

MCF CORP
Form S-4
November 21, 2006

As filed with the Securities and Exchange Commission on November 21, 2006

Registration No. 333-

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

FORM S-4

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

MCF CORPORATION

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of
Incorporation or
Organization)

11-2936371
(I.R.S. Employee
Identification No.)

**600 California Street,
9th Floor,
San Francisco, California 94108
(415) 248-5600**

(Address and Telephone Number of Executive Offices and Principal Place of Business)

**D. Jonathan Merriman
Chairman and Chief Executive Officer
MCF Corporation
600 California Street,
9th Floor
San Francisco, California 94108
(415) 248-5600**

(Name, Address and Telephone Number of Agent For Service)

Copies of all communications to:

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Approximate date of commencement of proposed sale to the public: As soon as practicable following the effectiveness of this Registration Statement and consummation of the merger contemplated herein.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment that specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to such Section 8(a), may determine.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Amount to Be Registered(1)	Proposed Maximum Offering Price per Unit	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(2)
Common stock, par value \$.0001 per share	1,547,619	N/A	\$ 1,266,742	\$ 135.54

(1)

Represents the maximum number of shares of common stock of MCF Corporation issuable in exchange for shares of common stock and preferred stock of MedPanel, Inc., upon the closing of the merger of an MCF subsidiary with and into MedPanel.

(2)

Pursuant to Rule 457(f)(2) of the Securities Act, the proposed maximum aggregate offering price and the registration fee have been calculated on the basis of the book value of the MedPanel common stock and MedPanel preferred stock to be received by MCF Corporation pursuant to the merger as of September 30, 2006, which was \$1,266,742 in the aggregate.

The information in this prospectus/ information statement is not complete and may be changed. MCF may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus/ nformation statement is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED NOVEMBER 21, 2006

Dear Stockholders:

We are pleased to report that the boards of directors of MCF Corporation and MedPanel, Inc. have unanimously approved a merger agreement which provides for the merger of an MCF subsidiary into MedPanel. The merger agreement has also been adopted by written consent by MedPanel's stockholders. As a result of the proposed merger, MedPanel will become a wholly owned subsidiary of MCF. If we complete the proposed merger, you will become a stockholder of MCF, your shares of MedPanel common stock, if any, and preferred stock, if any, will be converted into the right to receive shares of MCF common stock and, under certain circumstances, cash in accordance with the allocation and priority contained in the merger agreement. In addition, holders of MedPanel capital stock will be entitled to receive additional consideration, payable 50% in MCF common stock and 50% in cash, upon achievement of certain financial performance milestones during the three year period commencing January 1, 2007 and ending December 31, 2009.

The proposed merger is more fully described in the accompanying prospectus/ information statement. If the merger were completed on November 6, 2006, based on MedPanel's outstanding capital stock, options and warrants as of November 6, 2006 and the average closing sales prices per share of MCF common stock from October 9, 2006 through November 3, 2006 of \$4.20 per share, as adjusted for the 1-for-7 reverse stock split that was effective on November 16, 2006, MedPanel stockholders would own approximately 12.7% of MCF's outstanding common stock immediately after the proposed merger. MCF common stock is listed on the American Stock Exchange under the trading symbol MEM. On November 17, 2006, the last sale price of shares of MCF common stock on the American Stock Exchange was \$4.27 per share.

MedPanel stockholders have already adopted the merger agreement and we are not soliciting a vote of the MedPanel stockholders. However, this prospectus/ information statement is being provided to you for informational purposes, including to alert you of your right of appraisal of your shares of MedPanel capital stock in connection with the proposed merger, as described in the section entitled Appraisal Rights.

We encourage you to read this prospectus/ information statement carefully. In particular, you should review the matters discussed in the section entitled Risk Factors.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of MCF securities to be issued pursuant to the merger or passed upon the adequacy or accuracy of this prospectus/ information statement. Any representation to the contrary is a criminal offense.

This prospectus/ information statement is dated November 20, 2006, and is first being mailed on or about _____, 2006.

Sincerely,

/s/ D. Jon Merriman

D. Jon Merriman
Chairman and Chief Executive Officer of MCF Corporation

REFERENCES TO ADDITIONAL INFORMATION

This prospectus/information statement incorporates important business and financial information about MCF from documents filed with the Securities and Exchange Commission that have not been included in or delivered with this document. This information is available at the Internet website that the Securities and Exchange Commission maintains at <http://www.sec.gov>, as well as from other sources.

You may also request copies of these documents from MCF, without charge, upon written or oral request to:

**MCF CORPORATION
600 California Street,
9th Floor,
San Francisco, California 94108
(415) 248-5600**

To obtain timely delivery, such a request must be made no later than five business days before the date on which you make an investment decision, and, in any event, before _____, 2006.

For more information, see the section entitled Where You Can Find More Information.

**IMPORTANT NOTE REGARDING MCF CORPORATION
SHARE PRICES AND NUMBERS**

At 11:59pm Eastern Standard Time on November 15, 2006, MCF Corporation effected a 1-for-7 reverse stock split of its common stock. All share prices and numbers used herein have been adjusted to reflect this reverse stock split.

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CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING INFORMATION

This prospectus/information statement and the documents incorporated by reference into this prospectus/information statement contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that involve risks and uncertainties, as well as assumptions, that, if they materialize or prove incorrect, could cause the results of MCF and its consolidated subsidiaries, on the one hand, or MedPanel, on the other, to differ materially from those expressed or implied by such forward-looking statements. All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including any projections of earnings, revenues, synergies, accretion, margins or other financial items; any statements of the plans, strategies and objectives of management for future operations, including the execution of integration plans and the anticipated timing of filings, approvals and closings relating to the merger or other planned acquisitions; any statements concerning proposed new products, services, developments or industry rankings; any statements regarding future economic conditions or performance; any statements of belief; and any statements of assumptions underlying any of the foregoing.

The risks, uncertainties and assumptions referred to above include the challenges of integration associated with the merger and the challenges of achieving anticipated synergies; the challenge of managing asset levels; the difficulty of keeping expense growth at modest levels while increasing revenues; the possibility that the merger or other planned acquisitions may not close or that MCF, MedPanel or other parties to planned acquisitions may be required to modify some aspects of the acquisition transactions in order to obtain regulatory approvals; the assumption of maintaining revenues on a combined company basis following the merger; and other risks that are described in the section entitled Risk Factors, which follows on the next page, and in the documents that are incorporated by reference into this prospectus/information statement.

If any of these risks or uncertainties materialize or any of these assumptions prove incorrect, results of MCF and MedPanel could differ materially from the expectations in these statements. Except for our ongoing obligation to disclose material information as required by federal securities laws, we do not intend to update you concerning any future revisions to any forward-looking statements to reflect events or circumstances occurring after the date of this prospectus/information statement.

QUESTIONS AND ANSWERS ABOUT THE PROPOSED TRANSACTION

Q:

Why am I receiving this prospectus/ information statement?

A:

MCF has agreed to acquire MedPanel under the terms of a merger agreement that is described in this prospectus/ information statement. Please see the discussion in the section entitled Certain Terms of the Merger Agreement. A copy of the merger agreement is attached to this prospectus/ information statement as Annex A. On November 7, 2006, MedPanel stockholders adopted the merger agreement and approved the merger pursuant to an action by written consent. As a result, no further approval of MedPanel stockholders is needed to complete the merger.

Q:

What will happen in connection with the proposed transaction?

A:

In the merger, MedPanel and a wholly owned subsidiary of MCF will merge and, as a result, MedPanel will become a wholly owned subsidiary of MCF. Pursuant to this merger, the stockholders of MedPanel will become stockholders of MCF. In this prospectus/ information statement we sometimes refer to this merger as the first merger, and references to the merger, unless specified otherwise, shall also refer to this merger. Immediately following the merger, in a second merger, MedPanel will merge into another wholly owned subsidiary of MCF, with the surviving company of the second merger being a wholly owned subsidiary of MCF and the ultimate surviving entity of the mergers. In this prospectus/ information statement we sometimes refer to the first merger and second merger, taken together as a whole, as the mergers.

Q:

Why is MedPanel proposing the merger?

A:

We believe that the proposed transaction will provide substantial benefits to the MedPanel stockholders. The MedPanel board of directors believes the merger provides MedPanel stockholders with liquidity and strategic and growth opportunities that would not have been available to MedPanel on a stand-alone basis. To review the MedPanel reasons for the transaction in greater detail, see The Merger MedPanel s Reasons for the Merger; Recommendation of the MedPanel Board of Directors.

Q:

What will I be entitled to receive pursuant to the merger?

A:

Upon the closing of the merger, holders of MedPanel capital stock and options to acquire MedPanel common stock will be entitled to receive for each share of MedPanel capital stock or option, consideration, payable in shares of MCF common stock, equal to such holders portion of the aggregate \$6.5 million merger consideration payable at the closing of the merger. The merger consideration payable at closing will be subject to certain potential adjustments and an

escrow of 10% of such merger consideration, which will be established to satisfy certain potential liabilities of MedPanel. The MCF common stock and all other merger consideration, described below, will be distributed first, to the holders of MedPanel preferred stock in satisfaction of the liquidation preference of such shares under MedPanel's certificate of incorporation and thereafter, to the holders of MedPanel capital stock on a fully-diluted as converted basis, after deducting from any amount payable to the holders of preferred stock such amounts previously distributed in satisfaction of the liquidation preference. Holders of options to purchase MedPanel common stock will receive, in exchange for the options, an amount equal to what each holder would receive if he or she exercised the options, minus the exercise price for each option and all applicable taxes. Of the merger consideration to be held in escrow, 7% of the shares of MCF common stock will be held in escrow for a period of 18 months after the closing date of the merger. These shares will be held as collateral to satisfy any indemnification claims that may be made by MCF under the merger agreement. Shares that have not been used to satisfy indemnification claims, or used to cover expenses of the MedPanel stockholder representative, will be released promptly after the 18 month anniversary of the closing of the merger and will be distributed in accordance with the allocation formula described above. The remaining 3% of the shares of MCF common stock held in escrow will be used to satisfy adjustments, if any, to the merger consideration if the net working capital or cash on hand of MedPanel, as of the date of consummation of the merger, are less than target amounts established in the merger agreement. Shares that have not been returned to MCF to satisfy any reduction in the merger consideration or to cover the expenses of the stockholder representative will be released to the former MedPanel stockholders. MedPanel has appointed William J. Febbo, the current Chief Executive Officer of MedPanel, as the MedPanel stockholder representative with respect to the escrow account. Mr. Febbo will be authorized to make decisions and take actions regarding the escrow account on the stockholders' behalf.

MedPanel stockholders will also be entitled to receive additional consideration if the MedPanel business unit of MCF achieves certain financial performance milestones. If the MedPanel business unit of MCF achieves cumulative revenue and cumulative earnings before interest, taxes, depreciation and amortization (EBITDA) of at least \$20 million and \$1.5 million respectively, for the three year period commencing January 1, 2007 and ending December 31, 2009, then the MedPanel stockholders will be entitled to receive additional merger consideration payable 50% in shares of MCF common stock and 50% in cash (the number of shares of MCF common stock to be issued will be based on the then current average trading price of MCF common stock, but in no event less than \$5.25 or greater than \$29.75). The actual amount of additional merger consideration, if any, that may become payable pursuant to the merger agreement will be based on a formula tied to the actual cumulative revenue and cumulative EBITDA achieved. The consideration payable if the minimum cumulative revenue and cumulative EBITDA thresholds of \$20 million and \$1.5 million, respectively, are achieved is \$210,000 and the maximum additional merger consideration that may become payable is \$11.455 million. Holders of options to purchase MedPanel common stock at the closing will receive, in consideration for their respective options, an aggregate amount (taking into account the consideration payable at closing and any incentive consideration) equal to the amount each holder would have received if the option had been exercised immediately prior to closing, less the exercise price for each option share and all applicable taxes.

Of the aggregate consideration that MedPanel stockholders are entitled to receive, assuming payment in full of the milestone amount, approximately 68% of such consideration will be payable in shares of MCF common stock and approximately 32% will be payable in cash.

Q:

What will happen to options to acquire MedPanel common stock upon the merger?

A:

Each option to purchase shares of MedPanel common stock that is outstanding immediately prior to the effective time of the merger will be cancelled in exchange for the right to receive payment of the merger consideration in an amount equal to the amount of merger consideration distributable per share of common stock (after giving effect to the amounts distributable to the MedPanel option holders) minus the exercise price of such option share and applicable taxes. Please review the preceding Q&A for additional information.

Q:

Will there be restrictions on reselling MCF common stock issued in the Merger? (Page 12 and 34)

A:

All of MedPanel's stockholders will be subject to a lock-up which prohibits the sale of MCF common stock they receive in the merger for a period of twelve months after the closing of the merger. In addition, recipients of MCF common stock who are considered affiliates of either MedPanel or MCF will have to comply with Rule 145 of the Securities Act in reselling their shares.

Q:

What do I need to do now?

A:

We urge you to read this prospectus/ information statement carefully, including its annexes, and to consider how the merger affects you. The merger has already been approved by the board of directors of each of MCF and MedPanel,

and by the stockholders of MedPanel. You are not being asked to vote on the merger agreement. Instead, this prospectus/ information statement is being provided to you for informational purposes, including to alert you of appraisal rights you may have if you hold MedPanel capital stock.

Q: What vote was needed to adopt the merger agreement?

A:

The merger did not require the vote of MCF stockholders. The vote required of the stockholders of MedPanel was the affirmative vote of the holders of a majority of the outstanding shares of capital stock of MedPanel, voting as a single class on an as-converted basis. On November 7, 2006, the requisite vote from MedPanel stockholders was received by written consent and the merger agreement was adopted by the MedPanel stockholders.

Q:

Did the MedPanel board of directors recommend the merger?

A:

Yes. The MedPanel board of directors unanimously determined that the merger is advisable and fair to, and in the best interests of, MedPanel's stockholders. The MedPanel board of directors has also unanimously approved the merger agreement, the merger and the other transactions contemplated by the merger agreement. The reasons for MedPanel's board of directors' determination are discussed in greater detail in the section entitled "The Merger - MedPanel's Reasons for the Merger; Recommendation of the MedPanel Board of Directors."

Q:

Do persons involved in the merger have interests that may conflict with mine as a MedPanel stockholder?

A:

Yes. When considering the recommendations of MedPanel's board of directors, you should be aware that certain MedPanel directors and officers have interests in the merger that may be different from, or are in addition to, yours. These interests include employment of certain MedPanel executive officers by MCF after the merger and the indemnification of directors and officers of MedPanel by MCF. To review the interests of MedPanel's directors and management in the merger in greater detail, see "The Merger" Interests of MedPanel's Directors and Management in the Merger.

Q:

What are the conditions to completion of the merger?

A:

The obligations of MCF and MedPanel to complete the proposed merger are subject to the satisfaction or waiver of certain specified closing conditions. To review the conditions to closing in greater detail, see "Certain Terms of the Merger Agreement" Conditions to the Closing of the Merger.

Q:

Should I send in my MedPanel stock certificates now?

A:

No. After the merger is completed, holders of MedPanel common stock and preferred stock will receive written instructions for exchanging stock certificates representing shares of MedPanel capital stock for the merger consideration described above, subject to the terms of the merger agreement.

Q:

When do you expect the merger to be completed?

A:

We are working toward completing the merger as quickly as possible. There are certain conditions that must be satisfied or waived prior to the completion of the merger, including the registration of the MCF common stock to be issued in connection with the merger.

Q:

Will the proposed merger be completed?

A:

It is possible that the proposed merger will not be completed for any one of a number of reasons, such as the failure of one of the parties to satisfy a condition of closing.

Q:

Am I entitled to appraisal rights?

A:

Holders of MedPanel capital stock who did not vote in favor of adoption of the merger agreement and approval of the mergers, who hold their shares of MedPanel capital stock of record and continue to own those shares through the effective time of the merger and who properly demand appraisal of their shares in writing are entitled to appraisal rights pursuant to the merger agreement under Section 262 of the General Corporation Law of the State of Delaware, or the DGCL, which is attached to this prospectus/information statement as Annex B.

Under Section 262, MedPanel stockholders who comply with the procedures set forth in Section 262 will be entitled to have their shares appraised by the Delaware Court of Chancery and to receive payment of the fair value of the shares, exclusive of any element of value arising from the accomplishment or expectation of the merger, together with a fair rate of interest, if any, as determined by the court.

Q:

Are there risks I should consider in deciding whether to exercise my appraisal rights in connection with the merger?

A:

Yes. In evaluating the merger, you should carefully consider the factors discussed in the section entitled Risk Factors.

Q:

Will MedPanel stockholders recognize a taxable gain or loss for United States federal income tax purposes as a result of the mergers?

A:

It is expected that the merger of a MCF subsidiary into MedPanel, followed by a second merger of MedPanel into another MCF subsidiary, taken together as a whole, will qualify as a reorganization under Section 368(a) of the Internal Revenue Code. Assuming that the mergers qualify as a reorganization under the Internal Revenue Code, then the exchange of shares of MedPanel common stock and MedPanel preferred stock solely for shares of MCF common stock will not be a taxable transaction to MedPanel stockholders for United States federal income tax purposes. MedPanel stockholders will, however, recognize gain with respect to the cash portion, if any, of the merger consideration, in the amount equal to the lesser of the amount of gain realized, or the amount of cash received.

Tax matters are very complicated and the tax consequences of the mergers to a MedPanel stockholder will depend on the facts of each holder's own situation. We encourage each MedPanel stockholder to carefully read the discussion in the section entitled "The Merger - Material United States Federal Income Tax Consequences of the Mergers" and to consult the stockholder's own tax advisor for a full understanding of the tax consequences of the mergers.

Q:

Are there any regulatory consents or approvals that are required to complete the merger?

A:

Neither MCF nor MedPanel is aware of the need to obtain any regulatory approvals in order to complete the merger other than that the registration statement of which this prospectus/information statement is a part must be declared effective by the Securities and Exchange Commission. MCF and MedPanel intend to obtain this approval and make the necessary filings and any additional regulatory approvals and filings that may be required. However, neither of the parties can assure you that all of the approvals will be obtained.

Q:

Who can help answer my questions?

A:

If you would like additional copies, without charge, of this prospectus/information statement or if you have questions about the merger, you should contact:

MCF Corporation

Attn: Christopher Aguilar

600 California Street, 9th Floor

San Francisco, California 94108

Telephone No. (415) 248-5600

MedPanel, Inc.

Attn: William J. Febbo

44 Brattle Street, Suite 4

Cambridge, Massachusetts 02138

Telephone No. (617) 661-8080

SUMMARY

Because this is a summary, it does not contain all information that may be important to you. You should read this entire prospectus/information statement, including the information incorporated by reference and the financial data and related notes, before making an investment decision. When used in this prospectus, the terms we, our and us refer to MCF. You should carefully read this entire document and the other documents to which this document refers in order to fully understand the merger. See the section entitled Where You Can Find Additional Information beginning on page 94. The merger agreement is attached as Annex A to this prospectus/information statement. For a discussion of the risk factors that you should carefully consider, see the section entitled Risk Factors beginning on page 12.

The Merger and the Merger Agreement

MCF, MedPanel, MedPanel Acquisition I Corp., Panel Intelligence, LLC and William Febbo as Principal Stockholder and Stockholder Representative, have entered into an Agreement and Plan of Merger dated November 6, 2006, which we refer to in this document as the merger agreement, that provides for the acquisition of MedPanel by MCF. We encourage you to read the merger agreement as it is the legal document that governs the merger. Under the terms of the merger agreement, two mergers will actually take place. In the first merger, MedPanel Acquisition I Corp will merge with and into MedPanel, with MedPanel being the surviving corporation. This is referred to in the merger agreement as the first merger. Next, the surviving corporation will be merged with and into Panel Intelligence, LLC, with Panel Intelligence, LLC being the surviving LLC. This is referred to in the merger agreement as the second merger. The surviving company of the two mergers will be Panel Intelligence, LLC.

The Companies

MCF is a financial services holding company that provides investment research, capital markets services, corporate and venture services, investment banking, asset management and wealth management through its operating subsidiaries, Merriman Curhan Ford & Co., MCF Asset Management, LLC and MCF Wealth Management, LLC. We are focused on providing a full range of specialized and integrated services to institutional investors and corporate clients. Merriman Curhan Ford & Co. is registered with the Securities and Exchange Commission as a broker-dealer and is a member of the National Association of Securities Dealers, Inc. and the Securities Investor Protection Corporation.

Merriman Curhan Ford & Co. is a securities broker-dealer and investment bank focused on fast growing companies and institutional investors. Our mission is to become a leader in the researching, advising, financing and trading of fast growing companies under \$2 billion in market capitalization. We provide investment research, brokerage and trading services primarily to institutions, as well as advisory and investment banking services to corporate clients. By the end of the 1990 s, many of the investment banks that previously served this niche were acquired by large commercial banks and subsequently refocused to serve larger clients and larger transactions. We are gaining market share by originating differentiated research for our institutional investor clients and providing specialized services for our fast-growing corporate clients.

MedPanel Acquisition I Corp. is a Delaware corporation and a wholly-owned subsidiary of MCF, incorporated in 2006 solely for the purpose of effecting the merger.

Panel Intelligence, LLC is a Delaware limited liability company and a wholly-owned subsidiary of MCF, incorporated in 2006 solely for the purpose of effecting the merger.

The mailing address of our principal executive offices is 600 California Street, 9th Floor, San Francisco, California 94108. Our telephone number is (415) 248-5600 and our web site address is www.merrimanco.com. Information contained on our web site is not part of this prospectus/information statement.

MedPanel, Inc. is an online medical market intelligence firm that serves life sciences companies and health care investors through its proprietary methodologies and vast network of leading physicians, medical researchers, allied health professionals and other important healthcare constituencies. MedPanel, based in Cambridge, Massachusetts, offers an online research platform providing clients around the globe greater strategic direction for investment decisions, product development, and marketing. MedPanel offers customized qualitative, quantitative and syndicated health care and medical research, and is best known for its in-depth, customized online focus groups.

