# W.C. AND A.N. MILLER DEVELOPMENT COMPANY AND CONSOLIDATED SUBSIDIARIES BETHESDA, MARYLAND

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED SEPTEMBER 30, 1985 AND 1984

# TABLE OF CONTENTS

	Page
REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS	1
EXHIBIT A - Consolidated Balance Sheet	2
September 30, 1985 and 1984	
EXHIBIT B - Consolidated Statement of Stockholders' Equity	3
For the Years Ended September 30, 1985 and 1984	
EXHIBIT C - Consolidated Income Statement	4
For the Years Ended September 30, 1985 and 1984	
EXHIBIT D - Consolidated Statement of Changes in Financial Position	5
For the Years Ended September 30, 1985 and 1984	
NOTES TO FINANCIAL STATEMENTS	6 - 9
ACCOUNTANTS' REPORT ON SUPPLEMENTAL INFORMATION	10
COMMENTS	11 - 14

#### BOND, BEEBE, BARTON & MUCKELBAUER, P. C.

Certified Public Accountants 4200 WISCONSIN AVENUE, N.W. WASHINGTON, D.C. 20016 202-244-6500

November 12, 1985

The Board of Directors W.C. and A.N. Miller Development Company 4701 Sangamore Road Bethesda, Maryland 20816

We have examined the consolidated balance sheet of the W.C. and A.N. Miller Development Company and consolidated subsidiaries as of September 30, 1985 and 1984 and the related consolidated statements of stockholders' equity, income and changes in financial position for the years then ended. Our examination was made in accordance with generally accepted auditing standards and, accordingly, included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances.

In our opinion, the accompanying consolidated financial statements referred to above present fairly the financial position of the W.C. and A.N. Miller Development Company and consolidated subsidiaries as of September 30, 1985 and 1984 and the results of their operations and the changes in financial position for the years then ended, applied on a consistent basis.

CERTIFIED PUBLIC ACCOUNTANTS

#### CONSOLIDATED BALANCE SHEET

# SEPTEMBER 30, 1985 AND 1984

### **ASSETS**

REAL ESTATE - At cost	1985	1984	Increase (Decrease)
Investment property Accumulated depreciation	\$ 7,530,477 (3,569,534)	\$ 7,302,893 (3,395,107)	\$ 227,584 174,427
incomatated depiceration	3,960,943	3,907,786	53,157
Unimproved land	2,006,869	2,017,413	(10,544)
	5,967,812	5,925,199	42,613
OPERATING ASSETS			
Cash (\$425,582 and \$431,621 held in a			
fiduciary capacity at September 30, 1985			
and 1984)	1,582,887	2,015,169	(432,282)
Accounts receivable	405,994	591,260	(185,266)
Income tax refunds receivable	19,658	-	19,658
Notes receivable - Note 4	402,878	173,256	229,622
Completed homes for sale	1,308,520	240,833	1,067,687
Jobs-in-progress	1,438,188	1,458,562	(20,374)
Land - subdivided lots (construction			
not started)	2,393,999	1,261,143	1,132,856
Prepaid expenses	89,162	110,017	(20,855)
Business realty, equipment and lease-			
hold improvements (net of accumulated			
depreciation of \$604,735 in 1985 and			
\$613,568 in 1984)	337,108	212,539	124,569
Other	205,455	174,701	30,754
	8,183,849	6,237,480	1,946,369
TOTAL ASSETS	\$ 14,151,661	\$ 12,162,679	\$ 1,988,982

