

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended September 30, 2015.

or

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

Commission File Number: 001-36769

FRP HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

FLORIDA

(State or other jurisdiction of  
incorporation or organization)

47-2449198

(I.R.S. Employer Identification No.)

200 W. Forsyth St., 7<sup>th</sup> Floor, Jacksonville, Florida

(Address of principal executive offices)

32202

(Zip Code)

(904) 396-5733

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock \$.10 par value	NASDAQ

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions 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

Smaller reporting company

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

The number of shares of the registrant's stock outstanding as of December 07, 2015 was 9,796,990. The aggregate market value of the shares of Common Stock held by non-affiliates of the registrant as of March 31, 2015, the last day of business of our most recently completed second fiscal quarter, was \$224,249,452. Solely for purposes of this calculation, the registrant has assumed that all directors, officers and ten percent (10%) shareholders of the Company are affiliates of the registrant.

### **DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the FRP Holdings, Inc. 2015 Annual Report to Shareholders are incorporated by reference in Parts I and II.

Portions of the FRP Holdings, Inc. Proxy Statement which will be filed with the Securities and Exchange Commission not later than December 31, 2015 are incorporated by reference in Part III.

### **Explanatory Note**

As previously announced in a Form 8-K filed on February 3, 2015, FRP Holdings, Inc. ("FRP" or the "Company") completed a spin-off ("Spin-off") of its transportation business on January 30, 2015. The Spin-off was effected through a corporate reorganization and subsequent distribution by the Company of all of the common stock of Patriot Transportation Holding, Inc. ("Patriot"), a subsidiary of the Company formed for the purpose of becoming the new parent company to the transportation business, to the shareholders of FRP. Patriot is now an independent publicly-traded company, and FRP is the successor issuer to the company formerly known as Patriot Transportation Holding, Inc. (NASDAQ: PATR).

### **Preliminary Note Regarding Forward-Looking Statements.**

Certain matters discussed in this report contain forward-looking statements, including without limitation relating to the Company's plans, strategies, objectives, expectations, intentions, capital expenditures, future liquidity, plans and timetables for completion of pending development projects and the timetable for the completion of the proposed spin-off of the transportation group. The words or phrases "anticipate," "estimate," "believe," "budget," "continue," "could," "intend," "may," "plan," "potential," "predict," "seek," "should," "will," "would," "expect," "objective," "projection," "forecast," "goal," "guidance," "outlook," "effort," "target" and similar expressions identify forward-looking statements. The following factors and others discussed in the Company's periodic reports and filings with the Securities and Exchange Commission are among the principal factors that could cause actual results to differ materially from the forward-looking statements: uncertainties as to whether the Company can complete, and the timetable for completion of pending or proposed development projects; levels of construction activity in the markets served by our mining properties; availability and terms of financing; competition; interest rates, inflation and general economic conditions; demand for flexible warehouse/office facilities in the Baltimore-Washington-Northern Virginia area; and ability to obtain zoning and entitlements necessary for property development. However, this list is not a complete statement of all potential risks or uncertainties.

These forward-looking statements are made as of the date hereof based on management's current expectations, and the Company does not undertake an obligation to update such statements, whether as a result of new information, future events or otherwise. Additional information regarding these and other risk factors may be found in the Company's other filings made from time to time with the Securities and Exchange Commission.

## PART I

### Item 1. BUSINESS.

On January 30, 2015, FRP Holdings, Inc. ("FRP" or the "Company") completed the tax-free Spin-off ("Spin-off") of its transportation business into a new, separately traded public company, Patriot Transportation Holding, Inc. (Nasdaq GM: PATI) ("Patriot"). In the Spin-off, FRP distributed all of the outstanding stock of Patriot to FRP's shareholders as of the record date of January 9, 2015. FRP's shareholders received one share of Patriot for every three shares of FRP owned on the record date. Patriot now is an independent, publicly traded company, and FRP retains no ownership in Patriot. The Company retained the real estate business, which is now the sole business of the Company.

FRP Holdings, Inc. was incorporated on April 22, 2014 in connection with a corporate reorganization that preceded the Spin-off. The Company's successor issuer was formed on July 20, 1998. The business of the Company is conducted through our wholly-owned subsidiaries FRP Maryland, Inc., a Maryland corporation, FRP Development Corp., a Maryland corporation and Florida Rock Properties, Inc., a Florida corporation, and the various subsidiaries of each.

**Our Business.** FRP Holdings, Inc. (the "Company") is a holding company engaged in various real estate businesses. The segments of the Company include: (i) leasing and management of warehouse and office building owned by the Company (the "Asset Management Segment"), (ii) leasing and management of mining royalty land owned by the Company (the "Mining Royalty Lands Segment") and (iii) real property acquisition, entitlement, development and construction primarily for warehouse and office buildings (the "Land Development and Construction Segment").

The Asset Management Segment owns, leases and manages warehouse and office buildings located predominately in the Baltimore, northern Virginia, Washington, DC market areas. Price, location, rental space availability, flexibility of design and property management services are the major factors that affect competition in the flexible warehouse and office rental market. The Company experiences considerable competition in all of its markets. Tenants of our flexible warehouse/office properties are not concentrated in any one particular industry.

Our Mining Royalty Lands Segment owns several properties comprising approximately 15,000 acres currently under lease for mining rents or royalties (not including the 4,280 acres owned in our Brooksville joint venture with Vulcan Materials). Other than one location in Virginia, all of these properties are located in Florida and Georgia.

Our Land Development and Construction Segment owns and continuously monitors the "highest and best use" of parcels of land that are in various stages of development. The overall strategy for this segment is to convert all of our non-income producing property into income-producing property through (i) an orderly process of constructing new warehouse and office buildings to be operated by the Company or (ii) a sale to, or joint venture with, third parties.

**Competition.** The Asset Management Segment owns, leases and manages warehouse and office buildings located predominately in the Baltimore, northern Virginia, Washington, DC market areas. As a developer of flexible warehouse and office space, we compete with numerous developers, owners and operators of real estate, many of whom own properties similar to ours in the same submarkets in which our properties are located. Price, location, rental space availability, flexibility of design and property management services are the major factors that affect competition in the flexible warehouse and office rental market.

**Customers.** Primarily due to our preferred mid-sized (75,000-150,000 square feet) warehouse buildings, the Asset Management Segment mainly caters to local and regional tenants (versus larger national tenants). We do not have any material dependence on a particular industry for our tenants in this segment. With the completion and occupancy of the 3rd build to suit for VADATA at Patriot Business Park in the first quarter of fiscal 2015 this particular tenant accounted for 12.2% of the Company's consolidated revenues during fiscal 2015. In the Mining Royalty Lands segment, we have a total of four tenants currently leasing our mining locations and one particular tenant (Vulcan Materials Company) accounted for 12.6% of the Company's consolidated revenues in fiscal 2015. An event affecting either VADATA's or Vulcan's ability to perform under its lease agreements could materially impact the Company's results.

**Sales and Marketing.** We use national brokerage firms to assist us in marketing our vacant warehouse rental properties. Our hands on in-house management team focuses on tenant satisfaction during the life of the lease which we have found to be very beneficial with respect to our tenant renewal success rate over the years.

**Financial Information.** Financial information is discussed by industry segment in Note 11 to the consolidated financial statements included in the accompanying 2015 Annual Report to Shareholders, which is incorporated herein by reference.

**Environmental Matters.** The Company incurs costs from time to time to investigate and remediate environmental contamination on its real estate. The Company's mining leases contain provisions under which the lessee is responsible for environmental liabilities and reclamation of mining sites at least to the extent required by law.

**Seasonality.** The Company's business is subject to limited seasonality factors due to the cyclical nature of our mining customers' businesses. Revenues generally decline slightly during winter months.

**Employees.** The Company employed 18 people in its real estate group at September 30, 2015.

**Company Website.** The Company's website may be accessed at [www.frpholdings.com](http://www.frpholdings.com). All of our filings with the Securities and Exchange Commission are accessible through our website promptly after filing. This includes annual reports on Form 10-K, proxy statements, quarterly reports on Form 10-Q, current reports filed or furnished on Form 8-K and all related amendments.

## **Item 1A. RISK FACTORS.**

Our future results may be affected by a number of factors over which we have little or no control. The following issues, uncertainties, and risks, among others, should be considered in evaluating our business and outlook. Also, note that additional risks not currently identified or known to us could also negatively impact our business or financial results.

### **Risks Relating to the Spin-off**

**Since the Spin-off of Patriot, FRP has shared three executives with Patriot so those executives will not devote their full time and attention to the Company.**

Under the terms of the Transition Services Agreement between FRP and Patriot, Patriot provides the services of three of its executive officers to FRP. Thompson S. Baker II, Chief Executive Officer, John D. Milton, Jr., Chief Financial Officer and John D. Klopfenstein, Controller and Chief Accounting Officer, serve in the same capacities with FRP under the Transition Services Agreement. These executives spend approximately 50% of their time working for FRP pursuant to the terms of the Transition Services Agreement and both companies share in 50% of the costs (including overhead). FRP could be adversely impacted by lack of the full-time focus of these executives during the term of the Transition Services Agreement. In addition, these executives may face conflicts of interest, or the appearance thereof, if there is a dispute under the agreements between Patriot and FRP or a future business transaction.

### **There may be potential conflicts of interest between FRP and Patriot due to the Spin-off.**

FRP has common management with Patriot, which could cause a conflict of interest for the shared executives or the Company. Currently, three of our executive officers serve as executive officers of both FRP and Patriot. FRP's Chief Executive Officer, Thompson S. Baker II, also serves as a director and the Chief Executive Officer and President of Patriot. FRP's executive officers and board members will have fiduciary duties to our shareholders. Likewise, any such persons who serve in similar capacities at Patriot will have fiduciary duties to Patriot's shareholders. Therefore, such persons may have conflicts of interest or the appearance of conflicts of interest with respect to matters involving or affecting both companies. For example, there will be a potential conflict of interest if FRP and Patriot consider acquisitions or other business opportunities that may be suitable for both companies. Moreover, most of Patriot's directors and officers will continue to own FRP common stock and options to purchase FRP common stock, which they acquired prior to the Spin-off or will acquire in the future in connection with their employment with FRP. These ownership interests could create, or appear to create, conflicts of interest when these individuals are faced with decisions that could have different implications for FRP and Patriot. From time to time, FRP may enter into transactions with Patriot or its subsidiaries or other affiliates. Although the terms of any such transactions will be established based upon negotiations between employees of the companies involved, there can be no assurance that the terms of any such transactions will be as favorable to us or our subsidiaries or affiliates as would be the case where the parties are completely at arm's length.

### **We may not achieve some or all of the expected benefits of the Spin-off.**

We may not be able to achieve the full strategic and financial benefits expected to result from the Spin-off, or such benefits may be delayed or not occur at all. The Spin-off is expected to provide the following benefits to the Company: (i) allow FRP to focus on its own strategic objectives and opportunities, (ii) enable FRP to allocate resources and deploy capital in a manner consistent with its own priorities, (iii) allow FRP to use its separate publicly traded stock as acquisition currency, (iv) allow FRP to more effectively utilize equity compensation awards by directly tying the value of equity compensation awards to the performance of the real estate business, and (v) allow investors, both current and prospective, to value FRP based on its financial characteristics and make investment decisions based on those characteristics. If we fail to achieve some or all of the benefits expected to result from the Spin-off, or if such benefits are delayed, the business, financial condition and results of our operations could be adversely affected and the value of our stock could be impacted.

### **FRP is subject to restrictions under a Tax Matters Agreement with Patriot, and a violation of the tax sharing agreement may result in tax liability to FRP and its shareholders.**

In connection with the Spin-off, we entered into a Tax Matters Agreement with Patriot to preserve the tax-free treatment of the separation and distribution of Patriot. Under the Tax Matters Agreement, both companies are restricted from taking any action that prevents the Spin-off and related transactions from being tax-free for U.S. federal income tax purposes. Under the Tax Matters Agreement, for the two-year period following the Spin-off, FRP will be prohibited, except in certain circumstances, from:

- entering into any transaction resulting in the acquisition of 50% or more of its stock or substantially all of its assets, whether by merger or otherwise;
- merging, consolidating, or liquidating;
- issuing equity securities beyond certain thresholds;
- repurchasing its capital stock; and
- ceasing to actively conduct its business.