The mailing address of MedPanel's principal executive office is 44 Brattle St., Suite 4, Cambridge, Massachusetts 02138. MedPanel's telephone number is (617) 661-8080. MedPanel maintains a website at www.medpanel.com. However, information found on MedPanel's website is not a part of this prospectus/information statement.

Summary of the Merger (Page 32)

Upon the closing of the merger, holders of MedPanel capital stock and options to acquire MedPanel common stock will be entitled to receive for each share of MedPanel capital stock or option, consideration, payable in shares of MCF common stock, equal to such holder's portion of the aggregate merger consideration consisting of 1,547,619 shares of MCF common stock payable at the closing of the merger, subject to certain potential adjustments and an escrow of 10% of the shares. The MCF common stock and all other merger consideration will be distributed first, to the holders of MedPanel preferred stock in satisfaction of the liquidation preference of such shares under MedPanel's certificate of incorporation and thereafter, to the holders of MedPanel capital stock on a fully-diluted as converted basis, after deducting from any amount payable to the holders of preferred stock such amounts previously distributed in satisfaction of the liquidation preference. Holders of options to purchase MedPanel common stock will receive, in exchange for the options, an amount equal to what each holder would receive if he or she exercised the options, minus the exercise price for each option and all applicable taxes. Of the merger consideration to be held in escrow, 7% of the shares of MCF common stock will be held in escrow for a period of 18 months after the closing date of the merger. These shares will be held as collateral to satisfy any indemnification claims that may be made by MCF under the merger agreement. Shares that have not been used to satisfy indemnification claims, or used to cover expenses of the MedPanel Stockholder Representative, will be released to former MedPanel stockholders promptly after the 18 month anniversary of the closing of the merger. The remaining 3% of the shares of MCF common stock held in escrow will be used to satisfy adjustments, if any, to the merger consideration if the net working capital or cash on hand of MedPanel, as of the date of consummation of the merger, are less than target amounts established in the merger agreement.

Shares that have not been returned to MCF to satisfy any reduction in the merger consideration to be used to cover the expenses of the stockholder representative will be released to the former MedPanel stockholders. MedPanel has appointed William J. Febbo, the current Chief Executive Officer of MedPanel, as the MedPanel stockholders representative with respect to the escrow account. Mr. Febbo will be authorized to make decisions and take actions regarding the escrow account on the stockholders' behalf.

MCF is registering the 1,547,619 shares of MCF common stock with the Securities and Exchange Commission pursuant to this prospectus/information statement prior to the closing of the transaction. The consummation of the acquisition is subject to the effectiveness of this prospectus/information statement with the Securities and Exchange Commission.

Additionally, holders of MedPanel capital stock and options to acquire MedPanel common stock will be entitled to receive additional consideration on or about March 2010 if the MedPanel business unit of MCF achieves specific revenue and profitability milestones. The payment of the incentive consideration will be 50% in cash and 50% in the MCF's common stock and may not exceed \$11.455 million (the number of shares of MCF common stock to be issued will be based on the then current average trading price of MCF common stock, but in no event less than \$5.25 or greater than \$29.75).

Share Ownership of Directors and Executive Officers of MCF and MedPanel; Stockholder Vote

At the close of business on November 6, 2006, directors and executive officers of MCF and their affiliates beneficially owned and were entitled to vote approximately 3,215,650 shares of MCF common stock, collectively representing approximately 25% of the shares of MCF common stock outstanding on that date.

At the close of business on November 6, 2006, directors and executive officers of MedPanel and their affiliates beneficially owned and were entitled to vote approximately 14,504,000 shares of MedPanel common stock, collectively representing approximately 79.3% of the shares of MedPanel common stock outstanding on that date, and approximately 1,845,295 shares of MedPanel preferred stock, collectively representing approximately 61.7% of the shares of MedPanel capital stock outstanding on that date.

The merger did not require the vote of MCF's stockholders. The vote required of the stockholders of MedPanel was the affirmative vote of the holders of a majority of the outstanding shares of capital stock of MedPanel, voting

as a single class on an as-converted basis. On November 7, 2006, the requisite vote from MedPanel stockholders was received by written consent and the merger agreement was adopted by the MedPanel stockholders.

MCF Market Price Data

MCF common stock is listed on The American Stock Exchange under the symbol MEM. On November 6, 2006, the last full trading day prior to the public announcement of the proposed merger, the last sale price of MCF's common stock was \$4.20 per share as adjusted for the 1-for-7 reverse stock split that was effective on November 16, 2006. On November 17, 2006, the last sale price of MCF's common stock was \$4.27 per share.

Material United States Federal Income Tax Consequences of the Mergers (Page 26)

It is expected that the merger of an MCF subsidiary into MedPanel, followed by a second merger of MedPanel into another MCF subsidiary, taken together as a whole, will qualify as a reorganization under Section 368(a) of the Internal Revenue Code. Assuming that the mergers qualify as a reorganization under the Internal Revenue Code, then the exchange of shares of MedPanel common stock and MedPanel preferred stock solely for shares of MCF common stock will not be a taxable transaction to MedPanel stockholders for United States federal income tax purposes. MedPanel stockholders will, however, recognize gain with respect to the cash portion, if any, of the merger consideration, in an amount equal to the lesser of the amount of gain realized, or the amount of cash received. Additionally, a MedPanel stockholder will recognize gain or loss with respect to any cash received in lieu of a fractional share of MCF common stock.

Tax matters are very complicated, and the tax consequences of the mergers to a MedPanel stockholder will depend on the facts of each holder's own situation. We encourage each MedPanel stockholder to carefully read the discussion in the section entitled "The Merger - Material United States Federal Income Tax Consequences of the Mergers" and to consult the stockholder's own tax advisor for a full understanding of the tax consequences of the mergers.

Accounting Treatment (Page 26)

MCF will account for the merger under the purchase method of accounting for business combinations under accounting principles generally accepted in the United States, which we refer to as U.S. GAAP.

Regulatory Approvals (Page 30)

Neither MCF nor MedPanel is aware of the need to obtain any material regulatory approvals in order to complete the merger other than that the registration statement of which this prospectus/information statement is a part must be declared effective by the Securities and Exchange Commission.

MedPanel's Reasons for the Merger (Page 24)

MedPanel's board of directors unanimously approved the merger, the merger agreement and the other transactions contemplated by the merger agreement based on the determination that the terms of the merger were fair to, and in the best interests of, MedPanel and its stockholders and represent the best strategic alternative to MedPanel after investigation of all known practical alternatives. In the course of reaching its decision to approve the merger agreement, the MedPanel board of directors consulted with MedPanel's management, as well as its financial, legal, accounting and other advisors, and considered a number of factors which included the various risks and rewards associated with continuing as an independent company or seeking a combination with another party. After further scrutiny of such factors, such as the value of the consideration to be received by the stockholders as well as the public market for shares of MCF common stock, the MedPanel board of directors determined that the potential benefits of a combination with MCF outweighed the potential benefits associated with alternative ventures or opportunities and outweighed the potential risks associated with such a combination. Specifically, the merger will enable MedPanel

stockholders to participate in, and benefit from the future growth potential of, a larger, publicly held company with a greater depth of technologies, marketing opportunities and financial and operating resources that should enhance MedPanel's ability to bring technology to market.

MCF's Reasons for the Merger

MCF believes a business combination with MedPanel will enhance its already strong position in industry research and will allow it to leverage MedPanel's business in the health care vertical market by:

- expanding MedPanel's distribution to a broader base of financial institutions through MCF's subsidiary Merriman Curhan Ford & Co.;
- identifying and launching new vertical market products, including information technology and next generation energy;
- creating new products or applications based on MedPanel's research, potentially including investment banking services and asset management products;
- using MCF's status as a publicly traded company to execute the above strategies, possibly through further acquisitions.

MCF's board of directors has determined that the merger is in the best interests of MCF and its stockholders and has approved the merger agreement, the merger, the issuance of shares of MCF common stock to be issued pursuant to the merger and the other transactions contemplated by the merger agreement. In reaching its determination, MCF's board of directors considered a number of factors, including the factors discussed above and listed below. The conclusions reached by MCF's board of directors with respect to the following factors supported its determination that the merger and the issuance of shares of MCF common stock pursuant to the merger were fair to, and in the best interests of, MCF and its stockholders:

- the judgment, advice and analysis of MCF's management and its financial and legal advisors with respect to the potential strategic, financial and operational benefits of the transaction, including management's favorable recommendation of the transaction, based in part on the business, technical, financial, accounting and legal due diligence investigations performed with respect to MedPanel and its subsidiaries;
- the expected qualification of the transactions contemplated by the merger agreement as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code;
- the results of operations and financial condition of MCF and MedPanel; and
- the terms of the merger agreement and the agreements related to the merger, including the consideration to be paid by MCF and the structure of the merger which were considered by both the board of directors and management of MCF

to provide a fair and equitable basis for the transaction.

MCF's board of directors also considered a number of risks and potentially negative factors in its deliberation concerning the merger, including in particular:

- the risk that the transaction might not be completed in a timely manner or at all;
- the potential loss of key MedPanel employees critical to the ongoing success of MedPanel's business and to the successful integration of MCF's business and MedPanel's business;
- the general difficulties of integrating products, technologies and companies;
- the risk that the benefits sought to be achieved by the transaction, including those outlined above, will not be achieved;
- the effect of public announcement of the transaction on MCF's common stock;
- the other risks and uncertainties discussed above in the section entitled "Risk Factors;" and
- the risk of diverting management resources from other strategic opportunities and operational matters for a period of time.

The above discussion of information and factors considered by MCF's board of directors is not intended to be exhaustive but is believed to include all material factors considered by MCF's board of directors. In view of the wide variety of factors considered by MCF's board of directors, the board did not find it practicable to quantify or otherwise assign relative weight to the specific factors considered. In addition, MCF's board of directors did not reach any specific conclusion on each factor considered, or any aspect of any particular factor, but conducted an overall analysis of these factors.

Individual members of MCF's board of directors may have given different weight to different factors. However, after taking into account all of the factors described above, MCF's board of directors determined that the merger, the merger agreement, the issuance of shares of MCF's common stock to be issued pursuant to the merger and the other agreements related to the merger were fair to, and in the best interests of, MCF and MCF's stockholders, and that MCF should proceed with the merger.

Interests of MedPanel's Directors and Management in the Merger (Page 25)

Certain MedPanel directors and officers have interests in the merger that may be different from, or are in addition to, other stockholders of MedPanel. These interests include employment of MedPanel executive officers by MCF after the merger and the indemnification of Mr. Febbo, in his capacity as a director of MCF.

Appraisal Rights (Page 38)

MCF stockholders do not have appraisal rights in connection with the issuance of MCF common stock pursuant to the merger.

The merger agreement has already been adopted by the required vote of the stockholders of MedPanel. However, holders of MedPanel capital stock who did not vote in favor of the merger and who demand appraisal of their shares and otherwise comply with the requirements of Section 262 of the DGCL, will be entitled to be paid, in cash, the fair value of their shares, exclusive of any element of value arising from the accomplishment or expectation of the merger, together with a fair rate of interest, if any, as determined by the Delaware Court of Chancery.

In order for a MedPanel stockholder to exercise appraisal rights, a written demand for appraisal as provided in the DGCL must be sent by such stockholder and such stockholder must comply with the other procedures required by the DGCL, as more fully described in the section entitled "Appraisal Rights." Failure to send such demand or to follow such other procedures will result in the waiver of such stockholder's appraisal rights. See the section entitled "Appraisal Rights" and Annex B for a description of the procedures that must be followed to perfect such rights.

Notice to MedPanel Stockholders (Page 90)

This prospectus/information statement serves as notice to MedPanel stockholders pursuant to Section 228(e) of the DGCL that on November 7, 2006, by action by written consent without a meeting, the MedPanel stockholders adopted the merger agreement and approved an amendment to MedPanel's certificate of incorporation.

MEDPANEL S MARKET PRICE AND DIVIDEND INFORMATION

There is no established public trading market for MedPanel s capital stock.

No cash dividends have ever been declared with respect to any class of MedPanel s capital stock. Other than the protective provisions and dividend preferences of the MedPanel preferred stock pursuant to MedPanel s certificate of incorporation, there are no restrictions on the ability of MedPanel to pay dividends.

As of November 6, 2006 there were 146 holders of MedPanel capital stock, of which there were approximately 109 holders of its common stock, 16 holders of its Series A preferred stock, 13 holders of its Series B preferred stock and 9 holders of its Series C preferred stock. Each share of MedPanel Series A, Series B and Series C preferred stock is convertible into MedPanel common stock.

Upon the consummation of the transactions contemplated by the merger agreement, all shares of the capital stock and options to acquire capital stock of MedPanel will be cancelled in exchange for a right to receive a portion of the merger consideration distributed in accordance with the allocation and priority set forth in the merger agreement.

RISK FACTORS

If you are a MedPanel stockholder, you should consider each of the following factors as well as the other information in this prospectus/information statement before deciding whether to exercise statutory appraisal rights in connection with the merger. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently consider immaterial may also impair our business operations. If any of the following risks actually occur, our business and financial results could be harmed. In that case the trading price of our common stock could decline. You should also refer to the other information set forth in this prospectus/information statement and in our Annual Report on Form 10-K for the fiscal year ended December 31, 2005 and our Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2006 in this prospectus/information statement, including our financial statements and the related notes.

Risks Related to the Transaction

The number of shares of MCF common stock that you will be entitled to receive is based on the average of the MCF closing price for the 20 trading days immediately prior to November 6, 2006 of \$4.20 per share as adjusted for the 1-for-7 reverse stock split that was effective November 16, 2006, which could be lower than the market value of the shares.

The use of an exchange price that is tied to the average of the closing prices over a period of time is intended to provide MedPanel stockholders with a negotiated level of appropriate value of MCF common stock for each share of MedPanel common stock and MedPanel preferred stock on a fully diluted, as-converted basis exchanged for MCF common stock. However, you may not be able to sell your shares at the average price used for the calculation, which was \$4.20 per share. If the exchange price of \$4.20 per share is higher than the market price of the MCF common stock at the effective time of the merger, the MCF common stock issued pursuant to the merger would be worth less than the nominal amount of initial merger consideration per share of MedPanel common stock. Also, the shares issued pursuant to the merger will be subject to a 12 month lock-up. MCF common stock may be worth less than \$4.20 per share by the time you are able to sell the shares received in the merger.

If the financial performance milestones are not met, MedPanel stockholders and option holders will not receive the maximum amount of consideration payable pursuant to the merger agreement.

In addition to the merger consideration to be paid to MedPanel stockholders upon the closing of the merger, MedPanel stockholders and option holders are entitled to receive their pro rata portion (determined on a fully diluted, as-converted basis including all outstanding options) of additional aggregate consideration of between \$210,000 and \$11.455 million, payable 50% in cash and 50% in MCF common stock (the number of shares of MCF common stock to be issued will be based on the then current average trading price of MCF common stock, but in no event less than \$5.25 or greater than \$29.75), subject to offset for damages incurred by MCF for which it is entitled to indemnification pursuant to the merger agreement, if the MedPanel business unit of MCF achieves certain cumulative revenue and cumulative EBITDA milestones during the three year period from January 1, 2007 through December 31, 2009. However, there can be no guarantee that any of the milestones will be achieved. If none of the milestones are achieved, no additional consideration will be payable. For a detailed discussion of the potential consideration payable upon achievement of these financial performance milestones, see the section entitled Certain Terms of the Merger Agreement Merger Consideration.

The additional consideration payable upon achievement of the financial performance milestones may be subject to offset for indemnification purposes.

Pursuant to the terms of the merger agreement, 50% of the cash portion of any additional consideration payable upon the achievement of the financial performance milestones will be subject to offset for claims for damages for which MCF is entitled to indemnification pursuant to the merger agreement. If MCF asserts a claim for indemnification for

damages, you may not receive your full pro rata portion of the potential additional consideration. See the section entitled Summary of the Terms of the Merger Agreement Indemnification.

The Stockholder Representative may not act in the manner you desire.

William J. Febbo, the Chief Executive Officer of MedPanel, has been appointed as the stockholder representative to act as the stockholders representative in certain matters involving the indemnification by the

stockholders of MCF and the holdback escrow and offset of certain amounts which the stockholders and option holders may be entitled to receive upon achievement of the performance milestones. As stockholder representative, Mr. Febbo will have the right, among other things, to compromise and to settle claims for damages made by MCF against any of the escrow amounts or any of the additional consideration payable to the stockholders. The stockholder representative may not act in the manner you desire and decisions made by the stockholder representative could have the effect of reducing the aggregate consideration you ultimately receive pursuant to the merger.

We may not realize all of the anticipated benefits of the merger.

Achieving the anticipated benefits of the merger will depend in part upon our ability to integrate MedPanel's businesses in an efficient and effective manner. The integration of two companies that have previously operated independently may result in significant challenges, and we and MedPanel may be unable to accomplish the integration smoothly or successfully. The difficulties of integrating the two companies include, among others:

- retaining key employees;
- maintenance of important relationships of MCF and MedPanel;
- minimizing the diversion of management's attention from ongoing business matters;
- coordinating geographically separate organizations; and
- consolidating corporate and administrative infrastructures.

We cannot assure you that the integration of MedPanel with our business will result in the realization of the full benefits anticipated by us to result from the merger. We may not derive any commercial value from MedPanel's current technology, products and intellectual property or from future technologies and products that utilize MedPanel's intellectual property.

If the mergers fail to qualify as a tax-free reorganization, you will recognize gain or loss on the exchange of your MedPanel shares.

MCF and MedPanel have structured the transaction to qualify as a tax-free reorganization under Section 368(a) of the Internal Revenue Code. The Internal Revenue Service has not provided a ruling on the mergers. If the mergers fail to qualify as a tax-free reorganization, you would generally recognize gain or loss on each share of MedPanel capital stock surrendered in the merger in an amount equal to the difference between your basis in such share and the fair market value of the MCF common stock and cash you receive or may receive in exchange for each share of MedPanel capital stock. You should consult with your own tax advisor regarding the proper reporting of the amount and timing of such gain or loss.

Incremental expenses resulting from the application of the purchase method of accounting and related to MedPanel's ongoing operations may adversely affect the market value of our common stock following the merger.

In accordance with U.S. GAAP, the mergers will be accounted for using the purchase method of accounting, which will result in incremental expenses that could have an adverse impact on the market value of our common stock following completion of the merger. Under the purchase method of accounting, the total estimated purchase price will be allocated to MedPanel's net tangible assets and identifiable intangible assets based on their fair values as of the date of completion of the merger. The excess of the purchase price over those fair values will be recorded as goodwill. Goodwill is not amortized but is tested for impairment at least annually. The combined company will incur additional amortization expense based on the identifiable amortizable intangible assets acquired pursuant to the merger agreement and their relative useful lives. Additionally, to the extent the value of goodwill or identifiable intangible assets or other long-lived assets become impaired, the combined company may be required to record material charges relating to the impairment. These amortization and potential impairment charges could have a material impact on the combined company's results of operations.

We will incur incremental costs, principally related to amortization of intangible assets and stock-based compensation after completion of the merger. Changes in earnings per share, including changes that result from this incremental expense, could adversely affect the trading price of our common stock.

If a MedPanel stockholder exercises statutory appraisal rights, the value such stockholder receives could be less than the amount per share such stockholder would otherwise receive pursuant to the merger agreement.

Pursuant to Section 262 of the DGCL, MedPanel stockholders who perfect appraisal rights provided thereunder are entitled to an appraisal by the Delaware courts of the fair value of each share of MedPanel capital stock held by such stockholder and to receive payment from us of the appraised fair value, together with interest. The determination by the court of the fair value of shares of MedPanel capital stock will be made exclusive of any element of value arising from the accomplishment or expectation of the merger, including the anticipated benefits resulting from the merger, and thus the fair value could be equal to an amount per share which is less than the amount per share that a MedPanel stockholder would be entitled to receive pursuant to the merger agreement. See the section entitled Certain Terms of the Merger Agreement Appraisal Rights.

Directors and officers of MedPanel may have conflicts of interest that may influence them to support or approve the merger.

Although the MedPanel board of directors recommended to the MedPanel stockholders that they adopt the merger agreement, MedPanel stockholders should be aware that certain members of the MedPanel board of directors and executive officers of MedPanel have interests in the transactions contemplated by the merger agreement that may be different from, or are in addition to, the general interests of MedPanel stockholders. MedPanel stockholders should consider whether these interests may have influenced these directors and executive officers to support or recommend the merger transaction. For a detailed discussion of the interests of the directors and executive officers of MedPanel, see the section entitled The Merger Interests of MedPanel's Directors and Management in the Merger.

Upon completion of the merger, holders of MedPanel capital stock will be entitled to become holders of our common stock, and the market price for our common stock may be affected by factors different from those affecting the value of the capital stock of MedPanel.

Our business differs from that of MedPanel, and accordingly, the combined company will face risks that are different from those faced by MedPanel and the results of operations of the combined company will be affected by some factors different from those currently affecting the results of operations of MedPanel. For a discussion of our business and of certain factors to consider in connection with our business, see our Annual Report on Form 10-K for the fiscal year ended December 31, 2005 and the section in this prospectus/information statement entitled Risk Factors Risks Related to Our Business.

The combined company may not be able to successfully integrate companies that it acquires in the future.

The success of the combined company will depend in part on its ability to continually enhance and broaden its product offerings in response to changing technologies, customer demands and competitive pressures. From time to time the combined company may pursue acquisitions of businesses that complement or expand its existing business, including acquisitions that could be material in size and scope.

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Any future acquisitions involve various risks, including:

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difficulties in integrating the operations, technologies and products of the acquired company;

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the risk of diverting management's attention from normal daily operations of the business;

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potential difficulties in completing projects associated with in-process research and development;

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risks of entering markets in which the combined company has no or limited direct prior experience and where competitors in such markets have stronger market positions;

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initial dependence on unfamiliar supply chains or relatively small supply partners;

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insufficient revenues to offset increased expenses associated with the acquisition; and

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the potential loss of key employees of the acquired company.

