

MDC HOLDINGS INC  
Form 10-Q  
October 30, 2014

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 10-Q**

**(Mark One)**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended September 30, 2014**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Commission File No. 1-8951**

**M.D.C. HOLDINGS, INC.**

**(Exact name of Registrant as specified in its charter)**

**Delaware**

**(State or other jurisdiction of incorporation or organization)**

**84-0622967**

**(I.R.S. employer identification no.)**

4350 South Monaco Street, Suite 500 80237  
Denver, Colorado (Zip code)  
(Address of principal executive offices)

(303) 773-1100

(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer

(Do not check if a smaller reporting company)

Smaller Reporting Company

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of October 25, 2014, 48,816,639 shares of M.D.C. Holdings, Inc. common stock were outstanding.

**M.D.C. HOLDINGS, INC. AND SUBSIDIARIES****FORM 10-Q****FOR THE QUARTER ENDED SEPTEMBER 30, 2014****INDEX**

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**ITEM 1. Unaudited Consolidated Financial Statements****M.D.C. HOLDINGS, INC.****Consolidated Balance Sheets**

	September 30, 2014	December 31, 2013
	(Dollars in thousands, except per share amounts) (Unaudited)	
<b>ASSETS</b>		
<b>Homebuilding:</b>		
Cash and cash equivalents	\$56,503	\$148,634
Marketable securities	437,444	569,021
Restricted cash	3,034	2,195
Trade and other receivables	24,958	23,407
Inventories:		
Housing completed or under construction	836,520	636,700
Land and land under development	854,677	774,961
Total inventories	1,691,197	1,411,661
Property and equipment, net	30,210	31,248
Deferred tax asset, net	154,542	176,262
Metropolitan district bond securities (related party)	15,379	12,729
Prepaid and other assets	68,810	53,525
Total homebuilding assets	2,482,077	2,428,682
<b>Financial Services:</b>		
Cash and cash equivalents	26,616	50,704
Marketable securities	17,195	19,046
Mortgage loans held-for-sale, net	58,132	92,578
Other assets	4,195	4,439
Total financial services assets	106,138	166,767
Total Assets	\$2,588,215	\$2,595,449
<b>LIABILITIES AND EQUITY</b>		
<b>Homebuilding:</b>		
Accounts payable	\$39,927	\$15,046
Accrued liabilities	128,392	152,821
Revolving credit facility	10,000	-
Senior notes, net	1,096,269	1,095,620
Total homebuilding liabilities	1,274,588	1,263,487
<b>Financial Services:</b>		
Accounts payable and accrued liabilities	56,270	55,639

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Mortgage repurchase facility	31,782	63,074
Total financial services liabilities	88,052	118,713
Total Liabilities	1,362,640	1,382,200
<b>Stockholders' Equity</b>		
Preferred stock, \$0.01 par value; 25,000,000 shares authorized; none issued or outstanding	-	-
Common stock, \$0.01 par value; 250,000,000 shares authorized; 48,816,639 and 48,788,887 issued and outstanding at September 30, 2014 and December 31, 2013, respectively	488	488
Additional paid-in-capital	912,730	908,090
Retained earnings	304,985	293,096
Accumulated other comprehensive income	7,372	11,575
Total Stockholders' Equity	1,225,575	1,213,249
Total Liabilities and Stockholders' Equity	\$2,588,215	\$2,595,449

The accompanying Notes are an integral part of these Unaudited Consolidated Financial Statements.

**M.D.C. HOLDINGS, INC.****Consolidated Statements of Operations and Comprehensive Income**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
	(Dollars in thousands, except per share amounts)			
	(Unaudited)			
<b>Homebuilding:</b>				
Home sale revenues	\$405,051	\$433,693	\$1,154,328	\$1,165,768
Land sale revenues	2,653	25	3,171	1,832
Total home and land sale revenues	407,704	433,718	1,157,499	1,167,600
Home cost of sales	(338,037 )	(354,889 )	(953,690 )	(956,892 )
Land cost of sales	(1,985 )	(35 )	(2,507 )	(1,470 )
Inventory impairments	-	(350 )	(850 )	(350 )
Total cost of sales	(340,022 )	(355,274 )	(957,047 )	(958,712 )
Gross margin	67,682	78,444	200,452	208,888
Selling, general and administrative expenses	(50,512 )	(57,753 )	(148,652 )	(157,862 )
Interest and other income	5,926	6,853	24,088	23,602
Interest expense	-	-	(685 )	(1,726 )
Other expense	(841 )	(881 )	(2,534 )	(1,603 )
Loss on early extinguishment of debt	-	-	(9,412 )	-
Other-than-temporary impairment of marketable securities	(4,293 )	-	(4,293 )	-
Homebuilding pretax income	17,962	26,663	58,964	71,299
<b>Financial Services:</b>				
Revenues	10,699	14,282	31,413	40,672
Expenses	(5,643 )	(6,921 )	(16,182 )	(19,144 )
Interest and other income	906	885	2,395	2,680
Financial services pretax income	5,962	8,246	17,626	24,208
Income before income taxes	23,924	34,909	76,590	95,507
Benefit from (provision for) income taxes	(8,466 )	1,342	(28,086 )	188,169
Net income	\$15,458	\$36,251	\$48,504	\$283,676
Other comprehensive income (loss) related to available-for-sale securities, net of tax	(2,484 )	1,960	(4,203 )	2,500
Comprehensive income	\$12,974	\$38,211	\$44,301	\$286,176
Earnings per share:				
Basic	\$0.32	\$0.74	\$0.99	\$5.80

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Diluted	\$0.32	\$0.74	\$0.99	\$5.75
Weighted average common shares outstanding				
Basic	48,625,685	48,478,403	48,607,425	48,423,969
Diluted	48,830,790	48,753,649	48,824,871	48,852,870
Dividends declared per share	\$0.25	\$-	\$0.75	\$-

The accompanying Notes are an integral part of these Unaudited Consolidated Financial Statements.



**M.D.C. HOLDINGS, INC.****Consolidated Statements of Cash Flows**

	Nine Months Ended September 30, 2014      2013 (Dollars in thousands) (Unaudited)	
<b>Operating Activities:</b>		
Net income	\$48,504	\$283,676
Adjustments to reconcile net income to net cash used in operating activities:		
Loss on early extinguishment of debt	9,412	-
Stock-based compensation expense	4,754	8,240
Depreciation and amortization	2,928	2,960
Inventory impairments	850	350
Other-than-temporary impairment of marketable securities	4,293	-
Loss (gain) on sale of marketable securities	(7,622 )	-
Amortization of discount / premiums on marketable debt securities	501	816
Deferred income tax expense (benefit)	28,363	(189,657)
Net changes in assets and liabilities:		
Restricted cash	(839 )	(327 )
Trade and other receivables	(5,821 )	(1,599 )
Mortgage loans held-for-sale	34,446	45,613
Housing completed or under construction	(200,408)	(121,165)
Land and land under development	(79,465 )	(210,218)
Prepaid expenses and other assets	(14,084 )	(14,033 )
Accounts payable and accrued liabilities	932	(30,516 )
Net cash used in operating activities	(173,256)	(225,860)
<b>Investing Activities:</b>		
Purchases of marketable securities	(409,846)	(369,887)
Maturities of marketable securities	165,089	132,492
Sales of marketable securities	372,301	187,083
Purchases of property and equipment	(1,919 )	(1,278 )
Net cash provided by (used in) investing activities	125,625	(51,590 )
<b>Financing Activities:</b>		
Payments on mortgage repurchase facility, net	(31,292 )	(37,415 )
Proceeds from issuance of senior notes	248,375	346,938
Repayment of senior notes	(259,118)	-
Advances on revolving credit facility, net	10,000	-
Dividend payments	(36,616 )	-
Proceeds from exercise of stock options	63	5,118
Net cash provided by (used in) financing activities	(68,588 )	314,641

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Net increase (decrease) in cash and cash equivalents	(116,219)	37,191
Cash and cash equivalents:		
Beginning of period	199,338	160,095
End of period	\$83,119	\$197,286

The accompanying Notes are an integral part of these Unaudited Consolidated Financial Statements.

**M.D.C. HOLDINGS, INC.**

**Notes to Unaudited Consolidated Financial Statements**

**1. Basis of Presentation**

The Unaudited Consolidated Financial Statements of M.D.C. Holdings, Inc. ("MDC," "the Company," "we," "us," or "our" which refers to M.D.C. Holdings, Inc. and its subsidiaries) have been prepared, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). Accordingly, they do not include all information and footnotes required by U.S. generally accepted accounting principles ("GAAP") for complete financial statements. These statements reflect all normal and recurring adjustments which, in the opinion of management, are necessary to present fairly the financial position, results of operations and cash flows of MDC at September 30, 2014 and for all periods presented. These statements should be read in conjunction with MDC's Consolidated Financial Statements and Notes thereto included in MDC's Annual Report on Form 10-K for the year ended December 31, 2013. Certain prior year amounts have been reclassified to conform to the current year's presentation.

**2. Recently Issued Accounting Standards**

In July 2013, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2013-11, *Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists* ("ASU 2013-11"). This update requires companies to present an unrecognized tax benefit, or a portion of an unrecognized tax benefit, as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward, unless certain conditions exist. ASU 2013-11 was effective for our interim and annual periods beginning January 1, 2014. The adoption of ASU 2013-11 did not have a material impact on our consolidated financial position or results of operations.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers* ("ASU 2014-09"), which is a comprehensive new revenue recognition model. Under ASU 2014-09, a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods and services. ASU 2014-09 is effective for our interim and annual reporting periods beginning after December 15, 2016, and is to be applied retrospectively, with early application not permitted. We are currently evaluating the impact the pronouncement will have on our consolidated financial statements and related disclosures.

In June 2014, the FASB issued ASU 2014-11, *Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures* ("ASU 2014-11"), which makes limited amendments to Accounting Standards Codification ("ASC") Topic

860, "Transfers and Servicing." ASU 2014-11 requires entities to account for repurchase-to-maturity transactions as secured borrowings, eliminates accounting guidance on linked repurchase financing transactions, and expands disclosure requirements related to certain transfers of financial assets. ASU 2014-11 is effective for our fiscal periods beginning January 1, 2015 and interim periods beginning April 1, 2015. Early adoption is not permitted. This guidance is not expected to have a material impact on our consolidated financial statements.

### 3. Segment Reporting

Our operating segments are defined as a component of an enterprise for which discrete financial information is available and is reviewed regularly by the chief operating decision-maker, or decision-making group, to evaluate performance and make operating decisions. We have identified our chief operating decision-maker as two key executives— our Chief Executive Officer and Chief Operating Officer.

We have identified each homebuilding division as an operating segment. Our operating segments have been aggregated into the reportable segments noted below because they are similar in the following regards: (1) economic characteristics; (2) housing products; (3) class of homebuyer; (4) regulatory environments; and (5) methods used to construct and sell homes. Our homebuilding reportable segments are as follows:

West (Arizona, California, Nevada and Washington)

Mountain (Colorado and Utah)

East (Virginia, Florida and Maryland, which includes Pennsylvania, Delaware and New Jersey)

Our financial services business consists of the operations of the following operating segments: (1) HomeAmerican Mortgage Corporation ("HomeAmerican"); (2) Allegiant Insurance Company, Inc., A Risk Retention Group ("Allegiant"); (3) StarAmerican Insurance Ltd. ("StarAmerican"); (4) American Home Insurance Agency, Inc.; and (5) American Home Title and Escrow Company. Due to its contributions to consolidated pretax income we consider HomeAmerican to be a reportable segment ("Mortgage operations"). The remaining operating segments have been aggregated into one reportable segment ("Other") because they do not individually exceed 10 percent of: (1) consolidated revenue; (2) the greater of (A) the combined reported profit of all operating segments that did not report a loss or (B) the positive value of the combined reported loss of all operating segments that reported losses; or (3) consolidated assets.

