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

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED SEPTEMBER 30, 1981 AND 1980

TABLE OF CONTENTS

	<u>Page</u>
REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS	1
EXHIBIT A - Consolidated Balance Sheet	2
September 30, 1981 and 1980	
EXHIBIT B - Consolidated Statement of Stockholders' Equity	3
For the Years Ended September 30, 1981 and 1980	
EXHIBIT C - Consolidated Income Statement	4
For the Years Ended September 30, 1981 and 1980	
EXHIBIT D - Consolidated Statement of Changes in Financial Position	5
For the Years Ended September 30, 1981 and 1980	
NOTES TO FINANCIAL STATEMENTS	6 - 8
COMMENTS	0 - 12

Bond, Beebe, Barton & Muckelbauer, P. C.

CERTIFIED PUBLIC ACCOUNTANTS

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

November 3, 1981

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, 1981 and 1980 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, 1981 and 1980 and the results of their operations and the changes in financial position for the years then ended in conformity with generally accepted accounting principles applied on a consistent basis.

Bod. Backe, Boto + Machechae, P. C.
CERTIFIED PUBLIC ACCOUNTANTS

CONSOLIDATED BALANCE SHEET

SEPTEMBER 30, 1981 AND 1980

ASSETS

REAL ESTATE - At cost	1981	1980	Increase (Decrease)
Investment property Accumulated depreciation	\$ 7,805,803	\$ 6,304,490	\$ 1,501,313
	(2,888,253)	(2,721,561)	(166,692)
Unimproved land	4,917,550	3,582,929	1,334,621
	1,665,257	1,738,715	(73,458)
	6,582,807	5,321,644	1,261,163
OPERATING ASSETS			
Cash (\$177,859 held in a fiduciary capacity at September 30, 1981) Accounts receivable Notes receivable Completed homes for sale Jobs-in-progress Land - subdivided lots (construction not started) Prepaid expenses Business realty, equipment and lease-	497,406	419,547	77,859
	262,473	184,030	78,443
	245,548	213,463	32,085
	895,743	801,202	94,541
	1,611,359	2,714,882	(1,103,523)
	1,778,849	1,575,650	203,199
	89,068	99,700	(10,632)
hold improvements (net of accumulated depreciation) Income tax refunds Other	268,175	227,933	40,242
	59,131	-	59,131
	214,343	169,231	45,112
	5,922,095	6,405,638	(483,543)
TOTAL ASSETS	\$ 12,504,902	\$ 11,727,282	\$ 777,620

LIABILITIES AND STOCKHOLDERS' EQUITY

LONG-TERM LIABILITIES - Notes 2 and 5	1981	1980	Increase (Decrease)
Investment property Unimproved land Other	\$ 4,440,816 - 4,702	\$ 3,411,202 52,908 5,290	\$ 1,029,614 (52,908) (588)
OPERATING LIABILITIES	4,445,518	3,469,400	976,118
Dividends payable Accounts payable Construction loans payable Demand notes Land loans payable - subdivided lots Deposits on contracts Income taxes payable - Note 3 Accrued expenses Escrow funds, owners' balances and rent deposits	22,005 359,273 938,250 172,237 379,000 830,263 - 785,953 45,236 3,532,217	22,005 524,970 1,429,750 88,200 379,000 691,305 151,813 524,246 25,783 3,837,072	(165,697) (491,500) 84,037 - 138,958 (151,813) 261,707 19,453 (304,855)
DEFERRED INCOME TAXES MINORITY INTEREST	33,620	(14,134)	47,754
In net assets of consolidated entity - (Summer Development & Investment Company)	45,262	47,481	(2,219)
STOCKHOLDERS' EQUITY - Exhibit B	4,448,285	4,387,463	60,822
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 12,504,902	\$ 11,727,282	\$ 777,620