Risks Related to Our Business

It is difficult to evaluate our business and prospects because we have a limited operating history.

We began actively engaging in providing securities brokerage and investment banking services in January 2002. This was an entirely new business for us, and was a complete break with our previous business, the bandwidth brokerage business. Accordingly, we have a limited operating history on which to base an evaluation of our business and prospects. Our prospects must be considered in light of the risks, expenses and difficulties frequently encountered by fast growing companies in their early stage of development. We cannot assure you that we will be successful in addressing these risks and our failure to do so could have a material adverse effect on our business and results of operations.

We may not be able to maintain a positive cash flow and profitability.

Our ability to maintain a positive cash flow and profitability depends on our ability to generate and maintain greater revenue while incurring reasonable expenses. This, in turn, depends, among other things, on the development of our securities brokerage and investment banking business, and we may be unable to maintain profitability if we fail to do any of the following:

- establish, maintain and increase our client base;
- manage the quality of our services;
- compete effectively with existing and potential competitors;
- further develop our business activities;
- manage expanding operations; and
- attract and retain qualified personnel.

We cannot be certain that we will be able to sustain or increase a positive cash flow and profitability on a quarterly or annual basis in the future. Our inability to maintain profitability or positive cash flow could result in disappointing financial results, impede implementation of our growth strategy or cause the market price of our common stock to decrease. Accordingly, we cannot assure you that we will be able to generate the cash flow and profits necessary to sustain our business expectations, which makes our ability to successfully implement our business plan uncertain.

Because we are a developing company, the factors upon which we are able to base our estimates as to the gross revenue and the number of participating clients that will be required for us to maintain a positive cash flow and any

additional financing that may be needed for this purpose are unpredictable. For these and other reasons, we cannot assure you that we will not require higher gross revenue, and an increased number of clients, securities brokerage and investment banking transactions, and/or more time in order for us to complete the development of our business that we believe we need to be able to cover our operating expenses, or obtain the funds necessary to finance this development. It is more likely than not that our estimates will prove to be inaccurate because actual events more often than not differ from anticipated events. Furthermore, in the event that financing is needed in addition to the amount that is required for this development, we cannot assure you that such financing will be available on acceptable terms, if at all.

The markets for securities brokerage and investment banking services are highly competitive. If we are not able to compete successfully against current and future competitors, our business and results of operations will be adversely affected.

We are engaged in the highly competitive financial services and investment industries. We compete with large Wall Street securities firms, securities subsidiaries of major commercial bank holding companies, U.S. subsidiaries of large foreign institutions, major regional firms, smaller niche players, and those offering competitive services via the Internet. Many competitors have greater personnel and financial resources than we do. Larger competitors are able to advertise their products and services on a national or regional basis and may have a greater number and variety of distribution outlets for their products, including retail distribution. Discount and Internet brokerage firms market their services through aggressive pricing and promotional efforts. In addition, some competitors have much

more extensive investment banking activities than we do and therefore, may possess a relative advantage with regard to access to deal flow and capital.

Increased pressure created by any current or future competitors, or by our competitors collectively, could materially and adversely affect our business and results of operations. Increased competition may result in reduced revenue and loss of market share. Further, as a strategic response to changes in the competitive environment, we may from time to time make certain pricing, service or marketing decisions or acquisitions that also could materially and adversely affect our business and results of operations. We cannot assure you that we will be able to compete successfully against current and future competitors. In addition, new technologies and the expansion of existing technologies may increase the competitive pressures on us.

We may experience reduced revenue due to declining market volume, securities prices and liquidity, which can also cause counterparties to fail to perform.

Our revenue may decrease in the event of a decline in the market volume of securities transactions, prices or liquidity. Declines in the volume of securities transactions and in market liquidity generally result in lower revenue from trading activities and commissions. Lower price levels of securities may also result in a reduction in our revenue from corporate finance fees, as well as losses from declines in the market value of securities held by us in trading. Sudden sharp declines in market values of securities can result in illiquid markets and the failure of counterparties to perform their obligations, as well as increases in claims and litigation, including arbitration claims from customers. In such markets, we may incur reduced revenue or losses in our principal trading, market-making, investment banking, and advisory services activities.

We may experience significant losses if the value of our marketable security positions deteriorates.

We conduct securities trading, market-making and investment activities for our own account, which subjects our capital to significant risks. These risks include market, credit, counterparty and liquidity risks, which could result in losses for us. These activities often involve the purchase, sale or short sale of securities as principal in markets that may be characterized as relatively illiquid or that may be particularly susceptible to rapid fluctuations in liquidity and price. Trading losses resulting from such trading could have a material adverse effect on our business and results of operations.

We may experience significant fluctuations in our quarterly operating results due to the nature of our business and therefore may fail to meet profitability expectations.

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Our revenue and operating results may fluctuate from quarter to quarter and from year to year due to a combination of factors, including:

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the level of institutional brokerage transactions and the level of commissions we receive from those transactions;

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the valuations of our principal investments;

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the number of capital markets transactions completed by our clients, and the level of fees we receive from those transactions; and

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variations in expenditures for personnel, consulting and legal expenses, and expenses of establishing new business units, including marketing and technology expenses.

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We record revenue from a capital markets advisory transaction only when we have rendered the services, the client is contractually obligated to pay and collection is probable; generally, most of the fee is earned only upon the closing of a transaction. Accordingly, the timing of our recognition of revenue from a significant transaction can materially affect our quarterly operating results.

We have registered one of our subsidiaries as a securities broker-dealer and, as such, are subject to substantial regulations. If we fail to comply with these regulations, our business will be adversely affected.

Because we have registered Merriman Curhan Ford & Co. with the Securities and Exchange Commission, or SEC, and the National Association of Securities Dealers, Inc., or NASD, as a securities broker-dealer, we are subject to extensive regulation under federal and state laws, as well as self-regulatory organizations. The principal purpose of regulation and discipline of broker-dealers is the protection of customers and the securities markets rather than

protection of creditors and stockholders of broker-dealers. The Securities and Exchange Commission is the federal agency charged with administration of the federal securities laws. Much of the regulation of broker-dealers, however, has been delegated to self-regulatory organizations, such as the NASD and national securities exchanges. The NASD is our primary self-regulatory organization. These self-regulatory organizations adopt rules, which are subject to SEC approval, that govern the industry and conduct periodic examinations of member broker-dealers. Broker-dealers are also subject to regulation by state securities commissions in the states in which they are registered. The regulations to which broker-dealers are subject cover all aspects of the securities business, including net capital requirements, sales methods, trading practices among broker-dealers, capital structure of securities firms, record keeping and the conduct of directors, officers and employees. The SEC and the self-regulatory bodies may conduct administrative proceedings, which can result in censure, fine, suspension or expulsion of a broker-dealer, its officers or employees. If we fail to comply with these rules and regulations, our business may be materially and adversely affected.

The regulatory environment in which we operate is also subject to change. Our business may be adversely affected as a result of new or revised legislation or regulations imposed by the SEC, other United States or foreign governmental regulatory authorities or the NASD. We also may be adversely affected by changes in the interpretation or enforcement of existing laws and rules by these governmental authorities and the NASD.

Our business may suffer if we lose the services of our executive officers or operating personnel.

We depend on the continued services and performance of D. Jonathan Merriman, our Chairman and Chief Executive Officer, for our future success. We currently have an employment agreement with Mr. Merriman, which ends on January 1, 2007, but can be terminated by either party on 60 days' notice. The agreement contains provisions that obligate us to make certain payments to Mr. Merriman and substantially reduce vesting periods of options granted to him if we should terminate him without cause or certain events resulting in a change of control of our Board were to occur.

In addition to Mr. Merriman, we are currently managed by a small number of key management and operating personnel. Our future success depends, in part, on the continued service of our key executive, management and technical personnel, and our ability to attract highly skilled employees. Our business could be harmed if any key officer or employee were unable or unwilling to continue in his or her current position. From time to time we have experienced, and we expect to continue to experience, difficulty in hiring and retaining highly skilled employees. Competition for employees in our industry is significant. If we are unable to retain our key employees or attract, integrate or retain other highly qualified employees in the future, such failure may have a material adverse effect on our business and results of operations.

Our business is dependent on the services of skilled professionals, and may suffer if we can not recruit or retain such skilled professionals.

During the nine months ended September 30, 2006, one sales professional accounted for 14% of our revenue. We have a number of revenue producers employed by our various businesses. We do not have employment contracts with these employees. The loss of one or more of these employees could adversely affect our business and results of operations.

Our compensation structure may negatively impact our financial condition if we are not able to effectively manage our expenses and cash flows.

We are able to recruit and retain investment banking, research and sales and trading professionals, in part because our business model provides that we pay our revenue producing employees a percentage of their earned revenue. Compensation and benefits is our largest expenditure and this variable compensation component represents a significant proportion of this expense. Compensation for our employees is derived as a percentage of our revenue regardless of our profitability. Therefore, we may continue to pay individual revenue producers a significant amount

of cash compensation as the overall business experiences negative cash flows and/or net losses. We may not be able to recruit or retain revenue producing employees if we modify or eliminate the variable compensation component from our business model.

We may be dependent on a limited number of customers for a significant portion of our revenue.

During the nine months ended September 30, 2006, one investment banking customer accounted for 11% of our revenue. Additionally, we have been dependent on a small number of customers, for a large percentage of our revenue at some times in the past and we cannot assure you that we will not become so dependent again in the future. If we do become dependent on a single customer or small group of customers, the loss of one or more large customers could materially adversely affect our business and results of operations.

We may suffer losses through our investments in securities purchased in secondary market transactions or private placements.

Occasionally, our company, its officers and/or employees may make principal investments in securities through secondary market transactions or through direct investment in companies through private placements. In many cases, employees and officers with investment discretion on behalf of our company decide whether to invest in our company's account or their personal account. It is possible that gains from investing will accrue to these individuals because investments were made in their personal accounts, and our company will not realize gains because it did not make an investment. Conversely, it is possible that losses from investing will accrue to our company, while these individuals do not experience losses in their personal accounts because the individuals did not make investments in their personal accounts.

We may be unable to successfully integrate acquired businesses into our existing business and operations.

On February 28, 2005, we acquired Catalyst Financial Planning & Investment Management, Inc., a registered investment advisor with over \$100 million in assets under management at the time of acquisition. We may experience difficulty integrating the operations of Catalyst into our existing business and operations including our accounting, finance, compensation, information technology and management systems. We may not be able to retain the services of Catalyst employees. These factors could result in higher than anticipated costs associated with the Catalyst acquisition. Additionally, they may cause revenue from the Catalyst acquisition to be lower than forecast. If costs are higher or revenue lower than we expect, our business and results of operations could be materially adversely affected. Although we have no specific plans to do so at this time, we may buy one or more other businesses in the future. If we are unable to successfully integrate such businesses into our existing business and operations in the future, our business and results of operations could be materially adversely affected.

We may be unable to effectively manage rapid growth that we may experience, which could place a continuous strain on our resources and, accordingly, adversely affect our business.

We plan to expand our operations. Our growth, if it occurs, will impose significant demands on our management, financial, technical and other resources. We must adapt to changing business conditions and improve existing systems or implement new systems for our financial and management controls, reporting systems and procedures and expand, train and manage a growing employee base in order to manage our future growth. We may not be able to implement improvements to our internal reporting systems in an efficient and timely manner and may discover deficiencies in existing systems and controls. We believe that future growth will require implementation of new and enhanced communications and information systems and training of our personnel to operate such systems. Furthermore, we may acquire existing companies or enter into strategic alliances with third parties, in order to achieve rapid growth. For us to succeed, we must make our existing business and systems work effectively with those of any strategic partners without undue expense, management distraction or other disruptions to our business. We may be unable to implement our business plan if we fail to manage any of the above growth challenges successfully. Our financial results may suffer and we could be materially and adversely affected if that occurs.

Our business and operations would suffer in the event of system failures.

Our success, in particular our ability to successfully facilitate securities brokerage transactions and provide high-quality customer service, largely depends on the efficient and uninterrupted operation of our computer and communications systems. Our systems and operations are vulnerable to damage or interruption from fire, flood, power loss, telecommunication failures, break-ins, earthquake and similar events. Despite the implementation of network security measures, redundant network systems and a disaster recovery plan, our servers are vulnerable to computer viruses, physical or electronic break-ins and similar disruptions, which could lead to interruptions, delays, loss of data or the inability to accept and fulfill customer orders. Additionally, computer viruses may cause our

systems to incur delays or other service interruptions, which may cause us to incur additional operating expenses to correct problems we may experience. Any of the foregoing problems could materially adversely affect our business or future results of operations.

We are highly dependent on proprietary and third-party systems; therefore, system failures could significantly disrupt our business.

Our business is highly dependent on communications and information systems, including systems provided by our clearing brokers. Any failure or interruption of our systems, the systems of our clearing broker or third party trading systems could cause delays or other problems in our securities trading activities, which could have a material adverse effect on our operating results. In addition, our clearing brokers provide our principal disaster recovery system. We cannot assure you that we or our clearing brokers will not suffer any systems failure or interruption, including one caused by an earthquake, fire, other natural disaster, power or telecommunications failure, act of God, act of war or otherwise, or that our or our clearing brokers' back-up procedures and capabilities in the event of any such failure or interruption will be adequate.

Our common stock price may be volatile, which could adversely affect the value of your shares.

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The market price of our common stock has in the past been, and may in the future continue to be, volatile. A variety of events may cause the market price of our common stock to fluctuate significantly, including:

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variations in quarterly operating results;

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our announcements of significant contracts, milestones, acquisitions;

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our relationships with other companies;

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our ability to obtain needed capital commitments;

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additions or departures of key personnel;

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sales of common stock, conversion of securities convertible into common stock, exercise of options and warrants to purchase common stock or termination of stock transfer restrictions;

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general economic conditions, including conditions in the securities brokerage and investment banking markets;

- changes in financial estimates by securities analysts; and

- fluctuation in stock market price and volume.

- Many of these factors are beyond our control. Any one of the factors noted herein could have an adverse effect on the value of our common stock.

In addition, the stock market in recent years has experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of many companies and that often have been unrelated to the operating performance of such companies. These market fluctuations have adversely impacted the price of our common stock in the past and may do so in the future.

Our risk management policies and procedures may leave us exposed to unidentified or unanticipated risk.

Our risk management strategies and techniques may not be fully effective in mitigating our risk exposure in all market environments or against all types of risk.

We are exposed to the risk that third parties that owe us money, securities or other assets will not perform their obligations. These parties may default on their obligations to us due to bankruptcy, lack of liquidity, operational failure, breach of contract or other reasons. We are also subject to the risk that our rights against third parties may not be enforceable in all circumstances. As a clearing member firm, we finance our customer positions and could be held responsible for the defaults or misconduct of our customers. Although we regularly review credit exposures to specific clients and counterparties and to specific industries and regions that we believe may present credit concerns, default risk may arise from events or circumstances that are difficult to detect or foresee. In addition, concerns about, or a default by, one institution could lead to significant liquidity problems, losses or defaults by other

institutions, which in turn could adversely affect us. If any of the variety of instruments, processes and strategies we utilize to manage our exposure to various types of risk are not effective, we may incur losses.

We could be sued in a securities class action lawsuit.

In the past, following periods of volatility in the market price of a company's securities, securities class action litigation often has been instituted against that company. Such litigation is expensive and diverts management's attention and resources. We can not assure you that we will not be subject to such litigation. If we are subject to such litigation, even if we ultimately prevail, our business and financial condition may be adversely affected.

Your ability to sell your shares may be restricted because there is a limited trading market for our common stock.

Although our common stock is currently traded on the American Stock Exchange, an active trading market in our stock has been limited. Accordingly, you may not be able to sell your shares when you want or at the price you want.

Anti-takeover provisions of the Delaware General Corporation Law could discourage a merger or other type of corporate reorganization or a change in control even if it could be favorable to the interests of our stockholders.

The Delaware General Corporation Law contains provisions that may enable our management to retain control and resist our takeover. These provisions generally prevent us from engaging in a broad range of business combinations with an owner of 15% or more of our outstanding voting stock for a period of three years from the date that such person acquires his or her stock. Accordingly, these provisions could discourage or make more difficult a change in control or a merger or other type of corporate reorganization even if it could be favorable to the interests of our stockholders.

Because our Board of Directors can issue common stock without stockholder approval, you could experience substantial dilution.

Our Board of Directors has the authority to issue up to 300,000,000 shares of common stock and to issue options and warrants to purchase shares of our common stock without stockholder approval in certain circumstances. Future issuance of additional shares of our common stock could be at values substantially below the price at which you may purchase our stock and, therefore, could represent substantial dilution. In addition, our Board of Directors could issue large blocks of our common stock to fend off unwanted tender offers or hostile takeovers without further stockholder approval.

Our ability to issue additional preferred stock may adversely affect your rights as a common stockholder and could be used as an anti take-over device.

Our Certificate of Incorporation authorize our Board of Directors to issue up to an additional 27,450,000 shares of preferred stock, without approval from our stockholders. If you hold our common stock, this means that our Board of Directors has the right, without your approval as a common stockholder, to fix the relative rights and preferences of the preferred stock. This would affect your rights as a common stockholder regarding, among other things, dividends and liquidation. We could also use the preferred stock to deter or delay a change in control of our company that may be opposed by our management even if the transaction might be favorable to you as a common stockholder.

Our officers and directors exercise significant control over our affairs, which could result in their taking actions of which other stockholders do not approve.

Our executive officers and directors, and entities affiliated with them, currently control approximately 25% of our outstanding common stock including exercise of their options and warrants. These stockholders, if they act together, will be able to exercise substantial influence over all matters requiring approval by our stockholders, including the

election of directors and approval of significant corporate transactions. This concentration of ownership may also have the effect of delaying or preventing a change in control of us and might affect the market price of our common stock.

Any exercise of outstanding stock options and warrants will dilute then-existing stockholders' percentage of ownership of our common stock.

We have a significant number of outstanding stock options and warrants. During the nine months ended September 30, 2006, shares issuable upon the exercise of these options and warrants, at prices ranging currently from approximately \$0.35 to \$49.00 per share, represent approximately 12% of our total outstanding stock on a fully diluted basis using the treasury stock method.

The exercise of the outstanding options and warrants would dilute the then-existing stockholders' percentage ownership of our common stock. Any sales resulting from the exercise of options and warrants in the public market could adversely affect prevailing market prices for our common stock. Moreover, our ability to obtain additional equity capital could be adversely affected since the holders of outstanding options and warrants may exercise them at a time when we would also wish to enter the market to obtain capital on terms more favorable than those provided by such options and warrants. We lack control over the timing of any exercise or the number of shares issued or sold if exercises occur.

THE MERGER

Background of the Merger

The management and boards of directors of each of MCF and MedPanel continually review their respective companies' market positions in light of the changing competitive environment of the primary research and investment banking business with the objective of determining what strategic alternatives are available to enhance stockholder value. Over the past 6 months, the management of each of MCF and MedPanel have had conversations with other companies to explore opportunities to improve the companies' respective market positions, including through potential acquisitions or dispositions of assets, joint ventures and other strategic transactions. In particular, from time to time, MedPanel has solicited interest, and has otherwise received inquiries from third parties seeking to discuss a potential acquisition of MedPanel.

The provisions of the merger agreement are the result of arm's-length negotiations conducted among representatives of MCF and MedPanel and their respective legal and financial advisors. The following is a summary of the meetings, negotiations and discussions between the parties that preceded the execution of the merger agreement.

In late 2004, Howard Brick, the Managing Director - Financial Services of MedPanel, contacted Greg Curhan, the Executive Vice President of MCF, to describe MedPanel's business and market its services to MCF.

During the ensuing two years, Messrs. Brick and Curhan remained in contact, and periodically discussed the progress of MedPanel's business.

On April 30, 2006, MedPanel engaged Covington Associates as its exclusive financial advisor to assist the MedPanel board of directors and management in evaluating MedPanel's strategic alternatives for growing stockholder value, including strategic alliances, joint ventures, technology licenses, divestitures or mergers.

In May of 2006, Mr. Brick informed Mr. Curhan that MedPanel was exploring its strategic opportunities, and Covington sent Mr. Curhan an executive summary of MedPanel's business along with a non-disclosure agreement. MCF executed the non-disclosure agreement, and thereafter received an investment memorandum containing additional information regarding MedPanel.

On June 2, 2005, Mr. Curhan and William Febbo, the Chief Executive Officer of MedPanel, Mr. Brick and Benjamin Dunn, a Partner at Covington and financial advisor to MedPanel, met to learn about the respective business of MedPanel and MCF and to discuss the possibility of a business combination.

On June 6, 2006, Mr. Febbo and Mr. Brick visited MCF's executive office in San Francisco to further discuss a potential business combination between MCF and MedPanel. On June 8, 2006, Mr. Jon Merriman, the President of MCF, met with Messrs. Febbo and Brick in Boston to further discuss the possibility of a business combination between MCF and MedPanel. Further executive and due diligence meetings ensued in late June and July.

On July 13, 2006, Mr. Febbo, Mr. Brick and Mr. Dunn met with members of MCF's senior management to review MCF's operations and further discuss a potential business combination between MCF and MedPanel.

On July 19, 2006, Mr. Curhan sent Mr. Febbo an offer letter and a term sheet proposing the acquisition by MCF of MedPanel.

On July 24, 2006, the same letter and term sheet was presented to the MCF board of directors for review and consideration. The members of the MCF board discussed the proposed MedPanel acquisition at its board meeting held on August 4, 2006.

From July 20, 2006 through August 2006 the MedPanel board of directors held several meetings with its management team members and financial advisors to review and discuss the terms of the proposal.

On August 16, 2006, Mr. Curhan and Messrs. Brock Ganeles and William Banks, both MCF officers, visited MedPanel and met with Messrs. Febbo and Brick, as well as Mr. John Thompson, the chairman of the MedPanel board of directors, to further discuss the proposed business combination and the term sheet.

On September 1, MedPanel received a revised term sheet from MCF.

On September 7, the MedPanel board of directors met to discuss the revised term sheet received from MCF.

