categories described in the paragraphs below. There are no operating revenues from the Holding Company or Natural Resources segments.

Fee Income—Fee income for 2014 was \$1,095,610, a 5% increase from \$1,034,004 in 2013. The increase was due to an increase in fees received by the Broker-Dealer Services segment as a result of an increase in assets under management in the Broker-Dealer Services segment's registered investment advisor. Assets under management as of period ended December 31, 2014 were approximately \$141,000,000 compared to approximately \$135,000,000 during the same period ended 2013.

The Company earns investment advisory fees in connection with the Broker-Dealer Services segment's registered investment advisor. The Company pays the registered representatives a portion of this fee income as a commission expense and retains the balance. These fees constituted 5% of the Company's consolidated revenues in 2014 and 2013.

Commission Income—Commission income includes all concessions received. The Company pays the registered representatives a percentage of this income as commission expense and retains the balance. Commission income for 2014 was \$19,559,484, a 1% decrease from \$19,720,342 in 2013. Market conditions remained relatively stable between 2014 and 2013 accounting for the slight decrease in commission income. Future market conditions and fluctuations within the makeup of the Company's representatives will continue to impact commission levels. Commission revenues constituted 92% of the Company's consolidated revenues in 2014 and 2013.

Other Income—Other income for 2014 was \$590,299 an 11% decrease from \$668,127 in 2013. The decrease was due primarily to a decrease in marketing from sales on alternative investments. Marketing income for the period ended December 31, 2014 was \$396,466 compared to \$478,454 during the same period ended in 2013. Other income constituted 3% of the Company's consolidated revenues in 2014 and 2013. Other fee income is included in other income for 2014 and 2013 within this analysis.

Gross Margin – The Company's gross margin for the year ended December 31, 2014 was 14% compared to 15% for the year ended December 31, 2013. The decrease was due to the decrease in operating revenues and the slight increase in commission expense during 2014. The gross margin consists of operating revenues and commission expense.

Operating Expenses—Total operating expenses for 2014 were \$23,413,959 a 12% increase from \$20,745,248 in 2013. The increase resulted from the net increases in the expense categories described in the paragraphs below.

Compensation and Benefits—Consolidated compensation and benefits expense for 2014 was \$1,905,831, a 34% increase from \$1,426,151 in 2013. The increase resulted primarily from the settlement proceeds that ran through payroll (See Note 15 – Related Party Transactions), an increase in the number of employees, salaries, wages, bonuses, insurance premiums and 401k contributions. Salaries and wages were \$1,341,499 during the period ended December 31, 2014 compared to \$919,730 during the same period ended in 2013. Insurance premiums were \$122,642 during the period ended December 31, 2014 compared to \$109,183 during the same period ended in 2013. Compensation and benefits by segment is as follows:

| | <u>2014</u> | <u>2013</u> | <u>Variance</u> |
|--------------------------------|-------------|-------------|-----------------|
| Holding Company segment | 556,667 | 98,619 | 464% |
| Broker-Dealer Services segment | 1,316,891 | 1,327,532 | (1)% |
| Natural Resources segment | 32,273 | - | 100% |

Commission Expense—Commission expense for 2014 was \$18,214,481, a 1% increase from \$18,044,891 in 2013. While there was a slight increase in commission expense, overall expense was in accordance with Company expectations. There was no commission expense for the other segments.

Goodwill Impairment Expense—There was a goodwill impairment expense in the Holding Company segment of \$2,132,026 for 2014 compared to no goodwill impairment expense in 2013. There was no goodwill impairment expense for the other segments.

The Company's goodwill represents the excess of purchase prices over the fair value of the identifiable net assets of previously acquired broker/dealer businesses. The goodwill is not amortized; instead it is tested for impairment annually or more frequently if the fair value of a reporting unit is below its carrying value. Absent any impairment indicators, the Company performs its annual goodwill impairment testing as of June 30 of each year.

The Company's policy is to test goodwill for impairment using a fair value approach at the reporting unit level. The Company performs its goodwill impairment test in two steps. Step one compares the fair value of the reporting unit to its carrying value, including goodwill. If the fair value of the unit determined in step one is lower than its carrying value, the Company proceeds to step two, which then compares the carrying value of goodwill to its implied fair value. Any excess of carrying value of goodwill over its implied fair value at a reporting unit is recorded as impairment.

The valuation methodology the Company utilized in testing the Company's goodwill for impairment in 2014 is based on the Adjusted Book Value Method. The Adjusted Book Value Method computes the value of the ownership interest, or the owner's equity, by adjusting the value of the individual assets and liabilities to their individual fair market values. The difference between the adjusted assets and the adjusted liabilities is the adjusted book value. Different premises or viewpoints (such as Fair Market Value, replacement cost, liquidation, or going concern) may be employed to value the individual assets and liabilities, depending upon the circumstances.

In the fourth quarter of 2014, due to a reduction in the estimated fair market value of the Broker-Dealer Services segment (the Company's only reporting unit) the Company determined it was necessary to perform an interim goodwill impairment test. In step one of the impairment test it was determined that the fair value of the reporting unit had decreased below its carrying value. The Company then proceeded to step two of its impairment testing and compared the carrying value of goodwill to its implied fair value and determined that an impairment charge of \$2,132,026 (See Note 11 – Goodwill) was necessary to reduce the carrying value of goodwill to its implied fair value of zero.

General and Administrative Expenses—Consolidated general and administrative expenses for 2014 were \$1,128,913, a 9% decrease from \$1,248,748 in 2013. The decrease resulted from a net increases and decreases in the Company's subsidiaries. General and administrative expenses for the Holding Company segment for 2014 were \$238,140, a decrease of 50% from \$485,232 in 2013. The decrease is due to a cancellation in compensation paid to directors until reinstated by the board and a reduction in legal fees. General and administrative expenses for the Broker-Dealer Services segment for 2014 were \$889,442, an increase of 16% from \$763,516 in 2013. The increase resulted from an increase in licensing fees, legal fees and accounting and audit fees. General and administrative expenses for the Natural Resources segment were \$1,331 for 2014, a 100% increase from zero in 2013.

Depreciation and Amortization—Consolidated depreciation and amortization for 2014 was \$32,708, a 28% increase from \$25,458 in 2013. The primary difference corresponds with the purchase of computer equipment and software for the Company. Depreciation and amortization for the Holding Company segment for 2014 was \$3,634, a 16% decrease from \$3,120 in 2013. Depreciation and amortization for the Broker-Dealer Services segment for 2014 was \$29,074, a 30% increase from \$22,338 in 2013. There was no depreciation and amortization expense for the Natural Resources segment in 2014 or 2013.

Interest Expense—Interest expense was \$14,125 for 2014, a 188% increase from \$4,900 in 2013. The increase was due to a full year's worth of interest payments made in 2014 compared to only a couple of months with interest payments in 2013 within the Holding Company segment. There was no interest expense in the other segments for 2014 or 2013.

Interest Income – Interest income was \$30,900 for 2014, a 100% increase from 2013. The primary reason for the increase was due to the interest income received to the Natural Resources segment from the Baron Notes Receivable in 2014 (See Note 16 – Baron Notes Receivable). Interest income for the Natural Resources segment for 2014 was \$29,435 compared to zero in 2013. Interest income received to the Holding Company for 2014 was \$1,465. Interest income in 2013 for the Holding Company was recorded under other income for 2013.

Settlement Proceeds – Settlement proceeds received by the Holding Company was \$835,873 for 2014, a 100% increase from 2013. The Company considers this 2014 income to be a one-time partial recovery of lost value of the Company as a result of past Medical Capital Holdings, Inc. related litigation and repercussions and no similar income is anticipated in future periods. The settlement proceeds are recorded under other income on the consolidated income statement. There were no settlement proceeds for the other segments.

FINANCIAL CONDITION

On December 31, 2015, the Company's assets aggregated \$4,550,667, a decrease of 10% from \$5,047,341 in 2014, due to a decrease in cash and cash equivalents, accounts receivable and income tax receivable. The main reason tied to the decrease of Company's aggregated assets is the overpayment of taxes that was made in 2014. On December 31, 2015, the Company's working capital was \$1,004,009, a decrease of 9% from \$1,104,533 in 2014. The increase was due to an increase in accounts receivable and income taxes receivable, offset by a decrease in settlements payable and other current liabilities. Stockholder's equity was \$2,543,306 on December 31, 2015, compared to \$2,558,728 on December 31, 2014.