**M.D.C. HOLDINGS, INC.****Notes to Unaudited Consolidated Financial Statements**

Corporate is a non-operating segment that develops and implements strategic initiatives and supports our operating divisions by centralizing key administrative functions such as finance and treasury, information technology, insurance and risk management, litigation and human resources. Corporate also provides the necessary administrative functions to support MDC as a publicly traded company. A portion of the expenses incurred by Corporate are allocated to the homebuilding operating segments based on their respective percentages of assets, and to a lesser degree, a portion of Corporate expenses are allocated to the financial services segments. A majority of Corporate's personnel and resources are primarily dedicated to activities relating to the homebuilding segments, and, therefore, the balance of any unallocated Corporate expenses is included in the homebuilding segment.

The table set forth below summarizes home sale revenues for our homebuilding operations and revenues for our financial services operations.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
	(Dollars in thousands)			
<b>Homebuilding</b>				
West	\$184,627	\$188,456	\$510,710	\$487,949
Mountain	144,442	134,992	392,052	402,137
East	78,635	110,270	254,737	277,514
Total home and land sale revenues	\$407,704	\$433,718	\$1,157,499	\$1,167,600
<b>Financial Services</b>				
Mortgage operations	\$6,416	\$9,694	\$18,887	\$29,232
Other	4,283	4,588	12,526	11,440
Total financial services revenues	\$10,699	\$14,282	\$31,413	\$40,672

The following table summarizes pretax income for our homebuilding and financial services operations.

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	Three Months Ended September 30, 2014 2013		Nine Months Ended September 30, 2014 2013	
	(Dollars in thousands)			
<b>Homebuilding</b>				
West	\$12,402	\$19,539	\$41,747	\$46,929
Mountain	11,031	12,203	30,572	39,341
East	1,138	6,657	9,095	12,708
Corporate	(6,609 )	(11,736)	(22,450)	(27,679)
Total homebuilding pretax income	\$17,962	\$26,663	\$58,964	\$71,299
<b>Financial Services</b>				
Mortgage operations	\$3,327	\$5,936	\$10,387	\$18,790
Other	2,635	2,310	7,239	5,418
Total financial services pretax income	\$5,962	\$8,246	\$17,626	\$24,208
Total pretax income	\$23,924	\$34,909	\$76,590	\$95,507

**M.D.C. HOLDINGS, INC.****Notes to Unaudited Consolidated Financial Statements**

The table set forth below summarizes total assets for our homebuilding and financial services operations. The assets in our West, Mountain and East segments consist primarily of inventory while the assets in our Corporate segment consist primarily of cash and cash equivalents, marketable securities and our deferred tax asset. The assets in our financial services segment consist mostly of cash and cash equivalents, marketable securities and mortgage loans held-for-sale.

	September 30, 2014	December 31, 2013
	(Dollars in thousands)	
<b>Homebuilding assets</b>		
West	\$911,952	\$760,450
Mountain	519,332	418,796
East	342,766	297,627
Corporate	708,027	951,809
Total homebuilding assets	\$2,482,077	\$2,428,682
<b>Financial services assets</b>		
Mortgage operations	\$64,062	\$99,065
Other	42,076	67,702
Total financial services assets	\$106,138	\$166,767
Total assets	\$2,588,215	\$2,595,449

**4. Earnings Per Share**

A company that has participating securities (for example, holders of unvested restricted stock that has nonforfeitable dividend rights) is required to utilize the two-class method to calculate earnings per share ("EPS") unless the treasury stock method results in lower EPS. The two-class method is an allocation of earnings/(loss) between the holders of common stock and a company's participating security holders. Under the two-class method, earnings/(loss) for the reporting period are allocated between common shareholders and other security holders based on their respective rights to receive distributed earnings (i.e., dividends) and undistributed earnings (i.e., net income/(loss)). Currently, we have one class of security and we have participating security holders consisting of shareholders of unvested

restricted stock. Basic EPS is calculated by dividing income or loss attributable to common stockholders by the weighted average number of shares of common stock outstanding. To calculate diluted EPS, basic EPS is further adjusted to include the effect of potential dilutive stock options outstanding. The following table shows basic and diluted EPS calculations:

	Three Months Ended September 30, 2014		2013		Nine Months Ended September 30, 2014		2013	
	(Dollars in thousands, except per share amounts)							
<b>Numerator</b>								
Net income	\$ 15,458		\$ 36,251		\$ 48,504		\$ 283,676	
Less: distributed earnings allocated to participating securities	(48	) -			(150	) -		
Less: undistributed earnings allocated to participating securities	(13	) (294	)		(51	) (2,609	)	
Net income attributable to common stockholders (numerator for basic earnings per share)	15,397		35,957		48,303		281,067	
Add back: undistributed earnings allocated to participating securities	13		294		51		2,609	
Less: undistributed earnings reallocated to participating securities	(13	) (293	)		(51	) (2,586	)	
Numerator for diluted earnings per share under two class method	\$ 15,397		\$ 35,958		\$ 48,303		\$ 281,090	
<b>Denominator</b>								
Weighted-average common shares outstanding	48,625,685		48,478,403		48,607,425		48,423,969	
Add: dilutive effect of stock options	205,105		275,246		217,446		428,901	
Denominator for diluted earnings per share under two class method	48,830,790		48,753,649		48,824,871		48,852,870	
Basic Earnings Per Common Share	\$0.32		\$0.74		\$0.99		\$5.80	
Diluted Earnings Per Common Share	\$0.32		\$0.74		\$0.99		\$5.75	

Diluted EPS for the three and nine months ended September 30, 2014 excluded options to purchase approximately 4.3 million and 4.5 million shares, respectively, of common stock because the effect of their inclusion would be anti-dilutive. For the same periods in 2013, diluted EPS excluded options to purchase approximately 4.2 million and 3.4 million shares, respectively.



**M.D.C. HOLDINGS, INC.****Notes to Unaudited Consolidated Financial Statements****5. Accumulated Other Comprehensive Income**

The following table sets forth our changes in accumulated other comprehensive income (“AOCI”):

	Three Months Ended September 30, 2014		Nine Months Ended September 30, 2013	
	2014	2013	2014	2013
	(Dollars in thousands)			
Unrealized gains (losses) on available-for-sale marketable securities <sup>1</sup> :				
Beginning balance	\$5,346	\$884	\$7,655	\$4,838
Other comprehensive income (loss) before reclassifications	(4,836)	1,766	(3,236)	(1,195)
Amounts reclassified from AOCI <sup>2</sup>	1,862	194	(2,047)	(799)
Ending balance	\$2,372	\$2,844	\$2,372	\$2,844
Unrealized gains on available-for-sale metropolitan district bond securities <sup>1</sup> :				
Beginning balance	\$4,510	\$4,494	\$3,920	\$-
Other comprehensive income before reclassifications	490	-	1,080	4,494
Amounts reclassified from AOCI	-	-	-	-
Ending balance	\$5,000	\$4,494	\$5,000	\$4,494
Total ending AOCI	\$7,372	\$7,338	\$7,372	\$7,338

1. All amounts net-of-tax.

See separate table below for details about these reclassifications which include gains or losses on sales of

2. available-for-sale securities sold as well as any other-than-temporary impairments taken on available-for-sale securities during the period.

The following table sets forth the activity related to reclassifications out of accumulated other comprehensive income (loss) related to available-for-sale securities:

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Affected Line Item in the Statements of Operations	Three Months		Nine Months	
	Ended	Ended	Ended	Ended
	September 30,	September 30,	September 30,	September 30,
	2014	2013	2014	2013
	(Dollars in thousands)			
Homebuilding interest and other income	\$1,167	\$(311)	\$7,528	\$560
Other-than-temporary impairment of marketable securities	(4,293)	-	(4,293)	-
Financial services interest and other income	99	(4 )	94	118
Income before income taxes	(3,027)	(315)	3,329	678
Benefit from (provision for) income taxes	1,165	121	(1,282)	121
Net income	\$(1,862)	\$(194)	\$2,047	\$799

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**M.D.C. HOLDINGS, INC.****Notes to Unaudited Consolidated Financial Statements****6. Fair Value Measurements**

Accounting Standards Codification (“ASC”) Topic 820, *Fair Value Measurements* (“ASC 820”), defines fair value, establishes guidelines for measuring fair value and expands disclosures regarding fair value measurements. ASC 820 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs for which little or no market data exists, therefore requiring an entity to develop its own assumptions.

The following table sets forth the fair values and methods used for measuring the fair values of financial instruments on a recurring basis:

Financial Instrument	Hierarchy	Fair Value	
		September 30, 2014	December 31, 2013
		(Dollars in thousands)	
Marketable securities (available-for-sale)			
Equity securities	Level 1	\$426,453	\$389,323
Debt securities - maturity less than 1 year	Level 2	2,060	72,577
Debt securities - maturity 1 to 5 years	Level 2	10,167	106,566
Debt securities - maturity greater than 5 years	Level 2	15,959	19,601
Total available-for-sale securities		\$454,639	\$588,067
Mortgage loans held-for-sale, net	Level 2	\$58,132	\$92,578
Metropolitan district bond securities (related party) (available-for-sale)	Level 3	\$15,379	\$12,729

The following methods and assumptions were used to estimate the fair value of each class of financial instruments.

*Cash and cash equivalents, restricted cash, trade and other receivables, inventories, prepaid and other assets, accounts payable, and accrued liabilities.* Fair value approximates carrying value.

*Marketable Securities.* We have marketable debt and equity securities. Our equity securities consist primarily of holdings in mutual fund securities, which invest mostly in debt securities. The remaining equity securities in our investment portfolio are holdings in corporate equities. Our debt securities consist primarily of fixed and floating rate interest earning debt securities, which may include, among others, United States government and government agency debt and corporate debt. We measure the fair value of our debt securities using a third party pricing service that either provides quoted market prices in active markets for identical or similar securities, which are level 1 inputs, or uses observable inputs for their pricing, which are level 2 inputs. As of September 30, 2014 and December 31, 2013, all of our marketable securities were treated as available-for-sale investments and, as such, we have recorded all of our marketable securities at fair value with changes in fair value being recorded as a component AOCI.

Each quarter we assess all of our securities in an unrealized loss position for potential other-than-temporary impairment (“OTTI”). Our assessment includes a consideration of many factors, both qualitative and quantitative, including the amount of the unrealized loss, the period of time the security has been in a loss position, the financial condition of the issuer and whether we have the intent and ability to hold the securities, among other factors. During the three and nine months ended September 30, 2014, we recorded a pre-tax OTTI of \$4.3 million for certain of our mutual funds that were in a loss position as of quarter end. The OTTI is included in other-than-temporary impairment of marketable securities in the homebuilding section of our consolidated statements of operations.

**M.D.C. HOLDINGS, INC.****Notes to Unaudited Consolidated Financial Statements**

The following table sets forth the amortized cost and estimated fair value of our available-for-sale marketable securities.