Messrs. Febbo and Brick attended MCF's annual Investor Summit in San Francisco from September 18, 2006 through September 20, 2006, and took this opportunity to meet and discuss the proposed business combination with various MCF officers and directors.

On September 22, MedPanel received a term sheet from MCF with further revisions.

On September 26, 2006, Mr. Febbo and the MedPanel board of directors reviewed several offers regarding strategic combinations with third parties generated by Covington. MedPanel's board of directors held meetings at which potential terms of a possible acquisition of MedPanel were discussed. Representatives of Covington made presentations regarding MCF and a potential business combination with MCF at these meetings. At the meeting the board of directors unanimously approved the authorization of management to proceed with the negotiation of a potential transaction with MCF on the terms presented.

On September 29, 2006, after extended negotiations by MCF and MedPanel over a two month period, MCF and MedPanel entered into a non-binding letter of intent contemplating the acquisition of MedPanel by MCF. The parties also entered into an exclusivity letter agreement that restricted MCF and MedPanel from pursuing alternative transactions for a period of 60 days.

On October 4, 2006, MCF and MedPanel officers and advisors met at MCF's Boston office to discuss how the proposed acquisition would be structured, the timing of the transaction and other material issues pertaining to the proposed acquisition.

On October 9, 2006, MCF provided a draft merger agreement to MedPanel for review, and the companies' respective legal advisors began negotiation of the merger agreement and related transaction documents.

Throughout October 2006, Mr. Curhan and Mr. Febbo held various conversations relating to the structure and terms of the transaction. In particular, a structure under which a portion of the consideration would be subject to milestones was discussed and negotiated.

On October 16, 2006, Messrs. Curhan, Merriman, Banks, Febbo, Brick and Thompson met to discuss the proposed business combination, including issues identified by their respective legal advisors during the course of preparing and negotiating the merger agreement.

On October 18, 2006, the board of directors of MedPanel met to discuss the merger agreement, the strategic rationale for it, benefits to MedPanel stockholders, risks associated with the transaction and their overall analysis of the transaction. Messrs. Curhan and Banks attended a portion of MedPanel's board meeting, and gave a presentation setting forth MCF's rationale for the acquisition of MedPanel. Representatives from Covington and McDermott Will & Emery LLP were also present.

MCF continued with its due diligence of MedPanel, including several diligence calls and visits to MedPanel during the week of October 23, 2006.

On November 2, 2006, the board of directors of MedPanel met by telephone conference to discuss the merger agreement and remaining outstanding issues. Representatives of Covington and McDermott Will & Emery participated in the telephone conference.

The MCF board of directors held its regularly scheduled meeting on November 3, 2006. During this meeting, the board discussed and considered the proposed acquisition further, and was given a presentation by MCF's financial advisor with respect to the proposed transaction. Also on November 3, 2006, Mr. Febbo and the other members of the board of directors of MedPanel participated in discussions regarding the merger agreement.

On November 5, 2006, MCF, MedPanel and their respective legal advisors concluded negotiations regarding the definitive merger agreement.

On November 6, 2006, the board of directors of MCF convened a special meeting and voted in favor of the acquisition of MedPanel. Also on November 6, 2006, the board of directors of MedPanel adopted and approved the merger agreement by written consent. Finally on November 6, 2006, the parties executed and delivered the merger agreement.

On November 7, 2006, the stockholders of MedPanel holding a majority of the outstanding voting stock of MedPanel adopted and approved the merger agreement and the transactions contemplated therein by means of an action by written consent in lieu of a meeting.

Following the close of trading on November 7, 2006, MCF announced the execution of the merger agreement and the proposed merger in a press release.

MCF's Reasons for the Merger

MCF believes a business combination with MedPanel will enhance its already strong position in industry research and will allow it to leverage MedPanel's business in the health care vertical market by:

- expanding MedPanel's distribution to a broader base of financial institutions through MCF's subsidiary Merriman Curhan Ford & Co.;
- identifying and launching new vertical market products, potentially including technology and next generation energy;
- creating new products or applications based on MedPanel's research, potentially including investment banking services and asset management products;
- using MCF's status as a publicly traded company to execute the above strategies, possibly through further acquisitions.

MCF's board of directors has determined that the merger is in the best interests of MCF and its stockholders and has approved the merger agreement, the merger, the issuance of shares of MCF common stock to be issued pursuant to the merger and the other transactions contemplated by the merger agreement. In reaching its determination, MCF's board of directors considered a number of factors, including the factors discussed above and listed below. The conclusions reached by MCF's board of directors with respect to the following factors supported its determination that the merger

and the issuance of shares of MCF common stock pursuant to the merger were fair to, and in the best interests of, MCF and its stockholders:

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the judgment, advice and analysis of MCF's management and its financial and legal advisors with respect to the potential strategic, financial and operational benefits of the transaction, including management's favorable recommendation of the transaction, based in part on the business, technical, financial, accounting and legal due diligence investigations performed with respect to MedPanel and its subsidiaries;

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the results of operations and financial condition of MCF and MedPanel; and

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the terms of the merger agreement and the agreements related to the merger, including the consideration to be paid by MCF and the structure of the merger which were considered by both the board of directors and management of MCF to provide a fair and equitable basis for the transaction.

MCF's board of directors also considered a number of risks and potentially negative factors in its deliberation concerning the merger, including in particular:

- the risk that the transaction might not be completed in a timely manner or at all;
- the potential loss of key MedPanel employees critical to the ongoing success of MedPanel's business and to the successful integration of MCF's business and MedPanel's business;
- the general difficulties of integrating products, technologies and companies;
- the risk that the benefits sought to be achieved by the transaction, including those outlined above, will not be achieved;
- the effect of public announcement of the transaction on MCF's common stock;
- the other risks and uncertainties discussed above in the section entitled "Risk Factors"; and
- the risk of diverting management resources from other strategic opportunities and operational matters for a period of time.

The above discussion of information and factors considered by MCF's board of directors is not intended to be exhaustive but is believed to include all material factors considered by MCF's board of directors. In view of the wide variety of factors considered by MCF's board of directors, the board did not find it practicable to quantify or otherwise assign relative weight to the specific factors considered. In addition, MCF's board of directors did not reach any specific conclusion on each factor considered, or any aspect of any particular factor, but conducted an overall analysis of these factors.

Individual members of MCF's board of directors may have given different weight to different factors. However, after taking into account all of the factors described above, MCF's board of directors determined that the merger, the merger agreement, the issuance of shares of MCF's common stock to be issued pursuant to the merger and the other agreements related to the merger were fair to, and in the best interests of, MCF and MCF's stockholders, and that MCF should proceed with the merger.

MedPanel's Reasons for the Merger; Recommendation of the MedPanel Board of Directors

The MedPanel board of directors unanimously approved the merger and the merger agreement and believes that the terms of the merger are fair to, and in the best interest of, MedPanel and its stockholders. In the course of reaching its decision to approve the merger agreement, the MedPanel board of directors consulted with MedPanel's management, as well as its legal, accounting and other advisors, and considered the following material factors:

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the risks and potential rewards associated with continuing to execute MedPanel's strategic plan as an independent entity as an alternative to consummating the merger. These risks include, among others, MedPanel's uncertain future profitability, potential difficulties in obtaining necessary additional financing to remain a stand-alone entity, its reliance on a limited number of customers for a substantial portion of its revenues, and its uncertain ability to compete effectively against larger and better capitalized competitors. The rewards include, among others, the ability of MedPanel, as a stand-alone entity, to partner with multiple other companies, within and without the financial services industry, to distribute MedPanel's products and services, and of existing MedPanel stockholders to benefit from the growth in earnings and growth in the value of MedPanel as result of any such growth in earnings.

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the possibility of seeking to be acquired by a company other than MCF, and the MedPanel board of directors conclusion that neither a transaction with another party nor any other alternative would reasonably be likely to result in greater value to the stockholders than the proposed transaction with MCF. The MedPanel board of directors concluded that the transaction with MCF would yield greater benefits than the alternatives given MCF's financial resources and its ability to fund a greater number of long-term growth projects and to compete effectively, particularly in light of MCF's willingness and ability to consummate the merger quickly and on favorable terms;

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the value of the consideration provided for in the merger agreement based on the then-current market price and historical trading price of MCF common stock over the past year and on MCF's future prospects for revenue and earnings growth;

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the interests that certain executive officers and directors of MedPanel may have with respect to the merger in addition to their general interests as stockholders of MedPanel. See the section entitled "The Merger - Interests of MedPanel's Directors and Management in the Merger."

- the ability of MedPanel stockholders to participate in, and benefit from the future growth potential of, a larger, publicly held company with greater depth of technologies, marketing opportunities and financial and operating resources that should enhance MedPanel's ability to bring its securities and technology to market;
- the availability of appraisal rights under Section 262 of the DGCL; and
- the discussions with Covington, its financial advisor, regarding the merits and risks of the merger.

In view of the wide variety of factors considered in connection with its evaluation of the merger and the complexity of these matters, the MedPanel board of directors did not find it useful to and did not attempt to quantify, rank or otherwise assign relative weights to these factors. Different MedPanel directors may have given different weight to individual factors. In addition, the MedPanel board of directors did not undertake to make any specific determination as to whether any particular factor, or any aspect of any particular factor was favorable or unfavorable to the ultimate determination of the MedPanel board of directors, but rather the MedPanel board of directors conducted an overall analysis of the factors described above, including discussions with and questioning of MedPanel's management and financial, legal, accounting and other advisors.

Interests of MedPanel's Directors and Management in the Merger

You should be aware that, as described below, the directors and officers of MedPanel may have interests in the merger that may be different from, or in addition to, the general interests of the other stockholders of MedPanel. The MedPanel board of directors was aware of these interests to the extent they existed at the time and considered them, among other matters, in approving the merger, the merger agreement and the transactions contemplated by the merger agreement. These other interests, to the extent material, include the following:

Director and Officer Indemnification

MCF has agreed that for a period of 6 years following the closing of the merger, the surviving company shall maintain provisions in its governance documents that are comparable to the provisions contained in MedPanel's certificate of incorporation and bylaws that relate to exculpation or indemnification of former officers, directors and managers (unless required by law), and to maintain insurance for MedPanel's former officers and directors, covering director and officer liability for actions taken by or omitted to be taken by the officers and directors of MedPanel in their capacity as such prior to or at the closing of the merger, and with coverage comparable to the coverage provided to the officers and directors of MCF.

Stock Ownership by Executive Officers and Directors

As of the close of business on November 6, 2006, executive officers and directors of MedPanel beneficially owned approximately 64.21% of the outstanding shares of MedPanel's capital stock, assuming exercise of all options and warrants exercisable for shares of MedPanel capital stock within 60 days of November 6, 2006.

Stock Options and Change of Control

Immediately prior to the closing of the merger, each outstanding option to purchase shares of MedPanel common stock will be cancelled and converted into the right to receive the amount of merger consideration to which a

corresponding share of MedPanel capital stock would be entitled pursuant to the merger agreement, minus the exercise price of their option share and applicable taxes. Each of these options will also include the right to receive a proportionate share of any additional merger consideration, payable 50% in shares of MCF common stock and 50% in cash to the extent that the financial performance milestones are achieved and additional consideration is extended or paid to the former MedPanel stockholders as a result. At the close of business on November 6, 2006:

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William Febbo, Howard Brick, Janet Kosloff and Matthew Fearer held options to purchase 1,170,000, 410,000, 361,250 and 186,250 shares of MedPanel common stock, respectively; and

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all executive officers and directors of MedPanel as a group held options to purchase 2,127,500 shares of MedPanel common stock.

The outstanding options to purchase MedPanel common stock held by executive officers or members of the MedPanel board of directors will accelerate and become vested, with respect to all of the shares of common stock subject to such options, in connection with the completion of the merger, in the same fashion as all other outstanding

options. In particular, William Febbo, Howard Brick, Janet Kosloff and Matthew Fearer are each entitled to 100% of vesting with respect to all of their options to purchase shares of MedPanel common stock in connection with the merger.

Changes in MCF's Board of Directors

MCF has agreed to use its best efforts to cause William Febbo to be elected to MCF's board of directors. In furtherance of the foregoing, MCF shall use its best efforts to cause (i) its board of directors, at its first regularly board meeting following the closing of the merger, to nominate Febbo for election as a director, and (ii) the election of Febbo as a director at each annual stockholder meeting of MCF. The obligations of MCF to do so shall cease at such time that Febbo's employment with the surviving company or MCF (if applicable) is terminated (other than a termination of Febbo's employment without cause or a resignation by Febbo for good reason prior to the incentive consideration payment date, in which case such obligations will cease on the incentive consideration payment date). MCF expects that its board of directors will remain fixed at nine members after completion of the merger.

ACCOUNTING TREATMENT OF THE MERGER

The acquisition will be accounted for as a purchase transaction for accounting and financial reporting purposes, in accordance with accounting principles generally accepted in the United States. After the merger, the results of operations of MedPanel will be included in the consolidated financial statements of MCF. The purchase price will be allocated based on the fair values of the assets acquired and the liabilities assumed. Pursuant to Statements of Financial Accounting Standards No. 141, *Business Combinations* and No. 142, *Goodwill and Other Intangible Assets*, goodwill is no longer subject to amortization over its estimated useful life. Rather, goodwill will be subject to at least annual assessment for impairment based on a fair value test. Identified intangible assets with finite lives will be amortized over those lives. A final determination of the intangible asset values and required purchase accounting adjustments, including the allocation of the purchase price to the assets acquired and liabilities assumed based on their respective fair values, has not yet been made. MCF will determine the fair value of assets and liabilities and will make appropriate business combination accounting adjustments. However, for purposes of disclosing unaudited pro forma information in this prospectus/information statement, MCF has made a preliminary determination of the purchase price allocation, based upon current estimates and assumptions, which is subject to revision upon consummation of the merger.

MATERIAL UNITED STATES FEDERAL INCOME TAX CONSEQUENCES OF THE MERGERS

General

The following general discussion summarizes the material United States federal income tax consequences of the mergers to MCF, its merger subsidiaries, MedPanel, and to holders of common stock and preferred stock (capital stock) of MedPanel. This discussion is based on existing provisions of the Internal Revenue Code of 1986, as amended (the Code), existing Treasury regulations, including temporary and proposed regulations, current administrative rulings and court decisions, all in effect as of the date of this prospectus/information statement and all of which are subject to change. Any such change, which may or may not be retroactive, could alter the tax consequences described below and could adversely affect MedPanel stockholders.

This section does not discuss all of the United States federal income tax considerations that may be relevant to a particular stockholder in light of his or her individual circumstances or to stockholders subject to special treatment under the federal income tax laws, including, without limitation:

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brokers or dealers in securities or foreign currencies;

- traders;
- stockholders who are subject to the alternative minimum tax provisions of the Code;
- tax-exempt organizations;
- stockholders who are foreign persons, including those who are not citizens or residents of the U.S.;
- expatriates;

- stockholders treated as partnerships for United States federal income tax purposes;
- stockholders that have a functional currency other than the United States dollar;
- stockholders who do not hold their MedPanel stock as a capital asset within the meaning of Section 1221 of the Code;
- banks, mutual funds, financial institutions or insurance companies;
- stockholders who acquired MedPanel capital stock in connection with stock option or stock purchase plans or in other compensatory transactions;
- stockholders who hold MedPanel capital stock as part of an integrated investment, including a straddle, hedge, or other risk reduction strategy, or as part of a conversion transaction or constructive sale;
- stockholders who acquired their shares through MedPanel's 401(k) plan, deferred compensation plan or other retirement plan; or
- stockholders whose MedPanel capital stock is qualified small-business stock for purposes of Section 1202 of the Code.

No ruling has been or will be sought from the IRS as to the United States federal income tax consequences of the mergers, and the following summary is not binding on the IRS or the courts. This summary does not address the tax consequences of the mergers under state, local and foreign laws or under United States federal tax law other than income tax law. In addition, the following discussion does not address the tax consequences of transactions effectuated before, after, or at the same time as the mergers, whether or not they are in connection with the mergers, including, without limitation, the exercise or cancellation of options, warrants or similar rights to purchase stock.

MedPanel stockholders are strongly urged to consult their own tax advisors as to the specific tax consequences to them of the mergers, including any applicable federal, state, local and foreign tax consequences.

IRS CIRCULAR 230 DISCLOSURE: TO COMPLY WITH REQUIREMENTS IMPOSED BY THE IRS, WE INFORM YOU THAT (A) ANY U.S. FEDERAL TAX ADVICE CONTAINED HEREIN (INCLUDING ANY ATTACHMENTS), UNLESS SPECIFICALLY STATED OTHERWISE, IS NOT INTENDED OR WRITTEN TO BE USED, AND CANNOT BE USED, FOR THE PURPOSES OF AVOIDING PENALTIES UNDER THE INTERNAL REVENUE CODE; (B) SUCH DISCUSSION IS WRITTEN TO SUPPORT THE PROMOTION

OR MARKETING OF THE TRANSACTIONS OR MATTERS ADDRESSED HEREIN; AND (C) YOU SHOULD SEEK ADVICE BASED ON YOUR PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISOR.

The mergers are intended and expected to constitute one integrated transaction for United States federal income tax purposes and to qualify as a reorganization within the meaning of Section 368(a) of the Code. Subject to the limitations and qualifications referred to herein and assuming that the mergers will be completed as described in the merger agreement and this prospectus/information statement, and assuming the mergers constitute a reorganization within the meaning of Section 368(a) of the Code, the following United States federal income tax consequences will result:

MedPanel Stockholders Who Receive Solely MCF Common Stock

Pursuant to the merger agreement, stockholders who exchange shares of MedPanel capital stock in the merger have the right to receive: (i) shares of MCF common stock at the closing date of the merger, and (ii) contingent consideration of cash and common stock paid three years after consummation of the merger if certain financial performance milestones are met (the earn-out). If a MedPanel holder of capital stock does not receive any cash under the earn-out, and assuming the applicability of the installment method rules discussed below, such stockholder, as of the closing date of the merger, would not recognize gain or loss upon receipt of shares of MCF common stock solely in exchange for MedPanel capital stock, except with respect to cash received in lieu of a fractional share of MCF common stock (as discussed below). The aggregate tax basis of the shares of MCF common stock received (including any fractional shares deemed received and exchanged for cash) would be equal to the aggregate tax basis in the shares of MedPanel capital stock surrendered. The holding period of the MCF common

stock received (including any fractional shares deemed received and exchanged for cash) would include the holding period of the shares of MedPanel capital stock surrendered.

MedPanel Stockholders Who Receive a Combination of MCF Common Stock and Cash

Pursuant to the merger agreement, a holder of MedPanel capital stock may receive a combination of shares of MCF common stock and cash (if contingent cash amounts are distributed to MedPanel stockholders pursuant to the earn-out).

Subject to the potential applicability of the installment method rules discussed below, a MedPanel stockholder who receives a combination of MCF common stock and cash in the mergers will recognize gain equal to the lesser of: (i) the amount of cash received (plus, if the installment method of reporting does not apply, as described below in the section of the prospectus/information statement entitled *Certain Terms of the Merger Agreement – Material United States Federal Income Tax Consequences of the Mergers – Installment Method (Treatment of Contingent Cash Consideration)*, the value of the stockholder's contingent right to receive cash pursuant to the earn-out), or (ii) the gain realized as a result of the mergers. The gain realized will be the excess of (i) the sum of the fair market value of shares of MCF common stock received in the mergers, the amount of cash received in the mergers and, if the installment method of reporting does not apply, the value of the stockholder's contingent right to receive cash and stock under the earn-out, over (ii) the stockholder's adjusted tax basis in the MedPanel stock surrendered in the mergers. Thus, if the fair market value of the shares of MCF stock received is in excess of the basis of the MedPanel stock exchanged, all cash proceeds will be taxable. However, if a stockholder's adjusted tax basis in the MedPanel stock surrendered is greater than the sum of the amount of cash and the fair market value of the MCF common stock received, the stockholder's loss will not be currently recognized for United States federal income tax purposes.

If a holder of shares of MedPanel stock acquired different blocks of shares of MedPanel stock at different times or different prices, the stockholder should consult the stockholder's own tax advisor regarding the manner in which gain or loss should be determined. Any recognized gain will generally be long-term capital gain if, as of the effective date of the mergers, the stockholder's holding period with respect to the shares of MedPanel stock surrendered exceeds one year. In some cases, the recognized gain could be treated as having the effect of the distribution of a dividend under Sections 302 or 356(a)(2) of the Code, in which case such gain would be treated as dividend income. The IRS has indicated in rulings, however, that any reduction in the interest of a minority stockholder that owns a small number of shares (less than 1%) of a publicly and widely held corporation (e.g., MCF) and that exercises no control over the corporate affairs would receive capital gain rather than dividend treatment.

Subject to the potential applicability of the installment method rules discussed below, the aggregate tax basis of the shares of MCF common stock received (including any fractional shares deemed received and exchanged for cash) by a stockholder that exchanges its shares of MedPanel capital stock for a combination of shares of MCF common stock and cash will be equal to the aggregate adjusted tax basis of the shares of MedPanel stock surrendered, reduced by the amount of cash received by the stockholder (excluding any cash received instead of fractional shares of MCF common stock), reduced by the value of the stockholder's contingent right to receive cash under the earn-out (if the installment method of reporting does not apply), and increased by the amount of gain recognized by the stockholder (excluding any gain recognized with respect to cash received in lieu of fractional shares of MCF common stock) on the exchange, including any portion of the gain that is treated as a dividend.

The holding period of the shares of MCF common stock received (including any fractional share deemed received and exchanged for cash) will include the holding period of the shares of MedPanel capital stock surrendered. MedPanel stockholders receiving a combination of shares of MCF common stock and cash should consult their own tax advisors regarding the manner in which cash and shares of MCF common stock should be allocated among the stockholder's shares of MedPanel stock and the manner in which the above rules would apply in the stockholder's particular circumstances, including the applicability of the installment method rules.

