AND CONSOLIDATED SUBSIDIARIES

SUMNER, MARYLAND

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED SEPTEMBER 30, 1973

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CERTIFIED PUBLIC ACCOUNTANTS

MEMBERS

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October 30, 1973

The Board of Directors
W. C. and A. N. Miller Development Company
4701 Sangamore Road
Washington, D. C. 20016

We have examined the consolidated balance sheet of the

W. C. AND A. N. MILLER DEVELOPMENT COMPANY
AND CONSOLIDATED SUBSIDIARIES

as of September 30, 1973 and the related consolidated statements of stockholders' equity, income and changes in financial position for the year 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. We previously examined and reported upon the Company's financial statements for the year ended September 30, 1972.

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 and consolidated subsidiaries as of September 30, 1973, the results of their operations and the changes in financial position for the year then ended in conformity with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

Bond, Beebe, Barton of Muchelbaner

CERTIFIED PUBLIC ACCOUNTANTS

CONSOLIDATED BALANCE SHEET

SEPTEMBER 30, 1973 AND 1972

ASSETS

Real_Estate	1973	1972	Increase (Decrease)
Investment Property (at cost) Accumulated Depreciation	\$ 6,005,211 1,876,521	\$ 6,891.370 2,218,519	\$ (886,159) (341,998)
Unimproved Land	4,128,690 2,953,510	4,672,851 3,028,801	(544,161) (75,291)
	7,082,200	7,701,652	(619,452)
Trust Notes Receivable	Market State Control of the Control		
(\$594,080 in 1973 and \$774,560 in 1972 relating to installment sale)	709,274	1,080,098	(370,824)
Operating Assets			
Cash (\$130,069 held in a fiduciary capacity at September 30, 1973) Accounts Receivable (net) Accrued Interest Receivable Cost of Completed New Homes Jobs in Progress Land ~ Subdivided Lots (construction not started) Prepaid Expenses Business Realty, Equipment and Leasehold Improvements (net of accumulated depreciation) Other	1,192,294 162,650 58,920 443,082 1,520,336 504,339 214,436 200,668 108,004 4,404,729	223,044 396,213 64,616 449,083 1,268,944 791,287 232,096 187,300 121,893 3,734,476	969,250 (233,563) (5,696) (6,001) 251,392 (286,948) (17,660) 13,368 (13,889) 670,253
TOTAL ASSETS	\$12,196,203	\$12,516,226	\$ (320,023)

The accompanying notes are an integral part of the financial statements.

LIABILITIES AND STOCKHOLDERS' EQUITY

Long Term Liabilities - Note 2	1973	1972	Increase (Decrease)
Investment Property Unimproved Land Other	\$ 4,895,371 1,608,443 31,050	\$ 5,594,864 1,709,643 196,235	\$ (699,493) (101,200) (165,185)
	6,534,864	7,500,742	(965,878)
Deferred Income Taxes - Note 4	157,752	205,676	(47,924)
Operating Liabilities			
Accounts Payable Notes Payable - Short Term Construction Loans Payable Land Loans Payable - Subdivided Lots Deposits on Contracts Income Taxes Payable - Note 3 Accrued Expenses Escrow Funds, Owners' Balances and Rent Deposits Deferred Commissions	289,893 47,000 813,450 386,196 289,818 523,915 239,574 31,376 	166,940 242,000 1,123,100 623,702 304,042 163,429 190,733 27,582 13,750 2,855,278	122,953 (195,000) (309,650) (237,506) (14,224) 360,486 48,841 3,794 (13,750) (234,056)
Minority Interest	Management and a character and		
In Net Assets of Consolidated Entity (Summer Development & Investment Company)	54,475	21,334	33,141
Stockholders' Equity - Exhibit "B"	2,827,890	1,933,196	894,694
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$12,196,203	\$12,516,226	\$ (320,023)

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

FOR THE YEARS ENDED SEPTEMBER 30, 1973 AND 1972

Common Stock - Par Value - \$100.00	1973	1972
Authorized - 10,000 Shares Less: Unissued - 1,778 Shares	\$ 1,000,000 177,800	\$ 1,000,000 177,800
Issued - 8,222 Shares	822,200	822,200
Less: Issued Stock Repurchased and Held in Treasury - 220 Shares	22,000	22,000
Common Stock Outstanding - 8,002 Shares	800,200	800,200
	the contract of the contract o	
Retained Earnings		
Balance - Beginning of Year	1,132,996	1,114,548
Net Income for the Year - Exhibit "C" Dividends Declared	1,038,730 (144,036)	218,498 (200,050)
Balance - End of Year	2,027,690	1,132,996
Total Stockholders' Equity	\$ 2,827,890	\$ 1,933,196