These restrictions may limit FRP's ability to pursue certain strategic transactions or other transactions that it may believe to be in the best interests of its shareholders or that might increase the value of its business. In

addition, under the Tax Matters Agreement, FRP is required to indemnify Patriot against any such tax liabilities as a result of the acquisition of FRP's stock or assets, even if it did not participate in or otherwise facilitate the acquisition. This may result in missed opportunities or the pursuit of business strategies that may not be as beneficial for us and which may negatively affect our anticipated profitability. If Patriot fails to comply with the restrictions in the Tax Matters Agreement and as a result the Spin-off was determined to be taxable for U.S. federal income tax purposes, FRP and its shareholders at the time of the Spin-off that are subject to U.S. federal income tax could incur significant U.S. federal income tax liabilities. Although the tax sharing agreement provides that Patriot is required to indemnify us for taxes incurred that may arise were Patriot to fail to comply with its obligations under the Tax Matters Agreement, there is no assurance that Patriot will have the funds to satisfy that liability.

**The business of the Company is less diversified.**

Our operational and financial profile has changed as a result of the Spin-off of the transportation business. As a result, our diversification of revenue sources has diminished without the revenue previously generated by the transportation business, and our results of operations, cash flows, working capital and financing requirements may be subject to increased volatility related to the real estate business. If we are unable to manage that volatility, our business, financial condition and results of operations could be materially and adversely affected.

**Risks Relating to Our Business**

**Our business may be adversely affected by seasonal factors and harsh weather conditions.**

The Mining Royalty Lands Segment and the Land Development and Construction Segment could be adversely affected by reduced construction and mining activity during periods of inclement weather. These factors could cause our operating results to fluctuate from quarter to quarter. An occurrence of unusually harsh or long-lasting inclement weather such as hurricanes, tornadoes and heavy snowfalls could have an adverse effect on our operations and profitability.

**Our revenues depend in part on construction sector activity, which tends to be cyclical.**

Our Mining Royalty Lands Segment revenues are derived from royalties on construction aggregates mined on our properties. Thus, our results depend in part on residential, commercial and infrastructure construction activity and spending levels. The construction industry in our markets tends to be cyclical. Construction activity and spending levels vary across our markets and are influenced by interest rates, inflation, consumer spending habits, demographic shifts, environmental laws and regulations, employment levels and the availability of funds for public infrastructure projects. Economic downturns may lead to recessions in the construction industry, either in individual markets or nationally.

**Our operations are subject to various environmental laws and regulations, the violation of which could result in substantial fines or penalties.**

Liability for environmental contamination on real property owned by the Company may include the following costs, without limitation: investigation and feasibility study costs, remediation costs, litigation costs, oversight costs, monitoring costs, institutional control costs, penalties from state and federal agencies and third-party claims. These costs could be substantial and in extreme cases could exceed the value of the contaminated property. Moreover, on-site operations may be suspended until certain environmental contamination is remediated and/or permits are received, and governmental agencies can impose permanent restrictions on the manner in which a property may be used depending on the extent and nature of the contamination. This may result in a breach of the terms of the lease entered into with our tenants. Governmental agencies also may create liens on contaminated sites for damages it incurred to address such contamination. In addition, the presence of hazardous substances at, on, under or from a property may adversely affect our ability to sell the property or borrow funds using the property as collateral, thus harming our financial condition.

**The presence of contaminated material at our RiverFront on the Anacostia development site will subject us to substantial environmental liability and costs as construction proceeds.**

With respect to our RiverFront on the Anacostia site in Washington, D.C., preliminary environmental testing has indicated the presence of contaminated material that will have to be specially handled in excavation in conjunction with construction. While we may recover partial reimbursement for these costs from our prior tenant and/or neighboring property owners, we still expect to incur significant environmental costs in connection with construction.

With respect to Phase I of the development, we recorded an expense in the fourth quarter of fiscal 2012 of \$1,771,000 for this environmental remediation liability which is the lower end of the range of estimates. As of September 30, 2015 the excavation and foundation work for Phase I were substantially complete; thus, the bulk of the remediation expenses have been incurred. Management believes the total cost for remediation of Phase 1 will end up at approximately \$1.9 million.

The Company has no obligation to remediate this contamination on Phases II, III and IV until such time as it commences construction there.

**Uninsured losses could significantly reduce our earnings.**

We self-insure for a portion of our claims exposure resulting from workers' compensation, auto liability, general liability and employees' health insurance. We also are responsible for our legal expenses relating to such claims. We maintain insurance above the amounts for which we self-insure with licensed insurance carriers. Although we believe the aggregate insurance limits should be sufficient to cover reasonably expected claims, it is possible that one or more claims could exceed our aggregate coverage limits. Additionally, there are certain losses, such as losses from hurricanes, terrorism, wars or earthquakes, where insurance is limited or not economically justifiable. If the Company experiences an uninsured loss of real property, we could lose both the invested capital and anticipated revenues associated with such property. We accrue currently for estimated incurred losses and expenses and periodically evaluate and adjust our claims accrued liability to reflect our experience. However, ultimate results may differ from our estimates, which could result in losses greater than accrued amounts.

**We may be unable to renew leases or re-lease properties as leases expire.**

When a lease expires, a tenant may elect not to renew it. If that occurs, we may not be able to lease the property on similar terms. The terms of renewal or re-lease (including the cost of required renovations and concessions to tenants) may be less favorable than the prior lease. If we are unable to lease all or substantially all of our properties, or if the rental rates upon such re-leasing are significantly lower than expected rates, our cash generated before debt repayments and capital expenditures may be adversely affected. As of September 30, 2015, leases of our properties representing approximately 3.6%, 18.0%, and 24.7% of the total square footage of buildings completed prior to September 30, 2015 are scheduled to expire in fiscal years 2016, 2017 and 2018, respectively.

**We may be unable to lease currently vacant properties.**

As of September 30, 2015, 9.4% of our properties are vacant. If we are unable to obtain leases sufficient to cover carrying costs then our cash flows may be adversely affected.

**The bankruptcy or insolvency of significant tenants with long-term leases may adversely affect income produced by our properties.**

We have 17 buildings in our portfolio that are single-tenant occupied, representing 49% of developed property rentals under long-term leases. We have 11 other tenants with leases in excess of five years. Should tenants default on their obligations, our cash flow would be adversely affected and we may not be able to find another tenant to occupy the space under similar terms or may have to make expenditures to retrofit or divide the space. Additionally, we may have to incur a non-cash expense for a significant amount of deferred rent

revenue generated from the accounting requirement to straight-line rental revenues. The bankruptcy or insolvency of a major tenant may also adversely affect the income produced by a property. If any of our tenants become a debtor in a case under the U.S. Bankruptcy Code, we cannot evict that tenant solely because of its bankruptcy. The bankruptcy court may authorize the tenant to reject and terminate its lease with the Company. Our claim against such a tenant for unpaid future rent would be subject to a statutory limitation that may be substantially less than the remaining rent actually owed to us under the tenant's lease. Any shortfall in rent payments could adversely affect our cash flow.

**A decline in the economic conditions in Baltimore, Washington, D.C. and Northern Virginia markets could adversely affect our business.**

Nearly all of our office and warehouse properties are located in the Baltimore, Washington, D.C. and Northern Virginia areas. As a result of our geographic concentration, we depend upon the local conditions in these markets, including local real estate conditions. We are, therefore, subject to increased exposure (positive or negative) to economic and other competitive factors specific to markets in confined geographic areas. Our operations may also be affected if too many competing properties are built in these markets. An economic downturn in these markets could adversely affect our operation. We cannot be sure that these markets will continue to grow or will continue to provide favorable demand for our office and warehouse spaces.

**Our inability to obtain necessary approvals for property development could adversely affect our profitability.**

We may be unable to obtain, or incur delays in obtaining, necessary zoning, land-use, building, occupancy and other required governmental permits and authorizations, which could result in increased costs or abandonment of certain projects. Before we can develop a property, we must obtain a variety of approvals from local and state governments with respect to such matters as zoning, density, parking, subdivision, site planning and environmental issues. Legislation could impose moratoriums on new real estate development or land-use conversions from mining to development. These factors may reduce our profit or growth and may limit the value of these properties.

**Real estate investments are not as liquid as other types of assets.**

The illiquid nature of real estate investments may limit our ability to react promptly to changes in economic or other conditions. In addition, significant expenditures associated with real estate investments, such as mortgage payments, real estate taxes and maintenance costs, are generally not reduced when circumstances cause a reduction in income from the investments. Thus, the illiquid nature of our real estate investments could adversely affect our profitability under certain economic conditions.

**Our debt service obligations may have adverse consequences on our business operations.**

We use debt to finance our operations, including acquisitions of properties. Our use of debt may have adverse consequences, including the following:

- Our cash flows from operations may not be sufficient to meet required payments of principal and interest.
- We may be forced to dispose of one or more of our properties, possibly on disadvantageous terms, to make payments on our debt.
- We may default on our debt obligations, and the lenders may foreclose on our properties that collateralize those loans.
- A foreclosure on one of our properties could create taxable income without any accompanying cash proceeds to pay the tax.
- A default under a mortgage loan that has cross default provisions may cause us to automatically default on another loan.
- We may not be able to refinance or extend our existing debt.

- The terms of any refinancing or extension may not be as favorable as the terms of our existing debt.
- We may not be able to issue debt on unencumbered properties under reasonable terms to finance growth of our portfolio of properties.
- We may be subject to a significant increase in the variable interest rates on our unsecured and secured lines of credit, which could adversely impact our operations.
- Our debt agreements have yield maintenance requirements that result in a penalty if we prepay loans.

As of September 30, 2015, we had outstanding non-recourse mortgage indebtedness of \$40,191,000, secured by developed real estate properties having a carrying value of \$55,233,000.

**Our uncollateralized revolving credit agreement restricts our ability to engage in some business activities.**

Our uncollateralized revolving credit agreement contains customary negative covenants and other financial and operating covenants that, among other things:

- restricts our ability to incur certain additional indebtedness;
- restricts our ability to make certain investments;
- restricts our ability to merge with another company;
- restricts our ability to pay dividends;
- requires us to maintain financial coverage ratios; and
- requires us to not encumber certain assets except as approved by the lenders.

These restrictions could cause us to default on our unsecured line of credit or negatively affect our operations.

**Our Asset Management and Land Development and Construction Segments face competition from numerous sources.**

As a developer of flexible warehouse and office space, we compete with numerous developers, owners and operators of real estate, many of whom own properties similar to ours in the same submarkets in which our properties are located. If our competitors offer space at rental rates below current market rates, or below the rental rates we currently charge our tenants, we may lose potential tenants and we may be pressured to reduce our rental rates to an amount lower than we currently charge in order to retain tenants when our tenants' leases expire. As a result, our financial condition, results of operations, cash flow and ability to satisfy our debt service obligations could be materially adversely affected.

**Construction costs may be higher than anticipated.**

Our long-term business plan includes a number of construction projects. The construction costs of these projects may exceed original estimates and possibly make the completion of a property uneconomical. Building material commodity shortages, construction delays or stoppages or rapidly escalating construction costs may out-pace market rents, which would adversely affect our profits. The market environment and existing lease commitments may not allow us to raise rents to cover these higher costs.

**Risks Relating to our Common Stock**

**Certain shareholders have effective control of a significant percentage of FRP's common stock and likely will control the outcome of any shareholder vote.**

As of September 30, 2015, two of our directors, John D. Baker, II and Thompson S. Baker, II beneficially own approximately 21% of the outstanding shares of our common stock (75% of such shares are held in trusts under which voting power is shared with other family members) and the certain of their family members beneficially own an additional 12.5%. As a result, these individuals effectively may have the ability to direct

the election of all members of our board of directors and to exercise a controlling influence over its business and affairs, including any determinations with respect to mergers or other business combinations involving the Company, its acquisition or disposition of assets, its borrowing of monies, its issuance of any additional securities, its repurchase of common stock and its payment of dividends.

**Provisions in our articles of incorporation and bylaws and certain provisions of Florida law could delay or prevent a change in control of FRP.**

The existence of some provisions of our articles of incorporation and bylaws and Florida law could discourage, delay or prevent a change in control of FRP that a shareholder may consider favorable. These include provisions:

- providing that directors may be removed by our shareholders only for cause;
- establishing supermajority vote requirements for shareholders to amend certain provisions of the articles of incorporation and bylaws;
- authorizing a large number of shares of stock that are not yet issued, which would allow FRP's board of directors to issue shares to persons friendly to current management, thereby protecting the continuity of its management, or which could be used to dilute the stock ownership of persons seeking to obtain control of FRP;
- prohibiting shareholders from calling special meetings of shareholders or taking action by written consent; and
- imposing advance notice requirements for nominations of candidates for election to our board of directors at the annual shareholder meetings.

