FRP Holdings, Inc.

A Real Estate Company

February 5, 2015



Financial Statement Disclosure

The unaudited pro forma consolidated financial statements of FRP Holdings, Inc. ("FRP") that follow have been derived from FRP's historical consolidated financial statements and are being presented to give effect to the separation of Patriot Transportation Holding, Inc. into an independent, publicly traded company as if the separation had occurred on the first day of the periods presented. The separation occurred on January 30, 2015. These pro forma financial statements are not a measure of FRP's financial performance under U.S. generally accepted accounting principles ("GAAP"). Management believes that these non-GAAP financial measures provide management and investors a tool for analyzing our ongoing operations. The unaudited pro forma condensed consolidated financial statements are for illustrative purposes only, and do not reflect what FRP's actual financial position and results of operations would have been had the separation occurred on the dates indicated and are not necessarily indicative of FRP's future financial position and results of operations. A reconciliation of non-GAAP financial measures to the most directly comparable GAAP financial measures is presented below.



FRP Holdings, Inc. and Subsidiaries Unaudited Pro Forma Condensed Consolidated Balance Sheet

	Historical FRP Holdings, Inc. 12/31/14	Patriot Transportation Holding, Inc. 12/31/14	Pro Forma FRP Holdings, Inc. 12/31/14		FRP H	torical loldings, nc. 31/14	Patriot Transportation Holding, Inc. 12/31/14	FRP H	Forma oldings, nc. 31/14
Assets			,	Liabilities and Equity:					
Current assets:				Current liabilities:					
Cash and cash equivalents	\$ 895	\$ -	\$ 895						
Cash held in escrow	26	-	26	Accounts payable	\$	5,367	\$ (3,069)	\$	2,298
Accounts receivable net of				Bank overdraft		408	(408)		-
allowance for doubtful accounts				Federal and state taxes payable		309	(119)		190
of \$148 and \$155, respectively	8,082	(7,282)	800						
				Deferred income taxes		239	(346)		-
Deferred income taxes	-	-	107	Accrued payroll and benefits		3,950	(3,716)		234
				Accrued insurance		1,100	(1,100)		-
Inventory of parts and supplies	888	(888)	-	Environmental remediation		1,614	-		1,614
Prepaid tires on equipment	2,063	(2,063)	-	Accrued liabilities, other		1,251	(302)		949
Prepaid taxes and licenses	1,677	(559)	1,118	Long-term debt due within one year		4,537	-		4,537
Prepaid insurance	632	(518)	114	Total current liabilities		18,775	(9,060)		9,822
Prepaid expenses, other	81	(76)	5						
Real estate held for sale, at cost	4,609	-	4,609	Long-term debt		56,452	(6,551)		49,901
Total current assets	18,953	(11,386)	7,674	Deferred income taxes		23,072	(9,170)		13,902
		(,,		Accrued insurance		1,393	(1,393)		-
Property and equipment, at cost:				Other liabilities		3,093	(831)		2,262
Land	104,478	(2,660)	101,818	Commitments and contingencies (Note 7)					
Buildings	177,099	(5,525)	171,574	Total liabilities		102,785	(27,005)		75,887
Equipment	93,855	(90,275)	3,580						
	375,432	(98,460)	276,972	Shareholders equity:					
Less accumulated depreciation	125,715	(56,184)	69,531	Common shock issued and outstanding		972	-		972
·	249,717	(42,276)	207,441	Capital in excess of par		48,407	-		48,407
		, , ,		Retained earnings		160,206	(33,771)		126,435
Real estate held for investment, at				Accumulated other comprehensive			()		
cost	7,304	-	7,304	income, net		40	(53)		(13)
Investment in joint ventures	18,640	-	18,640	Total shareholders' equity		209,625	(33,824)		175,801
Goodwill	3,431	(3,431)	-	Total liabilities and shareholders' equity	\$	312,410 \$	(60,829)	Ş	251,688
Intangibles, net	4,773	(3,704)	1,069						
Other assets, net	9,592	(32)	9,560						
Total assets	\$ 312,410	\$ (60,829)	\$ 251,688						



FRP Holdings, Inc. and Subsidiaries Unaudited Pro Forma Condensed Consolidated Balance Sheet

	Historical FRP Holdings, In 9/30/14	Historical c. FRP Holdings, Inc. 9/30/13		Historical FRP Holdings, Inc. 9/30/14	FRP	Historical FRP Holdings, Inc. 9/30/13	
Assets			Liabilities and Equity:				
Current assets:			Current liabilities:				
Cash and cash equivalents	\$ 1,0	13\$ 502	Accounts payable	\$ 6,38	5 \$	7,290	
Cash held in escrow		61 1,569	Bank overdraft	93	3	-	
Accounts receivable net of allowance			Federal and state taxes payable	70	1	475	
for doubtful accounts of \$162	8,2	7,707					
Deferred income taxes		- 1,576	Deferred income taxes	23	9	127	
			Accrued payroll and benefits	4,56	8	6,008	
Inventory of parts and supplies	8	95 881	Accrued insurance	1,18	6	1,285	
Prepaid tires on equipment	2,0	1,871	Environmental remediation	1,77	1	-	
Prepaid taxes and licenses	2,4	36 2,223	Accrued liabilities, other	1,61	0	1,486	
Prepaid insurance	7	789 609	Long-term debt due within one year	4,53	4	4,311	
Prepaid expenses, other		83 79	Total current liabilities	21,92	7	20,982	
Real estate held for sale, at cost	4,4	-73	·				
Total current assets	20,0	17,017	Long-term debt	58,70	4	45,593	
			Deferred income taxes	21,65	4	22,567	
Property and equipment, at cost:			Accrued insurance	1,39	3	1,133	
Land	104,8	111,055	Other liabilities	3,07	8	4,172	
Buildings	166,3	151,812	Commitments and contingencies				
Equipment	92,4	.03 86,410	(Note 7)				
Construction in progress	8,9	7,058	Total liabilities	106,75	6	94,447	
	372,5	356,335	Shareholders equity:				
Less accumulated depreciation	122,8	94 114,922	Common shock issued and outstanding	97	0	956	
	249,6	241,413	Capital in excess of par	47,89	2	44,258	
			Retained earnings	157,41	3	147,394	
Real estate held for investment, at cost	7,3	4,343	Accumulated other comprehensive				
Investment in joint ventures	18,5	13,406	income, net	4	00	38	
Goodwill	3,4	31 1,087	Total shareholders' equity	206,31	5	192,646	
Intangibles, net	4,7	4,659	Total liabilities and shareholders' equity	\$ 313,07	1 \$	287,093	
Other assets, net	9,3	65 5,168					
Total assets	\$ 313,0	71\$ 287,093					



FRP Holdings, Inc. and Subsidiaries Unaudited Pro Forma Condensed Consolidated Statements of Income Excluding Patriot Transportation Holding, Inc.