	September 30, 2014			
	Amortized Cost	OTTI	Net Amortized Cost	Fair Value
	(Dollars in thousands)			
<b>Homebuilding:</b>				
Equity securities	\$417,688	\$(4,293)	413,395	\$417,242
Debt securities	20,426	-	20,426	20,202
Total homebuilding available-for-sale marketable securities	\$438,114	\$(4,293)	\$433,821	\$437,444
<b>Financial Services:</b>				
Equity securities	\$9,028	-	9,028	\$9,211
Debt securities	7,934	-	7,934	7,984
Total financial services available-for-sale marketable securities	\$16,962	\$-	\$16,962	\$17,195
Total available-for-sale marketable securities	\$455,076	\$(4,293)	\$450,783	\$454,639
	December 31, 2013			
	Amortized Cost	OTTI	Net Amortized Cost	Fair Value
	(Dollars in thousands)			
<b>Homebuilding:</b>				
Equity securities	\$375,142	\$-	\$375,142	\$385,303
Debt securities	181,635	-	181,635	183,718
Total homebuilding available-for-sale marketable securities	\$556,777	\$-	\$556,777	\$569,021
<b>Financial Services:</b>				
Equity securities	\$4,000	\$-	\$4,000	\$4,020
Debt securities	14,721	-	14,721	15,026
Total financial services available-for-sale marketable securities	\$18,721	\$-	\$18,721	\$19,046
Total available-for-sale marketable securities	\$575,498	\$-	\$575,498	\$588,067

During the three and nine months ended September 30, 2014, we recorded a pre-tax OTTI of \$4.3 million for certain of our mutual funds that were in a loss position as of quarter end. The OTTI is included in other-than-temporary impairment of marketable securities in the homebuilding section of our consolidated statements of operations.

As of September 30, 2014 and December 31, 2013, our marketable securities were in a net unrealized loss position totaling \$0.4 million and a net unrealized gain position totaling \$12.6 million, respectively. Our marketable securities that were in unrealized loss positions, excluding those that were impaired as part of the OTTI, aggregated to unrealized losses of \$2.2 million and \$1.1 million as of September 30, 2014 and December 31, 2013, respectively. The table below sets forth the debt and equity securities, for which an OTTI had not been recognized, that were in an aggregate loss position in AOCI as of September 30, 2014 and December 31, 2013. We do not believe that the aggregate unrealized loss related to our debt or equity securities as of September 30, 2014 is material to our operations.

**M.D.C. HOLDINGS, INC.****Notes to Unaudited Consolidated Financial Statements**

Type of Investment	September 30, 2014		December 31, 2013	
	Number of Securities in Loss Position	Aggregate Fair Value of Securities in a Loss Position (Dollars in thousands)	Number of Securities in Loss Position	Aggregate Fair Value of Securities in a Loss Position
Debt	82	\$ (294 ) \$ 17,758	72	\$ (430 ) \$ 46,440
Equity	9	(1,901 ) 76,720	7	(713 ) 14,174
Total	91	\$ (2,195 ) \$ 94,478	79	\$ (1,143 ) \$ 60,614

The following tables set forth gross realized gains and losses from the sale of available-for-sale marketable securities, which were included in either interest and other income in the homebuilding section or interest and other income in the financial services section of our consolidated statements of operations.

	Three Months Ended September 30, 2014		Nine Months Ended September 30, 2013	
	2014	2013	2014	2013
(Dollars in thousands)				
Gross realized gains on sales of available-for-sale securities				
Equity securities	\$979	\$498	\$6,496	\$714
Debt securities	466	116	2,386	376
Total	\$1,445	\$614	\$8,882	\$1,090
Gross realized losses on sales of available-for-sale securities				
Equity securities	\$(92 )	\$-	\$(801 )	\$-
Debt securities	(87 )	(293)	(459 )	(1,518)
Total	\$(179 )	\$(293)	\$(1,260)	\$(1,518)
Net realized gain (loss) on sales of available-for-sale securities	\$1,266	\$321	\$7,622	\$(428 )

*Mortgage Loans Held-for-Sale, Net.* As of September 30, 2014, the primary components of our mortgage loans held-for-sale that are measured at fair value on a recurring basis are: (1) mortgage loans held-for-sale under commitments to sell; and (2) mortgage loans held-for-sale not under commitments to sell. At September 30, 2014 and December 31, 2013, we had \$52.1 million and \$66.1 million, respectively, of mortgage loans held-for-sale under commitments to sell for which fair value was based upon Level 2 inputs, which were the quoted market prices for those mortgage loans. At September 30, 2014 and December 31, 2013, we had \$6.0 million and \$26.5 million, respectively, of mortgage loans held-for-sale that were not under commitments to sell. The fair value for those loans was primarily based upon the estimated market price received from an outside party, which is a Level 2 fair value input.

*Metropolitan District Bond Securities (Related Party).* The Metropolitan district bond securities (the “Metro Bonds”) are included in the homebuilding section of our accompanying consolidated balance sheets. We acquired the Metro Bonds from a quasi-municipal corporation in the state of Colorado (the “Metro District”), which was formed to help fund and maintain the infrastructure associated with a master-planned community being developed by our Company. Cash flows received by the Company from these securities reflect principal and interest payments from the Metro District that are supported by an annual levy on the taxable value of real estate and personal property within the Metro District’s boundaries and a one-time fee assessed on permits obtained by MDC in the Metro District. The stated year of maturity for the Metro Bonds is 2037. However, if the unpaid principal and all accrued interest are not paid off by the year 2037, the Company will continue to receive principal and interest payments in perpetuity until the unpaid principal and accrued interest is paid in full. Since 2007 and through the first quarter of 2013, we accounted for these securities under the cost recovery method and they were not carried at fair value in accordance with ASC Topic 310-30, *Loans and Debt Securities Acquired with Deteriorated Credit Quality* (“ASC 310-30”).



**M.D.C. HOLDINGS, INC.****Notes to Unaudited Consolidated Financial Statements**

In the second quarter of 2013, we determined that these securities no longer were required to be accounted for under the cost recovery method due to an increase in the number of new homes delivered in the community coupled with improvements in property values within the Metro District. In accordance with ASC 310-30, we will adjust the bond principal balance on a prospective basis using an interest accretion model that utilizes future cash flows expected to be collected. Furthermore, as this investment is accounted for as an available-for-sale asset, we will update its fair value on a quarterly basis, with the adjustment being recorded through AOCI. The fair value is based upon a discounted future cash flow model, which uses Level 3 inputs. The two primary unobservable inputs used in our discounted cash flow model are the forecasted number of homes to be closed, as they drive any increases to the tax base for the Metro District, and the discount rate. The table below provides quantitative data, as of September 30, 2014, regarding each unobservable input and the sensitivity of fair value to potential changes in those unobservable inputs.

Unobservable Input	Quantitative Data		Sensitivity Analysis	
	Range	Weighted Average	Movement in Fair Value from Increase in Input	Movement in Fair Value from Decrease in Input
Number of homes closed per year	0 to 132	93	Increase	Decrease
Discount rate	6% to 16 %	11.5	% Decrease	Increase

The table set forth below summarizes the activity for our Metro Bonds:

	Three Months Ended September 30, 2014		Nine Months Ended September 30, 2013	
	2014	2013	2014	2013
	(Dollars in thousands)			
Balance at beginning of period	\$ 14,291	\$ 13,835	\$ 12,729	\$ 5,818
Increase in fair value (recorded in other comprehensive income)	798	-	1,757	7,354
Change due to accretion of principal	290	332	893	995
Cash receipts	-	-	-	-
Balance at end of period	\$ 15,379	\$ 14,167	\$ 15,379	\$ 14,167

*Mortgage Repurchase Facility.* The debt associated with our mortgage repurchase facility (see Note 19 for further discussion) is at floating rates or at fixed rates that approximate current market rates and have relatively short-term maturities, generally within 30 days. The fair value approximates carrying value and is based on Level 2 inputs.

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*Senior Notes.* The estimated values of the senior notes in the following table are based on Level 2 inputs, including market prices of other homebuilder bonds.

	September 30, 2014		December 31, 2013	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
	(Dollars in thousands)			
5 % Senior Notes due December 2014, net	\$-	\$-	\$249,814	\$258,750
5 % Senior Notes due July 2015, net	249,967	258,125	249,935	262,562
5 % Senior Notes due February 2020, net	246,302	258,125	245,871	259,688
5½% Senior Notes due January 2024, net	250,000	246,250	-	-
6% Senior Notes due January 2043	350,000	317,188	350,000	305,083
Total	\$1,096,269	\$1,079,688	\$1,095,620	\$1,086,083

**M.D.C. HOLDINGS, INC.****Notes to Unaudited Consolidated Financial Statements****7. Inventories**

The following table sets forth, by reportable segment, information relating to our homebuilding inventories:

	September 30, 2014	December 31, 2013
	(Dollars in thousands)	
Housing Completed or Under Construction:		
West	\$411,524	\$270,778
Mountain	238,187	194,101
East	186,809	171,821
Subtotal	836,520	636,700
Land and Land Under Development:		
West	459,218	459,512
Mountain	261,493	211,526
East	133,966	103,923
Subtotal	854,677	774,961
Total Inventories	\$1,691,197	\$1,411,661

Our inventories are primarily associated with communities where we intend to construct and sell homes on the land, including models and unsold started homes. Costs capitalized to land and land under development primarily include: (1) land costs; (2) land development costs; (3) entitlement costs; (4) capitalized interest; (5) engineering fees; and (6) title insurance, real property taxes and closing costs directly related to the purchase of the land parcel. Components of housing completed or under construction primarily include: (1) land costs transferred from land and land under development; (2) direct construction costs associated with a house; (3) real property taxes, engineering fees, permits and other fees; (4) capitalized interest; and (5) indirect construction costs, which include field construction management salaries and benefits, utilities and other construction related costs. Land costs are transferred from land and land under development to housing completed or under construction at the point in time that construction of a home on an owned lot begins.

In accordance with ASC 360, *Property, Plant, and Equipment* ("ASC 360"), homebuilding inventories are carried at cost unless events and circumstances indicate that the carrying value of the underlying subdivision may not be recoverable. We evaluate inventories for impairment at each quarter end on a subdivision level basis as each such subdivision represents the lowest level of identifiable cash flows. In making this determination, we review, among

other things, the following for each subdivision:

- actual and trending “Operating Margin” (which is defined as home sale revenues less home cost of sales and all direct incremental costs associated with the home closing, including sales commissions) for homes closed;
- estimated future undiscounted cash flows and Operating Margin;
- forecasted Operating Margin for homes in backlog;
- actual and trending net and gross home orders;
- base sales price and home sales incentive information for homes closed, homes in backlog and homes available for sale;
- market information for each sub-market, including competition levels, home foreclosure levels, the size and style of homes currently being offered for sale and lot size; and
- known or probable events indicating that the carrying value may not be recoverable.

If events or circumstances indicate that the carrying value of our inventory may not be recoverable, assets are reviewed for impairment by comparing the undiscounted estimated future cash flows from an individual subdivision to its carrying value. If the undiscounted future cash flows are less than the subdivision’s carrying value, the carrying value of the subdivision is written down to its then estimated fair value. We generally determine the estimated fair value of each subdivision by determining the present value of the estimated future cash flows at discount rates that are commensurate with the risk of the subdivision under evaluation. We recognized no inventory impairments during the three months ended September 30, 2014. For the nine months ended September 30, 2014, we recorded \$0.9 million of inventory impairment charges related to two projects in our East segment. We recognized \$0.4 million in impairments for the three and nine months ended September 30, 2013.

**M.D.C. HOLDINGS, INC.****Notes to Unaudited Consolidated Financial Statements****8. Capitalization of Interest**

We capitalize interest to inventories during the period of development in accordance with ASC Topic 835, *Interest* (“ASC 835”). Homebuilding interest capitalized as a cost of inventories is included in cost of sales as related units or lots are sold. To the extent our homebuilding debt exceeds our qualified assets, as defined in ASC 835, we expense a portion of interest incurred. Qualified homebuilding assets consist of all lots and homes, excluding finished unsold homes or finished models, within projects that are actively selling or under development. The table set forth below summarizes homebuilding interest activity.