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

FOR THE YEARS ENDED SEPTEMBER 30, 1981 AND 1980

COMMON STOCK - Par value \$100	1981	1980
Authorized - 10,000 shares Less: Unissued - 1,778 shares	\$ 1,000,000 177,800	\$ 1,000,000 177,800
Issued - 8,222 shares Less: Issued stock repurchased and held	822,200	822,200
in treasury - 220 shares	22,000	22,000
COMMON STOCK OUTSTANDING - 8,002 shares	800,200	800,200
RETAINED EARNINGS		
Balance - Beginning of year	3,587,263	3,173,484
Net income for the year - Exhibit C Dividends declared	324,888 (264,066)	•
Balance - End of year	3,648,085	3,587,263
TOTAL STOCKHOLDERS' EQUITY	\$ 4,448,285	\$ 4,387,463

To Exhibit A

CONSOLIDATED INCOME STATEMENT

FOR THE YEARS ENDED SEPTEMBER 30, 1981 AND 1980

	Construction and Development					
INCOME	Contracting New Homes and and Lots Remodeling	Total				
Sales, commissions, rents Cost of sales Other direct expenses Property taxes		\$ 7,526,210 (5,378,081) (870,695)				
Operating income before interest and depreciation Interest Depreciation	\$ 1,152,005 \$ 125,429	1,277,434 (245,981) (45,046)				
NET OPERATING INCOME - 1981		\$ 986,407				
NET OPERATING INCOME - 1980		\$ 1,396,436				

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
Provision for profit-sharing
Other

Carrying charges - land Property taxes Interest Other

TOTAL EXPENSE

NET INCOME BEFORE INCOME TAXES
PROVISION FOR INCOME TAXES
Current
Deferred

NET INCOME

Property		Investment		Total				Increase				
 Sales	Mar	nagement	Inst	ırance		Property		1981		1980	_((Decrease)
,612,615 ,190,378) (249,620)	\$	152,731 - (91,609)	\$	15,714 - (6,134)		2,307,179 - 1,022,085)	\$	11,614,449 (6,568,459) (2,240,143)))	13,450,663 (8,196,406) (2,046,878)		(1,836,214) (1,627,947) 193,265
 -		-				(293 , 157)		(293,157)		(251 , 199)		41,958
172,617		61,122		9,580		991,937		2,512,690		2,956,180		(443,490)
- (2,421)		-		-	************	(311,787) (192,752)		(557,768) (240,219)		(496,072) (254,349)		61,696 (14,130)
\$ 170,196	\$	61,122	\$	9,580	\$	487,398		1,714,703				
\$ 282,082	\$	54,240	\$	11,742	\$	461,259				2,205,759		(491,056)
					Withminson			-		124,250		(124,250)
								17,938		29,079		(11,141)
							-	53,593		37,704		15,889
								1,786,234		2,396,792		(610,558)
		,						380,254 86,785 28,033 2,092		343,273 78,157 24,617 11,776		36,981 8,628 3,416 (9,684)
								151,461 256,659		144,851 206,955		6,61 0 49,704
							*******	905,284		809,629		95,655
							*****	241,002 34,106 24,884	***************************************	287,065 38,931 23,751	-	(46,063) (4,825) 1,133
							****	299,992		349,747	-	(49 <u>,755</u>)
							-	1,205,276		1,159,376		45,900
								580,958		1,237,416		(656,458)
								208,316 47,754		568,530 9,046	************	(360,214) 38,708
								256,070		577,576		(321,506)
							\$ ===	324 , 888	\$	659,840	\$	(334,952)

CONSOLIDATED STATEMENT OF CHANGES IN FINANCIAL POSITION

FOR THE YEARS ENDED SEPTEMBER 30, 1981 AND 1980

CASH PROVIDED	1981	1980
Net income - Exhibit C	\$ 324,888	\$ 659,840
Depreciation and amortization	267,676	278,433
Land and land development costs of lots sold	581,722	877,447
Book value of assets disposed of	1,567	
Deferred income tax	47,754	8,444
	1,223,607	1,845,082
Curtail of notes receivable	108,054	169,050
Decrease in cost of completed homes and		
jobs-in-progress	1,036,562	856,073
Decrease (increase) in other operating		
liabilities	146,930	(40,027)
Decrease (increase) in deposits on contracts	138,958	(64,557)
Increase in long-term debt	1,564,800	_
	4,218,911	2,765,621
CASH APPLIED		
Increase (decrease) in accounts receivable	78,443	(81,808)
Decrease (increase) in minority interest	2,219	
Additions/improvements to investment property	1,527,348	460,659
Land and land development costs	776,547	753,002
Decrease in construction and land loans		
payable	407,463	657,675
Notes receivable payments	140,139	308,063
Increase in other operating assets	34,480	29,611
Equipment purchased	111,309	49,856
Reduction in long-term debt	588,094	142,468
Dividends paid	264,066	246,061
Decrease in corporate income taxes payable	210,944	192,574
	4,141,052	2,749,646
INCREASE IN CASH	77,859	15,975
CASH AT BEGINNING OF YEAR	419,547	403,572
CASH AT END OF YEAR	\$ 497,406	\$ 419,547

NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED SEPTEMBER 30, 1981 AND 1980

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 consists 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. Depreciation is included in Exhibit C as follows:

	-	1981		1980
Operating expense	\$	•	\$	254,349
Carrying charges - other		8,255		8,776
General and administrative - other		19,227	-	15,308
Total Depreciation Expense	\$	267,701	\$	278,433

- (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 LIFO method and include a provision for construction and development department overhead. Income on lot and home sales is recognized at settlement.

If the specific cost method of inventory accounting had been used by the Company, completed homes and jobs-in-progress inventories would have been \$767,868 and \$823,317 higher than reported at September 30, 1981 and 1980, respectively.

(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 - LONG-TERM LIABILITIES

Approximately \$210,509 in annual curtail will be required for the year ended September 30, 1982, all of which pertains to investment property long-term debt.

The comparable curtail requirement for the year ended September 30, 1981 was \$296,600, of which \$237,000 pertained to investment property and the remainder applies to unimproved land loans payable.

NOTES TO FINANCIAL STATEMENTS

(continued)

NOTE 3 - INCOME TAXES

Income taxes for the periods are as follows:

	-	1981	 1980
Provision for Income Taxes	\$	256,070	\$ 577,576
Deferred Income Taxes - Timing Differences Amortization of deferred real estate taxes and insurance premiums Different methods of depreciation used for financial statements and for tax		*(8,972)	*(8,972)
purposes Other timing differences		(33,009) (5,773)	- (74)
	etenteleten	(47,754)	(9,046)
Total Current Income Taxes		208,316	568,530
Taxes paid Gas tax credit		(267,376) (71)	(416,580) (137)
Net Income Tax (Receivable) Payable	\$	(59,131)	\$ 151,813

*Tax related to the unamortized portion of deferred real estate tax and insurance premiums per federal examination of prior year filings.

NOTE 4 - CONTINGENT LIABILITIES

The Internal Revenue Service has determined that the Company may not use the LIFO method of inventory which it first adopted for the year ended September 30, 1974. On August 17, 1978, the Internal Revenue Service issued a Notice of Deficiency for the fiscal years ended September 30, 1974, 1975 and 1976 totaling \$135,135.

The Company has petitioned the U. S. Tax Court for a redetermination of the deficiency.

The effect of the adoption of the LIFO method was to defer the reporting of income. In the event the Internal Revenue Service position is upheld by the Tax Court, the restoration of such deferred income will result in additional taxes of approximately \$382,000 plus interest for the years ended September 30, 1974 through September 30, 1981.

NOTES TO FINANCIAL STATEMENTS

(continued)

NOTE 5 - LONG-TERM LIABILITIES

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

		Septem	ber 30,
Investment Property	Terms	1981	1980
Commercial property Little Falls Mall	Due \$19,001 monthly including	A 1 070 000	à 1 077 //7
4300 Fordham Road, N. W.	6 3/4% interest 1981 due \$9,962 quarterly in- cluding 14% interest, balance due 4-21-84, 1980 due \$7,948 quarterly including 7 3/4% interest, balance due 4-21-81	279,838	\$ 1,977,447
4820 Massachusetts Avenue, N. W.	Due \$3,500 monthly including 8% interest, balance due	ŕ	·
49th & Massachusetts	12-14-82 Due \$4,128 monthly, including	273,865	293,112
Avenue, N. W.	5 1/2% interest 2nd trusts, 16 notes at \$10,000, due 10-01-85, 14% interest,	-	70,378
Sumner Apartments	payable quarterly Due \$5,968 monthly including	160,000	160,000
The state of the s	6.5% interest	337,193	385,186
		2,930,829	3,173,854
Rental houses	Various	1,509,987	237,348
Total Investment Property		\$ 4,440,816	\$ 3,411,202
Unimproved Land			
Trust notes - secured by Pleasant Hill, Darnestown, Maryland	Due \$52,908 plus interest at 8% annually, balance due 8-22-81	\$ -	\$ 52,908
Other			
Special assessment - improvements, various districts, Montgomery County, Maryland	Due \$588 annually, including 9% interest	\$ 4,702	\$ 5,290
country, mary rand	7/6 INCELESC	φ 4,702	y J, 250