On December 31, 2014, the Company's assets aggregated \$5,047,341, a decrease of 23% from \$6,635,074 in 2013, due to a decrease in cash and cash equivalents, and goodwill, offset by increases in accounts receivable, Baron notes receivable, severance and net property and equipment. On December 31, 2014, the Company's working capital was \$1,104,533, an increase of 9% from \$1,004,691 in 2013. The increase was due to an increase in accounts receivable and income taxes receivable, offset by a decrease in settlements payable and other current liabilities. Stockholder's equity was \$2,558,728 on December 31, 2014, compared to \$4,162,962 on December 31, 2013.

Cash provided by operating activities was \$230,268 for the year ended December 31, 2015, as compared to net cash provided by operating activities of \$349,239 for the year ended December 31, 2014 and net cash provided by operating activities of \$701,988 for the year ended December 31, 2013. Cash provided by operating activities during year ended December 31, 2015, consists of net amounts of commissions payable, accounts payable, income taxes, and accounts receivable.

Net cash used for investing activities was \$313,115 for the year ended December 31, 2015, as compared to net cash used for investing activities of \$596,266 for the year ended December 31, 2014 and net cash provided by investing activities of \$63,363 for the year ended December 31, 2013. During the year ended December 31, 2015, the cash provided by investing activities was from the additions to the Natural Resource segment including the Kifer Lease, Shaffer leases and mineral, water rights and surface interests in Hudspeth County, Texas. During the year ended December 31, 2014, the cash used for investing activities was from the Baron notes receivable.

Net cash used by financing activities was \$212,050 for the year ended December 31, 2015, as compared to net cash used by financing activities of \$84,773 for the year ended December 31, 2014, and net cash used by financing activities of \$195,108 for the year ended December 31, 2013. Cash used by financing activities during the year ended December 31, 2015, consists of net amounts of payments on short term borrowings, proceeds from short term borrowing and shareholder distributions. Cash used by financing activities during year ended December 31, 2014, consists of net payments on short term borrowings, settlements payable in the amount of \$22,000 and shareholder distributions in the amount of \$62,050.

LIQUIDITY AND CAPITAL RESOURCES

On December 31, 2015, the Company's working capital was \$1,004,009 compared to \$1,104,533 in 2014. On December 31, 2015, the Company held \$1,038,426 in cash and cash equivalents, as compared to \$1,333,323 on December 31, 2014. Liquid assets, which consist of cash and cash equivalents, totaled \$1,038,426 at December 31, 2015, as compared to \$1,333,323 on December 31, 2014, and \$1,665,123 on December 31, 2013. The Company is required to maintain certain levels of cash and liquid securities in its broker-dealer subsidiary to meet regulatory net capital requirements.

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 to acquire additional financial services firms, broker recruitment, and repurchase shares of the Company's common stock, and service debt. 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.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Not Applicable as a Smaller Reporting Company.

Item 8. Financial Statements and Supplementary Data

The financial statements required by this item, the accompanying notes thereto, and the reports of independent registered public accounting firm are included as part of this Form 10-K immediately following the signatures page, beginning on page F-1.

Item 9. Changes In and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

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.

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 were effective as of the end of the period covered by this annual report.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management of Capital Financial Holdings, Inc. (together with its consolidated subsidiaries, the "Company"), is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control over financial reporting is a process designed under the supervision of the Company's principal executive and principal financial officers to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external reporting purposes in accordance with United States generally accepted accounting principles ("GAAP").

As of December 31, 2015, management conducted an assessment of the effectiveness of the Company's internal control over financial reporting, based on the 2013 framework established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, management has determined that the Company's internal control over financial reporting as of December 31, 2015, is effective.

The Company's internal control over financial reporting includes policies and procedures that pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and acquisitions and dispositions of assets; provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures are being made only in accordance with authorizations of management and the directors of the Company; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of Company assets that could have a material effect on the Company's financial statements.

This Annual Report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to final rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this Annual Report.

Item 9B. Other Information

None.

PART III**Item 10. Directors, Executive Officers and Corporate Governance**

The information required by this Item will be contained in our definitive Proxy Statement for our 2016 Annual Meeting of Shareholders and such information is incorporated herein by reference.

Item 11. Executive Compensation

The information required by this Item will be contained in our definitive Proxy Statement for our 2016 Annual Meeting of Shareholders and such information is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this Item will be contained in our definitive Proxy Statement for our 2016 Annual Meeting of Shareholders and such information is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this Item will be contained in our definitive Proxy Statement for our 2016 Annual Meeting of Shareholders and such information is incorporated herein by reference.

Item 14. Principal Accounting Fees and Services

The information required by this Item will be contained in our definitive Proxy Statement for our 2016 Annual Meeting of Shareholders and such information is incorporated herein by reference.

PART IV

Item 15. Exhibits, Financial Statement Schedules

The following exhibits are filed herewith or incorporated herein by reference as set forth below:

- 2.1 Share Purchase Agreement and Change of Advisor between Capital Financial Holdings, Inc. and Corridor Investors, LLC (incorporated by reference to Exhibit 2.1 contained in the Company's Annual Report on Form 10-K (File No. 0-25958) filed with the Commission on March 18, 2014).
 - 3.1 Restated Articles of Incorporation of the Company (incorporated by reference to Exhibit 3.1 contained in the Company's Quarterly Report on Form 10-QSB, (File No. 0-25958), filed with the Commission on November 10, 2004 and amended Articles filed with Form 8-K/A on August 5, 2009).
 - 3.2 Amended Bylaws of the Company (incorporated by reference to Exhibit 3.2 contained in the Company's Quarterly Report on Form 10-QSB, as amended (File No. 0-25958), filed with the Commission on August 11, 2006).
 - 4.1 Specimen form of Common Stock Certificate (incorporated by reference to Exhibit 4.1 contained in the Company's Registration Statement on Form S-1, as amended (File No.33-96824), filed with the Commission on September 12, 1995).
 - 4.2 Certificate of Designation of Series A Convertible Preferred Shares (incorporated by reference to Exhibit 4.1 contained in the Company's Quarterly Report on Form 10-QSB, (File No. 0-25958), filed with the Commission on November 10, 2004).
 - 4.3 Instruments defining rights of holders of securities: (See Exhibit 3.1 & 3.2)
 - 14.1 Code of Ethics (incorporated by reference to Exhibit 14.1 contained in the Company's Annual Report on Form 10-KSB, filed with the Commission on March 30, 2004).
- [21.1](#) Subsidiaries of the Company.
- [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.
- 99.2 Asset Purchase Agreement between Capital Financial Holdings, Inc. and United Heritage Financial Group, Inc. (incorporated by reference to Exhibit 99.2 contained in the Company's Annual Report on Form 10-K (File No. 0-25958) filed with the Commission on March 18, 2014).

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the Registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CAPITAL FINANCIAL HOLDINGS, INC.

Date: March 25, 2016

By /s/ John Carlson

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

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date**Signature & Title**

Date: March 25, 2016

By /s/ John R. Carlson

 John R. Carlson
 President, Executive Officer & Director
 (Principal Executive Officer)

Date: March 25, 2016

By /s/ Elizabeth A. Redding

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

Date: March 25, 2016

By /s/ Gordon Dihle

 Gordon Dihle
 Chairman

CAPITAL FINANCIAL HOLDINGS, INC., AND SUBSIDIARY

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and Board of Directors
Capital Financial Holdings, Inc.
Minot, North Dakota

We have audited the accompanying consolidated balance sheets of Capital Financial Holdings, Inc. (the "Company") as of December 31, 2015 and 2014 and the related consolidated statements of operations, stockholders' equity and cash flows for the three years then ended. This financial statement is the responsibility of the Company's management. Our responsibility is to express an opinion on this financial statement based on our audits.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free of material misstatement. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Capital Financial Holdings, Inc. as of December 31, 2015 and 2014, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2015, in conformity with U.S. generally accepted accounting principles.