The homebuilding interest expensed in the table below relates to the portion of interest incurred where our homebuilding debt exceeded our qualified inventory for such periods in accordance with ASC 835.

	Three Months Ended September 30, 2014		Nine Months Ended September 30, 2014	
	2013	2014	2013	2014
	(Dollars in thousands)			
Homebuilding interest incurred	\$16,499	\$15,852	\$52,211	\$45,536
Less: Interest capitalized	(16,499)	(15,852)	(51,526)	(43,810)
Homebuilding interest expensed	\$-	\$-	\$685	\$1,726
Interest capitalized, beginning of period	\$80,936	\$74,547	\$74,155	\$69,143
Plus: Interest capitalized during period	16,499	15,852	51,526	43,810
Less: Previously capitalized interest included in home cost of sales	(14,966)	(15,567)	(43,212)	(38,121)
Interest capitalized, end of period	\$82,469	\$74,832	\$82,469	\$74,832

**9. Homebuilding Prepaid Expenses and Other Assets**

The following table sets forth the components of homebuilding prepaid expenses and other assets.

	September	December
	30,	31,
	2014	2013
	(Dollars in thousands)	
Land option deposits	\$ 16,593	\$ 15,221
Deferred marketing costs	27,598	15,830
Prepaid expenses	5,967	4,349
Goodwill	6,008	6,008
Deferred debt issuance costs, net	12,111	11,527
Other	533	590
Total	\$ 68,810	\$ 53,525

**M.D.C. HOLDINGS, INC.****Notes to Unaudited Consolidated Financial Statements****10. Homebuilding Accrued Liabilities and Financial Services Accounts Payable and Accrued Liabilities**

The following table sets forth information relating to homebuilding accrued liabilities.

	September 30, 2014	December 31, 2013
	(Dollars in thousands)	
Accrued compensation and related expenses	\$21,484	\$35,990
Accrued executive deferred compensation	30,796	30,796
Accrued interest	14,391	24,198
Warranty reserves	19,101	22,238
Customer and escrow deposits	17,944	10,759
Land development and home construction accruals	7,422	9,592
Other accrued liabilities	17,254	19,248
Total accrued liabilities	\$128,392	\$152,821

The following table sets forth information relating to financial services accounts payable and accrued liabilities.

	September 30, 2014	December 31, 2013
	(Dollars in thousands)	
Insurance reserves	\$49,469	\$49,637
Accounts payable and other accrued liabilities	6,801	6,002
Total accounts payable and accrued liabilities	\$56,270	\$55,639

**11. Warranty Reserves**

Our homes are sold with limited third-party warranties. We record accruals for general and structural warranty claims, as well as accruals for known, unusual warranty-related expenditures. Warranty accruals are recorded based upon historical payment experience in an amount estimated to be adequate to cover expected costs of materials and outside labor during warranty periods. The determination of the warranty accrual rate for closed homes and the evaluation of our warranty reserve balance at period end are based on an internally developed analysis that includes known facts and interpretations of circumstances, including, among other things, our trends in historical warranty payment levels and warranty payments for claims not considered to be normal and recurring.

Our warranty reserves are included in accrued liabilities in the homebuilding section of our consolidated balance sheets and adjustments to our warranty reserves are recorded as an increase or reduction to home cost of sales in the homebuilding section of our consolidated statements of operations.

The table set forth below summarizes accrual, adjustment and payment activity related to our warranty reserve for the three and nine months ended September 30, 2014 and 2013. As a result of favorable warranty payment experience relative to our estimates at the time of home closing, we reduced our warranty reserve by \$0.5 million and \$2.6 million for the three and nine months ended September 30, 2014, respectively. We had no adjustments during the three months ended September 30, 2013 and a \$0.3 million increase to our warranty reserve for the nine months ended September 30, 2013.

The impact of the change in our warranty accrual rates from the three months ended September 30, 2014, as compared to three months ended September 30, 2013, and the nine months ended September 30, 2014, as compared to nine months ended September 30, 2013, did not materially affect our warranty expense or gross margin from home sales for the three and nine months ended September 30, 2014.



**M.D.C. HOLDINGS, INC.****Notes to Unaudited Consolidated Financial Statements**

	Three Months Ended September 30, 2014		Nine Months Ended September 30, 2014	
	2013	2013	2013	2013
	(Dollars in thousands)			
Balance at beginning of period	\$20,178	\$22,725	\$22,238	\$23,151
Expense provisions	1,206	1,367	3,363	3,643
Cash payments	(1,758 )	(1,649 )	(3,900 )	(4,651 )
Adjustments	(525 )	-	(2,600 )	300
Balance at end of period	\$19,101	\$22,443	\$19,101	\$22,443

**12. Insurance Reserves**

The establishment of reserves for estimated losses associated with insurance policies issued by Allegiant and re-insurance agreements issued by StarAmerican are based on actuarially developed studies that include known facts and interpretations of circumstances, including our experience with similar cases and historical trends involving claim payment patterns, pending levels of unpaid claims, product mix or concentration, claim severity, frequency patterns depending on the business conducted, and changing regulatory and legal environments.

The table set forth below summarizes the insurance reserve activity for the three and nine months ended September 30, 2014 and 2013. The insurance reserve is included as a component of accrued liabilities in the financial services section of the accompanying consolidated balance sheets.

	Three Months Ended September 30, 2014		Nine Months Ended September 30, 2014	
	2013	2013	2013	2013
	(Dollars in thousands)			
Balance at beginning of period	\$49,363	\$47,834	\$49,637	\$47,852
Expense provisions	1,530	1,885	4,577	5,187
Cash payments, net of recoveries	(1,424 )	(557 )	(4,745 )	(3,877 )
Balance at end of period	\$49,469	\$49,162	\$49,469	\$49,162

In the ordinary course of business, we make payments from our insurance reserves to settle litigation claims arising primarily from our homebuilding activities. These payments are irregular in both their timing and their magnitude. As a result, the cash payments, net of recoveries shown for the three and nine months ended September 30, 2014 and 2013 are not necessarily indicative of what future cash payments will be for subsequent periods.

### **13. Deferred Compensation Retirement Plans**

Effective August 1, 2008, the Company entered into amended and restated employment agreements (as amended on March 8, 2012, the "Employment Agreements") with Larry A. Mizel, Chairman of the Board and Chief Executive Officer, and David D. Mandarich, President and Chief Operating Officer (collectively, the "Executive Officers"), which provided certain annual post-retirement pension benefits (the "Retirement Benefits") depending on the year of retirement. In response to concerns expressed by significant institutional investors, and in accordance with the recommendation of an independent compensation consultant to the Company's Compensation Committee, the Company announced that it had reached agreements (collectively, the "Second Amendments") with the Executive Officers for the early termination, effective on October 18, 2013, of the Retirement Benefits contained in their respective Employment Agreements. The Company's termination of the Retirement Benefits is irrevocable. No further accruals of expenses related to Retirement Benefits were recorded subsequent to the 2013 third quarter. Pursuant to the Second Amendments, on October 20, 2014, the Company paid each of Mr. Mizel and Mr. Mandarich a lump sum in the amount of \$14.8 million and \$16.0 million, respectively, in full satisfaction of their past, present and future Retirement Benefits.

**M.D.C. HOLDINGS, INC.****Notes to Unaudited Consolidated Financial Statements****14. Income Taxes**

At the end of each interim period, we are required to estimate our annual effective tax rate for the fiscal year and use that rate to provide for income taxes for the current year-to-date reporting period. As a result, we recorded income tax expense of \$8.5 million and \$28.1 million for the three and nine months ended September 30, 2014, respectively, compared to a benefit of \$1.3 million and \$188.2 million for the same respective periods in 2013. Our overall effective income tax rates were 35.4% and 36.7% for the three and nine months ended September 30, 2014, respectively, while our effective tax rates for the same periods in 2013 were not meaningful as the income tax benefit was not directly correlated to the amount of pretax income in such periods due to a \$187.6 million benefit from the reversal of our deferred tax asset valuation allowance in the 2013 second quarter.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of the assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The tax effects of significant temporary differences that give rise to our net deferred tax asset are as follows:

	September 30, 2014	December 31, 2013
	(Dollars in thousands)	
Deferred tax assets:		
Federal net operating loss carryforwards	\$51,956	\$72,700
State net operating loss carryforwards	40,485	38,082
Alternative minimum tax and other tax credit carryforwards	25,539	24,196
Stock-based compensation expense	26,753	26,651
Warranty, litigation and other reserves	12,527	15,543
Receivables from related party	11,915	12,132
Accrued compensation	4,957	11,136
Asset impairment charges	4,728	5,496
Inventory, additional costs capitalized for tax purposes	3,183	1,700
Other, net	4,030	3,446
Total deferred tax assets	186,073	211,082
Valuation allowance	(14,988 )	(14,669 )
Total deferred tax assets, net of valuation allowance	171,085	196,413

Deferred tax liabilities:

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Property, equipment and other assets	5,161	5,512
Discount on notes receivable	4,204	4,204
Deferred revenue	4,148	3,985
Unrealized gain on marketable securities	1,485	4,915
Other, net	1,545	1,535
Total deferred tax liabilities	16,543	20,151
Net deferred tax asset	\$154,542	\$176,262

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**M.D.C. HOLDINGS, INC.****Notes to Unaudited Consolidated Financial Statements****15. Senior Notes**

The following table sets forth the carrying amount of our senior notes as of September 30, 2014 and December 31, 2013, net of applicable discounts:

	September 30, 2014	December 31, 2013
	(Dollars in thousands)	
5 % Senior Notes due December 2014, net	\$-	\$249,814
5 % Senior Notes due July 2015, net	249,967	249,935
5 % Senior Notes due February 2020, net	246,302	245,871
5½% Senior Notes due January 2024, net	250,000	-
6% Senior Notes due January 2043	350,000	350,000
Total	\$1,096,269	\$1,095,620

On January 15, 2014, we issued \$250 million of 5½% Senior Notes due 2024 (the “5½% Notes”). The 5½% Notes, which pay interest semi-annually in arrears on January 15 and July 15 of each year, with payments commencing July 15, 2014, are general unsecured obligations of MDC and rank equally and ratably with our other general unsecured and unsubordinated indebtedness. We received proceeds of \$248.4 million, net of underwriting fees of \$1.6 million.

During the first quarter 2014, we redeemed our 5 % Senior Notes due December 2014. As a result of this transaction, we paid \$259.1 million to extinguish \$250 million in debt principal with a carrying value, including unamortized deferred financing costs, of \$249.7 million and recorded a \$9.4 million expense for loss on extinguishment of debt.

Our senior notes are not secured and, while the senior note indentures contain some restrictions on secured debt and other transactions, they do not contain financial covenants. Our senior notes are fully and unconditionally guaranteed on an unsecured basis, jointly and severally, by substantially all of our homebuilding segment subsidiaries.

**16. Stock Based Compensation**

We account for share-based awards in accordance with ASC 718, *Compensation-Stock Compensation*, which requires the fair value of stock-based compensation awards to be amortized as an expense over the vesting period. Stock-based compensation awards are valued at fair value on the date of grant.

For the three and nine months ended September 30, 2014, we expensed \$1.5 million and \$2.7 million, respectively, for stock option grants, compared to \$1.9 million and \$4.7 million, respectively, during the same periods in 2013. We expensed \$0.7 million and \$2.0 million for restricted stock awards during the three and nine months ended September 30, 2014, respectively, compared to \$1.1 million and \$3.5 million, respectively, during the same periods in 2013.