COMMENTS

FOR THE YEARS ENDED SEPTEMBER 30, 1981 AND 1980

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, 1981)

Maryland		1981		1980
Darnestown, Montgomery County - 434.7687 acres Potomac, Montgomery County Other tract, Montgomery County - 4.9 acres	\$	1,000,756 - 59,902	\$	1,018,632 243,367 72,165
		1,060,658		1,334,164
District of Columbia				
Spring Valley - 1,821,125 square feet		326,554		251,988
Virginia				
Fauquier County - 359.8582 acres	******	152,563		152,563
	\$	1,539,775	\$	1,738,715
ACCOUNTS RECEIVABLE				
	-	1981		1980
Remodeling Rents due and accrued Interest accrued Miscellaneous	\$	49,300 61,675 2,665 14,568	\$	13,062 143,587 14,225 18,663
	***************************************	14,500		
Estimated uncollectible accounts		128,208 (10,434)	*******	189,537 (10,528)
Estimated uncollectible accounts Officers and employees Settlements receivable from title companies		128,208	-	•
Officers and employees		128,208 (10,434) 117,774 5,163	\$	(10,528) 179,009

COMPLETED HOMES FOR SALE

This account at September 30, 1981 represents the cost of eight new and one purchased home of which five were sold but not settled. At September 30, 1980 it represents the cost of six homes of which three were sold but not settled.

W. C. AND A. N. MILLER DEVELOPMENT COMPANY INVESTMENT PROPERTY - NET RENTAL INCOME FOR THE YEAR ENDED SEPTEMBER 30, 1981

COMMERCIAL PROPERTY		Cost	Accumulated Depreciation	Rental Income	Property Taxes
Little Falls Mall		\$ 3,265,383	\$ 1,117,226	\$ 990,122	\$ 85,387
4300 Fordham Road, N. W.		189,795	117,927	160,535	17,403
4820 Massachusetts Avenue, (Garfinckel's)	N. W.	385,252	249,704	257,763	55,561
4860 Massachusetts Avenue,	N. W.	71,524	37,369	21,434	6,956
4866 Massachusetts Avenue,	N. W.	19,372	18,139	37,800	6,176
4872 Massachusetts Avenue,	N. W.	171,325	108,377	69,399	17,293
4900 Massachusetts Avenue, and parking	N. W.	697,241	406,182	260,005	32,106
Sumner Apartments		991,156	699,979	394,100	30,495
Total Commercial Property		5,791,048	2,754,903	2,191,158	251,377
RENTAL HOUSES					
Total Rental Houses		2,014,755	133,350	116,021	41,780
		\$ 7,805,803	\$ 2,888,253	\$ 2,307,179	\$ 293,157

Insurance, Repairs, Commissions & Other Expenses		-	Total Expense	et Before nterest & preciation	<u> </u>	Interest		Amortization and Depreciation		Profit or (Loss)	Prior Year Profit or Loss		
\$	548,776	\$	634,163	\$	355,959	\$	130,498	\$	120,256	\$	105,205	\$	136,765
	47,309		64,712		95,823		35,413		5,108		55,302		43,774
	27,677		83,238		174,525		24,639		7,394		142,492		130,890
	1,890		8,846		12,588		-		4,256		8,332		9,549
	4,686		10,862		26,938		-		234		26,704		24,873
	41,261		58,554		10,845		-		5,017		5,828		3,844
	120,843		152,949		107,056		24,499		14,058		68,499		64,732
	190,607	-	221,102		172,998		23,442	-	24,057		125,499		75,536
	983,049		1,234,426		956,732		238,491		180,380		537,861		489,963
	39,036		80,816		35,205	-	73,296		12,372		(50 , 463)		(28,704)
\$ 1 	,022,085	\$	1,315,242	\$	991,937	\$	311,787	\$	192,752	\$	487,398	\$	461,259