To Exhibit "A"

CONSOLIDATED INCOME STATEMENT

FOR THE YEARS ENDED SEPTEMBER 30, 1973 AND 1972

	Construction and Development						
Income		New Homes and Lots	Contracting and Remodeling	Total			
Sales, Commissions, Rents Less: Cost of Sales Other Direct Expenses Property Taxes			\$ 610,224 (486,857) (53,280)				
Operating Income before Interest and Depreciation Less: Interest Depreciation		\$ 917,422	\$ 70,087 ———	987,509 (77,994) (29,366)			
Net Operating Income - 1973				\$ 880,149			
- 1972				\$ 416,625			

Gain on Sale of Rental Houses

Interest Income

Miscellaneous

Total Income

Expenses

Carrying Charges - Land Property Taxes Interest Other

General and Administrative
Salaries and Payroll Expense
Professional and Director Fees
Group Life Insurance
Interest - General
Provision for Profit Sharing
Other

Total Expense

Net Income before Income Taxes and Extraordinary Items

Provision for Income Taxes

Net Income before Extraordinary Items

Extraordinary Items

Gain on Sale of Sentinel Apartments, Net of Applicable Income Taxes of \$286,300 Reduction in Income Taxes as a result of Carryforward of prior years' Operating Losses, Contributions and Investment Credits

Net Income

The accompanying notes are an integral part of the financial statements.

en e	Sales		roperty nagement	_Ir	nsurance		nvestment Property		Tota 1973	al 1972	Increase (Decrease)
\$	920,975	\$	111,623	\$	18,020	\$:	1,537,765		\$8,146,255	\$6,860,942	\$1,285,313
•	(556,596)	•	- .	•	<u>-</u>	•	_		(4,784,466)	(3,999,520)	784,946
	(153,311)		(47,466)		(6,331)		(536,998)		(1,086,599)	(1,073,778)	12,821
********	-	**************************************	-		-		(195,371)		(195,371)	(196,943)	(1,572)
	211,068		64,157		11,689		805,396		2,079,819	1,590,701	489,118
	-		-				(402,663)		(480,657)	(528,221)	(47,564)
	<u>(97</u>)		-	***********			(212,091)		(241,554)	(234, 250)	7,304
\$	210,971	\$	64,157	\$	11,689	\$	190,642		1,357,608)	
						===	rain nite sattribuses valus residents in entire de consideration de consid)	529,378
\$	179,965	\$	52,011	\$	7,070	\$	172,559			828,230)	
-	and the state of t		adding photos Pharmacon and South an administration of the Pharmacon and the Pharmac	Q 1000000000000000000000000000000000000		-			118,539	30,281	88,258
									113,953	118,749	(4,796)
									26,673	23,378	3,295
			•						1,616,773	1,000,638	616,135
									110,812	115,775	(4,963)
									107,842	114,192	(6,350)
									35,176	61,652	(26,476)
									253,830	291,619	(37,789)
			•						225,148	217,668	7,480
									49,633	45,198	4,435
									10,554	12,989	(2,435)
									24,514	34,706	(10, 192)
									76,775	30,308	46,467
									167,249	129,994	37,255
									553,873	470,863	83,010
	•						,		807, 703	762,482	45,221
									809,070	238,156	570,914
								45,38	367,132	98,198	268,934
		٠							441,938	139,958	301,980
									568,326	-	568,326
									28,466	78,540	(50,074)
									\$1,038,730	\$ 218,498	\$ 820,232
	÷								 considerable information in the principle of the province of a self-field option area one or data of a billion produce principle or all first a destroy of the first one 	No authorizationement in included the selection of the se	we have the second of the seco