## **17. Commitments and Contingencies**

*Surety Bonds and Letters of Credit.* We are required to obtain surety bonds and letters of credit in support of our obligations for land development and subdivision improvements, homeowner association dues, warranty work, contractor license fees and earnest money deposits. At September 30, 2014, we had issued and outstanding surety bonds and letters of credit totaling \$135.7 million and \$34.9 million, respectively, including \$18.2 million in letters of credit issued by HomeAmerican. The estimated cost to complete obligations related to these bonds and letters of credit was approximately \$56.0 million and \$7.3 million, respectively. The letters of credit as of September 30, 2014, excluding those issued by HomeAmerican, were outstanding under our unsecured revolving credit facility (see Note 19 for further discussion of the revolving credit facility). We expect that the obligations secured by these performance bonds and letters of credit generally will be performed in the ordinary course of business and in accordance with the applicable contractual terms. To the extent that the obligations are performed, the related performance bonds and letters of credit should be released and we should not have any continuing obligations. However, in the event any such performance bonds or letters of credit are called, our indemnity obligations could require us to reimburse the issuer of the performance bond or letter of credit.

**M.D.C. HOLDINGS, INC.****Notes to Unaudited Consolidated Financial Statements**

We have made no material guarantees with respect to third-party obligations.

*Mortgage Loan Loss Reserves.* In the normal course of business, we establish reserves for potential losses associated with HomeAmerican's sale of mortgage loans to third-parties. These reserves are created to address repurchase and indemnity claims by third-party purchasers of the mortgage loans, which claims arise primarily out of, but not limited to, allegations of homebuyer fraud at the time of origination of the loan, missing documentation, loan processing defects or defective appraisals. These reserves are based upon, among other matters: (1) pending claims received from third-party purchasers associated with previously sold mortgage loans; (2) a current assessment of the potential exposure associated with future claims of homebuyer fraud in mortgage loans originated in prior periods; and (3) historical loss experience. In addition to reserves established for mortgage loans previously sold to third-parties, we establish reserves for loans that we have been required to repurchase. Our mortgage loan reserves are reflected as a component of accrued liabilities in the financial services section of the accompanying consolidated balance sheets, and the associated expenses are included in expenses in the financial services section of the accompanying consolidated statements of operations.

The following table summarizes the mortgage loan loss reserve activity.

	Three Months Ended September 30, 2014		Nine Months Ended September 30, 2014	
	2013	2014	2013	2013
	(Dollars in thousands)			
Balance at beginning of period	\$714	\$1,350	\$1,370	\$976
Expense provisions	42	603	42	1,189
Cash payments	-	(200 )	(237 )	(356 )
Adjustments	(160)	48	(579 )	(8 )
Balance at end of period	\$596	\$1,801	\$596	\$1,801

*Legal Reserves.* Because of the nature of the homebuilding business, we have been named as defendants in various claims, complaints and other legal actions arising in the ordinary course of business, including product liability claims and claims associated with the sale and financing of homes. In the opinion of management, the outcome of these ordinary course matters will not have a material adverse effect upon our financial condition, results of operations or cash flows.

*Lot Option Contracts.* In the normal course of business, we enter into lot option purchase contracts (“Option Contracts”), generally through a deposit of cash or a letter of credit, for the right to purchase land or lots at a future point in time with predetermined terms. The use of such land option and other contracts generally allow us to reduce the risks associated with direct land ownership and development, reduces our capital and financial commitments, and minimizes the amount of our land inventories on our consolidated balance sheets. Our obligation with respect to Option Contracts is generally limited to forfeiture of the related deposits. At September 30, 2014, we had cash deposits and letters of credit totaling \$14.8 million and \$2.8 million, respectively, at risk associated with the option to purchase 2,763 lots.

## **18. Derivative Financial Instruments**

The derivative instruments we utilize in the normal course of business are interest rate lock commitments and forward sales of mortgage-backed securities, both of which typically are short-term in nature. Forward sales of mortgage-backed securities are utilized to hedge changes in fair value of our interest rate lock commitments as well as mortgage loans held-for-sale not under commitments to sell. For forward sales of securities, as well as interest rate lock commitments that are still outstanding at the end of a reporting period, we record the changes in fair value of the derivatives in revenues in the financial services section of our consolidated statements of operations with an offset to prepaid expenses and other assets or accounts payable and accrued liabilities in the financial services section of our accompanying consolidated balance sheets, depending on the nature of the change.

At September 30, 2014, we had interest rate lock commitments with an aggregate principal balance of \$68.8 million. Additionally, we had \$6.0 million of mortgage loans held-for-sale that were not under commitments to sell at September 30, 2014. In order to hedge the changes in fair value of our interest rate lock commitments and mortgage loans held-for-sale which had not yet been committed to a mortgage purchaser, we had forward sales of securities totaling \$49.5 million at September 30, 2014.

For the three and nine months ended September 30, 2014, we recorded a net loss of \$0 and \$0.4 million, respectively, compared to a net gain of \$0.4 million and \$1.8 million for the same periods in 2013.



**M.D.C. HOLDINGS, INC.**

**Notes to Unaudited Consolidated Financial Statements**

**19. Lines of Credit**

*Revolving Credit Facility.* On December 13, 2013, we entered into an unsecured revolving credit facility (“Revolving Credit Facility”) with a group of lenders which may be used for general corporate purposes. Our Revolving Credit Facility has an aggregate commitment amount of \$450 million (the “Commitment”) and a maturity date of December 13, 2018. Each lender may issue letters of credit in an amount up to 50% of its commitment. The facility permits an increase in the maximum Commitment amount to \$1.0 billion upon our request, subject to receipt of additional commitments from existing or additional lenders. Interest rates on outstanding borrowings are determined by reference to a specified London Interbank Offered Rate (LIBOR), a specified federal funds effective rate or a specified prime rate, plus a margin that is determined based on our credit ratings and leverage ratio, as defined in the facility agreement. At any time at which our leverage ratio, as of the last day of the most recent calendar quarter, exceeds 55%, the aggregate principal amount of all consolidated senior debt borrowings outstanding may not exceed the borrowing base. There is no borrowing base requirement if our leverage ratio, as of the last day of the most recent calendar quarter, is 55% or less.

The Revolving Credit Facility is fully and unconditionally guaranteed, jointly and severally, by most of our homebuilding segment subsidiaries. The facility contains various representations, warranties and covenants that we believe are customary for agreements of this type. The financial covenants include a consolidated tangible net worth test and a leverage test, along with a consolidated tangible net worth covenant, all as defined in the facility agreement. A failure to satisfy the foregoing tests does not constitute an event of default, but can trigger a “term-out” of the facility. A breach of the consolidated tangible net worth covenant (but not the consolidated tangible net worth test) would result in an event of default.

The Revolving Credit Facility is subject to acceleration upon certain specified events of default, including breach of the consolidated tangible net worth covenant, failure to make timely payments, breaches of certain representations or covenants, failure to pay other material indebtedness, or another person becoming beneficial owner of 50% or more of our outstanding common stock. We believe we were in compliance with the representations, warranties and covenants included in the Revolving Credit Facility as of September 30, 2014.

We incur costs associated with unused commitment fees pursuant to the terms of the Revolving Credit Facility. At September 30, 2014 and December 31, 2013, there were \$16.6 million and \$14.9 million, respectively, in letters of credit outstanding, which reduced the amounts available to be borrowed under the Revolving Credit Facility. As of September 30, 2014 we had \$10.0 million in borrowings outstanding under the Revolving Credit Facility and no outstanding borrowings as of December 31, 2013. As of September 30, 2014, availability under the Revolving Credit

Facility was approximately \$423.4 million.

*Mortgage Repurchase Facility.* HomeAmerican has a Master Repurchase Agreement, (the “Mortgage Repurchase Facility”), with U.S. Bank National Association (“USBNA”). This agreement was amended on September 19, 2014 and extended until September 18, 2015. The Mortgage Repurchase Facility provides liquidity to HomeAmerican by providing for the sale of eligible mortgage loans to USBNA with an agreement by HomeAmerican to repurchase the mortgage loans at a future date. Until such mortgage loans are transferred back to HomeAmerican, the documents relating to such loans are held by USBNA, as custodian, pursuant to the Custody Agreement (“Custody Agreement”), dated as of November 12, 2008, by and between HomeAmerican and USBNA. The Mortgage Repurchase Facility, which had a temporary increase in the maximum aggregate commitment from \$50 million to \$80 million from December 31, 2013 through January 30, 2014, had a maximum aggregate commitment of \$50 million as of September 30, 2014. At September 30, 2014 and December 31, 2013, we had \$31.8 million and \$63.1 million, respectively, of mortgage loans that we were obligated to repurchase under our Mortgage Repurchase Facility. Mortgage loans that we are obligated to repurchase under the Mortgage Repurchase Facility are accounted for as a debt financing arrangement and are reported as mortgage repurchase facility in the consolidated balance sheets. Advances under the Mortgage Repurchase Facility carry a price range that is LIBOR-based. The Mortgage Repurchase Facility contains various representations, warranties and affirmative and negative covenants that we believe are customary for agreements of this type. The negative covenants include, among others, (i) a minimum Adjusted Tangible Net Worth requirement, (ii) a maximum Adjusted Tangible Net Worth Ratio, (iii) a minimum Adjusted Net Income requirement, and (iv) a minimum Liquidity requirement. The foregoing terms are defined in the Mortgage Repurchase Facility. We believe we were in compliance with the representations, warranties and covenants included in the Mortgage Repurchase Facility as of September 30, 2014.

**M.D.C. HOLDINGS, INC.**

**Notes to Unaudited Consolidated Financial Statements**

**20. Subsequent Events**

On October 27, 2014, we redeemed our 5 % Senior Notes due July 2015. As a result of this transaction, we paid \$258.5 million to extinguish \$250 million in debt principal with a carrying value, including unamortized deferred financing costs, of \$249.8 million and recorded an \$8.7 million expense for loss on extinguishment of debt. The redemption of securities was funded with cash on hand that was procured primarily through the sale of various investments. In connection with the sale of securities to fund the redemption, we recorded an other-than-temporary impairment of \$4.3 million in the 2014 third quarter for securities that were in a loss position at September 30, 2014 (see Note 6).

**21. Supplemental Guarantor Information**

Our senior notes are fully and unconditionally guaranteed on an unsecured basis, jointly and severally, by the following subsidiaries (collectively, the "Guarantor Subsidiaries"), which are 100%-owned subsidiaries of the Company.

M.D.C. Land Corporation  
RAH of Florida, Inc.  
Richmond American Construction, Inc.  
Richmond American Homes of Arizona, Inc.  
Richmond American Homes of Colorado, Inc.  
Richmond American Homes of Delaware, Inc.  
Richmond American Homes of Florida, LP  
Richmond American Homes of Illinois, Inc.  
Richmond American Homes of Maryland, Inc.  
Richmond American Homes of Nevada, Inc.  
Richmond American Homes of New Jersey, Inc.  
Richmond American Homes of Pennsylvania, Inc.  
Richmond American Homes of Utah, Inc.  
Richmond American Homes of Virginia, Inc.  
Richmond American Homes of Washington, Inc.

The senior note indentures do not provide for a suspension of the guarantees, but do provide that any Guarantor may be released from its guarantee so long as (1) no default or event of default exists or would result from release of such guarantee, (2) the Guarantor being released has consolidated net worth of less than 5% of the Company's consolidated net worth as of the end of the most recent fiscal quarter, (3) the Guarantors released from their guarantees in any year-end period comprise in the aggregate less than 10% (or 15% if and to the extent necessary to permit the cure of a default) of the Company's consolidated net worth as of the end of the most recent fiscal quarter, (4) such release would not have a material adverse effect on the homebuilding business of the Company and its subsidiaries and (5) the Guarantor is released from its guarantee(s) under all Specified Indebtedness (other than by reason of payment under its guarantee of Specified Indebtedness). Upon delivery of an officers' certificate and an opinion of counsel stating that all conditions precedent provided for in the indenture relating to such transactions have been complied with and the release is authorized, the guarantee will be automatically and unconditionally released. "Specified Indebtedness" means indebtedness under the senior notes, the Company's Indenture dated as of December 3, 2002, the Revolving Credit Facility, and any refinancing, extension, renewal or replacement of any of the foregoing.