These provisions apply even if a takeover offer may be considered beneficial by some shareholders and could delay or prevent an acquisition that our board of directors determines is not in the Company's or the shareholders' best interests.

**FRP may issue preferred stock with terms that could dilute the voting power or reduce the value of our common stock.**

Our articles of incorporation authorize us to issue, without the approval of our shareholders, one or more classes or series of preferred stock having such designations, powers, preferences and relative, participating, optional and other rights, and such qualifications, limitations or restrictions as our board of directors generally may determine. The terms of one or more classes or series of preferred stock could dilute the voting power or reduce the value of FRP's common stock. For example, FRP could grant holders of preferred stock the right to elect some number of its directors in all events or on the happening of specified events or the right to veto specified transactions. Similarly, the repurchase or redemption rights or dividend, distribution or liquidation preferences FRP could assign to holders of preferred stock could affect the residual value of the common stock.

**Item 1B. UNRESOLVED STAFF COMMENTS.**

None.

**Item 2. PROPERTIES.**

The Company owns (predominately in fee simple but also through ownership of interests in joint ventures) over 20,000 acres of land in Florida, Georgia, Maryland, Virginia and the District of Columbia. This land is generally held by the Company in three distinct categories (i) land owned and leased to mining companies for

royalties or rents, (ii) land owned and operated as income producing rental properties predominately in the form of warehouse/office buildings, and (iii) land owned and held for investment to be further developed for future income production or sales to third parties.

**Mining Royalty Lands Segment – Mining Properties.** The following table summarizes the Company's mining royalty lands and estimated reserves at September 30, 2015 a substantial portion of which are leased to Vulcan Materials.

	Tons Sold in Year Ended 9/30/15 <u>(000's)</u>	Tons of Estimated Reserves at 9/30/15 <u>(000's)</u>	<u>Approximate Acres Owned</u>
The Company owns nine locations currently being mined in Grandin, Keuka, Newberry, Astatula and Airgrove, Florida; Columbus, Macon, and Tyrone, Georgia; and Manassas, Virginia.	5,710	338,639	11,328
The Company owns four locations that are leased for mining but are not currently being mined in Ft. Myers (Lee County), Marion County and Lake County, Florida and and Forest Park, Georgia.	0	86,428	3,867

This table excludes the Brooksville, Florida property, approximately 4,280 acres, as it was transferred on October 4, 2006 to a joint venture with Vulcan Materials Company (“Vulcan Materials”) for future development.

In May, 2014 the Company entered into an amendment to our lease agreement for our Ft. Myers location requiring that the mining be accelerated and that the mining plan be conformed to accommodate the future construction of up to 105 residential dwelling units around the mined lakes. In return, the Company agreed to sell Lee County a right of way for a connector road that would benefit the residential area on our property and to place a conservation easement on part of the property. Based on information from our tenant, Vulcan Materials Company, the Company is hopeful that all necessary permits to commence mining on this property will be received during fiscal 2016.

During fiscal 2015, the Company also received positive information from Vulcan Materials with respect to two other locations. With regard to our Manassas, Virginia location, Vulcan Materials informed us that they recently removed a concrete plant off property owned by the Company which opened up an additional 25 million tons of material to be mined from Company property. Vulcan Materials’ current lease term at the Manassas location expires on May 31, 2020 and they have one additional ten year extension option available.

At our Astatula location, Vulcan Materials began mining on Company property during fiscal 2015 and plans are to continue that mining for the foreseeable future at volumes commensurate with, or in excess of, those achieved in fiscal 2015.

**Mining Royalty Lands Segment - Brooksville Joint Venture.** On October 4, 2006, a subsidiary of the Company (Florida Rock Properties, Inc.) entered into a Joint Venture Agreement with Florida Rock Industries, Inc. (which was acquired by Vulcan Materials in 2007) to form Brooksville Quarry, LLC, a real estate joint venture, to develop approximately 4,280 acres of land near Brooksville, Florida as a mixed-use community. In April 2011, the Florida Department of Community Affairs issued its Final Order approving the development of the Project consisting of 5,800 residential dwelling units and over 600,000 square feet of commercial and 850,000 of light industrial uses. The Master Plan zoning for the Project was approved by the County in August 2012. Vulcan Materials still mines on the property and the Company receives 100% of the

royalty on all tons sold at the Brooksville location. In fiscal 2015, 403,000 tons were sold and estimated reserves were 6,029,000 as of September 30, 2015. During fiscal 2015, the Company agreed to extend the mining lease on this property for an additional four years, through the year 2022, in exchange for an immediate increase in the annual minimum royalty and a higher royalty rate on tons sold and mined from the property.

**Mining Royalty Lands Segment - Other Properties.** The segment also owns an additional 1,923 acres of investment properties in Gulf Hammock (approximately 1,600 acres currently on the market for \$4.5 million), Brooksville, Palatka, and Polk County, Florida and Yatesville and Henderson, Georgia.

**Asset Management Segment.** As of September 30, 2015, the Asset Management Segment owned 39 warehouse/office buildings, totaling 3,602,159 square feet, all of which (with the exception of one building) are in the Mid-Atlantic region of the United States as follows:

1) Hillside Business Park in Anne Arundel County, Maryland consists of four warehouse/office buildings and one suburban office building totaling 567,473 square feet.

2) Lakeside Business Park in Harford County, Maryland consists of nine warehouse/office buildings totaling 893,722 square feet.

3) 6920 Tudsbury Road in Baltimore County, Maryland consists of one warehouse/office building totaling 86,100 square feet.

4) 8620 Dorsey Run Road in Howard County, Maryland consists of one warehouse/office building totaling 85,100 square feet.

5) Rossville Business Center in Baltimore County, Maryland consists of one warehouse/office building totaling 190,517 square feet.

6) 34 Loveton Circle in suburban Baltimore County, Maryland consists of one office building totaling 33,708 square feet (24% of the space is occupied by the Company for use as our Baltimore headquarters).

7) Oregon Business Center in Anne Arundel County, Maryland consists of two warehouse/office buildings totaling 195,615 square feet.

8) Arundel Business Center in Howard County, Maryland consists of one warehouse/office building totaling 162,796 square feet.

9) 100-200 Interchange Boulevard in New Castle County, Delaware consists of two warehouse/office buildings totaling 303,006 square feet.

10) Windlass Run Business Park in Baltimore County, Maryland consists of one warehouse/office building totaling 69,474 square feet.

11) 155 E. 21<sup>st</sup> Street in Duval County, Florida consists of one office building totaling 68,757 square feet.

12) Hollander 95 Business Park in Baltimore City, Maryland consists of one warehouse/office building totaling 82,800 square feet. The Company is currently in the process of constructing an additional 80,000 square foot spec warehouse/office building at this location and expects to complete construction during fiscal year 2016.

13) Patriot Business Park in Prince William County, Maryland consists of three warehouse/office buildings totaling 373,000 square feet.

14) Transit Business Park in Baltimore, Maryland consists of five buildings totaling 232,318 square feet.

15) Kelso Business Park in Baltimore County, Maryland, consists of two warehouse/office buildings totaling 69,680 square feet.

16) 1187 Azalea Garden Road in Norfolk, VA consists of one warehouse totaling 188,093 square feet.

#### **Land Development and Construction Segment – Warehouse/Office Land.**

At September 30, 2015 this segment owned the following future development parcels:

- 1) 20 acres of horizontally developed land available for future construction of an additional 266,530 square feet of warehouse/office product at Lakeside Business Park in Harford County, Maryland.
- 2) 9 acres of horizontally developed land available for future construction of 93,600 square feet of warehouse/office product at 300/400 Interchange Boulevard in New Castle County, Delaware.
- 3) 50 acres of horizontally developed land available for future construction of 386,626 square feet of warehouse, office, flex and retail buildings at Windlass Run Business Park in Baltimore County, Maryland.
- 4) 38 acres of horizontally developed land available for future construction of 425,750 square feet of warehouse, office, hotel and flex buildings at Hollander 95 Business Park in Baltimore City, Maryland.
- 5) 24 acres of horizontally developed land available for future construction of 198,150 square feet of warehouse/office product at Patriot Business Park in Prince William County, Maryland.

#### **Land Development and Construction Segment – Land Held for Investment or Sale.**

- 1) The Windlass Run Residential (previously Bird River) Phase 2 property consists of 74 useable acres located in southeastern Baltimore County, Maryland, adjacent to our Windlass Run Business Park. The Company rezoned the property in September 2007 to allow for additional residential density. The Company executed two contracts on April 17, 2013 for the sale of phase 1 of the property in the quarter ending September 30, 2013 for \$8.0 million and the balance for \$11.0 million approximately 18 months later. The sale of phase 1 was completed in August of 2013 and resulted in a gain of \$4,928,000. The sale of phase two was originally scheduled to close in March of 2015 but was extended by the Buyer on March 20, 2015 with payment of an \$187,754 extension fee to allow closing on or before September 30, 2015. As of September 30, 2015, the Buyer had yet to close on the property and the Company was in negotiations to either extend the closing or terminate the sales contract. See Note 20 “Subsequent Events” in the consolidated financial statements.
- 2) The RiverFront on the Anacostia property is a 5.8 acre parcel of real estate in Washington D.C. that fronts the Anacostia River and is adjacent to the Washington Nationals Baseball Park. The approved planned unit development permits the Company to develop a four building, mixed use project, containing approximately 545,800 square feet of office and retail uses and approximately 569,600 square feet of residential and hotel uses. The approved development would include numerous publicly accessible open spaces and a waterfront esplanade along the Anacostia River.

On March 30, 2012 the Company entered into a Contribution Agreement with MRP SE Waterfront Residential, LLC. (“MRP”) to form a joint venture to develop the first phase only of the four phase master development known as RiverFront on the Anacostia in Washington, D.C. The purpose of the Joint Venture is to develop, own, lease and ultimately sell an approximately 300,000 square foot residential apartment building (including approximately 18,000 square feet of retail) on approximately 2 acres of the site. The joint venture, RiverFront Investment Partners I, LLC (“RiverFront I”) was formed in June 2013 as contemplated. The Company contributed land with an agreed to value of \$13,500,000 (cost basis of \$6,165,000) and contributed cash of \$4,866,000 to the Joint Venture for a 76.91% stake in the venture. MRP contributed capital of \$5,553,000 to the joint

venture including development costs paid prior to formation of the joint venture. The Joint Venture closed on \$17,000,000 of EB5 secondary financing and a nonrecourse construction loan for \$65,000,000 on August 8, 2014. Both of these financings are non-recourse to the Company. Construction commenced in October 2014 and lease up is on scheduled to begin in late 2016. The Company's equity interest in the joint venture is accounted for under the equity method of accounting as MRP acts as the administrative agent of the joint venture and oversees and controls the day to day operations of the project.

On August 24, 2015, in anticipation of commencing construction of the new Frederick Douglass bridge at a location immediately to the West of the existing bridge, the District of Columbia filed a Declaration of Taking for a total of 7,390 square feet of permanent easement and a 5,022 square foot temporary construction easement on land along the western boundary of the land that will ultimately hold Phase III and IV. Previously, the Company and the District had conceptually agreed to a land swap with no compensation that would have permitted the proposed new bridge, including construction easements, to be on property wholly owned by the District. As a result, the Planned Unit Development was designed and ultimately approved by the Zoning Commission as if the land swap would occur once the District was ready to move forward with the new bridge construction. If the easement is determined final by the court a gain from the permanent easement compensation may be recorded based on the outcome of the eminent domain action. Any temporary construction easement compensation will be recorded over the construction period. In addition, the Company is seeking confirmation from the court or an agreement from the District that the existing bridge easement will terminate when the new bridge has been placed in service and the existing bridge has been removed. The Company's position is that otherwise Phase IV will be adversely impacted and additional compensation or other relief will be due the Company.