# LIABILITIES AND STOCKHOLDERS' EQUITY

LONG-TERM LIABILITIES - Note 5	1985	1984	Increase (Decrease)
Investment property notes payable Other	\$ 3,981,358 2,351	\$ 4,098,026 2,939	\$ (116,668) (588)
	3,983,709	4,100,965	(117,256)
OPERATING LIABILITIES			
Dividends payable	24,006	24,006	<del>-</del>
Accounts payable	479,343	313,756	165,587
Notes payable - Note 6			
Construction loans	530,000	_	530,000
Line of credit loan	950,992	-	950,992
Demand note	54,565	54,565	_
Deposits on contracts	828,189	696,834	131,355
Income tax payable	_	278,377	(278,377)
Accrued expenses	596,512	602,001	(5,489)
Escrow funds, owners' balances	•		
and rent deposits	67,780	31,785	35,995
	3,531,387	2,001,324	1,530,063
DEFERRED INCOME TAXES	248,658	175,053	73,605
MINORITY INTEREST - In net assets of consolidated entity (Sumner Development &			
Investment Company)	71,754	54,997	16,757
STOCKHOLDERS' EQUITY - Exhibit B	6,316,153	5,830,340	485,813
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 14,151,661	\$ 12,162,679	\$ 1,988,982

# CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

# FOR THE YEARS ENDED SEPTEMBER 30, 1985 AND 1984

COMMON STOCK - Par value \$100	1985	1984
Authorized - 10,000 shares Unissued - 1,778 shares	\$ 1,000,000 (177,800)	· · · · · · · · · · · · · · · · · · ·
Issued - 8,222 shares	822,200	822,200
Issued stock repurchased and held in treasury - 220 shares	(22,000)	(22,000)
COMMON STOCK OUTSTANDING - 8,002 shares	800,200	800,200
RETAINED EARNINGS		
Balance - Beginning of year	5,030,140	4,444,431
Net income for the year - Exhibit C Dividends declared	773,885 (288,072)	873,781 (288,072)
Balance - End of year	5,515,953	5,030,140
TOTAL STOCKHOLDERS' EQUITY	\$ 6,316,153	\$ 5,830,340

To Exhibit A

#### CONSOLIDATED INCOME STATEMENT

#### FOR THE YEARS ENDED SEPTEMBER 30, 1985 AND 1984

	Construction and Development			
I NC OME	Contracting New Homes and and Lots Remodeling Total			
Sales, commissions and rents Cost of sales Other direct expenses Property taxes	\$ 6,837,004 \$ 1,444,150 \$ 8,281, (4,616,206) (1,056,209) (5,672,4 (851,395) (150,607) (1,002,4	415)		
Operating income before interest and depreciation	\$ 1,369,403 \$ 237,334 1,606,	737		
Interest Depreciation	(17,3 (48,9			
NET OPERATING INCOME - 1985	\$ 1,540,4	453		
NET OPERATING INCOME - 1984	\$ 1,302,3	<del></del> 377		

GAIN ON SALE OF INVESTMENT PROPERTY

INTEREST INCOME

MISCELLANEOUS INCOME

TOTAL INCOME

#### EXPENSE

General and administrative
Salaries and payroll expense
Professional and directors' fees
Group life insurance
Interest - general
Depreciation
Provision for profit sharing - Note 2
Other

Carrying charges - land
Property taxes
Depreciation and amortization
Other

#### TOTAL EXPENSE

NET INCOME BEFORE INCOME TAXES

Provision for income taxes - Note 3

NET INCOME

		P	roperty			Inv	vestment		Tot	al			Increase
	Sales	Ma	nagement	Ins	urance	<u>P</u> :	roperty		1985		1984	_(	<u>Decrease)                                   </u>
\$ 3	,288,795	\$	219,208	\$	13,583	\$ :	2,972,199	\$	14,774,939	\$	13,795,892	\$	979,047
	2,478,227)	•	(45,457)	•	_	·	_	•	(8,196,099)		(7,593,404)		(602,695)
·	(461,569)		(90,849)		(6,227)	(:	1,381,886)		(2,942,533)		(2,848,884)		(93,649)
-			_		_		(352,703)	_	(352,703)		(333,356)		(19,347)
	348,999		82,902		7,356	-	1,237,610		3,283,604		3,020,248		263,356
	_		_		-		(406,108)		(423,408)		(457,432)		(34,024)
	(13,586)		_				(212,289)		(274,859)		(235,992)		38,867
\$	335,413	\$	82,902	\$	7,356	\$	619,213	_	2,585,337		(233,772,		
Ÿ	333,413	Y	02,902	Y	7,550	Υ	019,213		2,505,557				
\$	366,972	\$	92,267	\$	8,920	\$	556,288		-		2,326,824		258,513
									-		284,890		(284,890)
									61,179		150,179		(89,000)
								_	168,763		146,348		22,415
									2,815,279		2,908,241		(92,962)
									427,810 78,398 29,119 34,610 29,984 190,042 401,254 1,191,217 223,320 9,307 5,186 237,813 1,429,030		414,772 108,955 25,641 49,663 18,737 179,730 271,157 1,068,655 221,181 7,121 12,425 240,727 1,309,382		13,038 (30,557) 3,478 (15,053) 11,247 10,312 130,097 122,562  2,139 2,186 (7,239) (2,914) 119,648
									1,386,249		1,598,859		(212,610)
								-	612,364		725,078		(112,714)
								\$	773,885	\$	873,781	\$	(99,896)
								_		_			