We have determined that separate, full financial statements of the Guarantor Subsidiaries would not be material to investors and, accordingly, supplemental financial information for the Guarantor and Non-Guarantor Subsidiaries is presented below.

**M.D.C. HOLDINGS, INC.****Notes to Unaudited Consolidated Financial Statements****Supplemental Condensed Combining Balance Sheet**

	September 30, 2014				
	MDC	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminating Entries	Consolidated MDC
	Dollars in thousands				
<b>ASSETS</b>					
<b>Homebuilding:</b>					
Cash and cash equivalents	\$53,732	\$2,771	\$ -	\$-	\$ 56,503
Marketable securities	437,444	-	-	-	437,444
Restricted cash	-	3,034	-	-	3,034
Trade receivables	7,622	19,747	-	(2,411 )	24,958
Inventories:					
Housing completed or under construction	-	836,520	-	-	836,520
Land and land under development	-	854,677	-	-	854,677
Total inventories	-	1,691,197	-	-	1,691,197
Intercompany receivables	1,468,682	2,854	5,472	(1,477,008)	-
Investment in subsidiaries	239,529	-	-	(239,529 )	-
Metropolitan district bond securities (related party)	15,379	-	-	-	15,379
Deferred tax asset, net	151,508	-	-	3,034	154,542
Other assets, net	41,720	57,300	-	-	99,020
Total Homebuilding Assets	2,415,616	\$1,776,903	5,472	(1,715,914)	2,482,077
<b>Financial Services:</b>					
Cash and cash equivalents	-	-	26,616	-	26,616
Marketable securities	-	-	17,195	-	17,195
Intercompany receivables	-	-	38,744	(38,744 )	-
Mortgage loans held-for-sale, net	-	-	58,132	-	58,132
Other assets, net	-	-	7,229	(3,034 )	4,195
Total Financial Services Assets	-	-	147,916	(41,778 )	106,138
Total Assets	\$2,415,616	\$1,776,903	\$ 153,388	\$(1,757,692)	\$2,588,215
<b>LIABILITIES AND EQUITY</b>					
<b>Homebuilding:</b>					
Accounts payable	\$-	\$39,927	\$ -	\$-	\$ 39,927
Accrued liabilities	36,701	90,001	26	1,664	128,392

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Advances and notes payable to parent and subsidiaries	47,071	1,442,113	23,811	(1,512,995)	-
Revolving credit facility	10,000	-	-	-	10,000
Senior notes, net	1,096,269	-	-	-	1,096,269
Total Homebuilding Liabilities	1,190,041	1,572,041	23,837	(1,511,331)	1,274,588
<b>Financial Services:</b>					
Accounts payable and other liabilities	-	-	60,345	(4,075)	56,270
Advances and notes payable to parent and subsidiaries	-	-	2,757	(2,757)	-
Mortgage repurchase facility	-	-	31,782	-	31,782
Total Financial Services Liabilities	-	-	94,884	(6,832)	88,052
Total Liabilities	1,190,041	1,572,041	118,721	(1,518,163)	1,362,640
<b>Equity:</b>					
Total Stockholders' Equity	1,225,575	204,862	34,667	(239,529)	1,225,575
Total Liabilities and Stockholders' Equity	\$2,415,616	\$1,776,903	\$153,388	\$(1,757,692)	\$2,588,215

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**M.D.C. HOLDINGS, INC.****Notes to Unaudited Consolidated Financial Statements****Supplemental Condensed Combining Balance Sheet**

	December 31, 2013				
	MDC	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminating Entries	Consolidated MDC
	(Dollars in thousands)				
<b>ASSETS</b>					
<b>Homebuilding:</b>					
Cash and cash equivalents	\$145,180	\$3,454	\$ -	\$-	\$ 148,634
Marketable securities	569,021	-	-	-	569,021
Restricted cash	-	2,195	-	-	2,195
Trade receivables	915	27,951	-	(5,459 )	23,407
Inventories:					
Housing completed or under construction	-	636,700	-	-	636,700
Land and land under development	-	774,961	-	-	774,961
Total inventories	-	1,411,661	-	-	1,411,661
Intercompany receivables	1,144,292	2,576	1,899	(1,148,767)	-
Investment in subsidiaries	335,870	-	-	(335,870 )	-
Deferred tax asset, net	172,975	-	-	3,287	176,262
Metropolitan district bond securities (related party)	12,729	-	-	-	12,729
Other assets, net	41,204	43,569	-	-	84,773
Total Homebuilding Assets	2,422,186	1,491,406	1,899	(1,486,809)	2,428,682
<b>Financial Services:</b>					
Cash and cash equivalents	-	-	50,704	-	50,704
Marketable securities	-	-	19,046	-	19,046
Intercompany receivables	-	-	11,216	(11,216 )	-
Mortgage loans held-for-sale, net	-	-	92,578	-	92,578
Other assets, net	-	-	7,726	(3,287 )	4,439
Total Financial Services Assets	-	-	181,270	(14,503 )	166,767
Total Assets	\$2,422,186	\$1,491,406	\$ 183,169	\$(1,501,312)	\$ 2,595,449

**LIABILITIES AND EQUITY****Homebuilding:**

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Accounts payable	\$ 13	\$ 15,033	\$ -	\$-	\$ 15,046
Accrued liabilities	97,612	56,334	82	(1,207 )	152,821
Advances and notes payable to parent and subsidiaries	15,692	1,121,581	19,668	(1,156,941)	-
Senior notes, net	1,095,620	-	-	-	1,095,620
Total Homebuilding Liabilities	1,208,937	1,192,948	19,750	(1,158,148)	1,263,487
<b>Financial Services:</b>					
Accounts payable and other liabilities	-	-	59,891	(4,252 )	55,639
Advances and notes payable to parent and subsidiaries	-	-	3,042	(3,042 )	-
Mortgage repurchase facility	-	-	63,074	-	63,074
Total Financial Services Liabilities	-	-	126,007	(7,294 )	118,713
Total Liabilities	1,208,937	1,192,948	145,757	(1,165,442)	1,382,200
<b>Equity:</b>					
Total Stockholders' Equity	1,213,249	298,458	37,412	(335,870 )	1,213,249
Total Liabilities and Stockholders' Equity	\$2,422,186	\$ 1,491,406	\$ 183,169	\$(1,501,312)	\$ 2,595,449



**M.D.C. HOLDINGS, INC.****Notes to Unaudited Consolidated Financial Statements****Supplemental Condensed Combining Statement of Operations**

	Three Months Ended September 30, 2014				Consolidated MDC
	MDC	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminating Entries	
	(Dollars in thousands)				
<b>Homebuilding:</b>					
Revenues	\$-	\$ 407,704	\$ -	\$ -	\$ 407,704
Cost of Sales	-	(340,022 )	-	-	(340,022 )
Inventory impairments	-	-	-	-	-
Gross margin	-	67,682	-	-	67,682
Selling, general, and administrative expenses	(7,813 )	(42,532 )	-	(167 )	(50,512 )
Equity income of subsidiaries	19,538	-	-	(19,538 )	-
Interest and other income	5,680	254	3	(11 )	5,926
Interest expense	-	-	-	-	-
Other expense	(2 )	(839 )	-	-	(841 )
Loss on early extinguishment of debt	-	-	-	-	-
Other-than-temporary impairment of marketable securities	(4,293 )	-	-	-	(4,293 )
Homebuilding pretax income (loss)	13,110	24,565	3	(19,716 )	17,962
<b>Financial Services:</b>					
Financial services pretax income	-	-	5,784	178	5,962
Income before income taxes	13,110	24,565	5,787	(19,538 )	23,924
(Provision) benefit for income taxes	2,348	(8,677 )	(2,137 )	-	(8,466 )
Net income	\$15,458	\$ 15,888	\$ 3,650	\$ (19,538 )	\$ 15,458
Other comprehensive income related to available-for-sale securities, net of tax	(2,484 )	-	(208 )	208	(2,484 )
Comprehensive income	\$12,974	\$ 15,888	\$ 3,442	\$ (19,330 )	\$ 12,974

**M.D.C. HOLDINGS, INC.****Notes to Unaudited Consolidated Financial Statements****Supplemental Condensed Combining Statement of Operations**

	Three Months Ended September 30, 2013				
	MDC	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminating Entries	Consolidated MDC
	(Dollars in thousands)				
<b>Homebuilding:</b>					
Revenues	\$-	\$ 433,718	\$ -	\$ -	\$ 433,718
Cost of Sales	-	(354,924 )	-	-	(354,924 )
Inventory impairments	-	(350 )	-	-	(350 )
Gross margin	-	78,444	-	-	78,444
Selling, general, and administrative expenses	(18,067)	(39,594 )	2	(94 )	(57,753 )
Equity income of subsidiaries	29,421	-	-	(29,421 )	-
Interest and other income	6,434	408	11	-	6,853
Interest expense	-	-	-	-	-
Other expense	(3 )	(878 )	-	-	(881 )
Loss on early extinguishment of debt	-	-	-	-	-
Other-than-temporary impairment of marketable securities	-	-	-	-	-
Homebuilding pretax income (loss)	17,785	38,380	13	(29,515 )	26,663
<b>Financial Services:</b>					
Financial services pretax income	-	-	8,152	94	8,246
Income before income taxes	17,785	38,380	8,165	(29,421 )	34,909
(Provision) benefit for income taxes	18,466	(13,820 )	(3,304 )	-	1,342
Net income	\$36,251	\$ 24,560	\$ 4,861	\$ (29,421 )	\$ 36,251
Other comprehensive income related to available-for-sale securities, net of tax	1,960	-	86	(86 )	1,960
Comprehensive income	\$38,211	\$ 24,560	\$ 4,947	\$ (29,507 )	\$ 38,211

**M.D.C. HOLDINGS, INC.****Notes to Unaudited Consolidated Financial Statements****Supplemental Condensed Combining Statement of Operations**

Nine Months Ended September 30, 2014

	MDC	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminating Entries	Consolidated MDC
	(Dollars in thousands)				
<b>Homebuilding:</b>					
Revenues	\$-	\$ 1,157,499	\$ -	\$ -	\$ 1,157,499
Cost of Sales	-	(956,197 )	-	-	(956,197 )
Inventory impairments	-	(850 )	-	-	(850 )
Gross margin	-	200,452	-	-	200,452
Selling, general, and administrative expenses	(30,534)	(117,619 )	-	(499 )	(148,652 )
Equity income of subsidiaries	62,290	-	-	(62,290 )	-
Interest and other income	23,021	1,089	12	(34 )	24,088
Interest expense	(685 )	-	-	-	(685 )
Other expense	(6 )	(2,528 )	-	-	(2,534 )
Loss on early extinguishment of debt	(9,412 )	-	-	-	(9,412 )
Other-than-temporary impairment of marketable securities	(4,293 )	-	-	-	(4,293 )
Homebuilding pretax income (loss)	40,381	81,394	12	(62,823 )	58,964
<b>Financial Services:</b>					
Financial services pretax income	-	-	17,093	533	17,626
Income before income taxes	40,381	81,394	17,105	(62,290 )	76,590
(Provision) benefit for income taxes	8,123	(29,848 )	(6,361 )	-	(28,086 )
Net income	\$48,504	\$51,546	\$ 10,744	\$ (62,290 )	\$48,504
Other comprehensive income related to available-for-sale securities, net of tax	(4,203 )	-	(93 )	93	(4,203 )
Comprehensive income	\$44,301	\$51,546	\$ 10,651	\$ (62,197 )	\$44,301