Installment Method (Treatment of Contingent Cash Consideration)

Under the merger agreement, the MedPanel stockholders as a group may be paid additional contingent cash consideration based upon the achievement of certain milestones, which we also refer to as the earn-out. Under the installment method rules (Section 453 of the Code), a MedPanel stockholder who receives cash consideration under the earn-out in a taxable year after the closing date of the mergers should generally be able to defer the reporting of the gain attributable to such cash until received. Thus, unless a stockholder timely and properly elects out of the

installment method, or the receipt of the contingent right to cash consideration in the mergers has the effect of the distribution of a dividend (under 356(a)(2) of the Code), a stockholder recognizing a gain will recognize a portion of the capital gain from the mergers on a deferred basis as amounts are received under the earn-out. A MedPanel stockholder may elect out of the installment method generally by reporting the full amount of gain recognized in the mergers on a timely filed United States federal income tax return for the taxable year in which the mergers occur and taking into account the fair market value, as of the closing date of the mergers, of such stockholder's contingent right to receive cash in the earn-out.

Under the installment method, gain recognized by a MedPanel stockholder from the receipt of any cash payment under the earn-out will be equal to the lesser of (i) the amount of cash received (less any amount attributable to imputed interest, discussed below), or (ii) such MedPanel stockholder's proportionate amount of total gain realized not previously included in taxable income. The proportionate amount of total gain realized by a MedPanel stockholder should be computed based on the assumption that such stockholder will receive his, her or its proportionate share of the maximum amount payable pursuant to the earn-out. If less than the maximum amount of such stockholder's proportionate share of the earn-out is ultimately received, appropriate adjustments to such stockholder's tax reporting will be required. Any gain recognized should be capital gain and will be long-term capital gain if the MedPanel stockholder held his, her or its shares of MedPanel capital stock exchanged in the merger for more than one year as of the effective time of the merger.

Under the installment method, although not free from doubt, the adjusted tax basis of a former MedPanel stockholder's old stock (MedPanel stock) is allocated first to the new stock (MCF stock) permitted to be received tax-free in the mergers, up to the new stock's fair market value. Any excess basis is allocated to the cash that is received or expected to be received in the mergers (including the stockholder's portion of the full amount of contingent cash consideration under the earn-out that could be potentially received) thereby reducing the amount of gain recognized upon the receipt of any cash consideration in the mergers.

If the installment method applies, a portion of any cash paid to a MedPanel stockholder pursuant to the earn-out may be deemed to be interest income. In addition, a portion of any additional MCF shares received pursuant to the earn-out will likely be characterized as interest income. The interest amount will equal the excess of the fair market value of the MCF shares or the cash received over the present value of the MCF shares or cash at the effective time of the mergers, calculated using the relevant applicable federal rate (the AFR) as the discount rate. The AFR is a rate reflecting an average of market yields on Treasury debt obligations that is published monthly by the Internal Revenue Service. Any such amount treated as interest will be ordinary income and will not be treated as consideration received pursuant to the mergers.

In the event a MedPanel stockholder's maximum potential share of the earn-out, plus such stockholder's other installment sale receivables, exceeds \$5 million at the end of any taxable year, such stockholder may be required to pay interest on the deferred tax attributable to the gain related to the amount of such installment receivables in excess of \$5 million. For certain MedPanel stockholders, this interest charge may not be deductible for federal income tax purposes. These rules are set forth in Section 453A of the Code, and their application to earn-outs is subject to a number of uncertainties. Accordingly, each MedPanel stockholder is encouraged to consult with his, her or its tax advisors regarding the potential application of these rules.

Because the application of the installment method rules are quite complex and not free from doubt, all MedPanel stockholders should consult with their own tax advisors regarding the application of the installment method provisions of the Code, the potential benefits and consequences of electing not to use the installment method, the effect of using the installment method on the stockholder's alternative minimum tax computation, the amount of gain to be recognized in the year of the mergers under the installment method, the computation of a MedPanel stockholder's adjusted tax basis in his, her or its stock received in the mergers, the computation of contingent cash consideration to be treated as imputed interest income, and the possible application of rules requiring the payment of an interest charge on deferred tax liabilities arising in connection with certain

installment sales pursuant to Section 453A of the Code.

Cash in Lieu of Fractional Shares

A holder of MedPanel capital stock who receives cash in lieu of a fractional share of MCF common stock generally will be treated as having received such fractional share in the mergers and then as having received cash in exchange for such fractional share. Gain or loss generally will be recognized based on the difference between the

amount of cash received in lieu of the fractional share and the tax basis allocated to such fractional share of MCF common stock. Such gain or loss generally will be long-term capital gain or loss if, as of the effective date of the mergers, the holding period for such shares is greater than one year.

Dissenting Stockholders

A dissenting stockholder of MedPanel capital stock who perfects appraisal rights should generally be treated as having received a distribution in redemption of his, her or its stock subject to the provisions and limitations of Sections 302 and 356(a)(2) of the Code. While the tax consequences of such a redemption depend on a stockholder's particular circumstances, a dissenting stockholder who, after the mergers, does not own (actually or constructively) any capital stock of MCF will generally recognize gain or loss with respect to a share of MedPanel capital stock equal to the difference between the amount of cash received and his, her or its basis in such share. This gain or loss will be capital gain or loss.

Tax Consequences to MCF, its Merger Subsidiaries and MedPanel

Neither MCF, its merger subsidiaries, nor MedPanel will recognize gain or loss as a result of the mergers.

Backup Withholding

A holder of MedPanel stock may be subject to information reporting and 28% backup withholding on any cash payments received in the mergers, including cash received in lieu of a fractional share interest in MCF common stock. Such stockholders will not be subject to backup withholding, however, if they:

- furnish a correct taxpayer identification number and certify that they are not subject to backup withholding on the substitute Form W-9 or successor form included in the letter of transmittal to be delivered to the former MedPanel stockholder following the completion of the mergers (or the appropriate Form W-8, as applicable); or

- are otherwise exempt from backup withholding.

Any amounts withheld under the backup withholding rules should be allowed as a refund or credit against a MedPanel stockholder's United States federal income tax liability, provided they furnish the required information to the Internal Revenue Service.

Tax Return Reporting Requirements

If a MedPanel stockholder receives shares of MCF common stock as a result of the mergers, the stockholder will be required to retain records pertaining to the mergers and will be required to file with his, her or its United States federal income tax return for the year in which the transaction takes place a statement setting forth certain facts relating to the mergers as provided in Treasury Regulations Section 1.368-3(b).

The preceding discussion does not purport to be a complete analysis or discussion of all potential tax effects relevant to the mergers. MedPanel stockholders are urged to consult their own tax advisors as to the specific consequences of the mergers to them, including tax return reporting requirements, the applicability and effect of federal, state, local, foreign and other tax laws and the effects of any proposed changes in the tax laws.

Regulatory Approvals

Other than the Securities and Exchange Commission declaring this registration statement effective, MCF does not believe that any additional material governmental approvals are required with respect to the mergers.

Stock Ownership Following the Merger

Based on an assumed average last sale price per share of MCF common stock of \$4.20, which was the average of the last sale prices per share of MCF common stock as adjusted for the 1-for-7 reverse stock split that was effective on November 16, 2006, as reported on the American Stock Exchange for the trading days in the period from October 9, 2006 through November 3, 2006, MCF will issue 1,547,619 shares of MCF common stock pursuant to the merger at closing. Additional shares of MCF common stock will be issued or issuable under the merger

agreement upon the achievement by the MedPanel business unit of MCF of certain financial performance milestones during the period commencing on January 1, 2007 and ending December 31, 2009. The actual number of additional shares of MCF common stock to be issued if the performance milestones are met will equal the 50% of the amount of consideration earned, divided by the average closing price of MCF common stock during the 20 trading days immediately prior to January 1, 2010.

Immediately after the effective time, the former holders of MedPanel capital stock will hold in the aggregate approximately 12.7% of the shares of MCF common stock to be outstanding immediately after the consummation of the merger (calculated on the basis of 10,602,699 shares of MCF common stock outstanding as of November 6, 2006, and assuming the issuance of an aggregate of 1,547,619 shares of MCF common stock to the MedPanel stockholders).

Material Contracts Between MCF and MedPanel

Except in connection with the merger agreement as described in this prospectus/information statement and incorporated herein by reference, neither MCF nor, to the best of MCF's knowledge, any of its directors, executive officers or other affiliates has any contract, arrangement, understanding or relationship with any other person with respect to any securities of MedPanel, including, but not limited to, any contract, arrangement, understanding or relationship concerning the transfer or the voting of any securities, joint ventures, loan or option arrangements, guaranties of loans, guaranties against loss or the giving or withholding of proxies.

Except in connection with the merger agreement as described in this prospectus/information statement and incorporated herein by reference, there have been no contacts, negotiations or transactions between MCF or, to the best of MCF's knowledge, any of its directors, executive officers or other affiliates on the one hand, and MedPanel or its affiliates, on the other hand, concerning a merger, consolidation or acquisition, an acquisition of securities, an election of directors, or a sale or other transfer of a material amount of assets.

Neither MCF nor, to the best of MCF's knowledge, any of its directors, executive officers or other affiliates has ever had any transaction with MedPanel or any of its officers, directors or affiliates that would require disclosure under the rules and regulations of the Securities and Exchange Commission applicable to the merger.

Neither MCF nor, to the best of MCF's knowledge, any of its directors, executive officers or other affiliates beneficially owns or has any right to acquire, directly or indirectly, any shares of MedPanel common stock or preferred stock.

Neither MCF nor, to the best of MCF's knowledge, any of its directors, executive officers or other affiliates has effected any transaction in shares of MedPanel common stock during the past 60 days.

Except in connection with the merger agreement as described in this prospectus/information statement and incorporated herein by reference, neither MedPanel nor, to the best of MedPanel's knowledge, any of its directors, executive officers or other affiliates has any contract, arrangement, understanding or relationship with any other person with respect to any securities of MCF, including, but not limited to, any contract, arrangement, understanding or relationship concerning the transfer or the voting of any securities, joint ventures, loan or option arrangements, guaranties of loans, guaranties against loss or the giving or withholding of proxies.

Except in connection with the merger agreement as described in this prospectus/information statement and incorporated herein by reference, there have been no contacts, negotiations or transactions between MedPanel or, to the best of MedPanel's knowledge, any of its directors, executive officers or other affiliates on the one hand, and MCF or its affiliates, on the other hand, concerning a merger, consolidation or acquisition, an acquisition of securities, an election of directors, or a sale or other transfer of a material amount of assets.

Neither MedPanel, nor, to the best of MedPanel's knowledge, any of its directors, executive officers or other affiliates has ever had any transaction with MCF or any of its officers, directors or affiliates that would require disclosure under the rules and regulations of the Securities and Exchange Commission applicable to the merger.

Neither MedPanel nor, to the best of MedPanel's knowledge, any of its directors, executive officers or other affiliates beneficially owns or has any right to acquire, directly or indirectly, any shares of MCF common stock or preferred stock.

Neither MedPanel nor, to the best of MedPanel's knowledge, any of its directors, executive officers or other affiliates has effected any transaction in shares of MCF common stock during the past 60 days.

SUMMARY OF THE TERMS OF THE MERGER AGREEMENT

The following summary describes the material provisions of the merger agreement. The provisions of the merger agreement are complicated and not easily summarized. This summary may not contain all of the information about the merger agreement that is important to you. The merger agreement is attached to this prospectus/information statement as Annex A and is incorporated by reference into this prospectus/information statement, and we encourage you to read it carefully in its entirety for a more complete understanding of the merger agreement.

The Merger

The merger agreement provides for a two-step merger. In the first step, MedPanel Acquisition I Corp. will be merged with and into MedPanel, and MedPanel will be the surviving corporation. In the second step, which will occur immediately after the effectiveness of the first merger, MedPanel will merge with and into Panel Intelligence, LLC, and Panel Intelligence, LLC will be the surviving entity of such merger. Both MedPanel Acquisition I Corp. and Panel Intelligence, LLC are newly formed, wholly owned subsidiaries of MCF.

Closing and Effective Time of the Merger

We will complete the merger when all of the conditions to completion of the merger contained in the merger agreement, which are described in the section entitled "The Merger Agreement - Conditions to Obligations to Complete the Merger," are satisfied or waived. The first merger will become effective upon the filing of a certificate of merger for such merger with the Secretary of State of the State of Delaware, and the second merger will become effective upon the filing of a certificate of merger for such merger with the Secretary of State of the State of Delaware. When we refer to the "effective time" of the merger, we are referring to the time when both mergers are effective.

We are working to complete the merger as quickly as possible. Because completion of the merger is subject to certain conditions that are beyond our control, we cannot predict the exact timing, although absent any unanticipated delay, we expect to close the merger during the final quarter of 2006.

Merger Consideration

The aggregate merger consideration payable to all of the holders of MedPanel capital stock and options at the closing of the merger is 1,547,619 shares of MCF common stock (subject to proportional adjustment for stock splits, reverse stock splits, stock dividends and similar events). The merger consideration has been adjusted for the 1-for-7 reverse stock split that was effective on November 16, 2006. The initial consideration will be payable promptly after the effective time, subject to the escrows described below. In addition to the initial consideration, MedPanel stockholders may also be entitled to additional incentive consideration or change of control consideration, each as described below.

Balance Sheet Escrow. A portion of the initial consideration equal to 47,619 shares of MCF common stock (subject to proportional adjustment for stock splits, reverse stock splits, stock dividends and similar events) will be deposited into escrow after the effective time. MCF and MedPanel have agreed that MedPanel must have between \$850,000 and \$1,250,000 of net working capital and net cash of at least \$400,000 as of the effective time. In the event that the actual net working capital is below \$850,000, then a portion of this escrow equal to (i) the amount of such deficiency (capped at \$200,000) *divided by* (ii) \$4.20 (subject to proportional adjustment for stock splits, reverse stock splits, stock dividends and similar events) will be returned to MCF and the remainder of the escrow will be distributed as part of the initial consideration. In the event that the actual net working capital is more than \$1,250,000, then, in addition to the entire amount of the escrowed shares, an amount of cash equal to the amount of such excess will also be payable by the surviving entity to the MedPanel holders if and to the extent that, after giving effect to such cash

payment, the surviving entity retains \$400,000 of net cash. The amounts held in this escrow, as adjusted, will be released promptly after the date on which the actual net working capital and net cash is finally determined, which is anticipated to be between 90 to 120 days from the date on which the merger is effective.

Indemnity Escrow. A portion of the initial consideration equal to 107,143 shares of MCF common stock (subject to proportional adjustment for stock splits, reverse stock splits, stock dividends and similar events) will be deposited into escrow at the effective time. If and to the extent that MCF suffers any losses for which it is entitled to indemnification under the merger agreement, MCF will have the right to set-off such losses against the shares held in this escrow. The shares held in this escrow, less any set-offs by MCF, will be released promptly after the 18 month anniversary of the effective time.

Escrow Agreement. The shares deposited into the balance sheet escrow and indemnity escrow will be held by Wells Fargo Bank, National Association, as escrow agent. Prior to the effective time, MCF, the Stockholder Representative and the escrow agent will enter into an escrow agreement that is substantially in the form of Exhibit A to the merger agreement.

Incentive Consideration Amount. In addition to the initial consideration, an earn-out based on the cumulative revenue and cumulative EBITDA of the MedPanel business unit over the three year period commencing January 1, 2007 and ending December 31, 2009 may be payable to the MedPanel stockholders. Although the maximum amount of the earn-out is \$11,455,000, no assurances can be made as to what the actual amount of the earn-out will be, and it is possible that there may be no earn-out at all. The incentive consideration will be payable promptly following the determination of the three year cumulative revenue and EBITDA figures, which is anticipated to be in March of 2010. The incentive consideration shall be paid 50% in cash and 50% in MCF common stock, where the total number of shares of MCF common stock to be issued will be based on the average closing price of MCF common stock during the 20 trading day period prior to January 1, 2010 (provided, however, that in no event will the price used to determine such incentive consideration be lower than \$5.25 or greater than \$29.75 (subject in either such case to proportional adjustment for stock splits, reverse stock splits, stock dividends and similar events)).

Change of Control. In the event that MCF undergoes a change of control prior to January 1, 2010, a change of control payment of \$7,080,000 will be payable to the MedPanel stockholders in lieu of any incentive consideration. The change of control consideration will be paid 50% in cash and 50% in MCF common stock, where the total number of shares of MCF common stock to be issued will be based on the 10 day average trading price of MCF common stock leading up to but not including the date on which such change of control is publicly announced. If a change of control results in the shares of MCF being converted or exchanged into cash and/or the securities and/or other property of another entity, as the case may be, the portion of the change of control consideration payable in MCF common stock will instead be paid in cash or such securities and/or other property of such other entity with customary adjustments. The change of control consideration will be payable on the date on which such change of control is consummated, and the payment of the applicable change of control consideration will be in full satisfaction of any obligation to pay an incentive consideration.

Treatment of Securities; Allocation of Merger Consideration

Upon completion of the merger, the common stock and each series of preferred stock of MedPanel will be cancelled and converted into the right to receive a portion of the total merger consideration payable by MCF. Each option to purchase shares of MedPanel common stock that would otherwise be outstanding if not for the merger will be cancelled immediately prior to the effective time in exchange for the right to receive payment of the merger consideration in an amount equal to the excess of the amount distributable per share of common stock (after giving effect to the cancellation of the MedPanel options in exchange for the right to receive payment of the merger consideration) over the exercise price of such option, less applicable taxes.

The amount of merger consideration allocable to the common stock and each series of preferred stock of MedPanel may vary because (i) the holders of the preferred stock are entitled to receive the liquidation preference on their preferred stock prior to any distributions being made on the common stock, and (ii) the liquidation preference for each series of preferred stock is different. MedPanel has three series of preferred stock: Series A, Series B and Series C, and the liquidation preference for each series as of November 6, 2006 was \$0.238, \$0.32 and \$0.40, respectively.

After giving effect to the balance sheet escrow and the indemnities escrow, the merger consideration will be distributed in the following priority:

(a)

First, the merger consideration will be allocated to each share of preferred stock until an amount equal to the Series A liquidation preference has been allocated to each share of preferred stock;

(b)

second, the remainder of the merger consideration will be allocated ratably to each share of Series B and Series C preferred stock until an amount, when added to the amount previously allocated to the Series B

and Series C preferred stock, equal to the Series B liquidation preference has been allocated to each share of Series B and Series C preferred stock;

(c)

third, the remainder of the merger consideration will be allocated ratably to each share of Series C preferred stock until an amount, when added to the amount previously allocated to the Series C preferred stock, equal to the Series C liquidation preference has been allocated to each share of Series C preferred stock;

(d)

fourth, the remainder of the merger consideration will be allocated ratably to each share of common stock until an amount equal to the Series A liquidation preference has been allocated to each share of common stock;

(e)

fifth, the remainder of the merger consideration shall be allocated ratably to each share of common stock and Series A preferred stock until an amount, when added to the amounts allocated to each such share in the preceding paragraphs, equal to the Series B liquidation preference has been allocated to each share of common stock and Series A preferred stock;

(f)

sixth, the remainder of the merger consideration shall be allocated ratably to each share of common stock, Series A preferred stock and Series B preferred stock until an amount, when added to the amounts allocated to each such share in the preceding paragraphs, equal to the Series C liquidation preference has been allocated to each share of common stock, Series A preferred stock and Series B preferred stock; and

(g)

finally, the remainder of the merger consideration shall be allocated ratably to each share of common stock and preferred stock until the merger consideration has been exhausted.

The allocation of the merger consideration described above in paragraphs (d) through (g) above will be made after giving effect to cancellation of the outstanding options to acquire MedPanel common stock in exchange for the right to receive payment of the merger consideration.

Exchange of Stock Certificates

Prior to the effective time, the Stockholder Representative will deliver to MCF a schedule setting forth the name and address of each MedPanel stockholder and optionholder that is to receive any of the initial merger consideration, and the amount of such initial merger consideration issuable to such holder at the effective time. Promptly following the effective time, MCF will instruct its transfer agent to mail to each MedPanel stockholder and optionholder the initial merger consideration issuable to such holder upon (in the case of each stockholder) surrender of the certificates representing the MedPanel capital stock held by such holder, less shares of MCF common stock to be held in escrow pursuant to the escrow agreement.

Restriction on Transfer of Parent Company Stock

All MCF common stock issued as part of the initial consideration will be subject to a lock-up through the one-year anniversary of the effective time. As such, all certificates representing MCF common stock issued to MedPanel

stockholders and optionholder prior to the expiration of such lock-up period will bear the following legend:

THE SHARES REPRESENTED BY THIS CERTIFICATE MAY NOT BE SOLD, ASSIGNED OR OTHERWISE TRANSFERRED TO ANY PERSON PRIOR TO _____, 200__ [INSERT ONE YEAR ANNIVERSARY OF CLOSING DATE]

Lost, Stolen and Destroyed Certificates

If a MedPanel stock certificate is lost, stolen or destroyed, the holder of such certificate will need to deliver an affidavit to MCF or its agent in order to receive any MCF common stock, and may need to deliver an indemnity bond prior to receiving any such merger consideration.

Representations and Warranties

The merger agreement contains general representations and warranties made by each of MCF, Panel Intelligence and MedPanel Acquisition on the one hand, and MedPanel on the other, regarding facts pertinent to the merger. These representations and warranties are subject to materiality, knowledge and other similar qualifications in many respects.