	Three Months Ended	Three Months Ended	Year Ended	Year Ended
	December 31, 2014	December 31, 2013	September 30, 2014	September 30, 2013
Revenues:				
Mining royalty land	1,344	1,268	5,349	5,302
Developed property rentals	6,958	5,961	25,629	22,352
Total revenues	8,302	7,229	30,978	27,654
Cost of operations:				
Mining royalty land	461	383	1,628	1,485
Developed property rentals	4,576	3,959	16,925	14,305
Total cost of operations	5,037	4,342	18,553	15,790
Operating profit:				
Mining royalty land	883	885	3,721	3,817
Developed property rentals	2,382	2,002	8,704	8,047
Total operating profit	3,265	2,887	12,425	11,864
Gain on investment land sold	(17)	56	476	7,333
Interest income and other	-	1	23	38
Equity in loss of joint ventures	(30)	(32)	(128)	(63)
Interest expense	(446)	(288)	(1,366)	(2,501)
Income before income taxes	2,772	2,624	11,430	16,671
Provision for income taxes	1,081	1,023	4,608	6,502
Net income	1,691	1,601	6,822	10,169
Earnings per common share:				
Income from continuing operations -				
Basic	0.17	0.17	0.71	1.07
Diluted	0.17	0.17	0.70	1.06
Net Income -				
Basic	0.17	0.17	0.71	1.07
Diluted	0.17	0.17	0.70	1.06
Number of weighted average shares (in thousa	ands) used in computing:			
-basic earnings per common share	9,711	9,568	9,629	9,523
-diluted earnings per common share	9,771	9,674	9,710	9,605



FRP Holdings, Inc. and Subsidiaries Unaudited Pro Forma Condensed Consolidated Cash Flow As of September 30, 2014

	Historical	Patriot	Pro Forma		Historical		
		Transportation F	•		FRP	Patriot	Pro Forma
Cash flows from operating activities:	Inc.	Holding, Inc.	Inc.		Holdings, Inc.	Transportation Holding, Inc.	FRP Holdings, Inc.
Net income	\$ 10,019	3,197	\$ 6,822	Cash flows from financing activities:	me.	morania, me.	mic.
Adjustments to reconcile net income to	7 10,013	, y 3,137 ,	0,022	Increase in bank overdrafts	685	685	<u> </u>
net cash provided by continuing operating ac	tivities.			Repayment of long-term debt	(4,311)		- (4,311)
Depreciation, depletion and amortization	16,139	9,294	6,845	Repurchase of Company Stock	-		
Deferred income taxes	(801)	,	(340)	Proceeds from borrowing on revolving credit			
Equity in loss of joint ventures	128		128	facility	30,945	23,528	3 7,417
Gain on sale of equipment and property	(1,063)		(485)	Payment on revolving credit facility	(13,300)	(16,246) 2,946
Income from discontinued operations, net	(1,005)	. (370)	(103)	Excess tax benefits from exercises of stock	. , ,	• •	-
Stock-based compensation	1,139	569	570	options and vesting of restricted stock	1,047		- 1,047
Net changes in operating assets and liabilities:	1,133	303	-	Exercise of employee stock options	1,462		- 1,462
Accounts receivable	1,037	(235)	1,272	Net distributions to Parent	-	(569) 569
Inventory of parts and supplies	(14)		-,-,-	Net cash provided by (used in) financing			
Prepaid expenses and other current assets	(298)		(149)	activities	16,528	7,398	9,130
Other assets	(1,891)		(1,891)	•			
Accounts payable and accrued liabilities	(433)		1,054	Net increase(decrease)in cash and cash			
Income taxes payable and receivable	226		270	equivalents	511		- 511
Long-term insurance liabilities and other		(/		Cash and cash equivalents at beginning of			
long-term liabilities	(834)	728	(1,562)	year	502		- 502
Net cash provided by operating activities	\$ 23,354			Cash and cash equivalents at end of the year	1,013		- 1,013
				Supplemental disclosures of cash flow			
Cash flows from investing activities:				information:			
Purchase of transportation group property	(0.634)	(0.634)		Cash paid during the year for:			
and equipment	(9,631)	(9,631)	-	Interest, net of capitalized amounts	1,475	109	9 1,366
Investments in developed property rentals	(10.202)		(10.202)	Income taxes	6,180	2,548	,
segment	(19,283)	-	(19,283)	meome taxes	0,100	2,3 10	3,032
Investments in mining royalty land segment	(10.022)	(10.022)	-				
Transportation group business acquisition	(10,023)		- (F. 200)				
Investment in joint ventures Cash held in escrow	(5,266)		(5,266)				
	1,508	· -	1,508				
Proceeds from the sale of real estate held for	2 224	1 420	1 000				
investment, property, plant and equipment	3,324		(21.152)				
Net cash used in investing activities	(39,371)	(18,218)	(21,153)				



Spin-off Benefits

Why did we separate the real estate and transportation businesses?

The Board of Directors and management believed separating the real estate and transportation businesses would enable:

- (1) each company to focus on its own strategic objectives and opportunities;
- (2) each company to allocate resources and deploy capital in a manner consistent with its own priorities;
- (3) each company to use their separate publicly traded stock as acquisition currency;
- (4) each company to more effectively utilize equity compensation awards by directly tying the value of equity compensation awards to the performance of the business for which award recipients provide services; and
- (5) investors, both current and prospective, to value the two companies based on their respective financial characteristics and make investment decisions based on those characteristics.