**M.D.C. HOLDINGS, INC.****Notes to Unaudited Consolidated Financial Statements****Supplemental Condensed Combining Statement of Operations**

	Nine Months Ended September 30, 2013				
	MDC	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminating Entries	Consolidated MDC
<b>Homebuilding:</b>					
Revenues	\$-	\$ 1,168,848	\$ -	\$ (1,248 )	\$ 1,167,600
Cost of Sales	-	(959,610 )	-	1,248	(958,362 )
Inventory impairments	-	(350 )	-	-	(350 )
Gross margin	-	208,888	-	-	208,888
Selling, general, and administrative expenses	(48,163 )	(109,439 )	(1 )	(259 )	(157,862 )
Equity income of subsidiaries	99,079	-	-	(99,079 )	-
Interest and other income	22,491	1,100	11	-	23,602
Interest expense	(1,726 )	-	-	-	(1,726 )
Other expense	(11 )	(1,592 )	-	-	(1,603 )
Loss on early extinguishment of debt	-	-	-	-	-
Other-than-temporary impairment of marketable securities	-	-	-	-	-
Homebuilding pretax income (loss)	71,670	98,957	10	(99,338 )	71,299
<b>Financial Services:</b>					
Financial services pretax income	-	-	23,949	259	24,208
Income before income taxes	71,670	98,957	23,959	(99,079 )	95,507
(Provision) benefit for income taxes	212,006	(14,646 )	(9,191 )	-	188,169
Net income	\$283,676	\$ 84,311	\$ 14,768	\$ (99,079 )	\$ 283,676
Other comprehensive income related to available-for-sale securities, net of tax	2,500	-	(206 )	206	2,500
Comprehensive income	\$286,176	\$ 84,311	\$ 14,562	\$ (98,873 )	\$ 286,176

**M.D.C. HOLDINGS, INC.****Notes to Unaudited Consolidated Financial Statements****Supplemental Condensed Combining Statement of Cash Flows**

	Nine Months Ended September 30, 2014				
	MDC	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminating Entries	Consolidated MDC
	(Dollars in thousands)				
Net cash provided by (used in) operating activities	\$ (44,477 )	\$ (174,980 )	\$ 46,201	\$ -	\$ (173,256 )
Net cash provided by (used in) investing activities	(9,675 )	(428 )	1,717	134,011	125,625
Financing activities:					
Payments from (advances to) subsidiaries	-	174,725	(40,714 )	(134,011 )	-
Advances on mortgage repurchase facility, net	-	-	(31,292 )	-	(31,292 )
Proceeds from issuance of senior notes	248,375	-	-	-	248,375
Repayment of senior notes	(259,118)	-	-	-	(259,118 )
Advances on revolving credit facility, net	10,000	-	-	-	10,000
Dividend payments	(36,616 )	-	-	-	(36,616 )
Proceeds from exercise of stock options	63	-	-	-	63
Net cash provided by (used in) financing activities	(37,296 )	174,725	(72,006 )	(134,011 )	(68,588 )
Net increase in cash and cash equivalents	(91,448 )	(683 )	(24,088 )	-	(116,219 )
Cash and cash equivalents:					
Beginning of period	145,180	3,454	50,704	-	199,338
End of period	\$53,732	\$ 2,771	\$ 26,616	\$ -	\$ 83,119

	Nine Months Ended September 30, 2013				
	MDC	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminating Entries	Consolidated MDC
	(Dollars in thousands)				
Net cash provided by (used in) operating activities	\$5,851	\$ (357,618 )	\$ 125,907	\$ -	\$ (225,860 )
Net cash provided by (used in) investing activities	(338,320)	(881 )	10,323	277,288	(51,590 )
Financing activities:					

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Payments from (advances to) subsidiaries	-	359,280	(81,992 )	(277,288 )	-
Advances on mortgage repurchase facility, net	-	-	(37,415 )	-	(37,415 )
Proceeds from the issuance of senior notes	346,938	-	-	-	346,938
Proceeds from exercise of stock options	5,118	-	-	-	5,118
Net cash provided by (used in) financing activities	352,056	359,280	(119,407 )	(277,288 )	314,641
Net increase (decrease) in cash and cash equivalents	19,587	781	16,823	-	37,191
Cash and cash equivalents:					
Beginning of period	125,904	3,308	30,883	-	160,095
End of period	\$ 145,491	\$ 4,089	\$ 47,706	\$ -	\$ 197,286

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**ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion should be read in conjunction with, and is qualified in its entirety by, the Unaudited Consolidated Financial Statements and Notes thereto included elsewhere in this Quarterly Report on Form 10-Q. This item contains forward-looking statements that involve risks and uncertainties. Actual results may differ materially from those indicated in such forward-looking statements. Factors that may cause such a difference include, but are not limited to, those discussed in "Item 1A: Risk Factors" of our Annual Report on Form 10-K for the year ended December 31, 2013 and this Quarterly Report on Form 10-Q.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
	(Dollars in thousands, except per share amounts)			
<b>Homebuilding:</b>				
Home sale revenues	\$405,051	\$433,693	\$1,154,328	\$1,165,768
Land sale revenues	2,653	25	3,171	1,832
Total home and land sale revenues	407,704	433,718	1,157,499	1,167,600
Home cost of sales	(338,037 )	(354,889 )	(953,690 )	(956,892 )
Land cost of sales	(1,985 )	(35 )	(2,507 )	(1,470 )
Inventory impairments	-	(350 )	(850 )	(350 )
Total cost of sales	(340,022 )	(355,274 )	(957,047 )	(958,712 )
Gross margin	67,682	78,444	200,452	208,888
Gross margin %	16.6 %	18.1 %	17.3 %	17.9 %
Selling, general and administrative expenses	(50,512 )	(57,753 )	(148,652 )	(157,862 )
Interest and other income	5,926	6,853	24,088	23,602
Interest expense	-	-	(685 )	(1,726 )
Other expense	(841 )	(881 )	(2,534 )	(1,603 )
Loss on early extinguishment of debt	-	-	(9,412 )	-
Other-than-temporary impairment of marketable securities	(4,293 )	-	(4,293 )	-
Homebuilding pretax income	17,962	26,663	58,964	71,299
<b>Financial Services:</b>				
Revenues	10,699	14,282	31,413	40,672
Expenses	(5,643 )	(6,921 )	(16,182 )	(19,144 )
Interest and other income	906	885	2,395	2,680
Financial services pretax income	5,962	8,246	17,626	24,208
Income before income taxes	23,924	34,909	76,590	95,507
Benefit from (provision for) income taxes	(8,466 )	1,342	(28,086 )	188,169

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Net income	\$15,458	\$36,251	\$48,504	\$283,676
Earnings per share:				
Basic	\$0.32	\$0.74	\$0.99	\$5.80
Diluted	\$0.32	\$0.74	\$0.99	\$5.75
Weighted average common shares outstanding:				
Basic	48,625,685	48,478,403	48,607,425	48,423,969
Diluted	48,830,790	48,753,649	48,824,871	48,852,870
Dividends declared per share	\$0.25	\$-	\$0.75	\$-
Cash provided by (used in):				
Operating Activities	\$(76,984 )	\$(79,617 )	\$(173,256 )	\$(225,860 )
Investing Activities	\$42,700	\$37,421	\$125,625	\$(51,590 )
Financing Activities	\$(12,628 )	\$(9,936 )	\$(68,588 )	\$314,641



## *Overview*

During the 2014 third quarter, our results were mixed as we continued to navigate our operations through an uneven recovery for the homebuilding industry. Following a significant increase in home prices during the first half of 2013, the use of incentives to stimulate demand for new homes in certain markets has become more prevalent in 2014. These additional incentives, combined with the escalation of both land and construction costs, have pressured our homebuilding gross margin percentage, which decreased both sequentially and year-over-year in the 2014 third quarter. We have been able to partially offset the impact of the margin pressure by reducing overhead expenses. Additionally, we increased our net new home orders for the 2014 third quarter by expanding our community count, establishing a foundation for future improvement in both top and bottom line results. While we may continue to see some volatility in industry conditions and our operating results in the short-term, we believe that the longer-term trend will be positive, driven by continued progress toward more healthy levels of household formation, employment and consumer confidence.

Our net income for the 2014 third quarter was \$15.5 million, or \$0.32 per diluted share, compared to net income of \$36.3 million, or \$0.74 per diluted share, for the year earlier period. The decrease was attributable in part to a \$14.7 million benefit from the reversal of a portion of our deferred tax asset valuation allowance in the 2013 third quarter, which resulted in a net tax benefit of \$1.3 million, while for the 2014 third quarter we had no such net tax benefit and instead recognized \$8.5 million of income tax expense. Additionally, we recognized a \$4.3 million impairment on certain marketable securities sold subsequent to quarter end to fund our early retirement of debt (see below) and gross margins declined \$10.8 million, due to a 7% year-over-year decline in home sale revenues and a 160 basis point decline in our gross margin from home sales percentage. A 13% decline in homes delivered, partially offset by a 7% improvement in average selling price, drove the 7% decline in home sale revenues. The decrease in homes delivered was attributable to a 10% year-over-year decrease in backlog at the beginning of the quarter and a slightly lower backlog conversion rate. These items were offset in part by a \$7.2 million year-over-year improvement in our homebuilding selling, general and administrative (“SG&A”) expenses, primarily due to lower legal and compensation-related expenses. SG&A expenses as a percentage of home sale revenues (“SG&A rate”) improved by 80 basis points year-over-year to 12.5%.

For the first time since the second quarter of 2013, we experienced a year-over-year increase in the number of units in our backlog at the end of the 2014 third quarter, in large part the result of a 17% year-over-year increase in net new home orders, which benefited from a 20% increase in average active subdivisions to 164. This increase in units, coupled with a 13% increase in the average selling price of net new home orders, primarily drove a 17% year-over-year increase in the dollar value of homes in backlog to \$792.1 million.

For the nine months ended September 30, 2014, our net income was \$48.5 million, or \$0.99 per diluted share, compared to net income of \$283.7 million, or \$5.75 per diluted share, for the year earlier period. The decrease was attributable primarily to the \$187.6 million benefit from the reversal of our deferred tax asset valuation allowance in the 2013 second quarter, while for the nine months ended September 30, 2014 we had no such benefit and recognized \$28.1 million of income tax expense. The nine month period for 2014 was also adversely impacted by a \$9.4 million

charge related to the early extinguishment of debt recognized in the 2014 first quarter, a 60 basis point decline in gross margin from home sales and a 27% decline in financial services income, due primarily to more competitive mortgage market conditions and higher interest rates. These declines were partially offset by a 60 basis point improvement in our SG&A rate.

During the 2014 third quarter, we purchased nearly 1,300 lots in 33 communities, including 20 new communities. Year-to-date, we purchased approximately 3,700 lots in 92 communities, 66 of which were new, resulting in an increase to our inventories by \$279.5 million since the beginning of the year. The investment in inventories was funded using our cash and marketable securities. Including amounts available under our \$450 million revolving credit facility, we ended the third quarter with total liquidity of approximately \$1.0 billion, up 21% over the prior year. In October of 2014, we redeemed our 5 % Senior Notes due July 2015. As a result of this transaction, we paid \$258.5 million to extinguish \$250 million in debt principal.