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MedPanel made a number of representations and warranties to MCF, Panel Intelligence and MedPanel Acquisition in the merger agreement, including representations and warranties relating to the following matters:

- corporate organization and qualifications to do business;
- the capital structure of MedPanel, and the beneficial ownership of MedPanel capital stock;
- the due issuance and validity of MedPanel capital stock, and the absence of any liens on MedPanel capital stock;
- the corporate authority of MedPanel to enter into the merger agreement and the transactions contemplated therein;
- the absence of any conflict between the transactions contemplated by the merger agreement, on the one hand, and the charter documents and material contracts of MedPanel or any laws applicable to MedPanel, on the other;
- MedPanel having obtained all of the necessary consents to enter into the transactions contemplated by the merger agreement;
- the ownership, condition and adequacy of the assets and properties owned or used by MedPanel;
- the accuracy of the financial statements of MedPanel provided to MCF;
- timely payment of all taxes and timely filing of all tax returns;
- matters relating to MedPanel's accounts payable and receivable;
- the absence of certain changes since the date of MedPanel's balance sheet for the nine month period ended at September 30, 2006;
-

the absence of any distributions to MedPanel's shareholders since September 30, 2006;

•

the ownership of and rights with respect to the intellectual property owned or used by MedPanel;

•

the contracts to which MedPanel is a party;

•

the enforceability of the contracts to which MedPanel is a party;

•

any litigation to which MedPanel is subject;

•

compliance by MedPanel with all applicable laws;

•

warranties and other service agreements made by MedPanel;

•

finder's fees and other compensation payable by MedPanel to any broker or financial advisor;

•

the permits necessary to operate MedPanel's business;

•

the maintenance of MedPanel's corporate books and records;

•

transactions between MedPanel and any interested parties;

•

the employee benefit programs of MedPanel;

•

matters relating to the directors, officers, employees and consultants of MedPanel;

•

the manner in which MedPanel has operated its business;

-

the customers and vendors of MedPanel, and MedPanel's relationships with such parties;

-

the insurance policies currently in effect for the benefit of MedPanel and its officers and directors;

-

the existence of any powers of attorney granted by MedPanel or any stockholder agreements;

-

the solvency of MedPanel;

-

matters pertaining to the Foreign Corrupt Practices Act;

-

the bank accounts of MedPanel; and

-

the investments made by MedPanel.

MCF, Panel Intelligence and MedPanel Acquisition made a number of representations and warranties to MedPanel in the merger agreement, including representations and warranties relating to the following matters:

- corporate organization and qualifications to do business;
- the corporate authority of MCF, Panel Intelligence and MedPanel Acquisition to enter into the merger agreement and the transactions contemplated therein;
- the absence of any conflict between the transactions contemplated by the merger agreement and any of their respective charter documents or any laws applicable to them;
- the due authorization and validity of the MCF common stock to be issued as part of the merger consideration;
- the accuracy of the reports filed by MCF with the Securities and Exchange Commission;
- the absence of actions taken by MCF, Panel Intelligence or MedPanel Acquisition that might prevent the merger from qualifying as a reorganization under Section 368(a) of the Internal Revenue Code; and
- the absence of any current negotiations not involving MCF with respect to a transaction that would constitute a change of control.

Conduct of Business Before Completion of the Merger

Under the merger agreement, MCF, MedPanel and the Principal Stockholder have made certain agreements which will last until the earlier of the completion or termination of the merger agreement. These agreements include:

Publicity; Confidential Information. Each party has agreed to keep all information concerning the merger confidential unless such disclosure is mutually agreed upon, consented to by the non-disclosing party or required by law or legal process. In addition, each party has agreed to keep all information concerning the other party confidential at all times unless such information becomes public knowledge or such disclosure is required by law or legal process.

Exclusive Dealing. MedPanel and the Principal Stockholder have agreed that they will not, and MedPanel will ensure that its officers, directors, employees, investment bankers, attorneys, accountants and other agents do not:

- initiate, solicit or encourage any offer for the acquisition of MedPanel; or

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engage in discussions with, or provide any non-public information concerning MedPanel to, any party relating to any proposed acquisition of MedPanel whether made before or after the date of the merger agreement.

The Company and Principal Stockholder have each agreed that it will immediately cease and cause to be terminated any existing activities, discussions or negotiations with any party conducted prior to the merger agreement with respect to any proposed acquisition of MedPanel. The Company has agreed to notify MCF as promptly as practicable of any credible inquiries, expressions of interest or requests for information relating to a proposed acquisition of MedPanel.

Operations. MedPanel has agreed to conduct its business in the ordinary course, consistent with past practices.

Form S-4 Registration Statement; Exchange Listing. The parties have agreed to prepare and file a Registration Statement on Form S-4, of which this prospectus/information statement forms a part, in connection with the issuance of shares of MCF common stock in the merger. The parties have further agreed to file such registration statement as promptly as practicable after the execution of the merger agreement, and in any event, within 30 Business Days of the date thereof. MCF has agreed to authorize for listing on the American Stock Exchange (i) prior to the effective time, the shares of MCF common stock issuable in respect of the initial consideration, and (ii) as soon as reasonably practicable after determination of the shares of MCF common stock issuable in respect of the incentive consideration or the change of control consideration, as applicable, the shares of MCF common stock so issuable.

Access. MedPanel has agreed to afford MCF and its accountants, legal counsel and other representatives reasonable access to the properties, books and records and personnel of MedPanel.

MedPanel Options. No MedPanel options will be assumed and/or substituted by MCF. MedPanel has agreed (i) to cause the vesting of any unvested MedPanel options to be accelerated in full effective immediately prior to the effective time; and (ii) to cancel, immediately prior to the effective time, each MedPanel option outstanding immediately prior to the effective time in exchange for the right to receive a payment equal to (a) the number of shares of MedPanel common stock represented by such option, *multiplied by* (b) the excess of the merger consideration distributable for each share of MedPanel common stock (after giving effect to the cancellation of the options in exchange for the right to receive payment of the merger consideration) over the per share exercise price of such option (less the amount of applicable withholding taxes).

Treatment as Reorganization. The parties have agreed to refrain from taking actions that could reasonably be expected to cause the merger to fail to qualify as a reorganization with the meaning of Section 368(a) of the Internal Revenue Code.

Cooperation. Each party has agreed to use its commercially reasonable best efforts to satisfy in full all conditions to closing in the merger agreement required to be satisfied by it.

Schedule Updates. MedPanel may notify MCF if MedPanel becomes aware of any fact or condition that constitutes a breach of any of its representations and warranties, or if MedPanel becomes aware of the occurrence of any fact that would constitute a breach of any representation or warranty. Should any such fact require any change in MedPanel's schedules to the merger agreement, MedPanel will deliver a supplemental schedule to MCF specifying such change. MCF will be entitled to reject any such supplemental disclosure and terminate the merger agreement. If, however, MCF accepts such supplemental disclosure (or is deemed to have accepted such disclosure), the representations and warranties of MedPanel will be deemed modified by such supplemental disclosure as if MedPanel had made such disclosure on the date of the merger agreement.

Board Seat. MCF will use its best efforts to cause William Febbo to be elected to MCF's board of directors.

Director and Officer Liability and Indemnification. For a period of six (6) years after the date on which the merger is effective, (i) Panel Intelligence will maintain provisions in its governance documents that are comparable to the provisions contained in MedPanel's certificate of incorporation and bylaws in effect as of the date of the merger agreement that relate to exculpation or indemnification of former officers, directors or managers, and it is the intent of the parties that the officers and directors of MedPanel prior to the effective time will continue to be entitled to such exculpation and indemnification to the fullest extent permitted under applicable law, and (ii) Panel Intelligence will maintain insurance for MedPanel's officers and directors, covering director and officer liability for actions taken by or omitted to be taken by the officers and directors of MedPanel in their capacity as such prior to or at the effective time, and such coverage will be comparable to the coverage provided to the officers and directors of MCF.

Conditions to Obligations to Complete the Merger

The respective obligations of MCF, Panel Intelligence and MedPanel Acquisition, on the one hand, and MedPanel, on the other, to complete the merger and the other transactions contemplated by the merger agreement are subject to the satisfaction or waiver of certain conditions.

The conditions to the obligations of MCF, Panel Intelligence and MedPanel Acquisition include the following:

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- the representations and warranties of MedPanel being true and correct in all material respects;

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the performance by MedPanel and the Principal Stockholder of all of the covenants required to be performed by them in all material respects prior to the closing;

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MedPanel s having obtained all consents necessary for it to consummate the merger;

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MedPanel s having delivered audited financials for its fiscal year ended December 31, 2005, and such financials not being materially different in any adverse respect from the unaudited financials previously delivered to MCF;

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counsel to MedPanel delivering a legal opinion in the form attached to the merger agreement;

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the employment contracts of certain key employees of MedPanel being in effect and the acceptance of employment with Panel Intelligence by certain other employees of MedPanel;

- the removal of all non-permitted liens on the assets of MedPanel;
- the repayment or cancellation of all stockholder loans;
- there not having been a material adverse change in MedPanel's business; and
- the effectiveness of the Form S-4 Registration Statement registering the shares of MCF common stock to be issued as part of the merger consideration.

The conditions to the obligations of MedPanel include the following:

- the representations and warranties of MCF, Panel Intelligence and MedPanel Acquisition being true and correct in all material respects;
- the performance by MCF, Panel Intelligence and MedPanel Acquisition of all of the covenants required to be performed by them in all material respects prior to the closing;
- MCF, Panel Intelligence and MedPanel Acquisition having obtained all consents necessary for them to consummate the merger;
- there not having been a material adverse change in MCF's business;
- the effectiveness of the Form S-4 Registration Statement registering the shares of MCF common stock to be issued as part of the merger consideration; and
- the listing of the shares of MCF common stock issuable as part of the initial consideration on the American Stock Exchange.

Indemnification

Losses by MCF Indemnified Parties. MedPanel, and the stockholders of MedPanel (severally and not jointly), are required to indemnify MCF and its affiliates and representatives from and against losses incurred by such indemnified parties as a result of:

(a)

any fraud or intentional misrepresentation by MedPanel, the Principal Stockholder, the Stockholder Representative or any of MedPanel's officers and directors;

(b)

any breach of any representation, warranty or covenant of MedPanel, or any covenant of the Principal Stockholder; or

(c)

any exercise of appraisal rights, dissenters rights or similar rights by any stockholders or option holder of MedPanel, or any claim by any MedPanel stockholder that an action taken by the Stockholder Representative was not authorized and not binding on, or enforceable against, such MedPanel stockholder.

The foregoing indemnification obligation is limited as follows: MedPanel and its stockholders will not be required to provide any indemnification unless the aggregate amount of all indemnifiable losses exceeds \$45,000; *provided, however,* that (i) once such threshold is exceeded, MedPanel and its stockholders will (subject to the following clause (ii)) be liable for the entire amount of such indemnifiable losses; and (ii) the aggregate liability of MedPanel and its stockholders for all indemnifiable losses will not exceed, and the sole recourse for all indemnification claims for indemnifiable will be limited to the right of set off for such claims from, (x) the balance sheet escrow (but only with respect to an adjustment to net working capital), (y) until the 18-month anniversary of the effective time, the indemnity escrow, and (z) 50% of the cash portion of any amount payable as part of the incentive consideration or change of control consideration. However, the foregoing limitations will not apply to MCF related losses resulting from matters described in paragraphs (a) and (c) above or from breaches of the representations and warranties made by MedPanel with respect to its organization, capitalization and corporate authority, in which event MedPanel's and its stockholders' maximum aggregate liability when combined with prior MCF related losses shall be the aggregate amount of the merger consideration received by or payable to the MedPanel holders.

So long as the balance sheet escrow (but only with respect to an adjustment to net working capital), indemnity escrow and any cash portion of the incentive consideration (or, if applicable, the cash portion of the change of

control consideration) remains unpaid and outstanding, MCF will have the right, in its sole discretion, to satisfy any claim for any MCF related losses covered by this indemnity by setting off such claim against such consideration.

Losses by MedPanel Indemnified Parties. MCF, Panel Intelligence and MedPanel Acquisition are required to indemnify the MedPanel stockholders from and against losses incurred by such indemnified parties as a result of:

(a)

any fraud or intentional misrepresentation by MCF, Panel Intelligence and MedPanel Acquisition or any of their officers and directors; or

(b)

any breach of any representation, warranty or covenant of MCF, Panel Intelligence or MedPanel Acquisition.

The foregoing indemnification obligation is limited as follows: MCF, Panel Intelligence and MedPanel Acquisition will not be required to provide any indemnification unless the aggregate amount of all indemnifiable losses exceeds \$45,000; *provided, however*, that (i) once such threshold is exceeded, MCF, Panel Intelligence and MedPanel Acquisition will (subject to the following clause (ii)) be liable for the entire amount of such indemnifiable losses, (ii) the aggregate liability of MCF, Panel Intelligence and MedPanel Acquisition for all indemnifiable losses will not exceed the sum of (x) \$450,000 and (y) 50% of the cash portion of any amount payable as part of the incentive consideration or change of control consideration; *provided, however*, that such indemnification obligations are limited (A) during the first 18 months following the effective time, to an aggregate of \$450,000; and (B) for the period of time after such 18 month period, to 50% of the cash portion of any incentive consideration or change of control consideration payable to the MedPanel stockholders (provided the payment of any indemnification obligations for indemnifiable losses arising after such 18 month period following the effective time shall be made if, as and when the cash payments are paid to the MedPanel stockholders). However, the foregoing limitations will not apply to MedPanel stockholder related losses resulting from matters described in paragraph (a) or from breaches of the representations and warranties made by MCF, Panel Intelligence or MedPanel Acquisition with respect to its organization, corporate authority, and valid issuance of MCF common stock, in which event the maximum aggregate liability when combined with prior MedPanel stockholder related losses shall be the aggregate amount of the merger consideration received by or payable to the MedPanel holders.

Termination of Agreement; Termination Fee

The merger agreement may be terminated as follows:

- by the mutual written agreement of MedPanel and MCF;
- by either party if the merger has not occurred on or prior to the date that is 180 days following the execution of the merger agreement; or
- by the non-breaching party if one party to the merger agreement is in breach of its representations, warranties or covenants and such breach is not cured within 30 days of written notice.

MedPanel will (a) pay MCF a fee equal to \$1,000,000 and (b) reimburse MCF for all of its transaction expenses incurred in connection with the merger (including all legal, accounting, financial advisory, appraisal, filing and registration fees and costs), in the event that the merger agreement is terminated (i) by MedPanel other than in accordance with the termination rights described above; or (ii) by MCF due to MedPanel, MedPanel's board, the Principal Stockholder or the stockholders of MedPanel holding a majority of MedPanel voting stock, approving, or entering into an agreement to effectuate, a proposed acquisition of MedPanel with a party other than MCF.

Stockholder Representative

Pursuant to the merger agreement, Mr. William Febbo has been appointed to serve as the stockholder representative of the MedPanel stockholders. As the stockholder representative, Mr. Febbo will be responsible for taking various actions on behalf of the MedPanel stockholders to the extent provided under the merger agreement and the other transaction documents, including calculating the merger consideration to be delivered to each holder of MedPanel stock and options, overseeing the preparation of the closing date balance sheet and calculation of the incentive consideration, negotiating and settling any indemnification claims made by MCF, waiving any rights that the holders of MedPanel stock or options may have under the merger agreement; and taking such other actions that the stockholder representative deems necessary in furtherance of the foregoing. The stockholder representative will generally have unlimited authority and power to act on behalf of the holders of MedPanel stock and options with

respect to the merger consideration held in escrow and the disposition thereof, so long as all such holders are treated in the same manner and in a manner not inconsistent with the merger agreement.

Each MedPanel stockholder has, pursuant to the merger agreement, (i) granted a power of attorney to the stockholder representative; and (ii) agreed to be bound by any waiver, amendment, agreement or other document executed by the stockholder representative in connection with the performance of its responsibilities as the stockholder representative.

The stockholder representative, however, does not have a fiduciary relationship in respect of any holder of MedPanel stock or option, except in respect of amounts received on behalf of such holder. The stockholder representative will not be liable to any holder of MedPanel stock or option for any action taken or omitted by him or any agent employed by him other than as imposed by law for gross negligence or willful misconduct. Pursuant to the merger agreement, the MedPanel stockholders have agreed to indemnify the stockholder representative, ratably in accordance with the amount of merger consideration they are entitled to receive, for liabilities which may be incurred by the stockholder representative in the performance of his responsibilities. Furthermore, the stockholder representative will not be liable for any apportionment or distribution of the merger consideration by him in good faith, and if any such apportionment or distribution is subsequently determined to have been made in error the sole recourse of any holder of MedPanel stock or option will be to recover from other holders of MedPanel stock or options any payment in excess of the amount to which they are determined to have been entitled.

Upon the death, disability, withdrawal, removal or incapacity of the stockholder representative, MedPanel stockholders holding a majority in interest of the outstanding MedPanel capital stock immediately prior to the effective time, will have the right to appoint a new stockholder representative.

The stockholder representative will be reimbursed for all out-of-pocket costs and expenses incurred in connection with the actions taken pursuant to the terms of the merger agreement and the other transaction documents. At the stockholder representative's option, such reimbursement may be made from (and the stockholder representative may establish a reserve for such expenses or contingencies from) (i) any merger consideration released from escrow, and (ii) any incentive consideration or change of control consideration that may become payable. Reimbursements will be made by the holders of MedPanel stock and options ratably in accordance with the amount of merger consideration they are entitled to receive. In addition to the foregoing, until such time as the merger consideration may be sold pursuant to an effective registration statement (and is no longer subject to the one-year lock-up contemplated under the merger agreement), MCF will advance to the stockholder representative funds to cover all such out-of-pocket costs and expenses (not to exceed \$15,000). If at any time the amounts held by or available to the stockholder representative as described above are insufficient to satisfy the out-of-pocket costs and expenses payable by the stockholder representative, the holders of MedPanel stock and options are, upon the respect to the stockholder representative, obligated to advance or reimburse such additional necessary funds to the stockholders representative (ratably in accordance with the amount of merger consideration they are entitled to receive).

Related Agreements

Escrow Agreement

The parties have agreed to enter into an escrow agreement governing the release and/or return of the initial merger consideration to be held in escrow. Such escrow agreement will be substantially in the form attached as Exhibit A to the merger agreement, and will be entered into prior to the effective time by MCF, Mr. Febbo, as the stockholder representative, and Wells-Fargo, N.A. (or such other entity mutually satisfactory to the parties), as escrow agent. The escrow agreement contains, among other things, provisions governing the following: (i) the timing and manner of the release of the shares withheld in escrow; and (ii) the duties and limitations of liability for the escrow agent.

Employment Agreements

William Febbo. Contemporaneously with the execution of the merger agreement, MedPanel entered into an employment contract with William Febbo. It is anticipated that this employment contract will remain in effect after the merger, at which time Mr. Febbo would become an employee of the surviving entity and will thereafter continue to have the same rights and duties with the surviving entity as described below. Mr. Febbo's title is Chief Executive

Officer, and his duties include all day to day activities of MedPanel as are customarily performed by persons serving in such capacity. Mr. Febbo will be paid an annual base salary is \$200,000 as compensation for services in calendar year 2007 and an annual base salary of \$210,000 as compensation of services in calendar year 2008. Mr. Febbo will also be entitled to participate in deferred compensation, discretionary bonus, retirement, and other employee benefit plans and in fringe benefits. Mr. Febbo will also be entitled to an annual bonus that will be based on MedPanel's financial performance. The employment contract is for a period of two years commencing as of November 6, 2006. The employment contract may be terminated by Mr. Febbo or MedPanel for any reason or no reason; however, if Mr. Febbo is terminated without cause (or Mr. Febbo terminates his employment for good reason), Mr. Febbo will be entitled to receive a severance payment equal to his base salary for the remainder of his employment term and any bonuses that have accrued and remain unpaid through the date of such termination.

Howard Brick. Contemporaneously with the execution of the merger agreement, MedPanel entered into an employment contract with Howard Brick. It is anticipated that this employment contract will remain in effect after the merger, at which time Mr. Brick would become an employee of the surviving entity and will thereafter continue to have the same rights and duties with the surviving entity as described below. Mr. Brick's title is Managing Director and Chief Operating Officer, and his duties include all day to day activities of MedPanel as are customarily performed by persons serving in such capacity. Mr. Brick will be paid an annual base salary is \$165,000 as compensation for services in calendar year 2007 and an annual base salary of \$174,000 as compensation of services in calendar year 2008. Mr. Brick will also be entitled to participate in deferred compensation, discretionary bonus, retirement, and other employee benefit plans and in fringe benefits. Mr. Brick will also be entitled to an annual bonus that will be based on MedPanel's financial performance. Upon the consummation of the merger, Mr. Brick will also receive stock options entitling him to purchase 250,000 shares of MCF common stock at the closing price of MCF common stock on the day on which the merger closes. The options will vest 25% on the one-year anniversary of Mr. Brick's employment and then the remainder will vest ratably on a monthly basis over a three year period. The employment contract is for a period of two years commencing as of November 6, 2006. The employment contract may be terminated by Mr. Brick or MedPanel for any reason or no reason; however, if Mr. Brick is terminated without cause (or Mr. Brick terminates his employment for good reason), Mr. Brick will be entitled to receive a severance payment equal to his base salary for a 12 month period following such termination and any bonuses that have accrued and remain unpaid through the date of such termination.

DESCRIPTION OF MCF CAPITAL STOCK

Our authorized capital stock consists of 300 million shares of common stock, \$0.0001 par value per share, and 60 million shares of preferred stock, \$0.0001 par value per share.

Common Stock

Under our certificate of incorporation, our board of directors is authorized, subject to limitations prescribed by law and certain rules of the American Stock Exchange, without further stockholder approval, from time to time to issue up to an aggregate of 300 million shares of common stock. There were 10,602,699 shares issued and outstanding as of November 6, 2006 as adjusted for the 1-for-7 reverse stock split that was effective on November 16, 2006. Holders of our common stock are entitled to:

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one vote per share;

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share in all dividends that our board of directors, in its discretion, declares from legally available funds; and

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participate pro rata in all assets subject to the prior rights of creditors and holders of any preferred stock, in the event of our liquidation, dissolution or winding up.

Holders of our common stock have no cumulative voting rights and no conversion, preemptive or other subscription rights, and there are no redemption provisions applicable to our common stock.

Preferred Stock

Our board of directors has the authority, without further stockholder approval, to issue up to an aggregate of 60 million shares of preferred stock in one or more series. Each series may have different rights, preferences and

designations and qualifications, limitations and restrictions. There are currently no shares of preferred stock issued and outstanding.