CONSOLIDATED STATEMENT OF CHANGES IN FINANCIAL POSITION

FOR THE YEARS ENDED SEPTEMBER 30, 1973 AND 1972

Cash Provided by Operations	<u>1973</u>	<u>1972</u>
Net Income before Extraordinary Items	\$ 441,938	\$ 139,958
Add: Depreciation	266,984	253,558
Land and Development Costs of Lots Sold	422,035	293,476
Book Value of Assets Sold \$ 162,693	,	,
Less: Related Debt Retirement (155,811)	6,882	15,323
Decrease in Accounts & Accrued Interest Receivable	239,259	(222,845)
Increase in Accounts Payable & Accrued Expense	171,794	(50,449)
Increase in Income Taxes Payable	•	•
(Net of Decrease in Deferred Income Taxes)	312,562	13,981
Other Non-cash Items	37,359	-
	1,898,813	443,002
	(0.125	20, 050
Deduct: Increase in Other Operating Assets (net)	69,135	29,959
Land Development Costs	216,894	323,420
Decrease in Notes, Construction and Land	749 156	(179 260)
Loans Payable Decrease in Other Operating Lightlities (pet)	742,156 24,180	(178,260) (75,406)
Decrease in Other Operating Liabilities (net)		
	1,052,365	99,713
Net Cash Provided by Operations	846,448	343,289
Cash Provided by Other Sources Increase in Minority Interest in Subsidiary Reduction in Trust Notes Receivable	33,141 370,824	(960) 562,614
Extraordinary Items: Proceeds - Sale of Sentinel Apartments Less: Related Debt Retirement Applicable Income Taxes Tax Reduction - Loss Carryforward 1,364,206 (381,618) (286,300)	696,288 28,466	- 78,540
	1,128,719	640,194
Total Cash Provided	1,975,167	983,483
Cash Applied To		
Reduction in Long Term Debt (other than above)	428,449	520,514
Dividends Paid	176,398	168,042
Capital Expenditures	401,070	198,845
Other	401,070	28,750
Other		
Total Cash Applied	1,005,917	916,151
Increase in Cash	969,250	67,332
Cash at Beginning of Year	223,044	155,712
Cash at End of Year	\$1,192,294	\$ 223,044
		tion would also be too and the interest of the

NOTES TO FINANCIAL STATEMENTS

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 subsidiaries, The W. C. and A. N. Miller Development Corporation of Virginia, The W. C. and A.N. Miller Insurance Agency, Inc. and its 85% owned joint venture, The Summer Development and Investment Company. The prior year's statements have been restated to reflect the joint venture consolidation.

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

Operations of The Sumner Development and 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 Other Investment Properties.

The W. C. and A. N. Miller Development Corporation of Virginia is not currently engaged in any operations.

(b) Depreciation

The Company primarily uses straight-line depreciation methods. Depreciation is included in Exhibit "C" as follows:

As an Operating Expense	\$ 241,554
Carrying Charges - Other	12,464
General and Administrative - Other	12,966
Total Depreciation Expense	\$ 266,984

(c) Investments

Investment property is carried at cost less accumulated depreciation.

(d) <u>Inventory</u>

The Company's unimproved land is carried at cost. Completed homes and work in process are carried at cost and include a provision for Construction and Development Department overhead. Profit on lot and home sales is recognized at settlement.

NOTES TO FINANCIAL STATEMENTS

Note 2 - Long Term Liabilities

Approximately \$447,735 in annual curtail is required for fiscal year 1974. Of this amount, \$197,311 pertains to investment property long term debt. The remainder, \$250,424, applies to land loans payable and the amount of this curtail is contingent upon lot settlements.

The comparable curtail requirement for fiscal year 1973 was \$412,229, of which \$197,409 pertained to investment property.

Note 3 - Income Taxes

The Company reports income for income tax purposes on the same basis as for financial reporting except for the 1971 sale of undeveloped land. The entire gain from this sale was included in income for the year ended September 30, 1971 but is being reported for income tax purposes on the installment basis.

Income taxes payable for the current period represent the following.

Net Income Taxes on Current Year Income,		
	\$	653,432
Add: Income Taxes Applicable to 1971 Sale		47,924
Deduct: Gas Tax Credit		(125)
Reduction in Income Taxes applicable	e	
to carryforward of prior year's		
operating losses of \$59,305		(28,466)
Estimated Tax Payments Made		<u>(148,850</u>)
Total Income Tax Payable	\$	523,915

The Internal Revenue Service has reviewed and approved as filed the federal income tax returns of the Company through the year ended September 30, 1969.