COMMENTS (continued)

JOBS-IN-PROGRESS

	Septem	ber 30, 1981	September 30, 1980			
Construction Status	Number	LIFO Cost	Number	LIFO Cost		
Homes						
Latter stages of construction	16	\$ 1,367,869	31	\$ 2,303,659		
Early stages of construction	7	230,656	16	397,717		
Miscellaneous jobs-in-progress		12,834	-	13,506		
	23	\$ 1,611,359	47	\$ 2,714,882		
			-			

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 and related debt, by location, as of September 30, 1981 and 1980.

	S	ept	ember 30,	198	1	September 30, 1980				
Subdivisions	Number of Lots	Cost		Debt		Number of Lots	··· **····	Cost	Debt	
Sumner	36	\$	228,001	\$	-	46	\$	216,863	\$	_
Potomac Falls	12		183,653		_	1		11,583	,	_
Spring Meadows	32		574,738		-	28		564,162		_
Spring Ridge	34		792,457		-	34		783,042	***************************************	379,000
	114	\$	1,778,849	\$	-	109	\$	1,575,650	\$	379,000
		-								

BUSINESS REALTY, EQUIPMENT AND LEASEHOLD IMPROVEMENTS (NET)

	1981 Accumulated Book Cost Depreciation Value						1980 Book Value	
Business realty	\$	306,902	\$	126,612	\$	180,290	\$	105,475
Equipment								
Office furniture and fixtures		10,903		5,282		5,621		5,138
Office equipment		94,678		63,852		30,826		41,910
Trucks and automobiles		36,007		29,371		6,636		10,754
Tractors and trailers		104,778		84,413		20,365		29,160
Tools and equipment		160,375		135,938		24,437		35,496
	\$ ===	713,643	\$	445,468	\$	268,175	\$	227,933

OTHER ASSETS

	September 30,			30,
		1981		1980
Deferred leasing commission expense Deferred construction costs Deferred loan charges on investment property Deposits - utility and other Miscellaneous	\$	\$ 19,872 112,787 32,551 48,167 966		24,114 64,051 29,326 51,087 653
	\$	214,343	\$	169,231
ACCRUED EXPENSES	-			
Estimated land development costs Real estate taxes Personal property tax Profit-sharing trust contribution Interest Payroll taxes withheld Payroll taxes and workmen's compensation insurance accrued Guarantee reserves	\$	43,115 348,760 8,887 151,461 20,328 35,926 53,288 45,217	\$	75,170 111,216 8,920 144,851 1,587 22,934 79,128 52,147
Other	-	78,971		28,293
	\$	785,953	\$	524,246

OPERATIONS

The following summary reflects the gross profit, by subdivision, on new homes and lots sold for the years ended September 30, 1981 and 1980.

		1981			1980				
Maryland	Number of Units	Sales Price	Costs Including Sales Costs	Number of Units	Sales Price	Costs Including Sales Costs			
Sangamore Court Sumner Square Sumner Potomac Falls Spring Valley Spring Meadows Sumner Clusters Spring Ridge	11 - 5 1 11 - 4	\$ 1,633,952 1,519,832 55,000 2,584,223 28,500 - 999,369	\$ 1,164,150 1,024,841 20,859 1,737,521 11,695 	- 17 - 5 10 5 16 5	\$ - 2,163,570 - 1,666,825 2,504,997 1,098,602 760,024 979,982	\$ - 1,307,455 - 1,232,236 1,707,197 957,890 634,378 936,231			
Less: Cost of sales Gross Profit	33	6,820,876 4,849,158 \$ 1,971,718	\$ 4,849,158 ====================================	58	9,174,000 <u>6,775,387</u> \$ 2,398,613	\$ 6,775,387 26.15%			