- 3) The Hampstead Trade Center property in Hampstead, Carroll County, Maryland is a 117 acre parcel located adjacent to the State Route 30 bypass. The parcel is currently zoned for industrial use. Alternative uses (including a rezoning to residential use) are being evaluated in order to maximize this assets' profitability and expedite its disposition.
- 4) The Square 664E property is approximately 2 acres and sits on the Anacostia River at the base of South Capitol Street approximately 1 mile down river from our RiverFront on the Anacostia property. This property is currently under lease to Vulcan Materials for use as a concrete batch plant. The lease terminates on August 31, 2021 and Vulcan has the option to renew for one additional period of five (5) years. In the quarter ending December 31, 2014, the District of Columbia announced that it had selected an approximate 5 acre site adjacent to this property for the future construction of the new DC United major league soccer stadium. The Company anticipates spending capital over the next 1-2 years to completely rebuild the existing bulkhead in anticipation of future high rise development on this property.

### **Item 3. LEGAL PROCEEDINGS.**

Note 13 to the consolidated financial statements included in the accompanying 2015 Annual Report to Shareholders is incorporated herein by reference.

### **Item 4. MINE SAFETY DISCLOSURES.**

None.

## PART II

### Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

There were approximately 423 holders of record of FRP Holdings, Inc. common stock, \$.10 par value, as of September 30, 2015. The Company's common stock is traded on the Nasdaq Stock Market (Symbol FRPH).

**Price Range of Common Stock.** Information concerning stock prices is included under the caption "Quarterly Results" on page 7 of the Company's 2015 Annual Report to Shareholders, and such information is incorporated herein by reference.

**Dividends.** The Company has not paid a cash dividend in the past and it is the present policy of the Board of Directors not to pay cash dividends. Information concerning restrictions on the payment of cash dividends is included in Note 5 to the consolidated financial statements included in the accompanying 2015 Annual Report to Shareholders and such information is incorporated herein by reference.

**Securities Authorized for Issuance Under Equity Compensation Plans.** Information regarding securities authorized for issuance under equity compensation plans is included in Item 12 of Part III of this Annual Report on Form 10-K and such information is incorporated herein by reference.

#### Purchases of Equity Securities by the Issuer and Affiliated Purchasers

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased As Part of Publicly Announced Plans or Programs	(d) Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (1)
July 1 Through July 31	—	\$ —	—	\$ 5,000,000
August 1 Through August 31	—	\$ —	—	\$ 5,000,000
September 1 Through September 30	—	\$ —	—	\$ 5,000,000
Total	—	\$ —	—	

(1) On February 4, 2015, the Board of Directors authorized management to expend up to \$5,000,000 to repurchase shares of the Company's common stock from time to time as opportunities arise.

### Item 6. SELECTED FINANCIAL DATA.

Information required in response to this Item 6 is included under the caption "Five Year Summary" on page 7 of the Company's 2015 Annual Report to Shareholders and such information is incorporated herein by reference.

**Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION.**

Information required in response to Item 7 is included under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operation" on pages 8 through 18 of the Company's 2015 Annual Report to Shareholders and such information is incorporated herein by reference.

**Item 7.A QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

**Interest Rate Risk** - We are exposed to the impact of interest rate changes through our variable-rate borrowings under Credit Agreements with Wells Fargo and First Tennessee Bank.

Under the Wells Fargo Credit Agreement, the applicable margin for borrowings at September 30, 2015 was 1.4%. The applicable margin for such borrowings will be reduced or increased in the event that our debt to capitalization ratio as calculated under the Wells Fargo Credit Agreement Facility exceeds a target level.

The applicable borrowing margin at September 30, 2015 with First Tennessee Bank was 1.9%.

At September 30, 2015 a 1% increase in the current per annum interest rate would result in \$84,940 of additional interest expense during the next 12 months under the Wells Fargo Credit Agreement. The foregoing calculation assumes an instantaneous 1% increase in the rates under the Credit Agreement and that the principal amount under the Credit Agreement is the amount outstanding as of September 30, 2015. The calculation, therefore, does not account for the differences in the market rates upon which the interest rates of our indebtedness are based or possible actions, such as prepayment, which we may take in response to any rate increase.

For our debt instruments with variable interest rates, changes in interest rates affect the amount of interest expense incurred. The following table provides information about the Company's long-term debt and variable rate debt outstanding at September 30, 2015 (dollars in thousands):

Liabilities:	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>There after</u>	<u>Total</u>	<u>Fair Value</u>
Scheduled maturities of long-term debt:								
Fixed Rate	\$ 4,180	\$ 4,454	\$ 4,674	\$ 3,885	\$ 3,725	\$ 19,273	\$ 40,191	\$ 43,507
Average interest rate	6.1%	6.1%	6.0%	5.9%	5.8%	5.8%		
Variable Rate	\$ 8,494							
Average interest rate	1.6%							

**Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.**

Information required in response to this Item 8 is included under the caption "Quarterly Results" on page 7 and on pages 19 through 33 of the Company's 2015 Annual Report to Shareholders. Such information is incorporated herein by reference.

**Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.**

None.

## **Item 9A. CONTROLS AND PROCEDURES.**

### **CONCLUSION REGARDING THE EFFECTIVENESS OF DISCLOSURE CONTROLS AND PROCEDURES**

Under the supervision and with the participation of our management, including our principal executive officer, principal financial officer and chief accounting officer, we conducted an evaluation of our disclosure controls and procedures, as such terms is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Based on this evaluation, our principal executive officer, our principal financial officer and our chief accounting officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this Annual Report.

### **MANAGEMENT’S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in the *Internal Control-Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on our evaluation under the framework in the *Internal Control-Integrated Framework (2013)*, our management concluded that our internal control over financial reporting was effective as of September 30, 2015.

Hancock Askew & Co., LLP, the independent registered certified public accounting firm that audited the consolidated financial statements included in this Annual Report on Form 10-K, has also audited the effectiveness of our internal control over financial reporting as of September 30, 2015, as stated in their report which appears in Item 8.

### **CHANGE IN INTERNAL CONTROL OVER FINANCIAL REPORTING**

During the fourth quarter of 2015, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### **INHERENT LIMITATIONS OVER INTERNAL CONTROLS**

Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. Our internal control over financial reporting includes those policies and procedures that:

- i. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;
- ii. provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and
- iii. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the consolidated financial statements.

Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of its inherent limitations, including the possibility of human error and circumvention by collusion or overriding of controls. Accordingly, even an effective internal control system may not prevent or detect material misstatements on a timely basis. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

#### **ITEM 9B. OTHER INFORMATION.**

None.

### **PART III**

#### **Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.**

Information regarding the Company's executive officers and directors (including the disclosure regarding audit committee financial experts), required in response to this Item 10, is included under the captions "Board of Directors and Corporate Governance- Our Board of Directors," "Board of Directors and Corporate Governance- Board Leadership," "Board of Directors and Corporate Governance- Board Committees," "Board of Directors and Corporate Governance- Business Conduct Policies," "Securities Ownership- Section 16(a) Beneficial Ownership Reporting Compliance," and "Compensation Discussion and Analysis" in the Company's Proxy Statement and such information is incorporated herein by reference. The Proxy Statement will be filed with the Securities and Exchange Commission not later than December 31, 2015.

The Company has adopted a Financial Code of Ethical Conduct applicable to its principal executive officers, principal financial officers and principal accounting officers. A copy of this Financial Code of Ethical Conduct is filed as Exhibit 14 to this Form 10-K. The Financial Code of Ethical Conduct is available on our web site at [www.frpholdings.com](http://www.frpholdings.com) under the heading *Corporate Governance*.

#### **Item 11. EXECUTIVE COMPENSATION.**

Information required in response to this Item 11 is included under the captions "Board of Directors and Corporate Governance- Board Committees- Compensation Committee," "Non-Employee Director Compensation," "Compensation Discussion and Analysis" and "Executive Compensation" in the Company's Proxy Statement and such information is incorporated herein by reference. The Proxy Statement will be filed with the Securities and Exchange Commission not later than December 31, 2015.

#### **Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.**

Information required in response to this Item 12 is included under the captions "Securities Ownership" in the Company's Proxy Statement and such information is incorporated herein by reference. The Proxy Statement will be filed with the Securities and Exchange Commission not later than December 31, 2015.

#### Equity Compensation Plan Information

Number of Securities  
remaining available

Plan Category	Number of Securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	305,750	\$ 21.90	419,170
Equity compensation plans not approved by security holders	<u>0</u>	<u>0</u>	<u>0</u>
Total	<u>305,750</u>	<u>\$ 21.90</u>	<u>419,170</u>

**Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.**

Information required in response to this Item 13 is included under the caption “Related Party Transactions” and “Board of Directors and Corporate Governance- Director Independence” in the Company’s Proxy Statement and such information is incorporated herein by reference. The Proxy Statement will be filed with the Securities and Exchange Commission not later than December 31, 2015.

**Item 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.**

Information required in response to this Item 14 is included under the captions “Independent Registered Public Accounting Firm” in the Company’s Proxy Statement and such information is incorporated herein by reference. The Proxy Statement will be filed with the Securities and Exchange Commission not later than December 31, 2015.

**PART IV**

**Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULE.**

(a) (1) and (2) Financial Statements and Financial Statement Schedule.

The response to this item is submitted as a separate section. See Index to Financial Statements and Financial Statement Schedule on page 23 of this Form 10-K.

(3) Exhibits.

The response to this item is submitted as a separate section. See Exhibit Index on pages 21 through 22 of this Form 10-K.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FRP Holdings, Inc.

Date: December 10, 2015

By THOMPSON S. BAKER II  
Thompson S. Baker II  
Chief Executive Officer  
(Principal Executive Officer)

By JOHN D. MILTON, JR.  
John D. Milton, Jr.  
Executive Vice President, Treasurer,  
Secretary and Chief Financial Officer  
(Principal Financial Officer)

By JOHN D. KLOPFENSTEIN  
John D. Klopfenstein  
Controller and Chief Accounting  
Officer (Principal Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on December 10, 2015.

/s/ Thompson S. Baker II  
Chief Executive Officer  
(Principal Executive Officer)

/s/ Charles E. Commander III  
Charles E. Commander III  
Director

/s/ John D. Milton, Jr.  
Executive Vice President, Treasurer,  
Secretary and Chief Financial Officer  
(Principal Financial Officer)

/s/ H. W. Shad III  
H. W. Shad III  
Director

/s/ John D. Baker II  
John D. Baker II  
Executive Chairman

/s/ Martin E. Stein, Jr.  
Martin E. Stein, Jr.  
Director

/s/ John D. Klopfenstein  
John D. Klopfenstein  
Controller and Chief Accounting Officer  
(Principal Accounting Officer)

/s/ William H. Walton  
William H. Walton  
Director

/s/James H. Winston  
James H. Winston  
Director

**FRP HOLDINGS, INC.**  
**FORM 10-K FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2015**  
**EXHIBIT INDEX**  
**Item 15(a)(3)**