Real Estate

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

Unimproved parcels of land are as follows:

Maryland	Cost	Debt
Darnestown, Montgomery County 723.78 Acres	\$1,461,430	\$ 674,149
Potomac, Montgomery County 264.2144 Acres	817,347	684,294
Various Other Tracts - Montgomery County 16.29 Acres	123,711	
	2,402,488	1,358,443
District of Columbia		
Spring Valley - 1,974,567 Square Feet	233,071	-
<u>Virginia</u>		
Fauquier County - 764.40 Acres	317,951	250,000
<u>Total</u>	\$2,953,510	\$1,608,443 ———
Accounts Receivable		
Remodeling Miscellan e ous	•	3,617
Less: Estimated Uncollectible Accounts		1,500),117 965
Officers and Employees Settlements Receivable from Title Companies	1	9,152 1,709 2,661
Rents - Due and Accrued		9,128
	\$ 162	2,650

Cost of Completed New Homes

This account represents the cost of four completed homes. Two of the completed homes were sold, but not settled, as of September 30, 1973.

INVESTMENT PROPERTY - NET RENTAL INCOME

FOR THE YEAR ENDED SEPTEMBER 30, 1973

Commercial Property	Assessed Value Real Estate Tax Purposes*	Cost	Accumulated Depreciation	Rental Income
Little Falls Mall 4300 Fordham Road	\$ 2,124,040 255,185	\$ 3,221,173 153,007	\$ 474,648 69,587	\$ 652,289 67,877
4820 Massachusetts Avenue, N.W. 4860 Massachusetts Avenue, N.W. 4866 Massachusetts Avenue, N.W.	632,390 89,586 79,537	318,238 29,871 17,028	193,370 27,487 16,994	172,951 12,400 23,063
4872 Massachusetts Avenue, N.W. 4900 Massachusetts Avenue, N.W.	187,226 620,578	148,651 667,270	76,195 287,702	49,057 137,238 114,303
Sentinel Apartments Sumner Apartments 2415 - 20th Street, N.W.	861,980 112,125	899,419 168,339	553,650 46,888	226,207 40,431
Total Commercial Property	4,962,647	5,622,996	1,746,521	1,495,816
Rental Houses	308,735	382,215	130,000	41,949
<u>Total</u>	\$ 5,271,382	6,005,211	\$ 1,876,521	\$ 1,537,765
Less: Accumulated Depreciation		1,876,521		
Net		\$ 4,128,690		
		1/		

^{*} Current Real Estate Tax Assessment practices in D.C. and Maryland are to assess at 50% to 60% of their appraised valuations.

^{1/} To Exhibit "A"

			nsurance										
			Repairs,				Net					•	
		Cor	mmissions				Before						Profit
F	Property	ar	nd Other		Total	Int	erest and						· or
	Taxes	I	Expenses		Expenses	Dep:	reciation		Interest	Dep	reciation		(Loss)
ć	71 (56	ć	260 700	ć	222 446	ċ	210 0/2	\$	201 270	ė	115 ///	ċ	2 000
\$	71,656	\$	260,790	\$.	•	\$	319,843	Ą	201,379	\$	115,466	\$	2,998
	20,995		6,647		27,642		40,235		26,425		3,342		10,468
	2,974		11,165		14,139		158,812		33,003		8,096		117,713
	2,641		2,289		4,930		7,470		477		247		6,746
	6,216		2,283		8,499		14,564		953		326		13,285
	8,472		18,791		27,263		21,794		1,324		3,505		16,965
			39,106		59,709		77,529		49,347		20,434		•
	20,603		•		•		•		•		•		7,748
	15,553		55,911		71,464		42,839		14,890		17,942		10,007
	28,534		99,929		128,463		97,744		42,935		18,977		35,832
	3,722		31,629		35,351		5,080		8,631	-	6,377		<u>(9,928</u>)
	181,366		528,540		709,906		785,910		379,364		194,712		211,834
-	14,005		8,458		22,463		19,486		23,299		17,379		(21, 192)
\$	195,371	\$	536,998	\$	732,369	\$	805,396	\$	402,663	\$	212,091	\$	190,642

Jobs in Progress

Construction Status	Septemb <u>Number</u>	er 30, 1973 Cost	Septemb Number	Cost
Homes Latter Stages of Construction Early Stages of Construction Miscellaneous Jobs in Progress	18 12	\$1,278,371 216,071 25,894	18 5	\$1,168,270 70,431 30,243
	30	\$1,520,336 =======	23	\$1,268,944

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, 1973.