Hein & Associates LLP Denver, Colorado
March 25, 2016

CAPITAL FINANCIAL HOLDINGS, INC., AND SUBSIDIARIES**CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2015 AND 2014****ASSETS**

| | <u>2015</u> | <u>2014</u> |
|--|---------------------|---------------------|
| CURRENT ASSETS | | |
| Cash and cash equivalents | \$ 1,038,426 | \$ 1,333,323 |
| Accounts receivable (net of allowance for doubtful accounts of \$24,000 for 2015 and 2014) | 1,766,030 | 1,979,530 |
| Baron notes interest receivable | 38,420 | - |
| Income taxes receivable | - | 203,623 |
| Prepays | <u>115,587</u> | <u>76,670</u> |
| Total current assets | <u>\$ 2,958,463</u> | <u>\$ 3,593,146</u> |
| PROPERTY AND EQUIPMENT | | |
| Oil and Natural Gas Properties, Full Cost Method of Accounting | \$ 194,602 | \$ - |
| Less accumulated depletion | <u>(10,467)</u> | <u>-</u> |
| Total oil and natural gas properties | <u>184,135</u> | <u>-</u> |
| Other property and equipment | | |
| Furniture, fixtures and equipment | 517,192 | 482,049 |
| Less accumulated depreciation | <u>(375,675)</u> | <u>(331,723)</u> |
| Total other property and equipment | <u>141,517</u> | <u>150,326</u> |
| Other property holdings | <u>86,277</u> | <u>-</u> |
| Total other property holdings | | |
| Net property and equipment | <u>\$ 411,929</u> | <u>\$ 150,326</u> |
| OTHER ASSETS | | |
| Severance escrow | 257,927 | 257,670 |
| Baron notes receivable | 500,000 | 500,000 |
| Deferred tax asset – non-current | 241,576 | 365,427 |
| Other assets (net of accumulated amortization of \$214,444 for 2015 and 2014) | <u>180,772</u> | <u>180,772</u> |
| Total other assets | <u>\$ 1,180,275</u> | <u>\$ 1,303,869</u> |
| TOTAL ASSETS | <u>\$ 4,550,667</u> | <u>\$ 5,047,341</u> |

SEE NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

CAPITAL FINANCIAL HOLDINGS, INC., AND SUBSIDIARIES**CONSOLIDATED BALANCE SHEETS (CONTINUED)****LIABILITIES AND STOCKHOLDERS' EQUITY**

| | <u>2015</u> | <u>2014</u> |
|---|---------------------|---------------------|
| CURRENT LIABILITIES | | |
| Accounts payable | \$ 156,312 | \$ 368,112 |
| Commissions payable | 1,712,109 | 1,903,881 |
| Income taxes payable | 61,667 | - |
| Other current liabilities | 24,366 | 16,620 |
| Line of credit | - | 200,000 |
| | <u> </u> | <u> </u> |
| Total current liabilities | \$ 1,954,454 | \$ 2,488,613 |
| | <u> </u> | <u> </u> |
| NON CURRENT LIABILITIES | | |
| Asset retirement obligation | 2,907 | - |
| Promissory note | 50,000 | - |
| Total noncurrent liabilities | <u>52,907</u> | <u>-</u> |
| | <u> </u> | <u> </u> |
| TOTAL LIABILITIES | \$ 2,007,361 | \$ 2,488,613 |
| | <u> </u> | <u> </u> |
| STOCKHOLDERS' EQUITY | | |
| Series A Preferred stock – 5,000,000 shares authorized, \$.0001 par value; 3,050,000 shares issued and 0 outstanding | \$ 305 | \$ 305 |
| Additional paid in capital – series A preferred stock | 1,524,695 | 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 | (7,904,450) | (7,889,028) |
| Less Treasury stock, 3,050,000 preferred shares at \$0.4262 | <u>(1,300,000)</u> | <u>(1,300,000)</u> |
| | <u> </u> | <u> </u> |
| TOTAL STOCKHOLDERS' EQUITY | \$ 2,543,306 | \$ 2,558,728 |
| | <u> </u> | <u> </u> |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | <u>\$ 4,550,667</u> | <u>\$ 5,047,341</u> |

SEE NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

CAPITAL FINANCIAL HOLDINGS, INC., AND SUBSIDIARIES**CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED DECEMBER 31, 2015, 2014 AND 2013**

| | <u>2015</u> | <u>2014</u> | <u>2013</u> |
|---|----------------------|-----------------------|----------------------|
| OPERATING REVENUES | | | |
| Fee income | \$ 1,154,082 | \$ 1,095,610 | \$ 1,034,004 |
| Commission income | 17,746,896 | 19,559,484 | 19,720,342 |
| Oil lease income | 47,965 | - | - |
| Other fee income | 269,325 | 436,070 | 668,127 |
| Other income | 103,709 | 154,229 | - |
| Total revenue | <u>\$ 19,321,977</u> | <u>\$ 21,245,393</u> | <u>\$ 21,422,473</u> |
| OPERATING EXPENSES | | | |
| Compensation and benefits | \$ 1,350,286 | \$ 1,905,831 | \$ 1,426,151 |
| Commission expense | 16,610,792 | 18,214,481 | 18,044,891 |
| Goodwill impairment expense | - | 2,132,026 | - |
| General and administrative expenses | 1,135,547 | 1,128,913 | 1,248,748 |
| Depreciation | 43,952 | 32,708 | 25,458 |
| Depletion | 10,467 | - | - |
| Total operating expenses | <u>\$ 19,151,044</u> | <u>\$ 23,413,959</u> | <u>\$ 20,745,248</u> |
| OPERATING INCOME (LOSS) | <u>\$ 170,933</u> | <u>\$ (2,168,566)</u> | <u>\$ 677,225</u> |
| OTHER INCOME (EXPENSES) | | | |
| Interest expense | (3,646) | (14,125) | (4,900) |
| Loss on Omega Shares | \$ - | - | (33,077) |
| Interest income | 82,795 | 30,900 | - |
| Settlement proceeds | - | 835,873 | - |
| Total other income (expenses) | <u>79,149</u> | <u>\$ 852,648</u> | <u>\$ (37,977)</u> |
| INCOME (LOSS) OF CONTINUING OPERATIONS BEFORE INCOME TAX EXPENSE | <u>\$ 250,082</u> | <u>\$ (1,315,918)</u> | <u>\$ 639,248</u> |
| INCOME TAX EXPENSE | <u>(203,454)</u> | <u>(226,266)</u> | <u>(262,429)</u> |
| NET INCOME (LOSS) | <u>\$ 46,628</u> | <u>\$ (1,542,184)</u> | <u>\$ 376,819</u> |

SEE NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

CAPITAL FINANCIAL HOLDINGS, INC., AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS (CONTINUED)

**NET INCOME (LOSS) OF CONTINUING OPERATIONS PER
COMMON SHARE:**

| | | | | | | |
|---------|----|----|----|---------|----|-----|
| Basic | \$ | 38 | \$ | (1,243) | \$ | 276 |
| Diluted | \$ | 38 | \$ | (1,243) | \$ | 276 |

**SHARES USED IN COMPUTING NET INCOME (LOSS) OF
CONTINUING OPERATIONS PER COMMON SHARE:**

| | | | |
|---------|-------|-------|-------|
| Basic | 1,241 | 1,241 | 1,368 |
| Diluted | 1,241 | 1,241 | 1,368 |

**SHARES USED IN COMPUTING NET INCOME (LOSS) OF
DISCONTINUED OPERATIONS PER COMMON SHARE:**

| | | | |
|---------|-------|-------|-------|
| Basic | 1,241 | 1,241 | 1,368 |
| Diluted | 1,241 | 1,241 | 1,368 |

NET INCOME (LOSS) PER COMMON SHARE:

| | | | | | | |
|---------|----|----|----|---------|----|-----|
| Basic | \$ | 38 | \$ | (1,243) | \$ | 276 |
| Diluted | \$ | 38 | \$ | (1,243) | \$ | 276 |