- 2.1 Separation and Distribution Agreement, dated as of January 30, 2015, by and between FRP Holdings, Inc. and Patriot Transportation Holding, Inc., incorporated by reference to Exhibit 2.1 to the Company's Form 8-K filed on February 3, 2015.
- 3.1 Second Amended and Restated Articles of Incorporation of FRP Holdings, Inc., adopted February 4, 2015, incorporated by reference to Exhibit 3.1 of the Company's Form 10-Q filed on May 8, 2015.
- 3.2 Second Amended and Restated Bylaws of FRP Holdings, Inc., adopted February 4, 2015.\*
- 4.1 Articles III, V and X of the Second Amended and Restated Articles of Incorporation of FRP Holdings, Inc, incorporated by reference to Exhibit 3.1 of this Form 10-K..
- 10.1 Tax Matters Agreement, dated January 30, 2015 by and between FRP Holdings, Inc. and Patriot Transportation Holding, Inc., incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on February 3, 2015.
- 10.2 Employee Matters Agreement, dated January 30, 2015 by and between FRP Holdings, Inc. and Patriot Transportation Holding, Inc., incorporated by reference to Exhibit 10.2 to the Company's Form 8-K filed on February 3, 2015.
- 10.3 Transition Services Agreement, dated January 30, 2015 by and between FRP Holdings, Inc. and Patriot Transportation Holding, Inc., incorporated by reference to Exhibit 10.3 to the Company's Form 8-K filed on February 3, 2015.
- 10.4 Credit Agreement, dated January 30, 2015, by and between FRP Holdings, Inc. and Wells Fargo Bank, N.A., incorporated by reference to exhibit 10.1 of the Company's Form 10-Q filed on May 8, 2015.
- 10.5 Loan Agreement, dated July 24, 2015 by and among FRP Development Corp., FRP Manassas and First Tennessee Bank National Association.\*
- 10.6 Mining Lease Agreement, dated September 1, 1986, between Florida Rock Industries, Inc. and Florida Rock Properties, Inc., successor by merger to Grandin Land, Inc., incorporated by reference to an exhibit previously filed with Form S-4 dated December 13, 1988. File No. 33-26115.
- 10.7 Summary of Medical Reimbursement Plan of FRP Holdings, Inc., incorporated by reference to an exhibit filed with Form 10-K for the fiscal year ended September 30, 1993. File No. 33-26115.
- 10.8 Summary of Management Incentive Compensation Plans, incorporated by reference to an exhibit filed with Form 10-K for the fiscal year ended September 30, 1994. File No. 33-26115.
- 10.9 Management Security Agreements between the Company and certain officers, incorporated by reference to a form of agreement previously filed (as Exhibit (10)(I)) with Form S-4 dated December 13, 1988. File No. 33-26115.
- 10.10 FRP Holdings, Inc. 2000 Stock Option Plan, incorporated by reference to an appendix to the Company's Proxy Statement dated December 15, 1999. File No. 33-26115.
- 10.11 FRP Holdings, Inc. 2006 Stock Incentive Plan, incorporated by reference to an appendix to the Company's Proxy Statement dated December 29, 2005. File No. 33-26115.
- 10.12 Joint Venture Agreement between Florida Rock Industries, Inc. and Florida Rock Properties, incorporated by reference to an exhibit filed with Form 10-K for the fiscal year ended September 30, 2006. File No. 33-26115.
- 10.13 Letter Agreement between the Company and David H. deVilliers, Jr., incorporated by reference to an exhibit filed with Form 10-Q for the quarter ended December 31, 2007. File No. 33-26115.
- 10.14 Letter Agreement between the Company and John D. Klopfenstein, incorporated by reference to an exhibit filed with Form 10-Q for the quarter ended December 31, 2007. File No. 33-26115.
- 10.15 Limited Liability Company Agreement of RiverFront Investment Partners I LLC. Between FRP RiverFront I LLC and MRP SE Waterfront Residential LLC. incorporated by reference to an exhibit filed with Form 10-Q for the quarter ended June 30, 2013. File No. 33-26115.
- 13.1 The Company's 2015 Annual Report to shareholders, portions of which are incorporated by reference in this Form 10-K. Those portions of the 2015 Annual Report to Shareholders which are not incorporated by reference shall not be deemed to be filed as part of this Form 10-K.

- 14.1 Financial Code of Ethical Conduct between the Company, Chief Executive Officers and Financial Managers, adopted December 3, 2014\*.
- 21.1 Subsidiaries of Registrant at September 30, 2015: Florida Rock Properties, Inc. (a Florida corporation); FRP Development Corp. (a Maryland corporation); FRP Maryland, Inc. (a Maryland corporation); 34 Loveton Center LLC (a Maryland limited liability company); ; Oz LLC(a Maryland limited liability company); 1502 Quarry, LLC(a Maryland limited liability company); FRP Lakeside LLC #1 (a Maryland limited liability company); FRP Lakeside LLC #2 (a Maryland limited liability company); FRP Lakeside LLC #3 (a Maryland limited liability company); FRP Lakeside LLC #4 (a Maryland limited liability company); FRP Lakeside LLC #5 (a Maryland limited liability company); FRP Hillside LLC (a Maryland limited liability company); FRP Hillside LLC #2 (a Maryland limited liability company); FRP Hillside LLC #3 (a Maryland limited liability company); FRP Hillside LLC #4 (a Maryland limited liability company); FRP Windsor LLC (a Maryland limited liability company); FRP Dorsey LLC (a Maryland limited liability company); FRP Bird River LLC (a Maryland limited liability company); FRP Interchange LLC (a Maryland limited liability company); FRP Azalea LLC (a Maryland limited liability company); FRP Manassas LLC (a Maryland limited liability company); FRP Hampstead LLC (a Maryland limited liability company); FRP Hollander 95 LLC (a Maryland limited liability company); FRP Transit Business Park (a Maryland limited liability company); FRP Kelso LLC (a Maryland limited liability company); Brooksville Quarry, LLC (a Florida limited liability company, 50% owned by the Company); Lake Louisa, LLC (a Florida limited liability company); RiverFront Investment Partners I, LLC (a Delaware limited liability company); Hillside Business Park Property Owners Association, Inc. (a Maryland corporation); Lakeside Business Park Property Owners Association, Inc. (a Maryland limited liability company).
- 23.1 Consent of Hancock Askew & Co., Inc., Independent Registered Certified Public Accounting Firm, appears on page 24 of this Form 10-K.
- 31.1 Certification of Thompson S. Baker II.
- 31.2 Certification of Thompson S. Baker II.
- 31.3 Certification of John D. Klopfenstein.
- 32.1 Certification of Chief Executive Officer, Chief Financial Officer, and Chief Accounting Officer under Section 906 of the Sarbanes-Oxley Act of 2002.
- 99.1 Information Statement of Patriot Transportation Holding, Inc., dated January 12, 2015, incorporated by reference to the Company's Form 8-K filed on January 13, 2015.
- 101.INS XBRL Instance Document
- 101.XSD XBRL Taxonomy Extension Schema
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase
- 101.DEF XBRL Taxonomy Extension Definition Linkbase
- 101.LAB XBRL Taxonomy Extension Label Linkbase
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase

\* Filed  
herewith

**FRP HOLDINGS, INC.**  
**INDEX TO FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULE**  
**(Item 15(a) (1) and 2))**

	<u>Page</u>
Consolidated Financial Statements:	
Consolidated balance sheets at September 30, 2015 and 2014	20(a)
For the years ended September 30, 2015, 2014 and 2013:	
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Consolidated statements of cash flows	21(a)
Consolidated statements of shareholders' equity	22(a)
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Report of Independent Registered Certified Public Accounting Firm	34-35(a)
Selected quarterly financial data (unaudited)	7(a)
Consent of Independent Registered Certified Public Accounting Firm	24(b)
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Consolidated Financial Statement Schedule:	
III - Real estate and accumulated depreciation and Depletion	25-26(b)
<p>(a) Refers to the page number in the Company's 2015 Annual Report to Shareholders. Such information is incorporated by reference in Item 8 of this Form 10-K.</p> <p>(b) Refers to the page number in this Form 10-K</p>	

All other schedules have been omitted, as they are not required under the related instructions, are inapplicable, or because the information required is included in the consolidated financial statements.

**Exhibit 23**

**CONSENT OF INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-55132, 333-125099 and 333-131475) of FRP Holdings, Inc. of our report dated December 10, 2015 relating to the consolidated financial statements and the effectiveness of FRP Holdings, Inc.'s internal control over financial reporting which appears in the Annual Report to Shareholders incorporated by reference herein. We also consent to the incorporation by reference of our report dated December 10, 2015, relating to the financial statement schedule, which appears in this Form 10-K.

Hancock Askew & Co., LLP

Savannah, Georgia  
December 10, 2015

**REPORT OF INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM ON  
FINANCIAL STATEMENT SCHEDULE**

To the Board of Directors of  
FRP Holdings, Inc.:

Our audit of the consolidated financial statements referred to in our report dated December 10, 2015 appearing in the 2015 Annual Report to Shareholders of FRP Holdings, Inc. (which report and consolidated financial statements are incorporated by reference in this Annual Report on Form 10-K) also included an audit of the financial statement schedule listed in Item 15(a)(2) of this Form 10-K. This financial statement schedule is the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statement schedule based on our audit. In our opinion, the financial statement schedule presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements.

Hancock Askew & Co., LLP

Savannah, Georgia  
December 10, 2015

**FRP HOLDINGS, INC.**  
**SCHEDULE III (CONSOLIDATED)-REAL ESTATE & ACCUMULATED DEPRECIATION AND DEPLETION** (dollars in thousands)

**SEPTEMBER 30, 2015**

County	Encumbrances	Initial cost to Company	Cost capitalized subsequent to acquisition	Gross amount at which carried at end of period (a)	Accumulated Depreciation & Depletion	Year Of Construction	Date Acquired	Depreciation Life Computed on:
<u>Mining Royalty Lands</u>								
Alachua, FL		\$ 1,442	\$ 0	\$ 1,442	\$ 148	n/a	4/86	unit
Clayton, GA		369	0	369	5	n/a	4/86	unit
Fayette, GA		685	0	685	65	n/a	4/86	unit
Lake, FL		402	0	402	151	n/a	4/86	unit
Lake, FL		1,083	0	1,083	970	n/a	4/86	unit
Lake Louisa, FL		11,039	0	11,039	0	n/a	5/12	unit
Lee, FL		4,690	6	4,696	6	n/a	4/86	unit
Monroe, GA		792	0	792	285	n/a	4/86	unit
Muscogee, GA		369	(45)	324	324	n/a	4/86	unit
Prince William, VA		299	0	299	299	n/a	4/86	unit
Putnam, FL		15,002	37	15,039	4,467	n/a	4/86	unit
Putnam, FL		302	(2)	300	283	n/a	4/86	5 yr.
Spalding, GA		20	0	20	0	n/a	4/86	n/a
Marion, FL		1,180	4	1,184	599	n/a	4/86	unit
Investment Property		1,629	(101)	1,528	684	n/a	4/86	n/a
	0	39,303	(101)	39,202	8,286			
<u>Asset Management Properties</u>								
Baltimore, MD	1,808	439	4,423	4,862	2,584	1990	10/89	39 yr.
Baltimore, MD	3,501	950	7,719	8,669	4,609	1994	12/91	39 yr.
Baltimore, MD	1,158	690	2,861	3,551	1,511	2000	07/99	39 yr.
Baltimore, MD	0	1,435	4,229	5,664	961	2008	12/02	39 yr.
Baltimore, MD	0	4,309	251	4,560	155	n/a	06/15	39 yr.
Baltimore City, MD	0	557	4,519	5,076	732	2010	12/15	39 yr.
Baltimore City, MD	0	7,442	1,380	8,822	718	n/a	6/15	39 yr.
Duval, FL	0	2,416	541	2,957	2,773	n/a	4/86	25 yr.
Harford, MD	738	31	3,830	3,861	2,095	1998	8/95	39 yr.
Harford, MD	1,746	50	5,699	5,749	2,491	1999	8/95	39 yr.
Harford, MD	3,054	85	7,091	7,176	3,517	2001	8/95	39 yr.
Harford, MD	2,403	88	10,133	10,221	4,102	2007	8/95	39 yr.
Harford, MD	1,738	155	12,418	12,573	4,016	2009	8/95	39 yr.
Howard, MD	0	2,859	4,873	7,732	4,188	1996	9/88	39 yr.
Howard, MD	1,046	2,473	981	3,454	1,403	2000	3/00	39 yr.
Elkridge, MD	0	0	40	40	0	TBD	10/15	39 yr.
Anne Arundel, MD	0	715	9,328	10,043	5,628	1989	9/88	39 yr.
Anne Arundel, MD	5,664	950	13,120	14,070	4,862	2003	5/98	39 yr.
Anne Arundel, MD	0	1,525	10,800	12,325	3,413	2005	8/15	39 yr.
Anne Arundel, MD	3,609	737	5,430	6,167	1,711	2006	1/15	39 yr.
Anne Arundel, MD	0	667	10,261	10,928	2,418	2012	7/15	39 yr.
Norfolk, VA	5,017	7,512	10	7,522	2,446	2004	10/15	39 yr.
Prince William, VA	0	3,922	27,183	31,105	1,619	n/a	12/05	39 yr.
Newcastle Co., DE	8,709	11,559	2,759	14,318	4,305	2004	4/15	39 yr.
	40,191	51,566	149,879	201,445	62,257			
<u>Land Development and Construction Properties</u>								
Baltimore, MD	0	4,199	7,816	12,015	0	n/a	12/02	n/a
Baltimore City, MD	0	5,193	3,669	8,862	186	n/a	12/10	15 yr.
Carroll, MD	0	4,720	2,426	7,146	0	n/a	3/15	n/a
Harford, MD	0	92	1,584	1,676	0	n/a	8/95	n/a
Prince William, VA	0	3,402	893	4,295	44	n/a	12/05	15 yr.
Washington D.C.	0	2,957	10,352	13,309	2,707	n/a	4/86	15 yr.
Washington D.C.	0	3,811	767	4,578	0	n/a	10/97	n/a
	0	24,374	27,507	51,881	2,937			
<b>GRAND TOTALS</b>	<b>\$ 40,191</b>	<b>\$ 115,243</b>	<b>\$ 177,285</b>	<b>\$ 292,528</b>	<b>\$ 73,480</b>			

(a) The aggregate cost for Federal income tax purposes is \$252,925.