# CONSOLIDATED STATEMENT OF CHANGES IN FINANCIAL POSITION

# FOR THE YEARS ENDED SEPTEMBER 30, 1985 AND 1984

CASH PROVIDED	1985	1984
Net income - Exhibit C	\$ 773,885	\$ 873,781
Items not requiring (generating) cash	314,150	261,850
Depreciation and amortization  Land and land development costs of lots sold	488,727	320,684
Deferred income tax	73,605	(21,298)
	75,005	(284,890)
Gain on sale of investment property	1,650,367	1,150,127
Curtail of notes receivable	26,724	395,414
Increase in deposits on contracts	131,355	152,154
Addition to long-term notes payable	150,000	172,174
Increase in line of credit loan payable	950,992	_
	530,000	(81,250)
Increase (decrease) in construction loans payable Decrease (increase) in accounts receivable	-	(441,203)
· · · · · · · · · · · · · · · · · · ·	185,266	
Increase (decrease) in other operating liabilities	196,093	(144,601)
Increase (decrease) in minority interest	16,757	(7,317)
Proceeds from sale of investment property		943,473
	3,837,554	1,966,797
CASH APPLIED		
Additions and improvements to investment property	306,801	194,034
Land and land development costs	1,545,262	400,146
Equipment purchased	250,852	77,192
Reduction of long-term debt	267,256	623,897
Additions to notes receivable	256,346	253,890
Dividends	288,072	288,072
Increase in other operating assets	9,899	8,639
Increase in income tax refund receivable	19,658	-
Decrease in accrued income tax payable	278,377	238,999
Increase (decrease) in cost of completed homes	2, 0,0.,	
and jobs-in-progress	1,047,313	(594,892)
	4,269,836	1,489,977
INCREASE (DECREASE) IN CASH	(432,282)	476,820
CASH AT BEGINNING OF YEAR	2,015,169	1,538,349
CASH AT END OF YEAR	\$ 1,582,887	\$ 2,015,169

#### NOTES TO FINANCIAL STATEMENTS

#### FOR THE YEARS ENDED SEPTEMBER 30, 1985 AND 1984

#### NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### (a) Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, W.C. and A.N. Miller Insurance Agency, Inc. and its 85% owned joint venture, Sumner Development & Investment Company.

Operations of W.C. and A.N. Miller Insurance Agency, Inc. are presented in Exhibit C under "Insurance."

Operations of Sumner Development & Investment Company, which consist of the operations of a shopping center/office building complex known as "Little Falls Mall," have been included with the Company's "Investment Properties."

#### (b) Depreciation

The Company primarily uses straight-line depreciation methods.

#### (c) Investments

Investment property is carried at cost less accumulated depreciation.

#### (d) Inventory

The Company's unimproved land is carried at historical cost. Completed homes and jobs-in-progress are carried at cost determined under the specific cost method of accounting including a provision for construction and development department overhead. Income on lot and home sales is recognized at settlement.

#### (e) Real Estate Tax and Insurance Expense

The Company expenses property taxes when levied and insurance premiums for policy periods of one year or less on the date the policy becomes effective.

#### NOTE 2 - PROFIT SHARING PLAN

The Company contributes to a defined contribution profit sharing plan which covers all salaried employees. The annual contribution is based on Company earnings, but may not exceed 12% of the compensation of all participants.