Spin-off Price and Valuation

FRP Holdings, Inc.
Pre-spin

1/30/15 - Closing Price \$36.20

1/30/15 - Market Cap \$352M

FRP Holdings, Inc.
Post-spin
2/3/15 - Closing Price \$32.11

2/3/15 - Market Cap \$312M

Patriot Transportation
Post-spin
2/3/15 - Closing Price \$25.00

2/3/15 - Market Cap \$81M

Combined

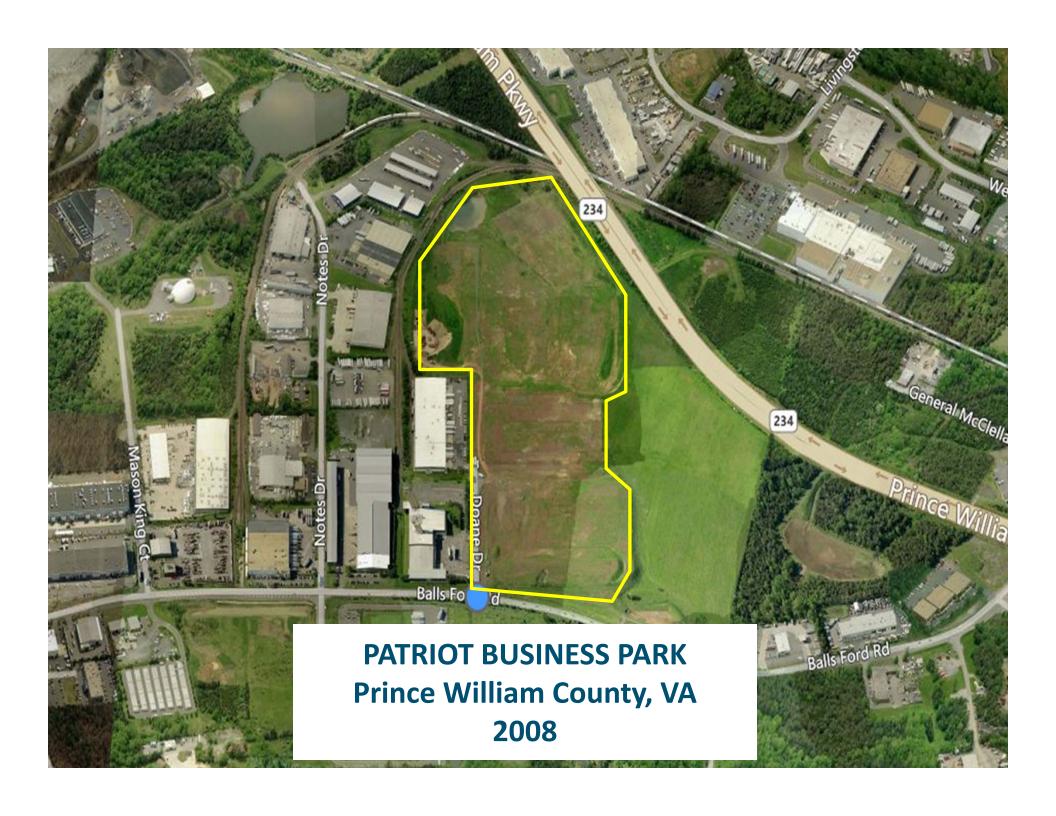
2/3/15 - Market Cap \$393M



Highlights of Fiscal 2014

- Completed VADATA II building (125,550 s. f.) and commenced construction on VADATA III building at Patriot Business Park.
- Acquired the Kelso Property adding 69,860 s. f. to our portfolio at 100% occupancy rate.
- Renovated our recently acquired Transit Business Park.
- Increased our portfolio square footage by 195,230 s. f., to 3,472,000 s. f.
- Renewed 19 leases totaling 690,000 s. f. (a 72% success rate) at 18 locations with an average term of 60 months.
- Average annual occupancy rate grew by 110 bps to 89.8% from fiscal 2013.
- Closed on \$82M of non-recourse financing for Phase I construction at Anacostia with our JV partners, MRP.
- Sold 5 acres at Hollander Business Park; 4 acres at Patriot Business Park and 275 acres at the Gulf Hammock quarry (Levy County, FL).
- Amended our lease with Vulcan Materials at Ft. Myers to expedite mining on our property and preserve land for 105 one acre, residential, lakefront home sites.
- Amended two other leases with Vulcan Materials to extend the lease term and increase our royalty rates.