SEE NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

CAPITAL FINANCIAL HOLDINGS, INC., AND SUBSIDIARIES

**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2015, 2014 AND 2013**

| | Amounts | | | Shares | | |
|---|-----------------------|-----------------------|-----------------------|------------------|------------------|------------------|
| | 2015 | 2014 | 2013 | 2015 | 2014 | 2013 |
| Preferred stock and additional paid-in capital | | | | | | |
| Balance, beginning of year | \$ 1,525,000 | \$ 1,525,000 | \$ 1,525,000 | 3,050,000 | 3,050,000 | 3,050,000 |
| Preferred stock issued | - | - | - | - | - | - |
| Balance, end of year | <u>\$ 1,525,000</u> | <u>\$ 1,525,000</u> | <u>\$ 1,525,000</u> | <u>3,050,000</u> | <u>3,050,000</u> | <u>3,050,000</u> |
| Common stock and additional paid-in capital | | | | | | |
| Balance, beginning of year | \$ 10,222,756 | \$ 10,222,756 | \$ 10,447,748 | 1,241 | 1,241 | 1,446 |
| Common stock issued | - | - | - | - | - | - |
| Retirement of common stock | - | - | 224,991 | - | - | 205 |
| Balance, end of year | <u>\$ 10,222,756</u> | <u>\$ 10,222,756</u> | <u>\$ 10,222,756</u> | <u>1,241</u> | <u>1,241</u> | <u>1,241</u> |
| Accumulated deficit | | | | | | |
| Balance, beginning of year | \$ (7,889,028) | \$ (6,284,794) | \$ (6,661,614) | | | |
| Net income (loss) | 46,628 | (1,542,184) | 376,819 | | | |
| Capital dividends | (62,050) | (62,050) | - | | | |
| Balance, end of year | <u>\$ (7,904,450)</u> | <u>\$ (7,889,028)</u> | <u>\$ (6,284,794)</u> | | | |
| Treasury stock and additional paid-in capital | | | | | | |
| Balance, beginning of year | \$ (1,300,000) | \$ (1,300,000) | \$ (1,300,000) | | | |
| Purchase of preferred stock | - | - | - | | | |
| Balance, end of year | <u>\$ (1,300,000)</u> | <u>\$ (1,300,000)</u> | <u>\$ (1,300,000)</u> | | | |
| Total stockholders' equity | <u>\$ 2,543,306</u> | <u>\$ 2,558,728</u> | <u>\$ 4,162,962</u> | | | |

SEE NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

CAPITAL FINANCIAL HOLDINGS, INC., AND SUBSIDIARIES

**CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2015, 2014 AND 2013**

| | <u>2015</u> | <u>2014</u> | <u>2013</u> |
|---|---------------------|---------------------|--------------------|
| CASH FLOWS FROM OPERATING ACTIVITIES | | | |
| Net income (loss) | \$ 46,628 | \$ (1,542,184) | \$ 376,819 |
| Adjustments to reconcile net income (loss) to net cash provided (used) by operating activities: | | | |
| Depreciation and Amortization | 43,952 | 32,708 | 25,458 |
| Goodwill impairment expense | - | 2,132,026 | - |
| Depletion | 10,467 | - | - |
| Provision for deferred income taxes | 123,851 | 135,976 | 55,785 |
| Effects on operating cash flows due to changes in: | | | |
| Accounts receivable | 175,080 | (245,765) | (425,608) |
| Income taxes payable (receivable) | 265,290 | (203,623) | - |
| Prepays | (38,917) | 1,135 | 5,389 |
| Severance escrow | (257) | (258) | (3,216) |
| Commissions payable | (191,772) | 42,832 | 559,855 |
| Accounts payable | (211,800) | 27,868 | 158,731 |
| Other liabilities | 7,746 | (31,476) | (51,225) |
| | <u>\$ 230,268</u> | <u>\$ 349,239</u> | <u>\$ 701,988</u> |
| CASH FLOWS FROM INVESTING ACTIVITIES | | | |
| Purchase of property and equipment | (35,143) | (96,266) | (63,363) |
| Additions to other property holdings | (87,972) | - | - |
| Additions to O&G properties | (190,000) | - | - |
| Advances on Baron notes receivable | - | (500,000) | - |
| | <u>\$ (313,115)</u> | <u>\$ (596,266)</u> | <u>\$ (63,363)</u> |

SEE NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

CAPITAL FINANCIAL HOLDINGS, INC., AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)

| | <u>2015</u> | <u>2014</u> | <u>2013</u> |
|--|----------------------------|----------------------------|----------------------------|
| CASH FLOWS FROM FINANCING ACTIVITIES | | | |
| Reduction in promissory note | \$ - | \$ - | \$ (67,173) |
| Reduction of long-term liability | - | - | (125,668) |
| Dividends paid | (62,050) | (62,050) | - |
| Reduction of notes payable | - | - | - |
| Proceeds from long-term borrowing | 50,000 | - | 297,063 |
| Payments on short-term borrowing | (200,000) | (723) | (96,339) |
| Increase in settlements payable | - | - | 22,000 |
| Retirement of shares | - | - | (224,991) |
| Decrease in settlements payable | - | (22,000) | - |
| Net cash used by financing activities | <u>\$ (212,050)</u> | <u>\$ (84,773)</u> | <u>\$ (195,108)</u> |
| NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS | \$ (294,897) | \$ (331,800) | \$ 443,517 |
| CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR | <u>1,333,323</u> | <u>1,665,123</u> | <u>1,221,606</u> |
| CASH AND CASH EQUIVALENTS AT END OF YEAR | <u><u>\$ 1,038,426</u></u> | <u><u>\$ 1,333,323</u></u> | <u><u>\$ 1,665,123</u></u> |
| SUPPLEMENTARY DISCLOSURE OF CASH FLOW INFORMATION | | | |
| Cash paid during the year for: | | | |
| Interest | \$ 3,646 | \$ 14,125 | \$ 4,900 |
| Income taxes | \$ 30,280 | \$ 363,840 | \$ 36,227 |
| SUPPLEMENTAL SCHEDULE OF NONCASH INVESTING AND FINANCING ACTIVITIES | | | |
| Goodwill impairment expense | \$ - | \$ 2,132,026 | \$ - |

SEE NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

CAPITAL FINANCIAL HOLDINGS, INC., AND SUBSIDIARIES**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2015, 2014 AND 2013****NOTE 1—NATURE OF OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES**

The nature of operations and significant accounting policies of Capital Financial Holdings, Inc., and its Subsidiaries are presented to assist in understanding the Company's consolidated financial statements.

Nature of operations—Capital Financial Holdings, Inc., (the "Company") is the parent company of Capital Financial Services, Inc. and Capital Natural Resources, Inc. Capital Financial Holdings, Inc. was established in September 1987 as a North Dakota corporation. Headquartered in Minot, North Dakota, the Company is marketing its services throughout the United States. The Company currently has three reporting segments:

Broker-Dealer Services

The Company derives the majority of its operating revenues from Capital Financial Services, Inc. through investment advisory fees as well as commissions earned from sales of mutual funds, insurance products, and various other securities. 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 approximately 201 investment representatives and investment advisors.

The Company operates under the provision of Paragraph (k)(2)(ii) of Rule 15c3-3 of the Securities and Exchange Commission and, accordingly, is exempt from the remaining provisions of that rule. The exemption report of the Company identified two exceptions both of which the Company believes have been remediated prior to December 31, 2015.

The Company had items identified within the 2015 FINRA examination. The Company has responded to the FINRA examination to a level that it feels is adequate and has had no further correspondence to date from FINRA.

Natural Resources

On June 9, 2014 the Company launched a wholly-owned subsidiary, Capital Natural Resources, Inc. Capital Natural Resources, Inc. seeks opportunities related to natural resources in the United States, including petroleum, natural gas, and/or other minerals, water resources and land. The Company receives small interest income from their ventures in the oil and gas industry through Capital Natural Resources, Inc.

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 December 31, 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. As of December 31, 2015, depletion expense was \$10,467.

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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 December 31, 2015 the Company held non-producing and unproved properties in Lincoln County, Colorado and Divide and Williams County, North Dakota.

At the end of each reporting period, the Company performs a “ceiling test” on the value of the net capitalized cost of oil and gas properties. This test compares the net capitalized cost (capitalized cost of oil and gas properties, net of accumulated depreciation, depletion and amortization and related deferred income taxes) to the present value of estimated future net revenues from oil and gas properties using an average price (arithmetic average of the beginning of month prices for the prior 12 months) and current cost discounted at 10% plus cost of properties not being amortized and the lower of cost is greater than the ceiling, a write-down or impairment is required. A write-down of the carrying value of the asset is a non-cash charge that reduces earnings in the current period. Once incurred, a write-down may not be reversed in a later period. The Company had no impairment on its oil and gas properties as of December 31, 2015.