**FRP HOLDINGS, INC.**  
**SCHEDULE III (CONSOLIDATED) - REAL ESTATE AND**  
**ACCUMULATED DEPRECIATION AND DEPLETION**  
**YEARS ENDED SEPTEMBER 30, 2015, 2014 AND 2013**  
(In thousands)

	<u>2015</u>	<u>2014</u>	<u>2013</u>
Gross Carrying Cost of Real Estate:			
Balance at beginning of period	\$ 286,671	\$ 268,932	\$ 262,564
Additions during period:			
Amounts capitalized	6,063	19,154	22,228
Deductions during period:			
Cost of real estate sold	—	(1,415)	(10,021)
Other	(206)	—	(5,839)
Balance at close of period	<u>\$ 292,528</u>	<u>\$ 286,671</u>	<u>\$ 268,932</u>
Accumulated Depreciation & Depletion:			
Balance at beginning of period	\$ 67,598	\$ 62,167	\$ 58,997
Additions during period:			
Charged to cost & expense	5,902	5,446	4,938
Deductions during period:			
Real estate sold	—	(15)	(461)
Other	(20)	—	(1,307)
Balance at close of period	<u>\$ 73,480</u>	<u>\$ 67,598</u>	<u>\$ 62,167</u>

**Annual Report 2015**  
**CONSOLIDATED FINANCIAL HIGHLIGHTS**  
Years ended September 30  
(Amounts in thousands except per share amounts)

	<u>2015</u>	<u>2014</u>	<u>% Change</u>
Revenues	\$ 34,646	30,978	11.8
Operating profit	\$ 12,181	9,740	25.1
Income from continuing operations	\$ 6,093	5,184	17.5
Discontinued operations, net	\$ 2,179	4,835	(54.9)
Net income	\$ 8,272	10,019	(17.4)
Per common share:			
Income from continuing operations:			
Basic	\$ .62	.54	14.8
Diluted	\$ .62	.53	17.0
Discontinued operations:			
Basic	\$ .23	.50	(54.0)
Diluted	\$ .22	.50	(56.0)
Net income:			
Basic	\$ .85	1.04	(18.3)
Diluted	\$ .84	1.03	(18.4)
Total Assets	\$ 252,621	313,071	(19.4)
Total Debt	\$ 48,685	55,956	(13.0)
Shareholders' Equity	\$ 182,342	206,315	(11.6)
Common Shares Outstanding	9,792	9,703	.9
Book Value Per Common Share	\$ 18.62	21.26	(12.4)

**BUSINESS.** FRP Holdings, Inc. is a holding company engaged in the real estate business, namely (i) warehouse/office building ownership, leasing and management, (ii) mining royalty land ownership, leasing and management and (iii) land acquisition, entitlement, development and construction primarily for warehouse/office buildings. The Company's operating subsidiaries are FRP Development Corp. and Florida Rock Properties, Inc.

**OBJECTIVES.** The Company's objectives are to continue building a substantial real estate company providing sound long-term growth, cash generation and asset appreciation.

**GROWTH PLAN.** The growth plan is based on the orderly conversion of our non-income producing lands into income producing properties and the acquisition, development and management of mining royalty lands and commercial warehouse/office rental properties located in appropriate sub-markets in order to provide long-term positive cash flows and capital appreciation.

## To Our Shareholders,

We are very pleased with the results we achieved in fiscal 2015 as the Company saw our revenue grow by \$3,668,000 (an 11.8% increase) over FY 2014 and our adjusted operating profit (adjusted to exclude corporate overhead expenses attributable to the spun-off transportation business but not allocated thereto as a result of GAAP accounting rules) increase by \$837,000 (up 6.7%). We want to say a special thank you to our senior managers and employees in our Baltimore based real estate office for their hard work throughout the year and congratulations on achieving these very positive results.

Fiscal 2015 was highlighted by the completion of the spin-off of our transportation business (“Patriot Transportation Holding, Inc. – “PATI”) and the beginning of the Company’s future as a stand-alone public real estate company. Following the spin-off, and to provide more transparency in our public reporting, we broke the former Developed Buildings and Land segment into two separate segments – the Asset Management Segment and the Land Development and Construction Segment – and with the Mining Royalty Lands segment remaining unchanged, the Company now has three reportable segments.

**Asset Management Segment.** The Asset Management Segment is made up entirely of our 39 operating warehouse/office buildings. During this fiscal year, with the completion of our third build-to-suit at Patriot Business Park, we added 129,850 square feet of fully occupied space bringing the portfolio total to 3,602,159 square feet. At fiscal year end, the portfolio was 90.6% occupied. The segment’s revenues grew from \$24,825,000 in FY 2014 to \$27,570,000 in FY 2015 (an 11.1% increase). The segment’s operating profit grew from \$11,121,000 in FY 2014 to \$12,473,000 in FY 2015 (a 12.2% increase).

In pursuit of our strategy to convert our non-income producing lands into income production, during fiscal 2015 our Land Development and Construction segment commenced construction on a new spec warehouse (80,000 square feet) at our Hollander Business Park which we expect to complete during the 1<sup>st</sup> quarter of fiscal 2016 and transfer into this segment. Additionally, on October 30, 2015 the Company closed on the sale of the Windlass Run Residential Phase 2 property for a total purchase price of \$11,287,754 (inclusive off all extension fees) and the proceeds were used in a tax deferred reverse Section 1031 exchange to acquire the Port Capital property which closed on October 19, 2015 for a total purchase price of \$9,900,000. The Port Capital property is a 91,218 square foot warehouse/office building located Howard County, MD. The building was 100% occupied by a single tenant at the time of closing with a lease expiration of September 30, 2025 at an average annual gross rental rate of \$641,519. We are optimistic that we will be able to add at least one additional building in the Baltimore/Washington, DC area through construction or acquisition in fiscal 2016.

**Mining Royalty Lands Segment.** Our Mining Royalty Lands segment saw an increase in royalty revenues of \$743,000 to \$5,999,000 (a 14.1% improvement) in FY 2015 and our operating profit improved by \$497,000 to \$4,615,000 (a 12.1% increase). During fiscal 2015, Vulcan informed us that they removed a concrete plant from a portion of our property in Manassas, VA thus opening up an additional +/- 25 million tons of reserves on our property which should positively impact our royalty revenues for the foreseeable future. In fiscal 2015, Vulcan began mining again on Company owned property at our Astatula, FL location, a property that had been collecting only minimum royalties for the past several years. We expect that mining on our property will continue for the foreseeable future. Additionally, we believe our Ft. Myers, FL location will receive final permit approval to begin active mining operations during fiscal 2016. We are optimistic this segment will continue to see improvement in 2016 as (i) the residential and commercial construction markets continue to trend in a positive direction in our markets and (ii) the aforementioned locations provide additional royalties to this segment, with neither of these resulting in any additional operating costs to the Company.

**Land Development and Construction Segment.** This segment is the engine that drives the growth of our Asset Management Segment and we continued to be active during fiscal 2015 completing construction on the third build-to-suit at Patriot Business Park (transferred into Asset Management) and commencing construction on a new spec warehouse building at our Hollander Business Park. Over the past four years, in line with our stated goal of converting non-income producing lands into income production, we have constructed three new buildings totaling 373,000 square feet which were transferred to our Asset Management Segment, commenced construction on another 80,000 square foot building and sold \$21 million worth of non-income producing land and converted the proceeds through Section 1031 tax-deferred exchanges into 393,216 square feet of income producing properties. Exclusive of the land under construction at

Hollander, this segment still has 113 acres of horizontally developed land capable of housing nearly 1.2 million square feet of warehouse/office buildings.

During fiscal 2015, the District of Columbia announced that the location for the new DC United major league soccer stadium would be the Buzzard Point area of Washington, DC just south of our RiverFront on the Anacostia property and adjacent to our Square 664E property. Development activity has already begun on the soccer stadium site and it is expected to be open for the 2018 season. The Square 664E property consists of approximately 2 acres of land on the Anacostia River and is currently leased to Vulcan Materials on an interim basis for use as a concrete plant. During fiscal 2015, we began the process of planning and permitting for the reconstruction of a bulkhead along the riverfront in anticipation of high rise development. We are optimistic the new soccer stadium will transform the surrounding area from industrial to mixed-use creating a neighborhood much like the Washington Nationals' baseball park did for the RiverFront district.

### **RiverFront on the Anacostia**

As anticipated at this time last year, we held an official groundbreaking ceremony on December 9, 2014 as the construction of the first phase of this four phase project got underway. Construction has continued on throughout the fiscal year and the project is currently on schedule, on budget, and expected to be completed in the latter half of calendar 2016. We are hard at work taking the necessary steps to get Phase 2 underway and are hopeful we will have more to share with you on that project as this year progresses. Additionally, following the close of fiscal 2015, the Company reached agreement with the former tenant on the Anacostia property to pay \$3 million towards environmental remediation costs and also entered into statute of limitations tolling agreements with three other potentially responsible parties as a preface to settlement negotiations with those parties.

Our management team has done an excellent job this year and we are very pleased with the double digit growth in revenues. During 2016, we expect the Asset Management Segment to continue to add income producing buildings to our portfolio. Riverfront on the Anacostia continues to keep our focus as we begin planning and negotiating on Phase 2.

As of now, Phase I looks poised to have a successful impact on the Company in the near future. Fiscal 2015 provided us the first real improvement in mining royalties since the Great Recession and, barring another major economic downturn in the US, we are confident that trend will continue for the foreseeable future. As always, we do not take your continuing investment in our Company lightly and thank you, our loyal shareholders, for your continued interest and support.

Respectfully yours,

John D. Baker II  
Executive Chairman

Thompson S. Baker II  
Chief Executive Officer

## OPERATING PROPERTIES

The Company owns (predominately in fee simple but also through ownership of partnership interests in joint ventures) over 20,000 acres of land in Florida, Georgia, Maryland, Virginia and the District of Columbia. This land is generally held by the Company in three distinct categories (i) land owned and leased to mining companies for royalties or rents, (ii) land owned and operated as income producing rental properties predominately in the form of warehouse/office buildings, and (iii) land owned and held for investment to be further developed for future income production or sales to third parties.

**Mining Royalty Lands Segment – Mining Properties.** The following table summarizes the Company's mining royalty lands and estimated reserves at September 30, 2015 a substantial portion of which are leased to Vulcan Materials.

	Tons Sold in Year Ended 9/30/15 <u>(000's)</u>	Tons of Estimated Reserves at 9/30/15 <u>(000's)</u>	<u>Approximate Acres Owned</u>
The Company owns nine locations currently being mined in Grandin, Keuka, Newberry, Astatula and Airgrove, Florida; Columbus, Macon, and Tyrone, Georgia; and Manassas, Virginia.	5,710	338,639	11,328
The Company owns four locations that are leased for mining but are not currently being mined in Ft. Myers (Lee County), Marion County and Lake County, Florida and and Forest Park, Georgia.	0	86,428	3,867

This table excludes the Brooksville, Florida property, approximately 4,280 acres, as it was transferred on October 4, 2006 to a joint venture with Vulcan Materials for future development.

In May, 2014 the Company entered into an amendment to our lease agreement for our Ft. Myers location requiring that the mining be accelerated and that the mining plan be conformed to accommodate the future construction of up to 105 residential dwelling units around the mined lakes. In return, the Company agreed to sell Lee County a right of way for a connector road that would benefit the residential area on our property and to place a conservation easement on part of the property. Based on information from our tenant, Vulcan Materials Company, the Company is hopeful that all necessary permits to commence mining on this property will be received during fiscal 2016.

During fiscal 2015, the Company also received positive information from Vulcan Materials with respect to two other locations. At our Manassas, VA location, Vulcan informed us that they recently removed a concrete plant off property owned by the Company which opened up an additional 25 million tons of material to be mined from Company property. Vulcan's current lease term at the Manassas location expires on May 31, 2020 and they have one additional ten year extension option available. At our Astatula location Vulcan began mining on Company property during fiscal 2015 and plans are to continue that mining for the foreseeable future at volumes commensurate with, or in excess of, those achieved in fiscal 2015.