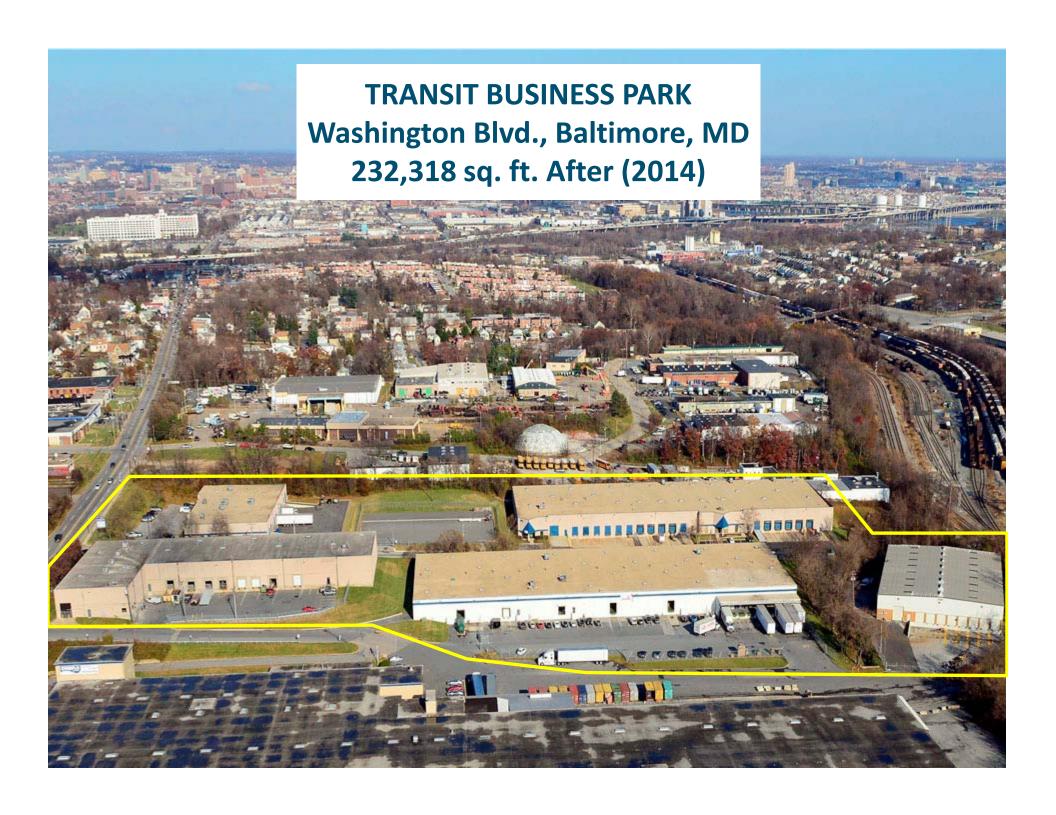












Highlights of Q1 2015

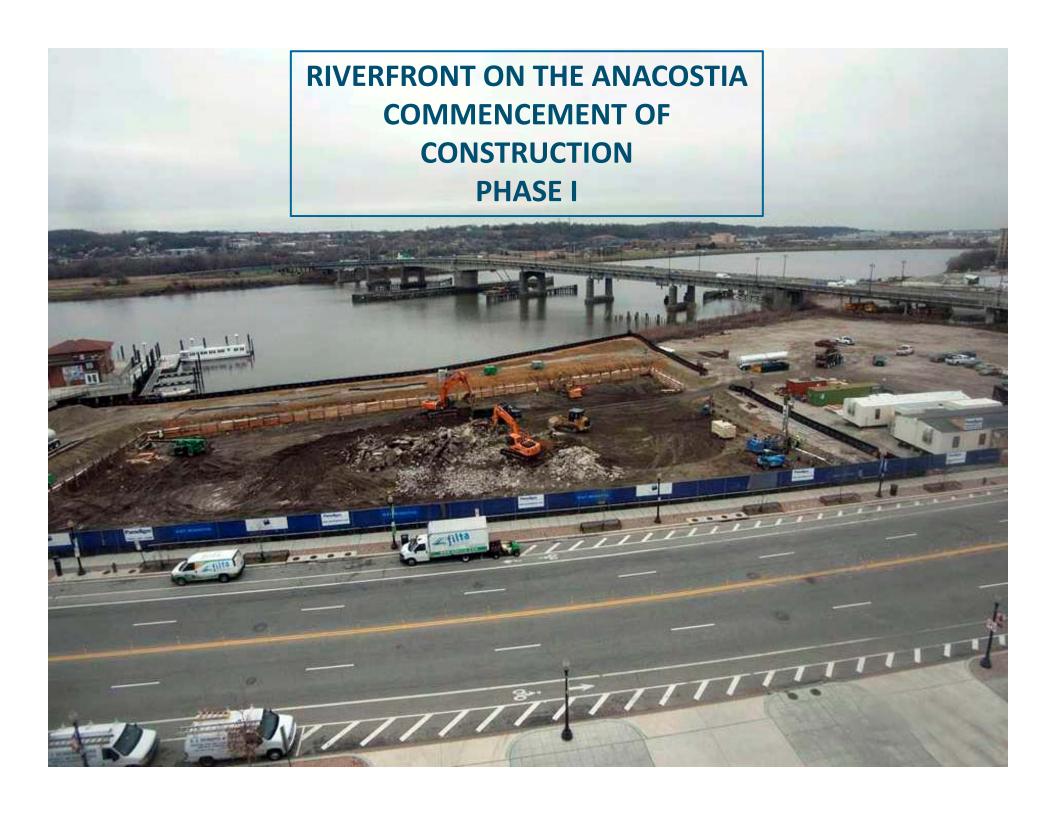
- Completed construction on VADATA III (129,850 s. f.) with tenant occupancy starting in November 2014 (6 months from lease to occupancy - 4 months ahead of schedule).
- Commenced construction in October on Phase I at Anacostia (305 unit apartment building), expected completion in 2016.
- Developed Buildings occupancy levels increased from 89.6% at 9/30/14 to 92.8% at 12/31/14.



PATRIOT BUSINESS PARK Prince William County, VA VADATA III







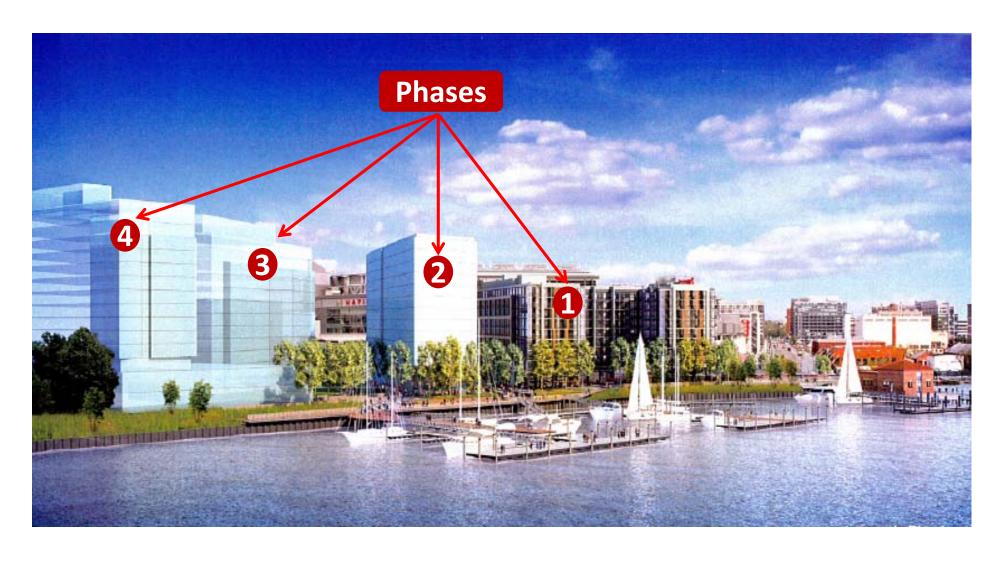
RiverFront on the Anacostia



PHASE I



RiverFront on the Anacostia





5 YEAR SUMMARY OF CONVERSION OF NON-INCOME PRODUCING ASSETS INTO INCOME PRODUCING PROPERTY OR CASH

Caroline County Property

Sold 1,845 acres of land and used the proceeds to acquire Hollander Business Park.

Patriot Business Park

- Completed horizontal development and converted 26 acres into 100% occupied buildings (VADATA I, II & III).
- Sold 19 acres of land to end users (used a portion of the proceeds to acquire the Kelso property).

Hollander Business Park

- Completed Horizontal development and renovated existing building.
- Sold 5 acres of land to an "end user".