# NOTES TO FINANCIAL STATEMENTS (continued)

#### NOTE 3 - INCOME TAXES

Income taxes for the periods are as follows:

	 1985		1984
Provision for income taxes on current year income - Exhibit C	\$ 612,364	\$	725,078
Changes in deferred income taxes resulting from Different methods of depreciation used for	(27,818)		( 470)
financial statements and for tax purposes Income from sales of homes reported under the	(27,010)		(4/0)
installment sales method for tax purposes Other timing differences	 (45,787) 		27,267 (5,499)
Net decrease (increase) in deferred income taxes	(73,60 <u>5</u> )		21,298
Total current income taxes	538,759		746,376
Taxes paid Gas tax credit	 (558,417)	****	(467,934) (65)
Income tax payable (refund receivable) - Exhibit A	\$ (19,658)	\$	278,377

The provision for income taxes is net of investment tax credits of \$18,780 in 1985 and \$7,936 in 1984.

At September 30 of the respective years, the components of the balance of deferred income taxes were:

	***************************************		 
	\$	248,658	\$ 175,053
Installment sale related		77,538	 31,751
Depreciation related	\$	171,120	\$ 143,302

#### NOTE 4 - NOTES RECEIVABLE

At September 30, 1985, the Company held two non-interest bearing notes totalling \$6,346 and three notes totalling \$396,532, with interest rates ranging from 10% to 15%. Maturities on these notes are as follows:

Year Ended September 30,	 Amount
1 986 1 987	\$  267,266 135,612
	\$ 402,878

# NOTES TO FINANCIAL STATEMENTS (continued)

#### NOTE 5 - LONG-TERM LIABILITIES

This balance consists of trust notes payable which are secured as follows:

		Septemb	September 30,			
Investment Property	Terms	1985	1 984			
Commercial property Little Falls Mall	Due \$19,001 monthly including 6 3/4% interest, due 10-31-93	\$ 1,417,083	\$ 1,544,727			
4300 Fordham Road N.W. and 4820, 4860, 4866 and 4872 Massachusetts Avenue, N.W.	Due \$14,790 monthly including 12.5% interest, balance due 6-1-93	1,125,985	1,160,349			
49th and Massachusetts Avenue, N.W.	2nd trusts, 16 notes at \$10,000, due 10-1-85, 14% interest, payable quarterly	160,000	160,000			
Sumner Apartments	Due \$5,968 monthly including 6.5% interest, due 5-9-87	110,859				
Rental houses	Various	2,813,927 1,167,431				
Total investment property		3,981,358	4,098,026			
Other						
Special assessment - improvements, various districts, Montgomery County, Maryland	Due \$588 annually, including 9% interest	2,351	2,939			
Total long-term liabilitie	s	\$ 3,983,709				
-						

Maturities on long-term liabilities for the next five years are as follows:

Year Ended September 30,		Amount
1986	\$	550,462
1987 1988		296,883
1989		426,161 304,050
1990		333,584
	\$	1,911,140
	-	

# NOTES TO FINANCIAL STATEMENTS (continued)

#### NOTE 6 - OPERATING NOTES PAYABLE

At September 30, 1985, the Company had construction loans totalling \$530,000, secured by four jobs-in-progress, and bearing interest at 1/2 of 1% above prime rate. The Company had drawn \$950,992 on a \$1,000,000 line of credit with Riggs National Bank. This loan matures in June 1986, and bears interest at 1/4 of 1% above prime rate. The Company had one loan of \$54,565, which is due on demand.

#### NOTE 7 - LITIGATION

At September 30, 1985, the Company was a co-defendant in a lawsuit brought by the owners of a condominium project built by the Company. The suit was subsequently settled and has been referred to the Company's insurance carrier for reimbursement. The ultimate cost to the Company after insurance reimbursement cannot reasonably be estimated at this time but in any event will not exceed \$79,500.