Subdivisions	Number of Lots	Cost	Debt
Overlook Sumner Potomac Falls	38 32 20	\$ 135,516 122,829 245,994	\$ 88,700 - 297,496
	90 	\$ 504,339	\$ 386,196
Prepaid Expenses Insurance Property Taxes Building Materials and Supplies Other		\$ 43,852 135,633 29,751 5,200 \$ 214,436	

Business Realty, Equipment and Leasehold Improvements (net)

	discontinue	Cost		umulated reciation		Book Value
Business Realty Equipment	\$	84,335	\$	48,067	\$	36,268
Office Furniture and Fixtures Office Equipment Trucks and Automobiles Tractors and Trailers Tools and Equipment Leasehold Improvements (net)		78,121 46,725 43,377 116,214 148,603 2,950		63,665 33,030 35,629 76,260 63,006	Acceptance	14,456 13,695 7,748 39,954 85,597 2,950
	\$	520,325	\$ ===	319,657	\$	200,668

Other Assets

Deferred Leasing Commission Expense	\$	19,933
Deferred Construction Costs		31,102
Deferred Loan Charges on Investment Property		39,748
Utility Deposits		1,500
Livestock	1	14,067
Miscellaneous		1,654
	\$	108,004

Long Term Liabilities

Investment Property

This balance consists of trust notes payable which are secured on the following:

Commercial Property	
Little Falls Mall	\$2,503,664
4300 Fordham Road, N. W.	338,648
4820 Massachusetts Avenue, N. W.	392,297
4860 Massachusetts Avenue, N. W.	7,704
4866 Massachusetts Avenue, N. W.	15,408
4872 Massachusetts Avenue, N. W.	21,400
49th & Massachusetts Avenue, N. W.	635,195
Sumner Apartments	6 46,581
2415 - 20th Street, N. W.	106,028
	4,666,925
Residential Property	228,446
Total Investment Property	\$4,895,371

Long Term Liabilities - Continued

Unimproved Land

Trust Notes	
Pleasant Hill - Darnestown, Maryland	\$ 635,729
Potomac Falls - Potomac, Maryland	722,714
Schwab Farm - Warrenton, Virginia	250,000
Total Unimproved Land	\$1,608,443
Other	
Bank	
First Trust, Sales Office, Potomac, Maryland	\$ 5,332
Montgomery County, Maryland	
Special Improvements Assessment, Various Districts	13,655
Washington Securities Company	12,063
Total_Other	\$ 31,050
Notes Payable - Short Term	
Washington Securities Company - 90 Day Loan	\$ 15,000
Bank - 90 Day Loan	32,000
	\$ 47,000
Accrued Expenses	
Medition Linear Control of the Contr	•
Profit Sharing Trust Contribution	\$ 76,775
Dividends Declared	16,004
Interest	30,200
Payroll Taxes Withheld Payroll Taxes & Workmen's Compensation	16,484
Insurance Accrued	21,880
Guarantee Reserves	25,747
Salaries and Wages Payable	10,889
Other	41,595
	\$ 239,574

Operations

The following summary reflects the gross profit, by subdivision, on new homes and lots sold for the years ended September 30, 1973 and 1972.

		1973			1972	
Maryland	Number of Units	Sales Price	Cost Including Sales Cost	Number of <u>Units</u>	Sales Price	Cost Including Sales Cost
Potomac Falls Sumner Overlook	11 - 25	\$1,863,482 - 3,084,166	\$1,385,541 - 2,355,472	9 8 <u>14</u>	\$1,487,427 649,858 1,498,476	\$1,128,809 518,798 1,201,295
Total	36	4,947,648	\$3,741,013	31	3,635,761	\$2,848,902
Less:	egen min publication of the confidence of the self- stream of the confidence of the			With count for the first and for count for count of the first and the fi		
Cost of Sales	••	3,741,013			2,848,902	
Gross Profit		\$1,206,635			\$ 786,859 	

Included in the 1973 sales and cost columns but not the unit column, are the sales of four lots in Potomac. Included in 1972 are the sales of seven lots.