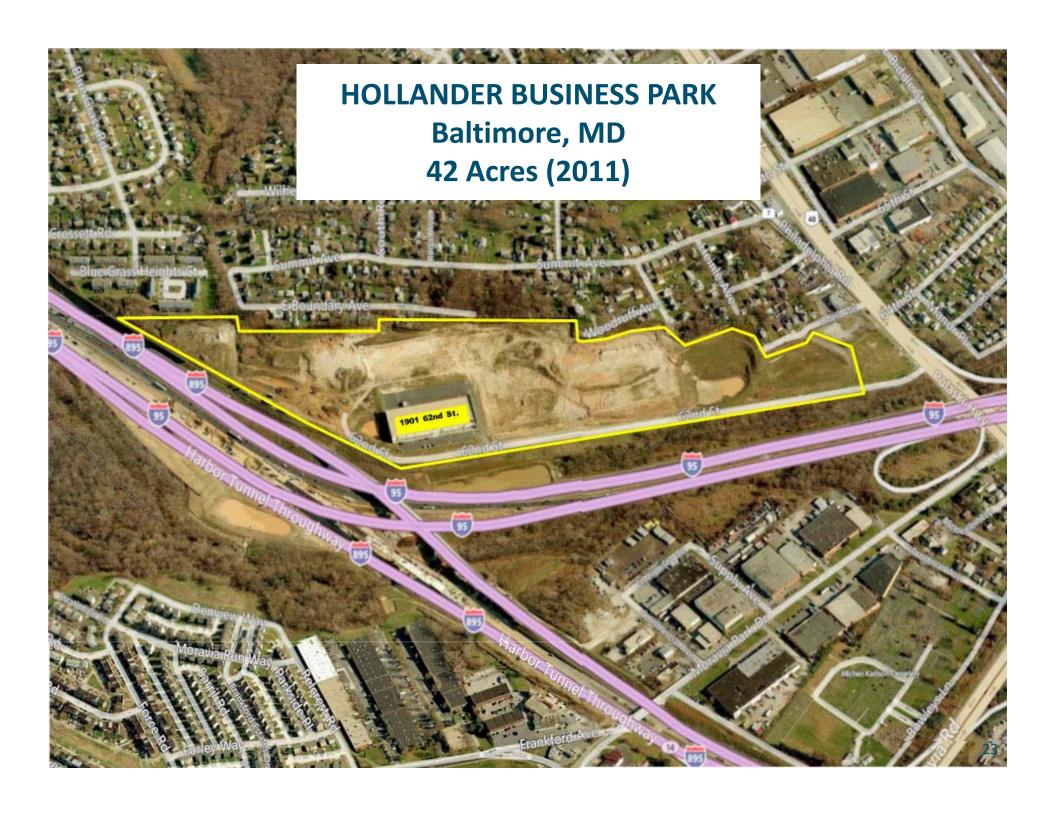
Bird River/Windlass Run

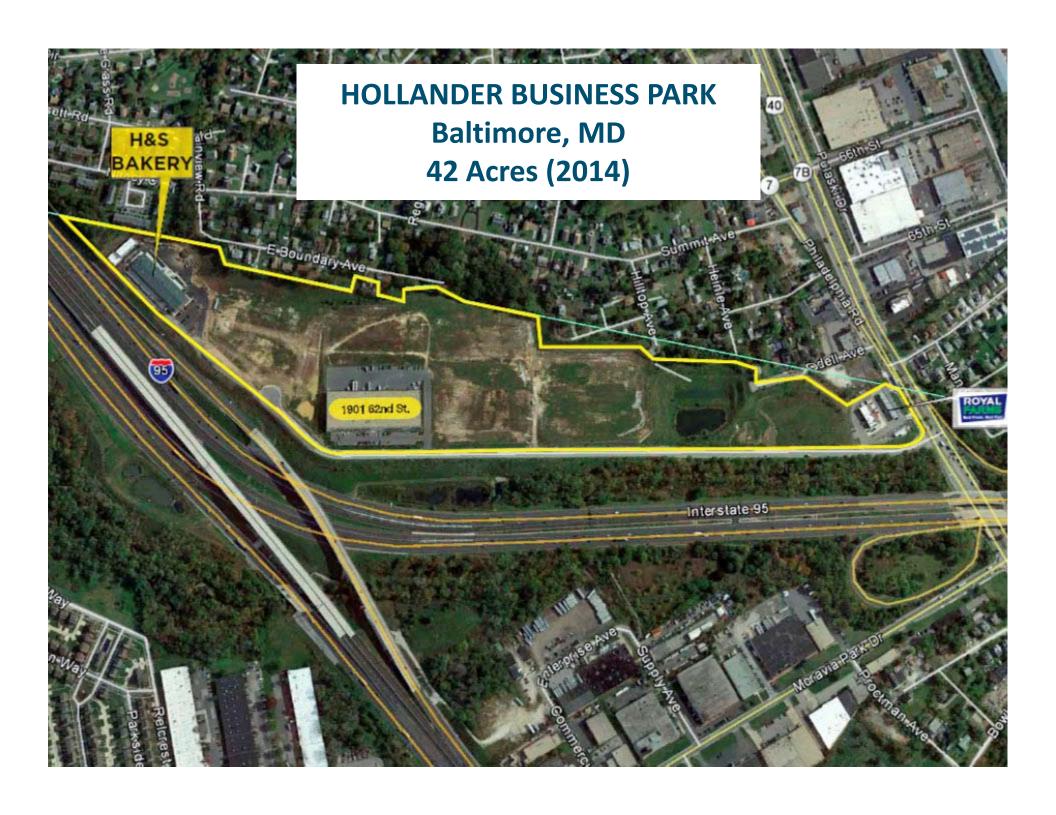
Sold Phase I Residential land and used the proceeds to acquire Transit Business Park.