**Mining Royalty Lands Segment - Brooksville Joint Venture.** On October 4, 2006, a subsidiary of the Company (Florida Rock Properties) entered into a Joint Venture Agreement with Florida Rock Industries, Inc. (which was acquired by Vulcan Materials Company in 2007) to form Brooksville Quarry, LLC, a real estate joint venture, to develop approximately 4,280 acres of land near Brooksville, Florida as a mixed-use community. In April 2011, the Florida Department of Community Affairs issued its Final Order approving the development of the Project consisting of 5,800 residential dwelling units and over 600,000 square feet of commercial and 850,000 of light industrial uses. The Master Plan zoning for the Project was approved by the County in August 2012. Vulcan still mines on the property and the Company receives 100% of the royalty on all tons sold at the Brooksville location. Brooksville tons sold in fiscal 2015

were 403,000 and estimated reserves were 6,029,000 at September 30, 2015. During fiscal 2015, the Company agreed to extend the mining lease on this property for an additional four years, through the year 2022, in exchange for an immediate increase in the annual minimum royalty and a higher royalty rate on tons sold and mined from the property.

**Mining Royalty Lands Segment - Other Properties.** The segment also owns an additional 1,923 acres of investment properties in Gulf Hammock (+/- 1,600 acres currently on the market for \$4.5 million), Brooksville, Palatka, and Polk County, Florida and Yatesville and Henderson, Georgia.

**Asset Management Segment.** At September 30, 2015, the Asset Management Segment owned 39 warehouse/office buildings, totaling 3,602,159 square feet, all but one of which are in the Mid-Atlantic region of the United States as follows:

1) Hillside Business Park in Anne Arundel County, Maryland consists of four warehouse/office buildings and one suburban office building totaling 567,473 square feet.

2) Lakeside Business Park in Harford County, Maryland consists of nine warehouse/office buildings totaling 893,722 square feet.

3) 6920 Tudsbury Road in Baltimore County, Maryland consists of one warehouse/office building totaling 86,100 square feet.

4) 8620 Dorsey Run Road in Howard County, Maryland consists of one warehouse/office building totaling 85,100 square feet.

5) Rossville Business Center in Baltimore County, Maryland consists of one warehouse/office building totaling 190,517 square feet.

6) 34 Loveton Circle in suburban Baltimore County, Maryland consists of one office building totaling 33,708 square feet (24% of the space is occupied by the Company for use as our Baltimore headquarters).

7) Oregon Business Center in Anne Arundel County, Maryland consists of two warehouse/office buildings totaling 195,615 square feet.

8) Arundel Business Center in Howard County, Maryland consists of one warehouse/office building totaling 162,796 square feet.

9) 100-200 Interchange Boulevard in New Castle County, Delaware consists of two warehouse/office buildings totaling 303,006 square feet.

10) Windlass Run Business Park in Baltimore County, Maryland consists of one warehouse/office building totaling 69,474 square feet.

11) 155 E. 21<sup>st</sup> Street in Duval County, Florida consists of one office building totaling 68,757 square feet.

12) Hollander 95 Business Park in Baltimore City, Maryland consists of one warehouse/office building totaling 82,800 square feet. The Company is currently in the process of constructing an additional 80,000 square foot spec warehouse/office building at this location and expects to complete construction during fiscal year 2016.

13) Patriot Business Park in Prince William County, Maryland consists of three warehouse/office buildings totaling 373,000 square feet.

14) Transit Business Park in Baltimore, Maryland consists of five buildings totaling 232,318 square feet.

15) Kelso Business Park in Baltimore County, Maryland, consists of two warehouse/office buildings totaling 69,680 square feet.

16) 1187 Azalea Garden Road in Norfolk, VA consists of one warehouse totaling 188,093 square feet.

#### **Land Development and Construction Segment – Warehouse/Office Land.**

At September 30, 2015 this segment owned the following future development parcels:

- 1) 20 acres of horizontally developed land available for future construction of an additional 266,530 square feet of warehouse/office product at Lakeside Business Park in Harford County, Maryland.
- 2) 9 acres of horizontally developed land available for future construction of 93,600 square feet of warehouse/office product at 300/400 Interchange Boulevard in New Castle County, Delaware.
- 3) 50 acres of horizontally developed land available for future construction of 386,626 square feet of warehouse, office, flex and retail buildings at Windlass Run Business Park in Baltimore County, Maryland.
- 4) 38 acres of horizontally developed land available for future construction of 425,750 square feet of warehouse, office, hotel and flex buildings at Hollander 95 Business Park in Baltimore City, Maryland.
- 5) 24 acres of horizontally developed land available for future construction of 198,150 square feet of warehouse/office product at Patriot Business Park in Prince William County, Maryland.

#### **Land Development and Construction Segment – Land Held for Investment or Sale.**

- 1) The Windlass Run Residential (previously Bird River) Phase 2 property consists of 74 useable acres located in southeastern Baltimore County, Maryland, adjacent to our Windlass Run Business Park. The Company rezoned the property in September 2007 to allow for additional residential density. The Company executed two contracts on April 17, 2013 for the sale of phase 1 of the property in the quarter ending September 30, 2013 for \$8.0 million and the balance for \$11.0 million approximately 18 months later. The sale of phase 1 was completed in August of 2013 and resulted in a gain of \$4,928,000. The sale of phase two was originally scheduled to close in March of 2015 but was extended by the Buyer on March 20, 2015 with payment of an \$187,754 extension fee to allow closing on or before September 30, 2015. As of September 30, 2015, the Buyer had yet to close on the property and the Company was in negotiations to either extend the closing or terminate the sales contract. See Note 20 “Subsequent Events” in the consolidated financial statements.
- 2) The RiverFront on the Anacostia property is a 5.8 acre parcel of real estate in Washington D.C. that fronts the Anacostia River and is adjacent to the Washington Nationals Baseball Park. The approved planned unit development permits the Company to develop a four building, mixed use project, containing approximately 545,800 square feet of office and retail uses and approximately 569,600 square feet of residential and hotel uses. The approved development would include numerous publicly accessible open spaces and a waterfront esplanade along the Anacostia River.

On March 30, 2012 the Company entered into a Contribution Agreement with MRP SE Waterfront Residential, LLC. (“MRP”) to form a joint venture to develop the first phase only of the four phase master development known as RiverFront on the Anacostia in Washington, D.C. The purpose of the Joint Venture is to develop, own, lease and ultimately sell an approximately 300,000 square foot residential apartment building (including approximately 18,000 square feet of retail) on approximately 2 acres of the site. The joint venture, RiverFront Investment Partners I, LLC (“RiverFront I”) was formed in June 2013 as contemplated. The Company contributed land with an agreed to value of \$13,500,000 (cost basis of \$6,165,000) and contributed cash of \$4,866,000 to the Joint Venture for a 76.91% stake in the venture. MRP contributed capital of \$5,553,000 to the joint venture including development costs paid prior to formation of the joint venture. The Joint Venture closed on \$17,000,000 of EB5 secondary financing and a nonrecourse construction loan for \$65,000,000 on August 8, 2014. Both of these financings are non-recourse to the Company. Construction commenced in October 2014 and lease up is on scheduled to begin in late 2016. The Company’s equity interest in the joint venture is accounted for under the equity method of accounting as MRP acts as the administrative agent of the joint venture and oversees and controls the day to day operations of the project.

On August 24, 2015, in anticipation of commencing construction of the new Frederick Douglass bridge at a location immediately to the West of the existing bridge, the District of Columbia filed a Declaration of Taking for a total of 7,390 square feet of permanent easement and a 5,022 square foot temporary construction easement on land along the western boundary of the land that will ultimately hold Phase III and IV. Previously, the Company and the District had conceptually agreed to a land swap with no compensation that would have permitted the proposed new bridge, including construction easements, to be on property wholly owned by the District. As a result, the Planned Unit Development was designed and ultimately approved by the Zoning Commission as if the land swap would occur once the District was ready to move forward with the new bridge construction. If the easement is determined final by the court a gain from the permanent easement compensation may be recorded based on the outcome of the eminent domain action. Any temporary construction easement compensation will be recorded over the construction period. In addition, the Company is seeking confirmation from the court or an agreement from the District that the existing bridge easement will terminate when the new bridge has been placed in service and the existing bridge has been removed. The Company's position is that otherwise Phase IV will be adversely impacted and additional compensation or other relief will be due the Company.

- 3) The Hampstead Trade Center property in Hampstead, Carroll County, Maryland is a 117 acre parcel located adjacent to the State Route 30 bypass. The parcel is currently zoned for industrial use. Alternative uses (including a rezoning to residential use) are being evaluated in order to maximize this assets' profitability and expedite its disposition.
- 4) The Square 664E property is approximately 2 acres and sits on the Anacostia River at the base of South Capitol Street approximately 1 mile down river from our RiverFront on the Anacostia property. This property is currently under lease to Vulcan Materials for use as a concrete batch plant. The lease terminates on August 31, 2021 and Vulcan has the option to renew for one additional period of five (5) years. In the quarter ending December 31, 2014, the District of Columbia announced that it had selected an approximate 5 acre site adjacent to this property for the future construction of the new DC United major league soccer stadium. The Company anticipates spending capital over the next 1-2 years to completely rebuild the existing bulkhead in anticipation of future high rise development on this property.

**Real Estate Summary Schedule at September 30, 2015 (dollars in thousands).**

County	Encumb- Rances	Gross Book Cost	Net Book Value	Date Acquired	Revenue Fiscal 2015
<u>Mining Royalty Lands</u>					
Alachua, FL		\$ 1,442	\$ 1,294	4/86	\$ 580
Clayton, GA		369	364	4/86	92
Fayette, GA		685	620	4/86	515
Lake, FL		402	251	4/86	338
Lake, FL		1,083	113	4/86	302
Lake Louisa, FL		11,039	11,039	5/12	787
Lee, FL		4,696	4,690	4/86	355
Monroe, GA		792	507	4/86	508
Muscogee, GA		324	0	4/86	277
Prince William, VA		299	0	4/86	437
Putnam, FL		15,039	10,572	4/86	1,415
Putnam, FL		300	17	4/86	0
Spalding, GA		20	20	4/86	5
Marion, FL		1,184	585	4/86	132
Investment Property		1,528	844	4/86	15
Brooksville Joint Venture		7,493	7,493	4/86	336
	<u>0</u>	<u>46,695</u>	<u>38,409</u>		<u>6,094</u>
<u>Asset Management Properties</u>					
Baltimore, MD	1,808	5,762	2,567	10/89	465
Baltimore, MD	3,501	8,669	4,060	12/91	1,358
Baltimore, MD	1,158	3,551	2,040	7/99	538
Baltimore, MD	0	5,664	4,703	12/02	557
Baltimore, MD	0	4,560	4,405	6/14	668
Baltimore City, MD	0	5,076	4,344	12/10	605
Baltimore City, MD	0	8,822	8,104	6/13	1,080
Duval, FL	0	2,957	184	4/86	730
Harford, MD	738	3,861	1,766	8/95	785
Harford, MD	1,747	5,749	3,258	8/95	1,249
Harford, MD	3,054	7,176	3,659	8/95	1,365
Harford, MD	2,403	10,221	6,119	8/95	1,803
Harford, MD	1,738	12,573	8,557	8/95	1,433
Howard, MD	0	7,732	3,544	9/88	1,260
Howard, MD	1,046	3,455	2,051	3/00	585
Elkridge, MD	0	40	40	TBD	0
Anne Arundel, MD	0	10,043	4,415	9/88	1,241
Anne Arundel, MD	5,664	14,070	9,208	5/98	1,798
Anne Arundel, MD	0	12,325	8,912	8/04	1,831
Anne Arundel, MD	3,609	6,167	4,456	1/03	639
Anne Arundel, MD	0	10,928	8,510	7/07	1,403
Norfolk, VA	5,016	7,521	5,076	10/04	828
Prince William, VA	0	31,105	29,486	12/05	4,222
Newcastle Co., DE	8,709	14,318	10,013	4/15	1,127
	<u>40,191</u>	<u>202,345</u>	<u>139,477</u>		<u>27,570</u>
<u>Land Development and Construction Properties</u>					
Baltimore, MD	0	12,015	12,015	12/02	0
Baltimore City, MD	0	8,862	8,678	12/10	0
Carroll, MD	0	7,146	7,146	3/08	0
Harford, MD	0	1,676	1,676	8/95	0
Prince William, VA	0	4,295	4,249	12/05	0
Washington D.C.	0	13,309	10,602	4/86	0
Washington D.C.	0	4,578	4,578	10/97	982
RiverFront joint venture	0	11,517	11,517	04/13	0
	<u>0</u>	<u>63,398</u>	<u>60,461</u>		<u>982</u>
Grand Totals	\$ 40,191	\$ 312,438	\$ 238,347		\$ 34,646