*Homebuilding**Pretax Income*

	Three Months Ended				Nine Months Ended			
	September 30, 2014	September 30, 2013	Change Amount	Change %	September 30, 2014	September 30, 2013	Change Amount	Change %
	(Dollars in thousands)							
West	\$12,402	\$19,539	\$(7,137)	(37)%	\$41,747	\$46,929	\$(5,182)	(11)%
Mountain	11,031	12,203	(1,172)	(10)%	30,572	39,341	(8,769)	(22)%
East	1,138	6,657	(5,519)	(83)%	9,095	12,708	(3,613)	(28)%
Corporate	(6,609)	(11,736)	5,127	(44)%	(22,450)	(27,679)	5,229	(19)%
Total homebuilding pretax income	\$17,962	\$26,663	\$(8,701)	(33)%	\$58,964	\$71,299	\$(12,335)	(17)%

For the 2014 third quarter, homebuilding pretax income decreased \$8.7 million to \$18.0 million, compared to pretax income of \$26.7 million for the third quarter of 2013. The impact of a 160 basis point decrease in our gross margin from home sales, a 7% decline in our home sale revenues and a \$4.3 million impairment on certain marketable securities sold subsequent to quarter end to fund our early debt redemption more than offset an 80 basis point improvement in our SG&A rate. The improvement in our Corporate segment's pretax loss was due primarily to a decrease in compensation-related expense for certain executive officers. Each of our homebuilding regions experienced a year-over-year decrease in pretax income resulting from declines in both homes delivered and gross margin from home sales.

Homebuilding pretax income for the nine months ended September 30, 2014 was \$59.0 million, down \$12.3 million from \$71.3 million for the same period in 2013, largely due to a charge of \$9.4 million related to the early extinguishment of debt and a 60 basis point decline in our gross margin from home sales, which was partially offset by lower legal and compensation-related expenses. The decline in our East segment was primarily the result of a 10% year-over-year decline in the number of homes delivered, partially offset by a \$3.6 million improvement in legal expenses, while declines in our West and Mountain segments were the result of decreases in both homes delivered and gross margin from home sales. For our Corporate segment, an improvement in pretax income was primarily the result of a decrease in compensation-related expense for certain executive officers.

*Assets*

September 30,	December 31,	Change
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	2014	2013	Amount	%
	(Dollars in thousands)			
West	\$911,952	\$760,450	\$151,502	20%
Mountain	519,332	418,796	100,536	24%
East	342,766	297,627	45,139	15%
Corporate	708,027	951,809	(243,782)	(26)%
Total homebuilding assets	\$2,482,077	\$2,428,682	\$53,395	2%

Homebuilding assets increased slightly during the first nine months of 2014. Homebuilding assets in our West, Mountain and East segments increased from December 31, 2013 as incremental investments in both land and new construction drove an increase in our inventory balances. The funds for these investments came from our Corporate segment, resulting in a decline in Corporate segment assets of \$243.8 million.

*Home and land sale revenues*

	Three Months Ended				Nine Months Ended			
	September 30,		Change		September 30,		Change	
	2014	2013	Amount	%	2014	2013	Amount	%
	(Dollars in thousands)							
West	\$184,627	\$188,456	\$(3,829)	(2)%	\$510,710	\$487,949	\$22,761	5%
Mountain	144,442	134,992	9,450	7%	392,052	402,137	(10,085)	(3)%
East	78,635	110,270	(31,635)	(29)%	254,737	277,514	(22,777)	(8)%
Total home and land sale revenues	\$407,704	\$433,718	\$(26,014)	(6)%	\$1,157,499	\$1,167,600	\$(10,101)	(1)%

For the 2014 third quarter, home sale revenues decreased by \$26.0 million year-over-year to \$407.7 million. For the nine months ended September 30, 2014, home sale revenues decreased by \$10.1 million from the prior year period to \$1,157.5 million. The decreases for both the three and nine months ended September 30, 2014 compared to the same periods in the prior year were primarily driven by a decline in deliveries of 13% and 10%, respectively. In both periods the decline was most significant in our East segment, which experienced a year-over-year decline in net new orders during the spring selling season due to extreme winter weather conditions, lower active subdivision count and lower overall demand in that region. The decrease in overall deliveries was partially offset by year-over-year increases in average selling price for the three and nine months ended September 30, 2014 of 7% and 10%, respectively.

*New Home Deliveries*

	Three Months Ended September 30,						% Change					
	2014			2013			Homes		Dollar Value		Average Price	
	Homes	Dollar Value	Average Price	Homes	Dollar Value	Average Price	Homes	Dollar Value	Average Price	Homes	Dollar Value	Average Price
	(Dollars in thousands)											
Arizona	222	\$58,816	\$264.9	173	\$42,029	\$242.9	28	%	40	%	9	%
California	136	62,217	457.5	156	57,852	370.8	(13)	%	8	%	23	%
Nevada	131	40,297	307.6	187	53,017	283.5	(30)	%	(24)	%	9	%
Washington	66	23,297	353.0	110	35,558	323.3	(40)	%	(34)	%	9	%
West	555	184,627	332.7	626	188,456	301.0	(11)	%	(2)	%	11	%
Colorado	309	129,056	417.7	320	120,402	376.3	(3)	%	7	%	11	%
Utah	43	13,526	314.6	45	14,565	323.7	(4)	%	(7)	%	(3)	%
Mountain	352	142,582	405.1	365	134,967	369.8	(4)	%	6	%	10	%
Maryland	74	35,094	474.2	100	43,574	435.7	(26)	%	(19)	%	9	%
Virginia	56	26,682	476.5	90	46,866	520.7	(38)	%	(43)	%	(8)	%
Florida	56	16,066	286.9	76	19,830	260.9	(26)	%	(19)	%	10	%
East	186	77,842	418.5	266	110,270	414.5	(30)	%	(29)	%	1	%
Total	1,093	\$405,051	\$370.6	1,257	\$433,693	\$345.0	(13)	%	(7)	%	7	%



	Nine Months Ended September 30, 2014			2013			% Change			
	Homes	Dollar Value	Average Price	Homes	Dollar Value	Average Price	Homes	Dollar Value	Average Price	
	(Dollars in thousands)									
Arizona	531	\$138,901	\$261.6	443	\$105,662	\$238.5	20 %	31 %	10 %	
California	371	174,215	469.6	469	168,640	359.6	(21)%	3 %	31 %	
Nevada	395	123,016	311.4	481	127,611	265.3	(18)%	(4) %	17 %	
Washington	208	74,578	358.5	269	86,034	319.8	(23)%	(13) %	12 %	
West	1,505	510,710	339.3	1,662	487,947	293.6	(9) %	5 %	16 %	
Colorado	885	354,443	400.5	933	347,211	372.1	(5) %	2 %	8 %	
Utah	111	35,231	317.4	171	53,097	310.5	(35)%	(34) %	2 %	
Mountain	996	389,674	391.2	1,104	400,308	362.6	(10)%	(3) %	8 %	
Maryland	232	108,350	467.0	237	100,685	424.8	(2) %	8 %	10 %	
Virginia	180	88,972	494.3	248	123,335	497.3	(27)%	(28) %	(1) %	
Florida	211	56,622	268.4	207	53,493	258.4	2 %	6 %	4 %	
East	623	253,944	407.6	692	277,513	401.0	(10)%	(8) %	2 %	
Total	3,124	\$1,154,328	\$369.5	3,458	\$1,165,768	\$337.1	(10)%	(1) %	10 %	

For both the three and nine months ended September 30, 2014, we experienced increases in the average selling price of homes delivered in nearly all our markets. The improvements in each market's average selling price were primarily the result of a mix shift to higher-priced communities, particularly in California, and, to a lesser extent, price increases implemented in 2013. However, the increases in average selling price were more than offset by a decrease in the number of homes delivered of 13% and 10%, respectively, for the three and nine months ended September 30, 2014. The decline in home deliveries was primarily attributable to lower beginning backlog, which decreased 10% and 23% year-over-year, respectively, for the three and nine months ended September 30, 2014.

### *Gross Margin*

Our gross margin from home sales for the 2014 third quarter decreased 160 basis points year-over-year and 60 basis points sequentially to 16.5%, due primarily to increases in land and construction costs and increased incentive levels offered to stimulate demand. Excluding interest in cost of sales and impairments, our gross margin from home sales was 20.2% for the 2014 third quarter, down 160 basis points versus 21.8% in the same quarter in 2013 (please see the table set forth below reconciling this non-GAAP measure to our gross margin from home sales).

Our gross margin from home sales for the nine months ended September 30, 2014 was 17.3%, down 60 basis points from 17.9% in the same period in the prior year. Gross margin from home sales excluding inventory impairments and interest in cost of sales for the nine months ended September 30, 2014 was 21.1%, down slightly from 21.2% for the same period in 2013.





The table set forth below is a reconciliation of our gross margin from home sales to gross margin from home sales excluding interest in cost of sales and inventory impairments, which is a non-GAAP measure.

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2014	<i>Gross Margin</i> %	2013	<i>Gross Margin</i> %	2014	<i>Gross Margin</i> %	2013	<i>Gross Margin</i> %
	(Dollars in thousands)							
Gross Margin	\$67,682	16.6 %	\$78,444	18.1 %	\$200,452	17.3 %	\$208,888	17.9 %
Less: Land Sale Revenues	(2,653 )		(25 )		(3,171 )		(1,832 )	
Add: Land Cost of Sales	1,985		35		2,507		1,470	
Gross Margin from Home Sales	67,014	16.5 %	78,454	18.1 %	199,788	17.3 %	208,526	17.9 %
Add: Inventory Impairments	-		350		850		350	
Gross Margin from Home Sales Excluding Impairments <sup>(1)</sup>	67,014	16.5 %	78,804	18.2 %	200,638	17.4 %	208,876	17.9 %
Add: Interest in Cost of Sales	14,966		15,567		43,212		38,121	
Gross Margin from Home Sales Excluding Impairments and Interest in cost of Sales <sup>(1)</sup>	\$81,980	20.2 %	\$94,371	21.8 %	\$243,850	21.1 %	\$246,997	21.2 %

Gross Margin from Home Sales Excluding Impairments and Gross Margin from Home Sales Excluding Impairments and Interest in Cost of Sales are non-GAAP financial measures. We believe this information is <sup>(1)</sup>meaningful as it isolates the impact that interest and impairments have on our Gross Margin from Home Sales and permits investors to make better comparisons with our competitors, who also break out and adjust gross margins in a similar fashion.

#### *Inventory Impairments*

We recognized no inventory impairments during the three months ended September 30, 2014. Year-to-date through September 30, 2014, we recognized \$0.9 million of inventory impairment charges related to two projects in our East segment. We recognized \$0.4 million in impairments for the three and nine months ended September 30, 2013.

The following table sets forth the number of subdivisions and carrying value of the inventory we tested for impairment during the first three quarters of 2014 and 2013.

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Nine Months Ended	Total Subdivisions Tested for Impairment During Quarter	Carrying Value of Inventory Tested for Impairment During Quarter	Carrying Value of Impaired Inventory Before Impairment at Quarter End	Inventory Impairments	Fair Value of Inventory After Impairments	Number of Subdivisions Impaired During the Quarter	Number of Lots Impaired During the Quarter
(Dollars in thousands)							
March 31, 2014	16	\$ 37,404	\$ -	\$ -	\$ -	-	-
June 30, 2014	16	53,591	5,135	850	4,285	2	23
September 30, 2014	23	96,488	-	-	-	-	-
Nine Month Total	55	\$ 187,483	\$ 5,135	\$ 850	\$ 4,285	2	23
March 31, 2013	17	\$ 42,919	\$ -	\$ -	\$ -	-	-
June 30, 2013	23	48,329	-	-	-	-	-
September 30, 2013	8						