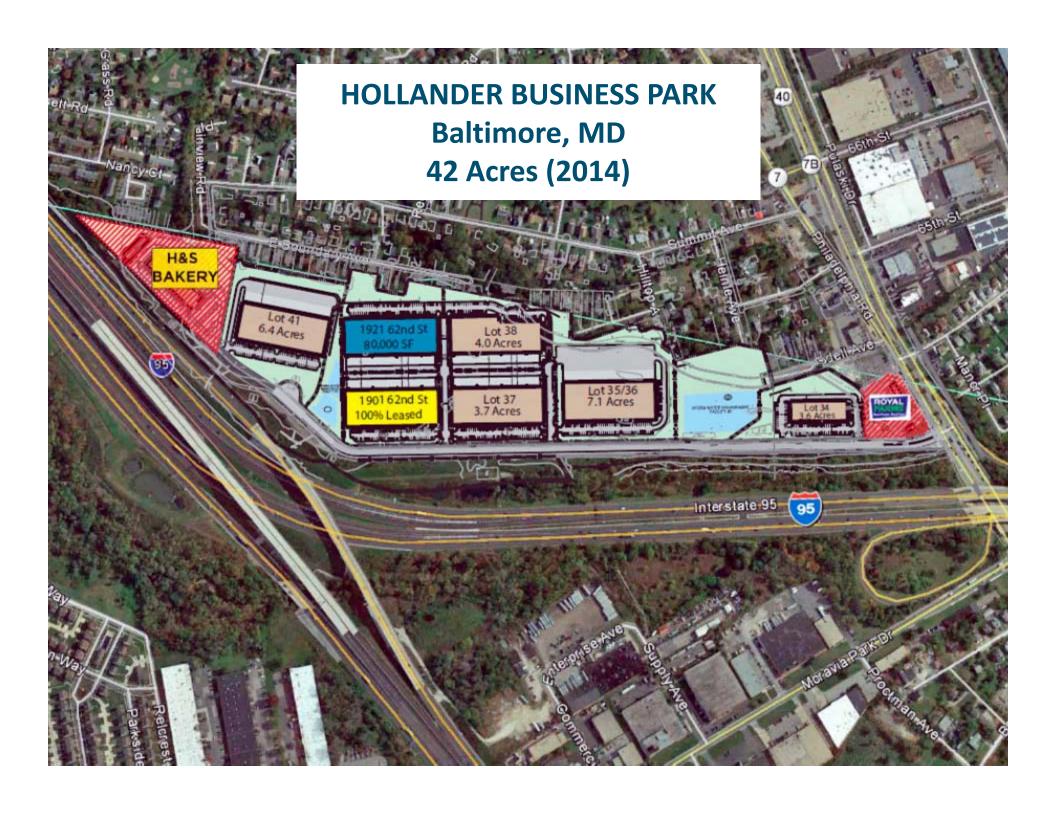
Gulf Hammock Quarry

Sold 275 +/- acres of raw land.



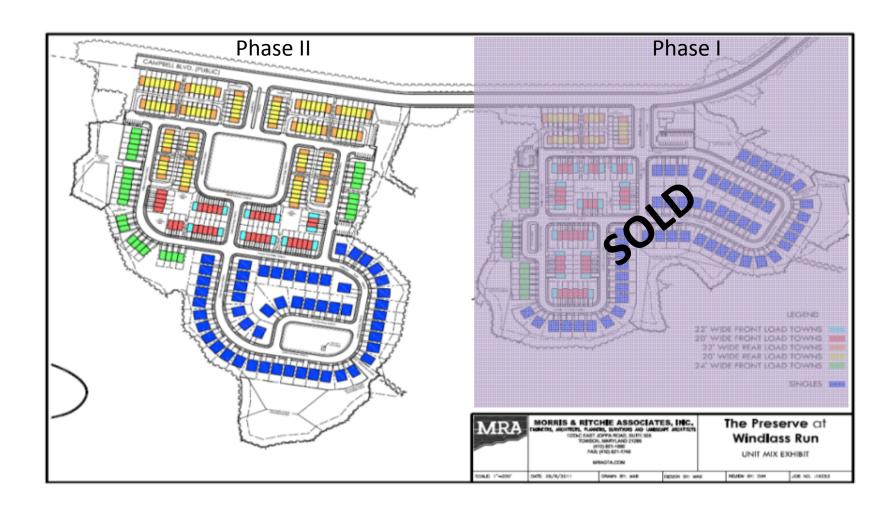








Windlass Run Residential





FINANCIAL BENEFIT OF CONVERSION FROM NON-INCOME TO INCOME PRODUCING ASSETS

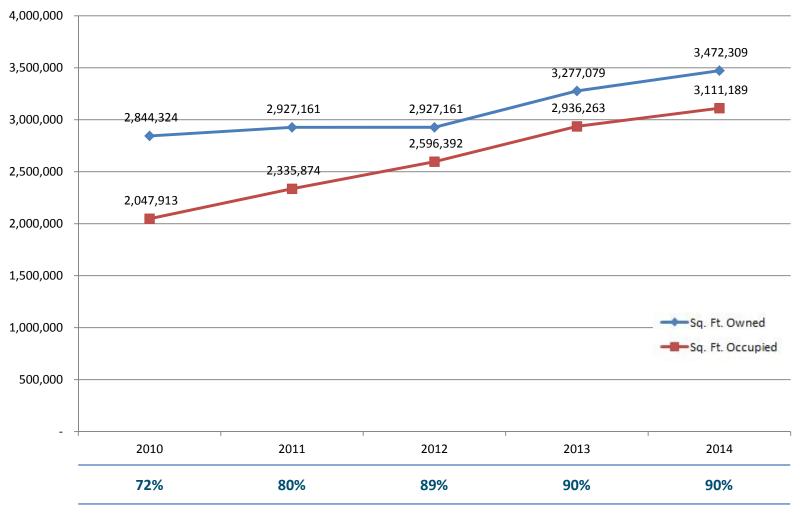
TRANSACTION	APPROX. FULL YEAR NOI	GROSS PROCEEDS
Patriot Business Park		
 Construction of 3 buildings 	\$3,000,000	-
 Sale of 15 acres (PRTC) 	-	\$4,775,000
Sale of 4 acres (to Elite) *	\$200,000	-
Hollander Business Park		
 Sale of 4 acres 	-	\$1,520,000
Windlass Run Residential		
 Sale of Phase I ** 	\$800,000	-
Gulf Hammock		
• Sale of 275 acres	-	\$740,000

^{*} Proceeds of \$2M used to acquire approx. 40% of Kelso buildings in a 1031

^{**} Proceeds of \$8M used to acquire Transit in a 1031



Square Feet Owned – Tenant Occupancy



Percentage Occupied



OUTLOOK FOR REMAINING NON-INCOME PRODUCING LAND

Developed Lots for Warehouses

<u>Location</u>	<u>SF +/-</u>	<u>Acreage</u>	<u>NBV</u>	<u>Status</u>
Lakeside, MD (Remainder)	266,530	20	\$ 1,600,608	Ready for vertical construction
Windlass Run Business Park, MD (Commercial Remainder)	386,626	37	\$ 7,058,029	150,000 S.F. under design and permitting w/remainder ready for vertical construction
Patriot Business Center, Manassas, VA	198,150	23	\$ 4,259,436	Ready for vertical construction
Hollander 95 Business Park, MD	425,750	37	\$ 6,187,237	80,000 S.F. under design and permitting w/remainder ready for vertical construction.
Total	1,277,056	117	\$ 19,105,310	