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 December 31, 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 December 31, 2015, asset retirement obligations were \$2,907 and for the year ended December 31, 2015 accretion expense was not significant.

Holding Company

The 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.

Principles of consolidation—The consolidated financial statements include the accounts of Capital Financial Holdings, Inc., and its subsidiaries Capital Financial Services, Inc. (“CFS”) and Capital Natural Resources, Inc. (“CNR”). All significant inter-company transactions and balances have been eliminated in the accompanying consolidated financial statements.

Concentrations—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 CFS, the Company’s broker-dealer subsidiary. The company’s revenues are largely dependent on the sales activity of registered representatives operating as independent contractors. Accordingly, fluctuations in financial markets and the composition of assets under management impact revenues and results of operations.

Use of estimates—The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Fair Value of Financial Instruments – The Company’s financial instruments consist of cash, accounts receivables, accounts payable and accrued expense obligations. The carrying value of the Company’s financial instruments approximate their fair value due to the short-term nature of their underlying terms.

Revenue recognition—Commission income and the related clearing expenses are recorded based on the trade date. The revenue earned from 12b-1 is recognized ratably over the period received. Investment advisory fees are derived from account management and investment advisory services. These fees are determined based on a percentage of the customer's assets under sponsor management or a flat fee, may be billed monthly or quarterly and recognized ratably over the period received.

Cash and cash equivalents—The Company's policy is to record all liquid investments with original maturities of three months or less as cash equivalents. Liquid investments with maturities greater than three months are recorded as investments.

Clearing Deposits—The Company has "Deposit Accounts" with each of its Clearing Firms, as set forth in each of the Clearing Agreements. Upon termination or expiration of these agreements, the Clearing Firms would deliver the balance of these accounts to the Company. As of December 31, 2015 the balance in the Company's Dain account and Pershing account was \$35,000 and \$100,000 respectively.

Accounts receivable—The Company's receivables consist primarily of concessions related to registered representative activity. Management evaluates the need for an allowance for doubtful accounts by identifying troubled accounts and using historical experience. Accounts receivable are written off when management deems them uncollectible. Recoveries of accounts receivable previously written off are recorded when received. The Company does not charge interest on its receivables.

Baron notes receivable – The Company monitors the credit qualify and associated risks of notes receivable on an individual basis based on criteria such as financial stability of the party and collection experience in conjunction with general economic market conditions. No reduction has been made in the carrying value of the Notes as of December 31, 2015 since the Notes were paid in full March 21, 2016.

Goodwill—The Company accounts for goodwill under the FASB accounting and reporting standards for goodwill and other intangible assets, which requires that goodwill and indefinite-lived other intangible assets deemed to have an indefinite useful life be assessed annually for impairment using fair value measurement techniques. As of December 31, 2015, the Company no longer has a value for goodwill.

Property and equipment—Property and equipment is stated at cost less accumulated depreciation computed on straight-line and accelerated methods over estimated useful lives of 5-7 years.

Other assets—Other assets include clearing deposits and other miscellaneous assets.

Advertising—Costs of advertising and promotion are expensed as incurred. There were no advertising and promotion costs in 2015 or 2014.

Earnings per common share—Basic earnings per common share was computed using the weighted average number of shares outstanding of 1,241 in 2015, 1,241 2014 and 1,368 in 2013. Diluted earnings per common share is computed using the weighted average number of shares outstanding adjusted for share equivalents arising from unexercised stock warrants, stock options, written put options, and preferred shares.

Income taxes—The Company files a consolidated income tax return with its wholly owned subsidiaries. The amount of deferred tax benefit or expense is recognized as of the date of the consolidated financial statements, utilizing currently enacted tax laws and rates. Deferred tax benefits or expenses are recognized in the financial statements for the changes in deferred tax assets between years. The Company's policy is to evaluate the likelihood that its uncertain tax positions will prevail upon examination based on the extent to which those positions have substantial support within the Internal Revenue Code and Regulations, Revenue Rulings, court decisions, and other evidence. It is the opinion of management that the Company has no significant uncertain tax positions that would be subject to change upon examination. The federal income tax returns of the Company are subject to examination by the IRS, generally for three years after they were filed.

Severance Escrow—The Company's severance escrow accounts are restricted cash held in third-party administered escrow accounts for the sole purpose of funding certain employee severance plans established in 2010 by the Company's Board of Directors for the benefit of and with the purpose of retaining its employees. These funds are held in escrow accounts pursuant to several Involuntary Termination Severance Pay Plans and are not available to the

Company for use other than the Involuntary Termination Severance Plan purposes nor is it accessible to creditors of the Company.

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Reclassification—Certain amounts from 2014 and 2013 have been reclassified to conform to the 2014 presentation. These reclassifications had no effect on the Company's net income/(loss).

Concentration of Credit Risk - The Company has a concentration of credit risk for cash deposits at various financial institutions. These deposits may at times exceed amounts covered by insurance provided by the U.S. Federal Deposit Insurance Corporation (FDIC). The Company has not experienced any losses in such accounts.

Recent Accounting Developments—The Company is currently assessing the potential impact of Accounting Standards Update ASU 2016-01—*Financial Instruments—Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*. Early applications of the following amendments in this Update are permitted for all entities upon issuance of this Update as of the beginning of the fiscal year of adoption:

An entity should present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk if the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments.

Entities that are not public business entities are not required to apply the fair value of financial instruments disclosure guidance in the General Subsection of Section 825-10-50.

Except for the early application guidance discussed above, early adoption of the amendments in this Update is not permitted.

ASU 2015-17—*Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes* - To simplify the presentation of deferred income taxes, the amendments in this update require that deferred tax liabilities and assets be classified as noncurrent in a classified statement of financial position. The amendments in this update apply to all entities that present a classified statement of financial position. The current requirement that deferred tax liabilities and assets of a tax-paying component of an entity be offset and presented as a single amount is not affected by the amendments in this update. The amendments in this update will align the presentation of deferred income tax assets and liabilities with International Financial Reporting Standards (IFRS). IAS, *Presentation of Financial Statements*, requires deferred tax assets and liabilities to be classified as noncurrent in a classified statement of financial position. For public business entities, the amendments in this update are effective for financial statements issued for annual periods beginning after December 15, 2016, and interim periods within those annual periods. Earlier application is permitted for all entities as of the beginning of an interim or annual reporting period. The Company is currently assessing the impact on the company.

ASU 2015-14—*Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date* - This update defers the effective date of ASU 2014-09 - Revenue from Contracts with Customers (Topic 606), which states that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The amendments in this update defer the effective date of Update 2014-09 for all entities by one year. Public business entities, certain not-for-profit entities, and certain employee benefit plans should apply the guidance in Update 2014-09 to annual reporting periods beginning after December 15, 2017, including interim reporting periods within that reporting period. Earlier application is permitted only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. The Company is currently assessing the potential impact of the possible final ruling of the update on the company. Due to the nature of the Company's operations, this update could affect the timing as to when the Company would recognize revenues from the brokerage of customer securities transactions, private placement of securities, sales of variable annuities, distribution of shares of various unaffiliated mutual funds and investment banking activities and investment advisory fees relating to registered investment advisors.

ASU 2015-07—*Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*—The Company has not adopted this update as of December 31, 2015, as it was not applicable to the Company at this time. It is not known at this time whether the updated pronouncement will have an impact on the Company.

ASU 2015-03—*Interest—Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs*—The Company has not adopted this update as of December 31, 2015, as it was not applicable to the Company at this time as the Company has no outstanding debt. Should the Company incur debt, all debt issuance costs would be presented on the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts.

NOTE 2—CASH AND CASH EQUIVALENTS

Cash and cash equivalents at December 31, 2015 and 2014 consist of cash and savings accounts of \$1,038,426 and \$1,333,323 and severance escrow of \$257,927 and \$257,670 respectively. The Company's severance escrow accounts are restricted cash held in third-party administered escrow accounts for the sole purpose of funding certain employee severance plans.