#### SUPPLEMENTAL INFORMATION

Our examination of the consolidated financial statements of W.C. and A.N. Miller Development Company for the years ended September 30, 1985 and 1984 was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying comments are presented for purposes of additional analysis and are not a required part of the basic financial statements. Such information has been subjected to the auditing procedures applied in the examination of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

CERTIFIED PUBLIC ACCOUNTANTS

November 12, 1985 Washington, D.C.

#### COMMENTS

# FOR THE YEARS ENDED SEPTEMBER 30, 1985 AND 1984

Presented below are analyses of certain assets and liabilities and a summary of gross profit on new homes and lots.

#### REAL ESTATE

The detail of investment property is presented in the schedule on the following page.

Unimproved parcels of land are as follows (size of parcels indicated is as of September 30, 1985):

Maryland	1985	1984
Darnestown, Montgomery County - 434.7687 acres Potomac, Montgomery County - 12.969 acres Other tract, Montgomery County - 4.9 acres	\$ 1,107,786 54,093 60,872	59,902
District of Columbia	1,222,751	1,172,942
Spring Valley - 1,311,787 square feet	631,555	691,908
Virginia		
Fauquier County - 359.8582 acres	152,563	152,563
	\$ 2,006,869	\$ 2,017,413
ACCOUNTS RECEIVABLE		
Remodeling Rents due and accrued Interest accrued Miscellaneous	\$ 102,632 30,773 2,173 1,751	\$ 65,116 57,749 - 8,925
Estimated uncollectible accounts	137,329 (17,544)	131,790 (15,659)
Officers and employees Settlements receivable from title companies	119,785 34,745 251,464	116,131 9,960 465,169
	\$ 405,994	\$ 591,260

## COMPLETED HOMES FOR SALE

This account at September 30, 1985 represents the cost of 5 new homes, all of which were sold but not settled. This account at September 30, 1984 represents the cost of 2 new homes, both of which were sold but not settled.

# W.C. AND A.N. MILLER DEVELOPMENT COMPANY INVESTMENT PROPERTY - NET RENTAL INCOME FOR THE YEAR ENDED SEPTEMBER 30, 1985

COMMERCIAL PROPERTY	Cost	Accumulated Depreciation	Rental Income	Property Taxes	Insurance, Repairs, Commissions and Other Expenses
Spring Valley Center					
4300 Fordham Road,					
N.W.	\$ 189,795	\$ 136,108	\$ 199,392	\$ 23,496	\$ 58,088
4820 Massachusetts Avenue, N.W.	,,	,,		, 22,	, ,,,,,,,,
(Garfinckel's)	389,093	292,005	289,462	53,559	29,408
4860 Massachusetts					•
Avenue, N.W.	71,524	54,309	26,999	8,407	5,064
4866 Massachusetts					
Avenue, N.W.	19,372	19,077	51,717	7,464	8,973
4872 Massachusetts					
Avenue, N.W.	175,725	125,978	88,137	25,781	56,925
	845,509	627,477	655,707	118,707	158,458
4900 Massachusetts					
Avenue, N.W. and	(70.000	156 000	200 210	20 77/	167 700
parking	678,922	456,009	320,312	32,774	164,489
Sumner Apartments Little Falls Mall	1,013,581	792,728	624,750	41,101	258,002
Little Fails Mail	3,256,906 5,794,918	$\frac{1,453,486}{3,329,700}$	$\frac{1,200,498}{2,801,267}$	$\frac{121,668}{314,250}$	745,901
	3,734,310	3,329,700	2,001,207	314,230	1,320,630
RENTAL HOUSES	1,735,559	239,834	170,932	38,453	55,036
TOTAL - 1985	\$ 7,530,477	\$ 3,569,534	\$ 2,972,199	\$ 352,703	\$ 1,381,886
TOTAL - 1984	\$ 7,302,893	\$ 3,395,107	\$ 2,844,908	\$ 333,356	\$ 1,294,200