Developed Lands

<u>Location</u>	Approx. Acreage	<u>NBV</u>	<u>Status</u>
RiverFront on the Anacostia (1M s. f. mixed use)	6	\$ 21,748,330	Phase I under construction Phase II-IV entitled
Bird River, MD – Phase II (Residential)	74	\$ 4,473,416	Settlement scheduled 2 nd quarter of 2015, \$11M
Brooksville Quarry JV (Residential/mixed use)	4,280	\$ 7,506,000	Master development plan approved
Hampstead Trade Center, MD (Industrial Park)	117	\$ 7,034,894	Residential studies ongoing
Gulf Hammock Levy County FL (Residential/Recreation)	1,600	\$ 561,463	Listed for sale
Total	6,077	\$ 41,324,103	

FRP HOLDINGS, INC AND SUBSIDIARIES UNAUDITED PRO FORMA CONSOLIDATED STATEMENTS OF INCOME FOR THE THREE MONTHS ENDED DECEMBER 31, 2014

	Historical FRP Holdings, Inc.	Patriot Transportation Holding, Inc.	Pro Forma Adjustments	Pro Forma FRP Holdings, Inc.	Discontinued Operations Reconciliation	Restated For Spin-off FRP Holdings, Inc.
Revenues: Transportation Mining royalty land Developed property rentals	\$ 31,717 1,344 6,958	\$ (31,717) 0 0	\$ - 0 0	\$ - 1,344 6,958	\$ - 0 0	\$ - 1,344 6,958
Total revenues	40,019	(31,717)	0	8,302	0	8,302
Cost of operations: Transportation Mining royalty land	29,657 425	(29,657) 0	0 36	0 461	0	0 461
Developed property rentals	4,521	0	55	4,576	0	4,576
Unallocated corporate Total cost of operations	318 34,921	(227) (29,884)	(91) 0	0 5,037	919 919	919 5,956
Operating profit: Transportation	2,060	(2,060)	0	0	0	0
Mining royalty land	919	0	(36)	883	0	883
Developed property rentals	2,437	0 227	(55) 91	2,382 0	(010)	2,382
Unallocated corporate Total operating profit	(318) 5,098	(1,833)	0	3,265	(919) (919)	(919) 2,346
Gain on investment land sold	(17)	0	0	(17)	0	(17)
Interest income and other Equity in loss of joint ventures	0 (30)	0	0	0 (30)	0 0	0 (30)
Interest expense	(472)	26	0	(446)	0	(446)
Income before income taxes	4,579	(1,807)	0	2,772	(919)	1,853
Provision for income taxes Income from continuing operations	1,786 2,793	(705) (1,102)	0	1,081 1,691	(358) (561)	723 1,130
income from continuing operations	2,793	(1,102)	Ū	1,031	(301)	1,130
Gain from discontinued operations, net	0	0	0	0	1,663	1,663
Net income	\$ 2,793	\$ (1,102)	\$ -	\$ 1,691	\$ 1,102	\$ 2,793
Earnings per common share:						
Income from continuing operations -						
Basic	0.29			0.17		0.12
Diluted	0.29			0.17		0.12
Discontinued operations - Basic	0.00			0.00		0.17
Diluted	0.00			0.00		0.17
Net Income -	0.00			0.00		0.17
Basic	0.29			0.17		0.29
Diluted	0.29			0.17		0.29
Number of weighted average shares (in thousand	ds) used in computing:					
-basic earnings per common share	9,711			9,711		9,711
-diluted earnings per common share	9,771			9,771		9,771

FRP HOLDINGS, INC AND SUBSIDIARIES UNAUDITED PRO FORMA CONSOLIDATED STATEMENTS OF INCOME FOR THE THREE MONTHS ENDED DECEMBER 31, 2013

			(Dollars in 1	tnousands, except p	er share amo	unts)						
	Histor FRP Holdir		Patriot Tran Holdinę	•	Pro Form Adjustmer		Pro Fo FRP Holdir		Discontii Operati Reconcili	ions	Restate Spin- FRP Holdii	off
Revenues:												
Transportation	\$	31,591	\$	(31,591)	\$	-	\$	-	\$	-	\$	-
Mining royalty land		1,268		0		0		1,268		0		1,268
Developed property rentals		5,961		0		0		5,961		0		5,961
Total revenues		38,820		(31,591)		0		7,229		0		7,229
Cost of operations:												
Transportation		30,135		(30,135)		0		0		0		0
Mining royalty land		329		0		54		383		0		383
Developed property rentals		3,878		0		81		3,959		0		3,959
Unallocated corporate		354		(219)		(135)		0		711		711
Total cost of operations		34,696		(30,354)		0		4,342		711		5,053
Operating profit:												
Transportation		1,456		(1,456)		0		0		0		0
Mining royalty land		939		0		(54)		885		0		885
Developed property rentals		2,083		0		(81)		2,002		0		2,002
Unallocated corporate		(354)		219		135		0		(711)		(711)
Total operating profit		4,124		(1,237)		0		2,887		(711)		2,176
Gain on investment land sold		56		0		0		56		0		56
Interest income and other		1		0		0		1		0		1
Equity in loss of joint ventures		(32)		0		0		(32)		0		(32)
Interest expense		(311)		23		0		(288)		0		(288)
Income before income taxes		3,838		(1,214)		0		2,624		(711)		1,913
Provision for income taxes		1,497		(474)		0		1,023		(277)		746
Income from continuing operations		2,341		(740)		0		1,601		(434)		1,167
Gain from discontinued operations, net		0		0		0		0		1,174		1,174
Net income	\$	2,341	\$	(740)	\$	-	\$	1,601	\$	740	\$	2,341
Earnings per common share:												
Income from continuing operations -												
Basic		0.24						0.17				0.24
Diluted		0.24						0.17				0.24
Discontinued operations -												
Basic		0.00						0.00				0.12
Diluted		0.00						0.00				0.12
Net Income -												
Basic		0.24						0.17				0.37
Diluted		0.24						0.17				0.36
Number of weighted average shares (in thousa	nds) used in comp	ıting:										
	mus, useu iii compi	-						0.566				0.560
-basic earnings per common share		9,568						9,568				9,568
-diluted earnings per common share		9,674						9,674				9,674