NOTE 3—PROPERTY AND EQUIPMENT

Property and equipment at December 31, 2015 and 2014, consists of the following:

| | 2015 | 2014 |
|---|-------------------|-------------------|
| Office furniture and equipment | \$ 517,192 | \$ 482,049 |
| Accumulated depreciation and amortization | (375,675) | (331,723) |
| | <u>\$ 141,517</u> | <u>\$ 150,326</u> |

Depreciation expense totaled \$43,952, \$32,708 and \$25,458 in 2015, 2014 and 2013, respectively.

NOTE 4—BUSINESS VENTURES

On March 7, 2007, the Company acquired certain assets of United Heritage Financial Services, Inc. (UHFS), a wholly owned subsidiary of United Heritage Financial Group, Inc., of Meridian, Idaho. UHFS had approximately 120 independent registered representatives who became part of Capital Financial Services, Inc. (CFS), the retail brokerage division of the Company. Pursuant to the agreement, in exchange for the assets of UHFS set forth above, the Company agreed to issue 50 restricted CFH shares and pay a deferred cash earn out payment totaling a maximum of \$900,000, to be paid in 21 quarterly installments. As of December 31, 2015, the Company had made twenty-one quarterly installment payments. There is no longer a liability relating to this acquisition. Due to the goodwill impairment charge of \$101,994 that was recorded on December 31, 2010, a charge of \$25,862 that was recorded on March 31, 2012 and a goodwill impairment charge of \$2,132,026 on December 31, 2014 (See Note 11-Goodwill). As of December 31, 2015, there is no goodwill recorded relating to this acquisition.

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. 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 December 31, 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 December 31, 2015, oil and gas revenues were \$47,965.

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—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 December 31, 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. The loan matures with principal due on July 14, 2016. For the period ended December 31, 2015, the Company had no outstanding balance against this line of credit before renewal. As of December 31, 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.

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NOTE 6—INCOME TAXES

The provision for income taxes is based on earnings before income taxes reported for financial statement purposes and consisted of the following:

| | <u>2015</u> | <u>2014</u> | <u>2013</u> |
|--|-------------------|-------------------|-------------------|
| Current income tax expense: | | | |
| Federal | \$ 65,206 | \$ 69,367 | \$ 159,611 |
| State | 23,728 | 20,923 | 47,033 |
| Total current tax expense | <u>\$ 88,934</u> | <u>\$ 90,290</u> | <u>\$ 206,644</u> |
| Deferred tax expense: | | | |
| Federal | \$ 99,403 | \$ 121,404 | \$ 48,421 |
| State | 15,117 | 14,572 | 7,364 |
| Total deferred tax expense | <u>\$ 114,520</u> | <u>\$ 135,976</u> | <u>\$ 55,785</u> |
| Total provision for income tax expense | <u>\$ 203,454</u> | <u>\$ 226,266</u> | <u>\$ 262,429</u> |

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).

Deferred tax assets (liabilities) were comprised of the following:

| | <u>2015</u> | <u>2014</u> | <u>2013</u> |
|---|-------------------|-------------------|-------------------|
| Deferred tax asset: | | | |
| Net operating carry forwards | \$ - | \$ - | \$ 5 |
| Capital loss carry forward | - | 33,077 | 33,077 |
| Valuation on capital loss carry forward | - | (33,077) | (33,077) |
| Stock option compensation | 293,908 | 357,386 | 583,374 |
| Goodwill | - | 57,866 | - |
| Total deferred tax assets | <u>\$ 293,908</u> | <u>\$ 415,252</u> | <u>\$ 583,379</u> |
| Deferred tax liabilities: | | | |
| Accumulated depreciation | \$ 52,332 | \$ 49,825 | \$ 81,976 |
| Total deferred tax liabilities | <u>\$ 52,332</u> | <u>\$ 49,825</u> | <u>\$ 81,976</u> |
| Net deferred tax asset | <u>\$ 241,576</u> | <u>\$ 365,427</u> | <u>\$ 501,403</u> |
| Net deferred tax asset – non-current | 241,576 | 365,427 | 501,403 |
| Net deferred tax asset | <u>\$ 241,576</u> | <u>\$ 365,427</u> | <u>\$ 501,403</u> |

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. The Company is aware of the risk that the recorded deferred tax assets may not be realizable. The capital loss generated on the sale of Omega shares is unlikely to be recognized and therefore has not been included in deferred assets. However, management believes that the Company will obtain the full benefit of any net operating loss and other deferred tax assets on the basis of its evaluation of the Company’s anticipated profitability over the period of years that the temporary differences are expected to become tax deductions. It believes that sufficient book and taxable income will be generated to realize the benefit of any net operating loss and other deferred tax assets.

In 2011, the Company had an estimated net operating loss carryover of approximately \$235,000 that would expire if unused in 2030. The Company used \$208,870 on their 2012 tax return and the remaining \$28,825 was applied to the 2013 tax return

ASC 740 guidance requires that the Company evaluate all monetary tax positions taken, and recognize a liability for any uncertain tax positions that are more likely than not to be sustained by the tax authorities. The Company has not recorded any liabilities, or interest and penalties, as of December 31, 2015 related to uncertain tax positions.

The Company files income tax returns in the U.S. and various state jurisdictions. There are currently no federal or state income tax examinations underway for these jurisdictions. The tax years 2012-2014 remain open to examination by taxing jurisdictions to which the Company is subject.

A reconciliation of the difference between the expected federal tax rate computed at the U.S. statutory income tax rate of 35% and the Company's effective tax rate for the years ended December 31, 2015, 2014 and 2013 is shown in the following table:

| | <u>2015</u> | <u>2014</u> | <u>2013</u> |
|---------------------------------|-------------------|---------------------|-------------------|
| Expected federal tax rate | 35% | 35% | 35% |
| State income taxes | 5% | 5% | 5% |
| Effect of permanent differences | 0% | (64)% | 0% |
| Change in tax rate | <u>41%</u> | <u>8%</u> | <u>(25)%</u> |
| Effective tax rate | <u><u>81%</u></u> | <u><u>(17)%</u></u> | <u><u>41%</u></u> |

The effect of permanent differences in the period ended December 31, 2015, was primarily due to the expiring stock option expense. The effect of permanent differences in the period ended December 31, 2014, was primarily due to the goodwill impairment that was offset by the settlement proceeds (See Note 20 – Litigation). Income tax payable for period ended December 31, 2015 was \$61,667 compared to income tax receivable of \$203,623 during the same period in 2014.

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

The Company has authorized 210 perpetual warrants to certain organizers, directors, officers, employees and shareholders of the Company. All of these warrants were issued between 1987 and 1990 and were accounted for in accordance with the provisions of Accounting Principles Board (“APB”) Opinion No. 25, Accounting for Stock Issued to Employees. No compensation expense was recorded for these warrants as the exercise price exceeded the market price of the stock at the date of issue. The Company plans to continue to apply APB Opinion No. 25 in accounting for these warrants. These warrants, at the date of issue, allowed for the purchase of shares of stock at \$2.00 per share. The exercise prices of these warrants were adjusted to reflect stock splits of 1 for 10,000 in 2013, 2 for 1 in 2002, and 11 for 10 in 1990 and 1989. 0.2 warrants (adjusted for the 1 for 10,000 stock split in 2013 and the 2 for 1 stock split in 2002) were exercised in 1997, leaving an outstanding balance of 210 warrants as of December 31, 2015.

The Company had entered into employment agreements with past employees of the Company. Upon execution of these employment agreements, a one-time granting of stock options took effect. These options are fully vested and have a perpetual life. Each employment contract stated the strike price for which options were granted. In addition, the contracts granted options when the employees reach specified performance goals.

The Company has also issued options to directors as well as various other employees and past employees. The options granted to employees were granted in connection with reaching certain performance goals. These options are considered to be fully vested and have a contractual life of ten years.

The Company plans to issue additional common shares if any of its outstanding options are exercised. There have been no options exercised to date.

The Company has adopted the FASB accounting and standards for fair value recognition provisions for stock-based employee compensation. There were no compensation costs or deferred tax benefits recognized for stock-based compensation awards for the twelve months ended December 31, 2015. As of December 31, 2015, 382 stock options totaling \$1,008,200 had been cancelled.