-	Total Expense		1984 Net Before Interest and Depreciation	Interest	<u>De</u>	preciation	<u> 1</u>	Profit or (Loss)
\$	81,584	\$ 117,808	\$ 89,929					
	82,967	206,495	200,075					
	13,471	13,528	13,510					
	16,437	35,280	32,556					
***************************************	82,706 277,165	5,431 378,542	9,231	\$ 143,524	\$	23,623	\$	211,395
	197,263 299,103 867,569 1,641,100	123,049 325,647 332,929 1,160,167	120,315 244,385 416,112 1,126,113	 22,463 9,181 100,368 275,536	************************************	11,963 22,174 120,847 178,607		88,623 294,292 111,714 706,024
	93,489	77,443	91,239	 130,572		33,682		(86,811)
\$	1,734,589	\$ 1,237,610		\$ 406,108	\$	212,289	\$	619,213
\$	1,627,556		\$ 1,217,352	\$ 456,206	\$	204,858	\$	556,288

#### JOBS-IN-PROGRESS

	Septemb	er 30, 1985	September 30, 1984		
Construction status	Number	Cost	Number	Cost	
Homes					
Latter stages of construction	6	\$ 1,030,444	8	\$ 1,084,531	
Early stages of construction	6	353,101	7	288,150	
Miscellaneous jobs-in-progress		54,643	-	85,881	
	12	\$ 1,438,188	15	\$ 1,458,562	

#### LAND - SUBDIVIDED LOTS

Land subdivided into lots includes the cost of subdivided land together with certain ground improvements. Costs, sufficient to cover the contemplated ground improvements, have been estimated. A pro rata portion of the land and improvements is charged against the job cost as development starts.

The following schedule indicates lots, by location, as of September 30, 1985 and 1984:

	Sep temb e	September 30, 1984			
Subdivision	Number of Lots	Cost	Number of Lots	Cost	
Spring Valley	44	\$ 1,349,683	_	\$ -	
Potomac Falls	1	7,788	3	24,057	
Spring Meadows	30	556,206	30	553,068	
Spring Ridge	19	480,322	27	684,018	
	94	\$ 2,393,999	60	\$ 1,261,143	

#### BUSINESS REALTY, EQUIPMENT AND LEASEHOLD IMPROVEMENTS (NET)

	Cost1				Book Value		1984 Book Value	
Business realty	\$	412,997	\$	218,039	\$	194,958	\$	147,492
Equipment Office furniture and fixtures		19,881		9,847		10,034		2,552
Office equipment Trucks and automobiles		172,004 67,458		103,082 43,135		68,922 24,323		21,554 12,109
Tractors and trailers Tools and equipment		105,247 164,256		90,111 140,521		15,136 23,735		17,262 11,570
	\$	941,843	\$	604,735	\$	337,108	\$	212,539

\$	1985 28,569 30,303	\$	1984
\$		\$	24 600
***********	54,004 33,894 58,685		24,609 35,897 59,333 18,039 36,823
\$	205,455	\$	174,701
\$	30,421 167,032 - 190,042 4,055 36,450 48,291 30,538	\$	158,926 6,905 179,730 10,730 44,186 42,540 28,513
****	16,034 73,649	-	56,097 74,374
\$	596,512	\$	602,001
	\$	\$ 30,421 167,032 - 190,042 4,055 36,450 48,291 30,538 16,034 73,649	\$ 30,421 \$ 167,032

## OPERATIONS

The following summary reflects the gross profit, by subdivision, on new homes and lots sold for the years ended September 30, 1985 and 1984.

		1985			1984	
Maryland	Number of Units	Sales Price	Costs Including Sales Costs	Number of Units	Sales Price	Costs Including Sales Costs
Potomac Falls Spring Ridge Spring Valley Sumner Spring Meadows	6 8 3 4	\$ 2,601,386 2,171,730 1,265,468 798,420	\$ 1,487,804 1,791,357 811,474 525,571	4 2 2 15 1	\$ 1,519,824 470,530 865,934 3,172,038 231,216	\$ 1,001,308 398,698 505,908 2,144,914 186,344
	21	6,837,004	\$ 4,616,206	24	6,259,542	\$ 4,237,172
Cost of sales		(4,616,206)			(4,237,172)	
Gross profit		\$ 2,220,798	32.48%		\$ 2,022,370	32.31%