FRP HOLDINGS, INC AND SUBSIDIARIES UNAUDITED PRO FORMA CONSOLIDATED BALANCE SHEET AS OF SEPTEMBER 30, 2014

	Historia FRP Holding		Patriot Transp Holding,		Pro Forma Adjustments	Pro Forma FRP Holdings, Inc		GAAP Reconciliatio	ın	Restated FRP Holdings,	
Assets					-						
Current assets:											
Cash and cash equivalents	\$	1,013	\$	-		\$	1,013			\$	1,013
Cash held in escrow		61		0			61				61
Accounts receivable (net of allowance for		8,246		(7,119)			1,127				1,127
doubtful accounts of \$155)											
Deferred income taxes		0		0	106		106				106
Discontinued Operation - Spin-off								61	,134		61,134
Inventory of parts and supplies		895		(895)			0				0
Prepaid tires on equipment		2,048		(2,048)			0				0
Prepaid taxes and licenses		2,436		(754)			1,682				1,682
Prepaid insurance		789		(789)			0				0
Prepaid expenses, other		83		(80)			3				3
Real estate held for sale, at cost		4,473		` '			4,473				4,473
Total current assets		20,044		(11,685)	106		8,465	61	,134		69,599
Property and equipment, at cost:		,		, , ,			•		•		,
Land		104,806		(2,661)			102,145				102,145
Buildings		175,295					169,781				169,781
•				(5,514)							
Equipment		92,403		(88,896)	0		3,507		0		3,507
to a construction of the second second		372,504		(97,071)	0		275,433		0		275,433
Less accumulated depreciation		122,894		(54,897)			67,997				67,997
		249,610		(42,174)	0		207,436		0		207,436
Real estate held for investment, at cost		7,304		0			7,304				7,304
Investment in joint ventures		18,537		0			18,537				18,537
Goodwill		3,431		(3,431)			0				0
Intangibles, net		4,780		(3,812)			968				968
Other assets, net		9,365		(32)			9,333				9,333
Total assets	\$	313,071	\$	(61,134)	\$ 106	\$	252,043	\$	61,134	\$	313,177
Liabilities and Equity:											
Current liabilities:											
Accounts payable	\$	6,385	\$	(3,288)		\$	3,097			\$	3,097
Bank overdraft		933		(933)			0				0
Federal and state taxes payable		701		(129)			572				572
Discontinued Operation - Spin-off									28,412		28,412
Deferred income taxes		239		(345)	106		0				0
Accrued payroll and benefits		4,568		(3,937)			631				631
Accrued insurance		1,186		(1,186)			0				0
Environmental remediation		1,771		0			1,771				1,771
Accrued liabilities, other		1,610		(518)			1,092				1,092
Long-term debt due within one year		4,534		0			4,534				4,534
Total current liabilities		21,927		(10,336)	106		11,697		28,412		40,109
Long-term debt		58,704		(7,282)			51,422				51,422
Deferred income taxes		21,654		(8,579)			13,075				13,075
Accrued insurance		1,393		(1,393)			0				0
Other liabilities		3,078		(822)			2,256				2,256
Commitments and contingencies											
Total liabilities		106,756		(28,412)	106		78,450		28,412		106,862
Shareholders equity:											
Common stock issued and outstanding		970					970				970
Capital in excess of par		47,892					47,892				47,892
Retained earnings		157,413		(32,669)			124,744		32,669		157,413
Accumulated other comprehensive income, net		40		(53)			(13)		53		40
Total shareholders' equity		206,315		(32,722)	0		173,593		32,722		206,315
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FRP HOLDINGS, INC AND SUBSIDIARIES UNAUDITED PRO FORMA CONSOLIDATED STATEMENTS OF INCOME

FOR THE YEAR ENDED SEPTEMBER 30, 2014 (Dollars in thousands, except per share amounts)

	Historical FRP Holdings, Inc.	Patriot Transportation Holding, Inc.	Pro Forma Adjustments	Pro Forma FRP Holdings, Inc.	Discontinued Operations Reconciliation	Restated For Spin-off FRP Holdings, Inc.
Revenues:						
Transportation	\$ 129,162	\$ (129,162)	\$ -	\$ -	\$ -	\$ -
Mining royalty land	5,349	0	0	5,349	0	5,349
Developed property rentals Total revenues	25,629 160,140	0 (129,162)	0 0	25,629 30,978	0	25,629 30,978
rotarrevenues	100,140	(123,102)	Ü	30,578	Ü	30,376
Cost of operations: Transportation	122,856	(122,856)	0	0	0	0
Mining royalty land	1,368	(122,830)	260	1,628	0	1,628
Developed property rentals	16,534	0	391	16,925	0	16,925
Unallocated corporate	1,614	(963)	(651)	0	2,685	2,685
Total cost of operations	142,372	(123,819)	0	18,553	2,685	21,238
Operating profit:						
Transportation	6,306	(6,306)	0 (250)	0	0	0
Mining royalty land Developed property rentals	3,981 9,095	0	(260) (391)	3,721 8,704	0	3,721 8,704
Unallocated corporate	(1,614)	963	651	0	(2,685)	(2,685)
Total operating profit	17,768	(5,343)	0	12,425	(2,685)	9,740
Gain on investment land sold	476	0	0	476	0	476
Interest income and other	30	(7)	0	23	0	23
Equity in loss of joint ventures	(128)	0	0	(128)	0	(128)
Interest expense	(1,475)	109	0	(1,366)	0	(1,366)
Income before income taxes Provision for income taxes	16,671	(5,241)	0	11,430	(2,685) (1,047)	8,745 3,561
Income from continuing operations	6,652 10,019	(2,044) (3,197)	0	4,608 6,822	(1,638)	5,184
moonie nomeonanang operations	10,013	(5)237)	v	0,022	(1,000)	5,10
Gain from discontinued operations, net	0	0	0	0	4,835	4,835
Net income	\$ 10,019	\$ (3,197)	\$ -	\$ 6,822	\$ 3,197	\$ 10,019
Earnings per common share:						
Income from continuing operations -						
Basic	1.04			0.71		0.54
Diluted	1.03			0.70		0.53
Discontinued operations -						
Basic	0.00			0.00		0.50
Diluted	0.00			0.00		0.50
Net Income -						
Basic	1.04			0.71		1.04
Diluted	1.03			0.70		1.03
Number of weighted average shares (in thousand	ds) used in computing:					
-basic earnings per common share	9,629			9,629		9,629
-diluted earnings per common share	9,710			9,710		9,710
-unuteu earnings per common share	9,/10			9,710		9,710

Edward L. Baker, I

Chairman Emeritus

John D. Baker, II

Chairman

Thompson S. Baker, II

President and Chief Executive Officer

John D. Milton, Jr.

Executive Vice President and Chief Financial Officer

David H. deVilliers, Jr.

Vice President and President, FRP Development Corp.

John D. Klopfenstein

Controller and Chief Accounting Officer



FRP HOLDINGS, INC.

200 W. Forsyth Street, 7th floor Jacksonville, Florida 32202 P: (877) 704-1776 F: (904) 353-2207 www.patriottrans.com

NASDAQ: FRPH