In June of 2013, shareholders approved by a majority vote a 10,000 to 1 reverse stock split during the annual meeting of shareholders. The reverse stock split became effective on August 14, 2013.

| Option activity for the last three years was as follows: | Number of Options | Weighted Average Exercise Price per Share | Weighted Average Grant Date Fair Value | Aggregate Intrinsic Value |
|---|------------------------------|--|---|--------------------------------------|
| Outstanding on January 1, 2013 | 539 | \$ 5,400 | \$ 2,800 | \$ - |
| Granted | - | - | - | - |
| Exercised | - | - | - | - |
| Canceled | - | - | - | - |
| Outstanding on December 31, 2013 | 539 | \$ 5,400 | \$ 2,800 | \$ - |
| Granted | - | - | - | - |
| Exercised | - | - | - | - |
| Canceled | 203 | - | - | - |
| Outstanding on December 31, 2014 | 336 | \$ 8,692 | \$ 4,435 | \$ - |
| Granted | - | - | - | - |
| Exercised | - | - | - | - |
| Canceled | 129 | - | - | - |
| Outstanding on December 31, 2015 | 207 | \$ 8,692 | \$ 4,435 | \$ - |

Exercisable options at the end of 2015 were 207 and 336 in 2014 and 539 in 2013. The following table summarizes information concerning options outstanding and exercisable as of December 31, 2014:

| Range of Exercise Prices | Number Outstanding | Weighted Average Remaining Contractual Life (Years) | Weighted Average Exercise Price | Number Exercisable | Weighted Average Exercise Price |
|-------------------------------------|-------------------------------|--|--|-------------------------------|--|
| \$ 0 to \$4,900 | 138 | Perpetual | \$ 4,200 | 138 | \$ 4,200 |
| 5,000 to \$ 9,900 | 66 | 1* | \$ 5,200 | 66 | \$ 5,200 |
| 10,000 to \$ 15,000 | 3 | Perpetual | \$ 10,100 | 3 | \$ 10,100 |
| \$ 0 to \$15,000 | 207 | 1* | \$ 8,692 | 207 | \$ 8,692 |

* Excludes options with a perpetual life

NOTE 8—EMPLOYEE BENEFIT PLANS

The Company sponsors a 401(K) plan for all its employees. Effective January 1, 2005, the Company implemented a match of up to 4% of employee deferrals. Plan expenses paid for by the Company were \$1,021, \$2,815, and \$5,276 for the years ended December 31, 2015, 2014, and 2013, respectively. The matching contributions paid by the Company were \$42,393, \$40,411 and \$38,477 for the years ended December 31, 2015, 2014 and 2013, respectively. Effective January 1, 2016, the Company implemented a match of up to 6% of employee deferrals.

NOTE 9—NET CAPITAL REQUIREMENTS

The Company's broker-dealer subsidiary Capital Financial Services, Inc. is a member firm of the Financial Industry Regulatory Authority (FINRA) and is registered with the Securities and Exchange Commission (SEC) as a broker-dealer. Under the Uniform Net Capital Rule (Rule 15c3-1 under the Securities Exchange Act of 1934), the subsidiary is required to maintain a minimum net capital and a ratio of aggregate indebtedness to net capital, as defined, of not more than 15 to 1. At December 31, 2015, this subsidiary had net capital of \$496,496 compared to \$483,943 during the same period ended in 2014; a minimum net capital requirement of \$126,993 in 2015 compared to \$173,682 during the same period ended in 2014; excess net capital of \$369,503 in 2015 compared to \$310,261 during the same period ended in 2014 and a ratio of aggregate indebtedness to net capital of 3.8 to 1 in 2015 compared to a ratio of aggregate indebtedness to net capital of 5.4 to 1 during the same period ended in 2014. FINRA conducted an examination of this subsidiary in 2015. The subsidiary had items identified within the examination. This subsidiary is exempt from the reserve requirements of Rule 15c3-3(k) (2) (ii). Management of Capital Financial Services, Inc. is responsible for complying with 17 C.F.R §240.17a-5, "Reports to be made by certain brokers and dealers" and complying with 17 C.F.R §240.15c3-3: ((k)(2)(ii)) (the "exemption provisions"). To the best of their knowledge and belief, management stated the following:

(1) We identified the following provisions of 17 C.F.R §15c3-3(k) under which the Company claimed an exemption from 17C.F.R §240.15c3-3: ((k)(2)(ii)) (the "exemption provisions") and (2) we met the identified exemption provisions from January 1, 2015 to December 31, 2015 except as described below:

On approximately January 30, 2015, the firm failed to forward two clearing firm deposits, each a check made payable to RBC Correspondent Services, each check in the amount of \$458.31, prior to noon of the following business day.

The Company believes that both exceptions have been remediated prior to December 31, 2015. The Company has responded to the FINRA examination to a level that it feels is adequate and has had no further correspondence to date from FINRA.

NOTE 10—OPERATING LEASES

The Company has various leases for office equipment and office space that are set to expire over the next several years through 2018. The total rent expense for these leases was \$87,078, \$94,024 and \$92,760 for December 31, 2015, 2014 and 2013 respectively.

The following is a schedule by years of future minimum rental payments on operating leases as of December 31, 2015.

| | |
|--------------------------------------|-------------------|
| Years ending December 31, | |
| 2016 | \$ 90,695 |
| 2017 | 97,181 |
| 2018 | 31,181 |
| 2019 | 1,200 |
| Total minimum future rental payments | <u>\$ 220,257</u> |

NOTE 11—GOODWILL

The changes in the carrying amount of goodwill for the years ended December 31, 2015, 2014, and 2013, are as follows:

| | <u>Total</u> |
|---------------------------------|---------------------|
| Balance as of January 1, 2013 | \$ 2,132,026 |
| Impairment losses | - |
| Balance as of December 31, 2013 | <u>\$ 2,132,026</u> |
| Impairment losses | <u>(2,132,026)</u> |
| Balance as of December 31, 2014 | \$ - |
| Impairment losses | - |
| Balance as of December 31, 2015 | <u><u>\$ -</u></u> |

The Company's goodwill represents the excess of purchase prices over the fair value of the identifiable net assets of previously acquired broker/dealer businesses. The goodwill is not amortized; instead it is tested for impairment annually or more frequently if the fair value of a reporting unit is below its carrying value. Absent any impairment indicators, the Company performs its annual goodwill impairment testing as of June 30 of each year.

The Company's policy is to test goodwill for impairment using a fair value approach at the reporting unit level. The Company performs its goodwill impairment test in two steps. Step one compares the fair value of the reporting unit to its carrying value, including goodwill. If the fair value of the unit determined in step one is lower than its carrying value, the Company proceeds to step two, which then compares the carrying value of goodwill to its implied fair value. Any excess of carrying value of goodwill over its implied fair value at a reporting unit is recorded as impairment.

The valuation methodology the Company utilized in testing the Company's goodwill for impairment in 2014 is based on the Adjusted Book Value Method. The Adjusted Book Value Method computes the value of the ownership interest, or the owner's equity, by adjusting the value of the individual assets and liabilities to their individual fair market values. The difference between the adjusted assets and the adjusted liabilities is the adjusted book value. Different premises or viewpoints (such as Fair Market Value, replacement cost, liquidation, or going concern) may be employed to value the individual assets and liabilities, depending upon the circumstances.

In the fourth quarter of 2014, due to a reduction in the estimated fair market value of Capital Financial Services, Inc., (the Company's only reporting unit) the Company determined it was necessary to perform an interim goodwill impairment test. In step one of the impairment test it was determined that the fair value of the reporting unit had decreased below its carrying value. The Company then proceeded to step two of its impairment testing and compared the carrying value of goodwill to its implied fair value and determined that an impairment charge of \$2,132,026 was necessary to reduce the carrying value of goodwill to its implied fair value of zero.

NOTE 12—FAIR VALUE DISCLOSURES

FASB ASC 820 defines fair value, establishes a framework for measuring fair value, and establishes a fair value hierarchy which prioritizes the inputs to valuation techniques. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value measurement assumes that the transaction to sell the asset or transfer the liability occurs in the principal market for the asset or liability or, in the absence of a principal market, the most advantageous market. Valuation techniques that are consistent with the market, income or cost approach, as specified by FASB ASC 820, are used to measure fair value.