Our amended certificate of incorporation authorizes our board of directors, without any vote or action by the holders of our common stock, to issue preferred stock from time to time in one or more series. Our board of directors is authorized to determine the number of shares and to fix the:

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powers,

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designations

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preferences, and

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relative, participating, optional or other special rights

of any series of preferred stock. Depending on the terms established by our board of directors, any or all series of preferred stock could have preference over the common stock with respect to dividends and other distributions and upon our liquidation as well as other matters.

Delaware Law

We are subject to Section 203 of the DGCL, which, with certain exceptions, prohibits a Delaware corporation from engaging in any business combination with an interested stockholder for a period of three years following the time that such stockholder became an interested stockholder, unless:

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the board of directors of the corporation approves either the business combination or the transaction that resulted in the stockholder becoming an interested stockholder, prior to the time the interested stockholder attained that status;

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upon consummation of the transaction that resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced, excluding for purposes of determining the number of shares outstanding those shares owned by persons who are directors and also officers, and by employee stock plans in which employee participants do not have the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer; or

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at or subsequent to such time, the business combination is approved by the board of directors and authorized at an annual or special meeting of stockholders, and not by written consent, by the affirmative vote of at least two-thirds of the outstanding voting stock that is not owned by the interested stockholder.

In general, Section 203 defines a business combination to include:

- any merger or consolidation involving the corporation and the interested stockholder;
- any sale, transfer, pledge or other disposition of 10% or more of the assets of the corporation involving the interested stockholder;
- subject to certain exceptions, any transaction that results in the issuance or transfer by the corporation of any stock of the corporation to the interested stockholder;
- any transaction involving the corporation that has the effect of increasing the proportionate share of the stock or any class or series of the corporation beneficially owned by the interested stockholder; or
- the receipt by the interested stockholder of the benefit of any loans, advances, guarantees, pledges or other financial benefits provided by or through the corporation.

In general, Section 203 defines an interested stockholder as an entity or person beneficially owning 15% or more of the outstanding voting stock of the corporation and any entity or person affiliated with or controlling or controlled by such entity or person.

COMPARISON OF STOCKHOLDER RIGHTS AND CORPORATE GOVERNANCE MATTERS

MCF and MedPanel are both Delaware corporations governed by the Delaware General Corporation Law. Any differences between the rights of the stockholders of MCF and MedPanel arise primarily from differences in the

respective certificates of incorporation and by-laws. The rights of MCF stockholders are governed by MCF's certificate of incorporation and the certificates of amendment thereto and its amended and restated bylaws, and the rights of MedPanel's stockholders are governed by MedPanel's third amended and restated certificate of incorporation and the certificates of amendments thereto and its amended and restated bylaws and amendment thereto. As a result of the merger, holders of MedPanel common and preferred stock will become holders of MCF common stock. The following is a summary of some of the rights of MedPanel stockholders and MCF stockholders. This summary does not purport to be a complete discussion of, and is qualified in its entirety by reference to Delaware law as well as to MedPanel's third amended and restated certificate of incorporation, the certificate of amendment thereto and bylaws, and MCF's certificate of incorporation, the amendments thereto and bylaws.

Authorized Capital Stock

MedPanel

The authorized capital stock of MedPanel consists of 33,000,000 shares of common stock and 10,500,000 shares of preferred stock, of which 2,500,000 shares are Series A Convertible Preferred Stock, 5,000,000 shares are Series B Convertible Preferred Stock and 3,000,000 shares are Series C Convertible Preferred Stock (the Series A Convertible Preferred Stock, the Series B Convertible Preferred Stock and the Series C Convertible Preferred Stock, collectively, the Convertible Preferred Stock).

MCF

The authorized capital stock of MCF consists of 300,000,000 shares of common stock and 60,000,000 shares of preferred stock.

Number of Directors

MedPanel

MedPanel's board of directors currently consists of seven members.

MCF

MCF's board of directors currently consists of nine members.

Changes in the Number of Directors

MedPanel

MedPanel's bylaws provide that the authorized number of directors is to be a number not less than one nor more than eight, or such other number not less than one as the stockholders may establish.

MCF

MCF's bylaws provide that the number of directors is to be a number not less than three nor more than nine, as may be determined by the Board of Directors.

Election of Directors

Delaware law permits, but does not require, a classified board of directors, pursuant to which the directors can be divided into as many as three classes with staggered terms of office, with only one class of directors standing for

election each year.

MedPanel

MedPanel's bylaws provide for the election of directors at each annual meeting of stockholders. Each director is to hold office until a successor is elected and qualified or until such director's earlier resignation, removal or disqualification.

MCF

MCF's bylaws provide for the nomination of directors by or at the direction of the board of directors (or a duly authorized committee) or by any shareholder of the corporation who is a shareholder of record on the date of the giving of the notice for an annual or special meeting of shareholders called for the purpose of electing directors and on the record date for the determination of shareholders entitled to vote at such annual meeting or special meeting. Directors are to be selected from the nominations only and elected by written ballot at each annual meeting of stockholders for a one-year term; provided, that each director is to serve until such director's successor is elected and qualified or until such director's earlier resignation, disqualification or removal.

Removal of Directors

MedPanel

MedPanel's bylaws provide for the removal from office of a director at any time with or without cause, by the affirmative vote of a majority of shares issued and outstanding and entitled to vote at an election of directors.

MCF

MCF's bylaws state that a director may be removed from office at any time with or without cause by the holders of a majority of the shares entitled to vote at an election of directors.

Liabilities of Directors; Directors' Fiduciary Duties

Under the Delaware General Corporation Law, the certificate of incorporation may contain a provision eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for breach of a fiduciary duty as a director. The certificates of incorporation of MedPanel and MCF each contain such a limitation of personal liability for directors.

Indemnification of Corporate Agents

The Delaware General Corporation Law generally provides that, subject to certain restrictions contained in the law, a Delaware corporation may indemnify any person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation or was a director, officer, employee or agent of another business entity at the corporation's request. A person who has been successful on the merits or otherwise in any suit or matter covered by the indemnification provision must be indemnified against expenses incurred by him or her in connection with the suit or matter. Indemnification is authorized upon a determination that the person to be indemnified has met the applicable standard of conduct required. The determination is to be made by a majority vote of the directors who are not parties to the action, or if there are none, by independent counsel or by the stockholders. Expenses incurred in defense may be paid in advance of the final disposition of the suit upon receipt of an undertaking by the person to be indemnified to repay any amounts paid by the corporation if it is ultimately determined that he or she was not entitled to indemnification. The indemnification or advancement of expenses provided by the Delaware General Corporation Law is not exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors, or otherwise. Insurance may be purchased on behalf of any person entitled to indemnification by the corporation against any liability incurred in an official capacity regardless of whether the person would be entitled to be indemnified under the statute.

MedPanel

The bylaws of MedPanel provide for the indemnification of each of its directors and officers to the fullest extent and in the manner permitted by the General Corporation Law of Delaware. The indemnification of directors and officers excludes, however, (i) indemnification with respect to any improper personal benefit which a director or officer is determined to have received and the expenses of the defense of an improper benefit claim unless such defense prevails on the merits and (ii) indemnification of present or former officers, directors, employees or agents of a constituent corporation absorbed in a merger or consolidation transaction with MedPanel with respect to their activities prior to such transaction, unless specifically authorized by the board of directors or stockholders of

MedPanel. The bylaws of MedPanel also provide that MedPanel may grant, to the extent authorized by the board of directors, rights to indemnification and to an advancement of expenses to (i) an employee or agent of the corporation, (ii) a person who is or was serving at the request of MedPanel as a director, officer, employee or agent of another entity, or (iii) a person who is or was a partner, employee or agent of the person seeking indemnification, or the officer, director or shareholder of a partner of such person, or a partnership of which such person is or was a partner.

MCF

The bylaws of MCF provide for the indemnification of its directors and officers to the fullest extent and in the manner permitted by the general corporation laws of Delaware. The bylaws of MCF also provide that MCF will indemnify any employee or agent who has been successful on the merits or otherwise in defense of any suit or matter from expenses reasonably incurred in connection with such defense, and may further indemnify such employee or agent, at the discretion of the board of directors, in any other circumstances to any extent if indemnification of such employee or agent would be required were such employee or agent a director or officer of the corporation. The determination of whether the person to be indemnified has met the applicable standard of conduct is to be made by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, or by the shareholders.

The certificates of incorporation of each of MedPanel and MCF each provide that such corporation, may indemnify its officers, directors, employees and agents to the fullest extent permitted by the general corporation law of Delaware. The certificates each also release directors from personal monetary liability to the corporation and its stockholders for any breach of fiduciary duty to the fullest extent permitted by the general corporation law of Delaware.

Issuance of Additional Stock

MedPanel

Subject to limitations prescribed by the Delaware General Corporation Law, MedPanel's board of directors has the authority to issue up to 10,500,000 shares of preferred stock (including preferred stock of MedPanel currently issued and outstanding) divided into three series and to fix the voting powers, designation, preferences and rights of those shares and the qualifications, limitations or restrictions of any unissued shares, and to issue up to a total of 33,000,000 shares of common stock of MedPanel (including shares of common stock of MedPanel currently issued and outstanding).

MCF

Subject to limitations prescribed by Delaware law, MCF's board of directors has the authority to issue up to 60,000,000 shares of preferred stock and to fix the preferences, rights and qualifications of such shares, and to issue up to a total of 300,000,000 shares of common stock of MCF (including shares of common stock of MCF currently issued and outstanding).

Inspection of Books and Records

The Delaware General Corporation Law generally provides that any stockholder may inspect the corporation's books or records.

Stockholder Voting on Mergers and Certain Other Transactions

Under the Delaware General Corporation Law, whenever the approval of the stockholders of a corporation is required for an agreement of merger or consolidation or for a sale, lease or exchange of all or substantially all of its assets, the agreement, sale, lease or exchange must be approved by the affirmative vote of the owners of a majority of the

outstanding shares entitled to vote. Notwithstanding the foregoing, under the Delaware General Corporation Law, unless required by its certificate of incorporation, no vote of the stockholders of a constituent corporation surviving a merger is necessary to authorize a merger if:

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the agreement of merger does not amend in any respect the certificate of incorporation of the constituent corporation;

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each share of stock of the constituent corporation outstanding immediately prior to the merger is to be an identical outstanding or treasury share of the surviving corporation after the merger; and

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either no shares of common stock of the surviving corporation and no shares, securities or obligations convertible into the common stock are to be issued under the agreement of merger, or the number of shares of common stock issued or so issuable does not exceed 20% of the number of shares of common stock outstanding immediately prior to the merger.

In addition, the Delaware General Corporation Law provides that a parent corporation that is the record holder of at least 90% of the outstanding shares of each class of stock of a subsidiary may merge the subsidiary into the parent corporation without the approval of the subsidiary's stockholders or board of directors and without the approval of the parent's stockholders.

MedPanel

Neither the certificate of incorporation nor the bylaws of MedPanel alters the statutory requirements for stockholder approval of mergers or asset sales.

MCF

Neither the certificate of incorporation nor the bylaws of MCF alters the statutory requirements for stockholder approval of mergers or asset sales.

Business Combinations with Interested Stockholders

Section 203 of the Delaware General Corporation Law contains a prohibition, subject to certain exceptions, on business combinations by a Delaware corporation with interested stockholders for a period of three years following the date that such holder became an interested stockholder unless:

-

prior to the time the stockholder became an interested stockholder, the board of directors approved either the business combination or the transaction which resulted in the stockholder becoming an interested stockholder;

-

the interested stockholder owned at least 85% of the voting stock of the corporation, excluding specified shares, upon consummation of the transaction which resulted in the stockholder becoming an interested stockholder; or

-

on or subsequent to the time the stockholder became an interested stockholder, the business combination is approved by the board of directors of the corporation and authorized by the affirmative vote, at an annual or special meeting and not by written consent, by at least 66 2/3% of the outstanding voting shares of that corporation, excluding shares held by that interested stockholder.

Interested stockholders are generally defined under the statute as stockholders owning 15% or more of the outstanding voting stock of the corporation. This general prohibition was designed to discourage hostile take-over attempts of Delaware corporations by third parties.

Other than as contemplated by the merger agreement, neither MCF nor Panel Intelligence, LLC is, nor at any time during the last three (3) years has it been, an interested stockholder of MedPanel.

MedPanel

MedPanel is not subject to Section 203 of the Delaware General Corporation Law.

MCF

MCF is subject to Section 203 of the Delaware General Corporation Law.

Stockholder Rights Plan

Neither MedPanel nor MCF has adopted a stockholder rights plan. The MCF certificate of incorporation authorizes its board of directors, without any action by the stockholders of MCF, to issue up to 60,000,000 shares of its preferred stock, and to designate the preferences, rights and qualifications of such preferred stock upon their issuance. Because the terms of the preferred stock may be fixed by the MCF board of directors without stockholder

action, the preferred stock could be issued quickly with terms designed to make a proposed takeover of MCF or the removal of its management more difficult.

Special Meetings

Under Delaware corporate law, a special meeting of the stockholders may be called by the board of directors or any other person as may be authorized by the certificate of incorporation or bylaws.

MedPanel

The MedPanel bylaws provide that special meetings of MedPanel stockholders may be called by the chairman of the board, if any, the president, or a majority of the directors. The request for a special meeting of the stockholders must state the purpose(s) of the proposed meeting.

MCF

The MCF bylaws provide that special meetings of MCF stockholders may be called only by the MCF board of directors or by any person or committee expressly so authorized by the board of directors. The written request of any person(s) who have called a special meeting must state the purpose for such meeting and the Secretary will fix the date of the special meeting. If the Secretary does not fix the time and date of such special meeting and give notice thereof, the person(s) calling the meeting may do so.

Action by Stockholders Without a Meeting

Delaware corporate law permits the stockholders of a corporation to consent in writing to any action without a meeting, unless the certificate of incorporation of that corporation provides otherwise, provided the consent is signed by stockholders having at least the minimum number of votes required to authorize that action at a meeting of stockholders at which all shares entitled to vote thereon were present and voted.

MedPanel

The bylaws of MedPanel permit MedPanel's stockholders to act by written consent in writing or electronic transmission without a meeting, if a consent in writing or by electronic transmission, setting forth the action taken is signed by the holders of outstanding stock having not less than a minimum number of votes that would be necessary to authorize or take that action at a meeting at which all holders of stock entitled to vote on that action were present and voted. Such writings or electronic transmissions must be filed with the minutes of proceedings of the stockholders, in paper form if the minutes are maintained in paper form and in electronic form if the minutes are maintained in electronic form. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing or by electronic transmission.

MCF

The bylaws of MCF permit MCF's stockholders to act by written consent without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action taken is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those shareholders who have not consented in writing.

Charter and Bylaws Amendments

Under Delaware corporate law, an amendment or change to the certificate of incorporation generally requires the approval of the board of directors, followed by the approval of the amendment by the affirmative vote of the owners of a majority of the outstanding shares entitled to vote on the amendment. When an amendment of the certificate would adversely affect the rights of a class of stock or the rights of a series or a class, Delaware corporate law provides that the enactment of the amendment also requires the affirmative vote of the owners of a majority of the outstanding shares of the affected class or series.

Under Delaware corporate law, bylaws may be adopted, amended or repealed by the stockholders entitled to vote provided that any corporation may, in its certificate of incorporation, confer this power upon the directors. However, the power vested in the stockholders shall not be divested or limited where the board of directors also has this power.

MedPanel

MedPanel's certificate of incorporation and bylaws do not alter the statutory requirements for an amendment to the certificate of incorporation. MedPanel's certificate of incorporation states that for so long as at least 20% of the Series A Preferred Stock, Series B Preferred Stock or Series C Preferred Stock, as applicable, originally issued by the corporation remains outstanding, MedPanel cannot amend, alter or repeal any provision of or to the certificate of incorporation or the bylaws of MedPanel without the approval by vote or written consent of a majority of the issued and outstanding shares of such series of preferred stock, voting as a separate class, if such action would materially adversely alter or change the rights, preferences, privileges or powers of such series of preferred stock. Subject to the foregoing, MedPanel's certificate of incorporation and bylaws allow the bylaws to be amended by a vote of the board of directors or by the stockholders pursuant to the Delaware General Corporation Law. The certificate of incorporation further provides that any amendment to the bylaws by the board of directors may be repealed, revised, altered or amended by the stockholders.

MCF

MCF's certificate of incorporation and bylaws do not alter the statutory requirements for an amendment to the certificate of incorporation. MCF's certification of incorporation confers the right to amend MCF's bylaws to the board of directors without requiring stockholder consent.

LEGAL MATTERS

Fish & Richardson P.C. will pass on the validity of the shares of MCF common stock to be issued to the MedPanel stockholders pursuant to the merger.

EXPERTS

The consolidated financial statements of MCF Corporation at December 31, 2005 and 2004 and for each of the three years in the period ended December 31, 2005, appearing in this Prospectus and Registration Statement have been audited by Ernst & Young LLP, independent registered accounting firm, as set forth in their report thereon appearing elsewhere herein, and are included in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

The financial statements of MedPanel as of December 31, 2005 and for the year then ended included in this prospectus/information statement have been audited by McGladrey & Pullen, LLP, an independent registered public accounting firm, as set forth in their report appearing elsewhere herein, and are included in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

MCF'S BUSINESS

Company Overview

MCF Corporation is a financial services holding company that provides investment research, capital markets services, corporate and venture services, investment banking, asset management and wealth management through its operating subsidiaries, Merriman Curhan Ford & Co., MCF Asset Management, LLC and MCF Wealth Management, LLC. We are focused on providing a full range of specialized and integrated services to institutional investors and corporate clients.

Merriman Curhan Ford & Co.

Merriman Curhan Ford & Co. is a securities broker-dealer and investment bank focused on fast growing companies and institutional investors. Our mission is to become a leader in the researching, advising, financing and trading of fast growing companies under \$2 billion in market capitalization. We provide investment research, brokerage and trading services primarily to institutions, as well as advisory and investment banking services to corporate clients. We are focused on providing a full range of specialized and integrated services, including:

-

Equity Research

-

Sales and Trading

-

Specialized Trade Execution

-

Market Making

-

Equity Capital Markets

-

Corporate and Venture Services

-

Public Offerings

-

Private Placements

-

Mergers and Acquisitions

-

Strategic Advisory Services

By the end of the 1990 s, many of the investment banks that previously served this niche were acquired by large commercial banks and subsequently refocused to serve larger clients and larger transactions. We are gaining market share by originating differentiated research for our institutional investor clients and providing specialized services for our fast-growing corporate clients.

MCF Asset Management, LLC

MCF Asset Management, LLC, or MCFAM, creates investment products for both institutional and high-net worth clients. Through the corporate and professional resources of MCF Corporation, MCFAM has developed an institutional-standard investment management platform. We launched our first fund in March 2006.

We believe both institutions and wealthy individuals will continue to shift more of their investment dollars into alternative asset class strategies. It is our intent to help our clients in their investment process by offering access to alternative investment strategies, as well as certain niche based long-only strategies. We plan to establish our own alternative investment products and evaluate opportunities to acquire and partner with managers of alternative asset investments.

MCF Wealth Management, LLC

Through MCF Wealth Management LLC, we provide a tailored, integrated offering of personal financial services to help corporate executives and high-net-worth clients achieve their financial goals through our fee-based investment advisory firms, such as Catalyst Financial Planning and Investment Management. Catalyst was the first registered investment advisor to be acquired by MCF Wealth Management in 2005. Today, Catalyst counsels more than 70 clients and manages over \$127 million in assets. MCF Wealth Management, LLC continues to evaluate acquisitions of existing wealth management businesses, as well as organically grow assets under management through client referrals and Merriman Curhan Ford & Co. s client base.

Properties

Our corporate headquarters is located in San Francisco and we occupy offices in New York, Boston, Los Angeles and Portland. All of these facilities are leased. We believe our current facilities are adequate to meet our needs for the

foreseeable future. We believe additional or alternative facilities can be leased to meet our future needs on commercially reasonable terms.

Legal Proceedings

Westerman v. Western Capital Financial Group NASD Arbitration

In May 2005, our broker-dealer subsidiary Merriman Curhan Ford & Co. was served with a claim in NASD Arbitration by Ms. Westerman. The claim names Western Capital Financial Group as one of several defendants. Western Capital Financial Group is the predecessor name of Merriman Curhan Ford & Co., the California corporation. The Western Capital Financial Group name was effective from September June 26, 1986 to July 14, 1998.

This claim arises from Ms. Westerman's purchase of a variable annuity product in January 1990 from a predecessor of our broker-dealer subsidiary. MCF Corporation acquired Merriman Curhan Ford & Co. in December 2001. The Claimant alleges that a registered representative improperly recommended that she move her investment to different products on two occasions.

Claimant alleges a theory of predecessor liability against Merriman Curhan Ford & Co. Claimant prays for monetary damages in excess of \$300,000 against the eleven named respondents. On May 1, 2006, we reached settlement with Claimant who accepted \$8,500 to resolve the dispute. Merriman Curhan Ford & Co. has been dismissed from the arbitration and the matter is resolved.

In re Odimo Incorporated Securities Litigation

Merriman Curhan Ford & Co. was a defendant in a purported class action suit brought in connection with a registered offering involving Odimo Incorporated in which we served as co-manager for the company. The complaint, filed in the 17th Judicial Circuit Court for Broward County in Florida on September 30, 2005, alleged violations of federal securities laws against Odimo and certain of its officers as well as the company's underwriters, including us, based on alleged misstatements and omissions in the registration statement. Recently, similar cases were consolidated and lead plaintiff's counsel was assigned. Thereafter, an amended complaint was filed and the underwriters, including Merriman Curhan Ford & Co., were not named as defendants. This matter is now resolved.

Thomas O Shea v. Merriman Curhan Ford & Co.

In June 2006, our broker-dealer subsidiary Merriman Curhan Ford & Co. was served with a claim in NASD Arbitration by Mr. O Shea. Mr. O Shea is a former at-will employee of Merriman Curhan Ford & Co. and worked in the investment banking department. Mr. O Shea resigned from Merriman Curhan Ford & Co. in July 2005. Mr. O Shea alleges breach of an implied employment contract, quantum meruit, and unjust enrichment based on his allegations that he was to be paid more for his work. The matter is in the early pleading stage. We believe that we have meritorious defenses and intend to contest these claims vigorously. However, in the event that we did not prevail, based upon the facts as we know them to date, we do not believe that the outcome will have a material effect on our financial position, financial results or cash flows.