The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value in three broad levels:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities the Company has the ability to access.
- Level 2 inputs are inputs (other than quoted prices included within level 1) that are observable for the asset or liability, either directly or indirectly.

| | For the Year Ended December 31, 2013 | | |
|---|---|----------------------|------------------|
| | Income | Shares | Per Share |
| | (Numerator) | (Denominator) | Amount |
| Income (Loss) from continuing operations | \$ 376,819 | | |
| Less: preferred stock dividends | - | | |
| Income(Loss) available to common stockholders – Basic earnings per share | <u>376,819</u> | <u>1,368</u> | <u>\$ 276</u> |
| Effect of dilutive securities: | | | |
| Options and warrants | - | - | |
| Diluted earnings per share | <u>\$ 376,819</u> | <u>1,368</u> | <u>\$ 276</u> |

Options and warrants to purchase 417 common shares at exercise prices between \$3,500 and \$14,300 were outstanding at December 31, 2015, but were not included in the computation of earnings per share for the year ended December 31, 2015. The options and warrants were not included in the calculation because their exercise prices were greater than the average market price of the common shares during the period.

NOTE 14—COMPREHENSIVE INCOME (LOSS)

There were no differences between net income (loss) and comprehensive income (loss).

NOTE 15—RELATED PARTY TRANSACTIONS

On April 5, 2011, several broker-dealers and their principals/officers, including the Company and John Carlson, the President of the Company, 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. The plaintiffs in the Signature lawsuit were 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. On September 23, 2014, the Plaintiffs, including the Company and John Carlson individually, 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. In conjunction with the Settlement Agreement described in Note 20 - Litigation, as compensation for Mr. Carlson’s efforts to the benefit of the Company, the Company agreed to pay \$289,858 to John Carlson, which amount was applied as additional executive compensation to Mr. Carlson in the quarter ended December 31, 2014 and reported on the Consolidated Statements of Operations of Capital Financial Holdings, Inc. under Compensation and Benefits.

NOTE 16—BARON NOTES RECEIVABLE

On June 11, 2014, June 27, 2014, and July 22, 2014, Baron Energy, Inc., issued promissory notes receivable 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. The Chairman of the Company has acted, and continues to act, as counsel to the Company while his affiliated law firm has acted and continues to act as counsel to Baron Energy, Inc. Moreover, the Chairman also serves on the management team of the subsidiary that holds the Baron Energy Notes. This related party transaction was reviewed by the Company. As of December 31, 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 note holder, at the maturity of the notes, regardless of whether the note holder elects to convert the principal of the notes to non-operating minority working interests, the note holder 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 earned as of December 31, 2015, was \$82,642. No reduction has been made in the carrying value of the notes as of December 31, 2015 since the notes were paid in full on March 21, 2016.

NOTE 17—SHAFFER LEASE

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 December 31, 2015, oil and gas revenues attributed to this lease were \$47,965.

NOTE 18—KIFER LEASE

On December 1, 2015 CNR purchased a 50% non-operating Working Interest (36.25% Net Interest) in the Kifer Rozella 1, producing oil well, located in the County of Gonzales, state of Texas. The purchase price of \$100,000 for CNR's 50% interest was paid by \$50,000 cash and \$50,000 by a promissory note and deed of trust carried by the Seller, Origin Production Company, Inc. Said promissory note has an annual interest rate of 10% per annum and is payable in monthly installment of \$1,062.35 beginning January 1, 2016 with final maturity on December 1, 2020. The leasehold consists of approximately 193 acres. This purchase is presented as oil and natural gas properties on the balance sheet. As of December 31, 2015, oil and gas revenues attributed to this lease were zero. On February 1, 2016, the Company made a single payment on the promissory note in the amount of \$50,847 bringing the balance of the note to zero. Total interest paid on the promissory note was approximately \$847.

NOTE 19—LONG TERM ASSETS

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 20—LITIGATION

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, investments alleged to be unsuitable, and bankruptcies and other issues brought by claimants. 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 December 31, 2015, the Company is a defendant in two on-going suits or arbitrations as discussed above. The Company expects to vigorously defend and ultimately prevail in these cases.

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 in the amount of \$835,873 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 21—OPERATING SEGMENTS

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 subsidiary.

As of, and for the year ended, December 31, 2015:

| | Holding Company | Natural Resources | Broker-Dealer Services | Total |
|---|----------------------------|------------------------------|-----------------------------------|---------------|
| Revenues from external customers | \$ - | \$ - | \$ 18,900,978 | \$ 18,900,978 |
| Other fee income | - | - | 269,325 | 269,325 |
| Oil lease income | - | 47,965 | - | 47,965 |
| Other income | 26,476 | - | 77,233 | 103,709 |
| Interest income | 153 | 82,642 | - | 82,795 |
| Interest expense | (3,578) | - | (68) | (3,646) |
| Depreciation | 3,100 | 200 | 40,652 | 43,952 |
| Depletion | - | 10,467 | - | 10,467 |
| Income (loss) before income tax benefit (expense) | (310,492) | 31,411 | 529,163 | 250,082 |
| Income tax benefit (expense) | 16,291 | (12,313) | (207,432) | (203,454) |
| Net income (loss) | (294,201) | 19,098 | 321,731 | 46,628 |
| Segment assets | 670,139 | 872,582 | 3,007,946 | 4,550,667 |

As of, and for the year ended, December 31, 2014:

| | Holding Company | Natural Resources | Broker-Dealer Services | Total |
|---|----------------------------|------------------------------|-----------------------------------|---------------|
| Revenues from external customers | \$ - | \$ - | \$ 21,245,393 | \$ 21,245,393 |
| Interest Expense | (14,116) | - | (9) | (14,125) |
| Depreciation | 3,634 | - | 29,074 | 32,708 |
| Settlement Proceeds | 835,873 | - | - | 835,873 |
| Goodwill impairment expense | 2,132,026 | - | - | 2,132,026 |
| Income (loss) before income tax benefit (expense) | (2,107,244) | (4,169) | 795,495 | (1,315,918) |
| Income tax benefit (expense) | 83,934 | 1,634 | (311,834) | (226,266) |
| Net income (loss) | (2,023,310) | (2,535) | 483,661 | (1,542,184) |
| Segment assets | 1,681,573 | 782,932 | 3,281,228 | 5,745,733 |

As of, and for the year ended, December 31, 2013:

| | Holding Company | Natural Resources | Broker-Dealer Services | Total |
|---|----------------------------|------------------------------|-----------------------------------|---------------|
| Revenues from external customers | \$ 6,296 | \$ - | \$ 21,382,923 | \$ 21,389,219 |
| Interest expense | (4,900) | - | - | (4,900) |
| Depreciation | 3,120 | - | 22,338 | 25,458 |
| Income (loss) before income tax benefit (expense) | (585,574) | - | 1,224,822 | 639,248 |
| Income tax benefit (expense) | 217,632 | - | (480,061) | (262,429) |
| Net income (loss) | (367,942) | - | 744,761 | 376,819 |
| Segment assets | 3,199,638 | - | 3,618,828 | 6,818,466 |

Reconciliation of Segment Information

| | <u>2015</u> | <u>2014</u> | <u>2013</u> |
|--|---------------------|---------------------|---------------------|
| Assets for the Holding Company segment | \$ 670,139 | \$ 1,681,573 | \$ 3,199,638 |
| Assets for the Broker-Dealer Services segment | 3,007,946 | 3,281,228 | 3,618,828 |
| Assets for the Natural Resources segment | 872,582 | 782,932 | - |
| Elimination for the Holding Company segment receivables | (178,392) | (178,392) | (178,392) |
| Elimination for the Broker-Dealer Services segment receivables | (5,000) | (5,000) | (5,000) |
| Elimination for the Natural Resources segment receivables | (515,000) | (515,000) | - |
| Consolidated assets | <u>\$ 3,852,275</u> | <u>\$ 5,047,341</u> | <u>\$ 6,635,074</u> |

NOTE 22—SUBSEQUENT EVENTS

On March 21, 2016, the Baron Notes were paid in full in the amount of \$500,000 together with accrued interest. (See Note 16-Baron Notes Receivable)

ADDITIONAL INFORMATION

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