Additionally, from time to time, we are involved in ordinary routine litigation incidental to our business.

**MARKET PRICE FOR REGISTRANT'S COMMON STOCK AND
RELATED STOCKHOLDER MATTERS**

Our common stock trades on the American Stock Exchange under the symbol MEM. The following table sets forth the range of the high and low sales prices per share of our common stock for the fiscal quarters indicated, as adjusted for the 1-for-7 reverse stock split that was effective on November 16, 2006.

	High	Low
2006		
Third Quarter	\$ 7.35	\$ 4.06
Second Quarter	10.29	7.00
First Quarter	10.36	6.72
2005		
Fourth Quarter	\$ 8.33	\$ 7.07
Third Quarter	8.82	6.65
Second Quarter	10.71	7.98
First Quarter	13.93	9.31
2004		
Fourth Quarter	\$ 14.35	\$ 7.70
Third Quarter	15.54	8.68
Second Quarter	19.95	13.30
First Quarter	21.70	6.16

The closing price of our common stock on November 6, 2006, the date immediately prior to the date of the public announcement of the merger with MedPanel, was \$4.20. The closing sale price for our common stock on November 17, 2006 was \$4.27. The market price of our common stock has fluctuated significantly and may be subject to significant fluctuations in the future. See Information about MCF Management's Discussion and Analysis of Financial Condition and Results of Operations.

According to the records of our transfer agent, we had approximately 291 stockholders of record as of November 17, 2006. Because many shares are held by brokers and other institutions on behalf of stockholders, we are unable to estimate the total number of beneficial stockholders represented by these record holders.

Our policy is to reinvest earnings in order to fund future growth. Therefore, we have not paid and currently do not plan to declare dividends on our common stock.

**EFFECT OF MERGER ON SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND
MANAGEMENT OF MCF**

The following table contains information about the beneficial ownership of shares of common stock prior to the merger with MedPanel and the effect of the merger with MedPanel for each MCF director and all named executive officers, all of the directors and named executive officers as a group, and all persons known by MCF to be beneficial owners of more than 5% of its outstanding capital stock.

The number and percentage of shares beneficially owned is determined in accordance with Rule 13d-3 of the Securities Exchange Act and the information is not necessarily indicative of beneficial ownership for any other purpose. Under Rule 13d-3, beneficial ownership includes any shares over which the individual or entity has voting power or investment power and any shares that the individual has the right to acquire within sixty days of November 6, 2006 through the exercise of any stock options. Unless indicated, each person or entity has sole voting and investment power over the shares shown as beneficially owned, or shares those powers with his or her spouse.

The number and percentage of shares beneficially owned is computed on the basis of 10,602,699 shares of common stock outstanding as of November 6, 2006. Shares of common stock that a person has the right to acquire within 60 days of November 6, 2006 are deemed outstanding for purposes of computing the percentage ownership of the person holding such rights, but are not deemed outstanding for purposes of computing the percentage ownership of any other person, except with respect to the percentage ownership of all directors and executive officers as a group. Except as otherwise indicated, the address of each of the persons in this table is c/o MCF Corporation, 600 California Street, 9th Floor, San Francisco, California 94108.

Name of Selling Stockholder	Common Stock Owned Prior to Merger (1)	Percent of Stock Owned Prior to Merger(1)	Common Stock Owned After Merger(1)	Percent of Common Stock Owned After Merger(1)
D. Jonathan Merriman(9)	1,526,386	13.0 %	1,526,386	11.5 %
Gregory S. Curhan(4)	613,571	5.5 %	613,571	4.8 %
Robert E. Ford(5)	332,421	3.0 %	332,421	2.7 %
Brock Ganeles(6)	285,535	2.7 %	285,535	2.3 %
Anthony B. Helfet(7)	107,889	1.0 %	107,889	0.9 %
Patrick Arbor(3)	74,971	0.7 %	74,971	0.6 %
Ronald E. Spears(14)	57,857	0.5 %	57,857	0.5 %
Steven W. Town(15)	52,721	0.5 %	52,721	0.4 %
Donald H. Sledge(13)	50,771	0.5 %	50,771	0.4 %
John D. Hiestand(8)	33,716	0.3 %	33,716	0.3 %
Dennis Schmal(12)	26,281	0.2 %	26,281	0.2 %
Christopher L. Aguilar(2)	21,590	0.2 %	21,590	0.2 %
Ray Minehan(10)	20,010	0.2 %	20,010	0.2 %
Scott Potter(11)	10,930	0.1 %	10,930	0.1 %
All Directors and Officers as a Group		24.8 %		22.2 %

(14 persons)(16)				
San Francisco Equity Partners(17)	908,512	8.4 %	908,512	7.4 %
Highfields Capital Management(18)	1,031,297	9.7 %	1,031,297	8.5 %
Total		39.2 %		35.2 %
Will Febbo and Family		0.0 %	877,500	b 7.2 %
Other MedPanel investors		0.0 %	670,119	b 5.5 %
Total MedPanel investors		0.0 %	1,547,619	12.7 %
Total beneficial shares outstanding	a 13,153,079		14,700,698	

Note:

a.

Includes common stock issued and outstanding plus the potentially issuable shares that are controlled by the person or entity.

b.

Shares issuable to MedPanel assumes \$6.5 million was issued at \$4.20 for 1,547,619 shares.

*

Less than one percent.

(1)

Applicable percentage ownership is based on 10,602,699 shares of common stock outstanding as of November 6, 2006. Pursuant to the rules of the Securities and Exchange Commission, shares shown as beneficially owned include all shares of which the persons listed have the right to acquire beneficial ownership within 60 days of November 6, 2006, including (a) shares subject to options, warrants or any other rights exercisable within 60 days of November 6, 2006, even if these shares are not currently outstanding, (b) shares attainable through conversion of other securities, even if these shares are not currently outstanding, (c) shares that may be obtained under the power to revoke a trust, discretionary account or similar arrangement and (d) shares that may be obtained pursuant to the automatic termination of a trust, discretionary account or similar arrangement. This information is not necessarily indicative of beneficial ownership for any other purpose. Our directors and executive officers have sole voting and investment power over the shares of common stock held in their names, except as noted in the following footnotes.

(2)

Includes Mr. Aguilar's currently exercisable option to purchase 2,572 shares of common stock at \$15.33 per share, an option to purchase 2,858 shares of common stock at \$9.80 per share, an option to purchase 1,143 shares of common stock at \$2.10 and an option to purchase 1,786 shares of common stock at \$5.18 all of which are currently exercisable. Also includes Mr. Aguilar's 11,295 shares of restricted common stock, currently eligible to have their restriction lifted.

(3)

Includes Mr. Arbor's currently exercisable option to purchase 17,858 shares of common stock at \$2.87 per share and 15,029 shares of restricted common stock that are currently eligible to have their restriction lifted.

(4)

Includes Mr. Curhan's currently exercisable option to purchase 142,858 shares of common stock at \$3.71 per share, and an option to purchase 442,858 shares of common stock at \$3.29 per share, all of which are currently exercisable.

(5)

Includes Mr. Ford's currently exercisable option to purchase 2,858 shares of common stock at \$9.80 per share, an option to purchase 21,429 shares of common stock at \$14.35 per share, an option to purchase 21,429 shares of common stock at \$28.00 per share, an option to purchase 42,858 shares of common stock at \$2.38 per share, an option to purchase 14,286 shares of common stock at \$2.38 per share, an option to purchase 1,786 shares of common stock at \$5.18 per share, an option to purchase 57,143 shares at \$2.59 per shares common stock, an option to purchase 38,610 shares of common stock at \$4.55 per share, an option to purchase 71,429 shares of common stock at \$3.29 per share, and an option to purchase 39,286 shares of common stock at \$11.55 all of which are currently exercisable. Mr. Ford also holds 32,143 shares of restricted common, eligible for removal of the restriction in July 2007.

(6)

Includes Mr. Ganeles' currently exercisable option to purchase 107,143 shares of common stock at \$1.68 per share, a currently exercisable option to purchase 8,036 shares of common stock at \$9.45 per share, an option to purchase 35,715 shares of common stock at \$8.12 per share and an option to purchase 893 shares of common stock at \$5.04 per share. Mr. Ganeles also holds 7,143 shares of restricted common stock that are currently eligible to have their

restriction lifted.

(7)

Includes Mr. Helfet's 13,629 shares of restricted common stock received for his board of director services to MCF Corporation which are currently eligible to have their restriction lifted. Mr. Helfet also holds currently exercisable options to purchase 10,715 shares of common stock at \$7.21 per share, currently exercisable options to purchase 3,125 shares of common stock at \$9.94 per share, and currently exercisable options to purchase 893 shares of common stock at \$4.90 per share.

(8)

Includes Mr. Hiestand's currently exercisable option to purchase 7,143 shares of common stock at \$3.71 per share, an option to purchase 3,572 shares of common stock at \$1.47 per share, and an option to purchase 3,572 shares of common stock at \$2.10 per share, all of which are currently exercisable. Also includes Mr. Hiestand's 14,867 shares of restricted common stock that are currently eligible to have their restriction lifted.

(9)

Includes Mr. Merriman's currently exercisable option to purchase 14,286 shares of common stock at \$49.00 per share, an option to purchase 209,808 shares of common stock at \$22.33 per share, an option to purchase 4,286 shares of common stock at \$5.18 per share, an option to purchase 55,358 shares of common stock at \$2.87 per share, an option to purchase 714,286 shares of common stock at \$3.29 per share, and an option to purchase 142,858 shares of common stock at \$2.87 per share, all of which are currently exercisable.

(10)

Includes Mr. Minehan's 14,581 restricted shares received for his service on the board of directors, all of which are currently eligible to have their restriction lifted.

(11)

Includes Mr. Potter's 10,502 restricted shares received for his service on the board of directors, all of which are currently eligible to have their restriction lifted.

(12)

Includes Mr. Schmal's 13,853 restricted shares received for his service on the board of directors, all of which are currently eligible to have their restriction lifted.

(13)

Includes Mr. Sledge's currently exercisable option to purchase 20,000 shares of common stock at \$2.87 per share. He holds a warrant to purchase 14,286 shares of common stock at \$1.47 per share. Also includes Mr. Sledge's 16,486 restricted shares received for his service on the board of directors, all of which are currently eligible to have their restriction lifted.

(14)

Includes Mr. Spears' currently exercisable option to purchase 14,286 shares of common stock at \$49.00 per share, and an option to purchase 28,572 shares of common stock at \$2.87 per share, all of which are currently exercisable. Also includes Mr. Spears' 13,572 restricted shares received for his service on the board of directors, all of which are currently eligible to have their restriction lifted.

(15)

Includes Mr. Town's currently exercisable option to purchase 14,286 shares of common stock at \$10.92 per share, and an option to purchase 16,429 shares of common stock at \$2.87 per share, all of which are currently exercisable. Also includes Mr. Town's 15,758 restricted shares received for his service on the board of directors, all of which are currently eligible to have their restriction lifted.

(16)

The total for directors and executive officers as a group includes 3,215,651 shares subject to outstanding stock options that are currently exercisable and 14,286 shares subject to outstanding warrants that are currently exercisable.

(17)

Includes a currently exercisable warrant to purchase 197,802 shares of common stock at \$10.36 per share.

(18)

According to the Schedule 13G/A dated February 14, 2006, Highfields Capital Management, L.P. is the investment manager to each of three limited partnerships; Highfields Capital I, L.P., Highfields Capital II, L.P. and Highfields Capital, Ltd. The three limited partnerships directly own 1,031,297 shares of common stock. These funds also own, in the aggregate, warrants to purchase 178,571 shares of common stock at \$2.10 per share which are not currently exercisable according to their terms. These funds also hold convertible promissory notes, due April 30, 2008, with an aggregate principal amount of \$28,571 and convertible into shares of common stock at \$1.40. These convertible promissory notes are not currently convertible according to their terms. According to their terms the warrants and promissory notes may not be exercised if Highfields Capital Management, L.P. would own 10% or more of the Company at the time of exercise or conversion. Highfields GP, LLC, the general partner of Highfields Capital Management, L.P., Jonathon S. Jacobson, a managing member of Highfields GP and Richard L. Grubman, a managing member of Highfields GP are each members of a voting group that have voting power over the shares. Highfields Capital, Ltd., a Cayman Islands, B.W.I., has voting power over 721,908 of the shares. The securities were acquired from the Company as part of a private placement closed on April 3, 2003.

FINANCIAL STATEMENTS

See A-Pages for MCF's third quarter 2006 unaudited financial statements and 2005 audited financial statements.

Selected Financial Data of MCF Corporation

The selected financial data as of December 31, 2005 and December 31, 2004 and for the years ended December 31, 2005, December 31, 2004 and December 31, 2003 are derived from our audited consolidated financial statements included in this prospectus/information statement. The selected financial data as of December 31, 2003, December 31, 2002 and December 31, 2001, and for the years ended December 31, 2002 and December 31, 2001 are derived from our audited consolidated financial statements not included or incorporated herein. The selected financial data as of September 30, 2006 and for the nine months ended September 30, 2006 and September 30, 2005 are derived from our unaudited financial statements included in this prospectus/information statement. The financial data should be read in conjunction with our consolidated financial statements and related notes appearing elsewhere in this prospectus/information statement. The historical results are not necessarily indicative of results to be expected in any future period. Diluted net income (loss) per common share data has been adjusted for the 1-for-7 reverse stock split that was effective on November 16, 2006.

	Nine Months Ended		Year Ended December 31,			
	2006	2005	2005	2004	2003	2002
	(unaudited)					
<i>Selected Operations Data:</i>						
Revenue	\$ 34,486,761	\$ 30,877,473	\$ 43,838,720	\$ 38,368,310	\$ 18,306,011	\$ 6,469,494
Operating expenses	(41,968,003)	(32,576,659)	45,582,232	36,194,924)	16,832,676)	8,291,735
Operating income (loss)	(7,481,242)	(1,699,186)	(1,743,512)	2,173,386	1,473,335	(1,822,241)
Gain on retirement of convertible note payable(1)					3,088,230	
Interest income	370,684	305,407	447,828	120,431	39,483	45,345
Interest expense(2)	(408,036)	(49,468)	(76,334)	(169,787)	(1,554,901)	(1,364,903)
Income tax expense		(127,408)	(142,425)	(249,744)	(74,884)	
Income (loss) from continuing operations	(7,518,594)	(1,570,655)	(1,514,443)	1,874,286	2,971,263	(3,141,799)
Loss from discontinued operations						(262,843)

Net income (loss)	\$ (7,518,594)	\$ (1,570,655)	\$ (1,514,443)	\$ 1,874,286	\$ 2,971,263	\$ (3,404,642)
Diluted net income (loss) per common share	\$ (0.76)	\$ (0.17)	\$ (0.16)	\$ 0.16	\$ 0.39	\$ (1.24)

	Unaudited 9/30/06	2005	2004	As of December 31,		
				2003	2002	2001
<i>Balance Sheet Data:</i>						
Cash and cash equivalents	10,129,541	11,138,923	17,459,113	6,142,958	1,402,627	4,358,091
Marketable securities owned	10,209,824	8,627,543	2,342,225	608,665	764,421	
Total assets	34,039,307	27,694,413	25,007,824	9,703,946	3,769,127	7,506,781
Capital lease obligations	608,272	883,993	452,993	24,401		
Notes payable, net	6,874,780	408,513	1,487,728	1,927,982	8,455,085	8,141,704
Total stockholders equity	16,259,147	18,403,001	16,733,850	5,261,210	(5,529,354)	(3,441,733)

(1)

In April 2003, we exercised our right to cancel the convertible promissory note held by Forsythe with the principal sum of \$5,949,042. The fair value of the consideration provided to Forsythe was less than the carrying amount of the convertible note payable. The difference between the fair value of the consideration provided to Forsythe and the carrying amount of the note payable, or \$3,088,230, was recorded as a gain in condensed consolidated statements of operations.

(2)

Interest expense for 2003 included \$1,291,000 in amortization of discounts and debt issuance costs, while the 2004 amount included \$119,000 for amortization of discounts and debt issuance costs. The higher amortization expense in 2003 was due to the accelerated amortization that occurred as the notes payable were retired or converted to equity instruments during 2003. The total amount of discounts that will be amortized in future periods was \$23,000 as of December 31, 2005.

Selected Unaudited Pro Forma Condensed Combined Financial Data of MCF and MedPanel

The following selected unaudited pro forma condensed combined financial information was prepared using the purchase method of accounting. The unaudited pro forma condensed combined statement of financial condition data of MCF and MedPanel assume that the merger took place on September 30, 2006 and combine MCF's historical statement of financial condition at September 30, 2006 with MedPanel's historical condensed statement of financial condition at September 30, 2006. The unaudited pro forma condensed combined statement of operations data of MCF and MedPanel assume that the merger took place as of January 1, 2005. The unaudited pro forma condensed combined statement of operations data for the year ended December 31, 2005 combine MCF's historical consolidated statement of operations for the year then ended with MedPanel's historical statement of operations for the year then ended. The unaudited pro forma condensed combined statement of operations data for the nine months ended September 30, 2006 combine MCF's historical consolidated statement of operations for the nine months then ended with MedPanel's historical condensed statement of operations for the nine months then ended.

The selected unaudited pro forma condensed combined financial data are presented for illustrative purposes only and are not necessarily indicative of the combined financial position or results of operations of future periods or the results that actually would have been realized had the entities been a single entity during these periods. The pro forma adjustments for purchase accounting are based upon management's estimates because the actual analysis has not yet, and cannot be, completed until the transaction closes. These estimates will change and are not necessarily indicative of the actual amounts.

The pro forma adjustments include the initial merger consideration of \$6.5 million and excludes the incentive earn out consideration that may be payable to the MedPanel Stockholders in the first quarter of 2010. The earn out consideration may not exceed \$11,455,000. The pro forma adjustments also assume that none of the MedPanel stockholders will exercise their appraisal rights, in which case MCF would have to pay a portion of the merger consideration in cash instead of common stock.

MCF CORPORATION

PRO FORMA STATEMENT OF OPERATIONS
Year Ended December 31, 2005
(Unaudited)

	MCF	MedPanel	Pro Forma Adjustments	Total Pro Forma
Revenue	\$ 43,838,720	\$ 4,319,573	\$	\$ 48,158,293
Cost of services		(1,585,401)		(1,585,401)
Gross profit	43,838,720	2,734,172		46,572,892
Operating expenses:				
Compensation and benefits	32,122,208	2,499,485		34,621,693
Professional services				
Brokerage and clearing fees	2,312,616			2,312,616
Professional services	1,998,039	93,303		2,091,342
Occupancy and equipment	1,586,132	151,975		1,738,107
Communication and technology	1,929,787	112,861		2,042,648
Depreciation and amortization	528,038	69,944	100,000 a	697,982
Travel and entertainment	1,758,394	149,020		1,907,414
Other operating expenses	3,347,018	172,916		3,519,934
Total operating expenses	45,582,232	3,249,504	100,000	48,931,736
Operating income (loss)	(1,743,512)	(515,332)	(100,000)	(2,358,844)
Interest income	447,828	7,131		454,959
Interest expense	(76,334)	(3,971)		(80,305)
Income (loss) before income taxes	(1,372,018)	(512,172)	(100,000)	(1,984,190)
Provision (benefit) for income taxes	(142,425)			(142,425)
Net Income (loss)	\$ (1,514,443)	\$ (512,172)	\$ (100,000)	\$ (2,126,615)
Basic net income (loss) per share	\$ (0.16)			\$ (0.19)
Weighted average shares outstanding basic	9,500,748		1,547,619	11,048,367
Diluted net income (loss) per share	\$ (0.16)			\$ (0.19)
Weighted average shares outstanding diluted	9,500,748		1,547,619	11,048,367

MCF CORPORATION

PRO FORMA STATEMENT OF OPERATIONS
Nine Months Ended September 30, 2006
(Unaudited)

	MCF	MedPanel	Pro Forma Adjustments	Total Pro Forma
Revenue	\$ 34,486,761	\$ 4,013,319	\$	\$ 38,500,080
Cost of services		(1,486,039)		(1,486,039)
Gross profit	34,486,761	2,527,280		37,014,041
Operating expenses:				
Compensation and benefits	30,542,987	1,634,762		32,177,749
Brokerage and clearing fees	1,987,504			1,987,504
Professional services	1,884,345	59,434		1,943,779
Occupancy and equipment	1,268,917	114,029		1,382,946
Communication and technology	2,137,892	85,578		2,223,470
Depreciation and amortization	508,851	41,901	83,333 a	634,085
Travel and entertainment	2,005,242	108,457		2,113,699
Other operating expenses	1,632,265	123,305		1,755,570
Total operating expenses	41,968,003	2,167,466	83,333	44,218,802
Operating income (loss)	(7,481,242)	359,814	(83,333)	(7,204,761)
Interest income	370,684	7,514		378,198
Interest expense	(408,036)	(18,620)		(426,656)
Income (loss) before income taxes	(7,518,594)	348,708	(83,333)	(7,253,219)
Provision (benefit) for income taxes		(111,250)	111,250 b	
Net Income (loss)	\$ (7,518,594)	\$ 237,458	\$ 194,583	\$ (7,253,219)
Basic net income (loss) per share	\$ (0.76)			\$ (0.63)
Weighted average shares outstanding basic	9,906,672		1,547,619	11,454,291
Diluted net income (loss) per share	\$ (0.76)			\$ (0.63)
Weighted average shares outstanding diluted	9,906,672		1,547,619	11,454,291

MCF CORPORATION

PRO FORMA STATEMENT OF FINANCIAL CONDITION

September 30, 2006

(Unaudited)

	MCF	MedPanel	Pro Forma Adjustments	Total Pro Forma
ASSETS				
Cash and cash equivalents	\$ 10,129,541	\$ 750,549	\$	