## Five Year Summary-Years ended September 30

(Amounts in thousands except per share amounts)

	2015	2014	2013	2012	2011
Summary of Operations:					
Revenues	\$ 34,646	30,978	27,654	24,038	22,305
Operating profit	\$ 12,181	9,740	9,315	4,994	4,767
Interest expense	\$ 2,014	1,366	2,501	2,611	3,319
Income from continuing Operations	\$ 6,093	5,184	8,614	2,173	988
Per Common Share:					
Basic	\$ .62	.54	.90	.23	.11
Diluted	\$ .62	.53	.90	.23	.10
Discontinued Operations, net					
Operations, net	\$ 2,179	4,835	6,771	5,635	11,223
Net income	\$ 8,272	10,019	15,385	7,808	12,211
Per Common Share:					
Basic	\$ .85	1.04	1.62	.83	1.32
Diluted	\$ .84	1.03	1.60	.82	1.29
Financial Summary:					
Property and equipment, net					
	\$ 207,205	207,436	202,511	196,635	180,517
Total assets	\$ 252,621	313,071	287,093	275,705	266,390
Long-term debt	\$ 44,505	51,422	45,593	57,131	62,370
Shareholders' equity	\$ 182,342	206,315	192,646	174,718	164,447
Net Book Value					
Per common share	\$ 18.62	21.26	20.14	18.51	17.71
Other Data:					
Weighted average common shares - basic					
	9,756	9,629	9,523	9,360	9,284
Weighted average common shares - diluted					
	9,827	9,710	9,605	9,474	9,451
Number of employees	18	957	886	828	802
Shareholders of record	423	469	497	505	497

## Quarterly Results (unaudited)

(Dollars in thousands except per share amounts)

	First		Second		Third		Fourth	
	2015	2014	2015	2014	2015	2014	2015	2014
Revenues	\$ 8,302	7,229	8,948	8,007	8,497	7,679	8,899	8,063
Operating profit	\$ 2,345	2,176	2,159	1,822	3,889	2,863	3,788	2,879
Income from continuing operations	\$ 1,131	1,166	845	917	2,046	1,754	2,071	1,347
Discontinued operations, net	\$ 1,663	1,174	516	787	—	1,731	—	1,143
Net income	\$ 2,794	2,340	1,361	1,704	2,046	3,485	2,071	2,490

## Earnings per common share (a):

Income from continuing operations-								
Basic	\$ .12	.12	.09	.10	.21	.18	.21	.14
Diluted	\$ .12	.12	.09	.10	.21	.18	.21	.14
Discontinued operations-								
Basic	\$ .17	.12	.05	.08	.00	.18	.00	.12
Diluted	\$ .17	.12	.05	.08	.00	.18	.00	.12
Net income-								
Basic	\$ .29	.24	.14	.18	.21	.36	.21	.26
Diluted	\$ .29	.24	.14	.18	.21	.36	.21	.26

Market price per common share (b):

High	\$ 42.36	42.76	36.40	40.87	37.39	37.30	33.62	36.92
Low	\$ 33.75	33.56	29.39	35.14	29.42	31.20	28.51	33.26

(a) Earnings per share of common stock is computed independently for each quarter presented. The sum of the quarterly net earnings per share of common stock for a year may not equal the total for the year due to rounding differences.

(b) All prices represent high and low daily closing prices as reported by The Nasdaq Stock Market.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

### Executive Overview

FRP Holdings, Inc. ("FRP" or the "Company") is a holding company engaged in the real estate business, namely (i) warehouse/office building ownership, leasing and management, (ii) mining royalty land ownership, leasing and management, and (iii) land acquisition, entitlement, development and construction mainly for warehouse/office buildings.

On January 30, 2015, FRP completed the tax-free spin-off of its transportation business ("Spin-off") into a new, separately traded public company, Patriot Transportation Holding, Inc. ("Patriot"). In the Spin-off, FRP distributed all of the outstanding stock of Patriot to FRP's shareholders as of the record date of January 9, 2015. FRP's shareholders received one share of Patriot common stock for every three shares of FRP common stock owned on the record date. Patriot is now an independent publicly-traded company, and FRP retains no ownership in Patriot. FRP retained the real estate business, which is now the sole business of the Company. As a result, the former transportation segment is reported as a discontinued operation without any corporate overhead allocation. Hence, all corporate overhead attributable to the transportation group through the date of the spin-off is included in "corporate expense" on the Company's historical consolidated income statements.

Following the completion of the spin-off of the transportation business, management conducted a strategic review of the Company's real estate operations. As a result of this review, Management determined that the information that the Company's chief operating decision makers regularly review for purposes of allocating resources and assessing performance, had changed. Therefore, beginning with the quarter ending March 31, 2015 (with prior periods adjusted accordingly), the Company is reporting its financial performance based on three reportable segments, Asset Management, Mining Royalty Lands and Land Development and Construction, as described below.

Our Mining and Royalties segment remains unaffected, but our former Developed Property Rentals segment has been broken down into an Asset Management segment and a Land Development and Construction segment to reflect how management now evaluates the real estate activities previously presented in the Developed Property Rentals segment. The Asset Management segment contains all the developed buildings capable of producing current rental income. The Land Development and Construction segment contains the remaining developable land that is generally in a pre-income production state where objectives are long term capital investment in an effort to bring such property to income producing status or realization of its fair market value through sales or exchange.

The following discussion includes certain non-GAAP financial measures ("adjusted") within the meaning of Regulation G promulgated by the Securities and Exchange Commission ("Regulation G") to supplement the financial results as reported in accordance with GAAP. Post Spin-off we are reporting any net gain/(loss) from the transportation business as "discontinued operations" and we currently have no other discontinued operations being reported. GAAP accounting rules do not allow corporate overhead expenses to be allocated to a discontinued operation of the Company; thus, those corporate expenses attributable to the transportation business prior to the spin-off are charged to the Company as part of continuing operations. The non-GAAP financial measures discussed below are adjusted income from continuing operations and adjusted consolidated operating profit. These non-GAAP financial measures exclude the corporate management fees attributable to the transportation business prior to the spin-off that are not allocable to the transportation business due to it being a discontinued operation. The Company uses these metrics to analyze its continuing operations

and to monitor, assess, and identify meaningful trends in its operating and financial performance. These measures are not, and should not be viewed as, substitutes for GAAP financial measures. Refer to “Non-GAAP Financial Measures” below in this annual report for a more detailed discussion, including reconciliations of these non-GAAP financial measures to their most directly comparable GAAP financial measures.

Management believes these adjusted measures better reflect our operating performance during the periods discussed and reflect how management evaluates our operational results. These measures are not, and should not be viewed as, substitutes for GAAP reporting measures.

### **Highlights of Fiscal 2015.**

- For fiscal 2015, net operating income in the Asset Management Segment, management’s chosen metric for measuring shareholder value creation in that segment, grew 12.4% to \$21,043,000.
- Revenues for the Mining Royalty Lands segment were up 14.1% as we saw several of our locations improve on volumes during fiscal 2015.
- Adjusted operating profit improved to \$13,262,000, a 6.7% increase over fiscal 2014.

### **Asset Management Segment.**

The Asset Management segment owns, leases and manages warehouse/office buildings located predominately in the Baltimore/Northern Virginia/Washington, DC market area. We focus primarily on owning flexible type facilities that cater to the maximum number of tenant types. As most of our buildings are less than 150,000 square feet, we focus on local and regional vs. national tenants. Hands-on service provided by our in-house construction and property management teams keeps us close to our tenant base. These practices are the cornerstone of our mission to provide the highest quality product and services at competitive rates resulting in tenant satisfaction and ultimately, retention.

These assets create revenue and cash flows through tenant rental payments, lease management fees and reimbursements for building operating costs. The major cash outlays incurred in this segment are for operating expenses, real estate taxes, building repairs, lease commissions and other lease closing costs, construction of tenant improvements, capital to acquire existing operating buildings and closing costs related thereto and personnel costs of our property management team. Of the 39 buildings we own today, 26 were constructed by the Company through what is now known as our Land Development and Construction segment. Additionally, over the years, we have opportunistically acquired 13 existing operating buildings, typically in connection with a deferred like-kind (Section 1031) exchange opportunity. Today, this segment consists of just over 3.6 million square feet.

The following table shows the total developed square footage and occupancy rates of our flex office/warehouse and office parks at September 30, 2015:

<u>Development</u>	<u>Location</u>	<u>Total Sq. feet</u>	<u>% Occupied</u>
Hillside	Anne Arundel Co., MD	567,473	85.6%
Lakeside	Harford Co., MD	893,722	89.6%
Tudsbury	Baltimore Co., MD	86,100	100.0%
Dorsey Run	Howard Co., MD	85,100	75.9%
Rossville	Baltimore Co., MD	190,517	100.0%
Loveton	Baltimore Co., MD	33,708	81.4%
Oregon	Anne Arundel Co., MD	195,615	90.4%
Arundel	Howard Co., MD	162,796	91.6%
Interchange	New Castle Co., DE	303,006	81.4%
Azalea Garden	Norfolk, VA	188,093	100.0%
Windlass Run	Baltimore Co., MD	69,474	100.0%
21st Street	Duval Co., FL	68,757	100.0%
Hollander 95	Baltimore Co., MD	82,800	100.0%
Patriot Business Park	Prince William Co., VA	373,000	100.0%
Transit Business Park	Baltimore Co., MD	232,318	78.7%

Kelso Business Park

Baltimore Co., MD

69,680	100.0%
3,602,159	90.6%

Management focuses on several factors to measure our success on a comparative basis in this segment. The major factors we focus on are (1) revenue growth, (2) growth in occupied square feet, (3) actual occupancy rate, (4) average annual occupied square feet, (5) average annual occupancy rate (defined as the occupied sf at the end of each month during a fiscal year divided by the number of months to date in that fiscal year as a percentage of the average number of square feet in the portfolio over that same time period), (6) growth of our portfolio (in square feet), and (7) tenant retention success rate (as a percentage of total square feet to be renewed).

<b>Asset Management segment – fiscal year ended</b>	<b>September 30, 2015</b>	<b>September 30, 2014</b>
Revenues	\$27,570,000	\$24,825,000
Net Operating Income (Cash Basis)	\$21,043,000	\$18,714,000
Occupied square feet	3,262,965	3,110,332
Overall occupancy rate	90.6%	89.6%
Average annual occupied sf	3,261,879	3,037,232
Average annual occupancy rate	90.8%	89.75%
Portfolio square feet	3,602,159	3,472,309
Retention Success rate	83%	72%

### **Mining Royalty Lands Segment.**

Our Mining Royalty Lands segment owns several properties comprising approximately 15,000 acres currently under lease for mining rents or royalties (this does not include the 4,280 acres owned in our Brooksville joint venture with Vulcan Materials). Other than one location in Virginia, all of these properties are located in Florida and Georgia. The typical lease in this segment requires the tenant to pay us a royalty based on the number of tons of mined materials sold from our property during a given fiscal year multiplied by a percentage of the average annual sales price per ton sold. As a result of this royalty payment structure, we do not bear the cost risks associated with the mining operations, however, we are subject to the cyclical nature of the construction markets in these States as both volumes and prices tend to fluctuate through those cycles. In certain locations, typically where the reserves on our property have been depleted but the tenant still has a need for the leased land, we collect a fixed annual rental amount. We believe strongly in the potential for future growth in construction in Florida and Georgia which would positively benefit our profitability in this segment.

The major expenses in this segment are comprised of collection and accounting for royalties, management's oversight of the mining leases, land entitlement for post-mining uses and property taxes at our non-leased locations and at our Grandin location which, unlike our other leased mining locations, are not paid by the tenant. As such, our costs in this business are very low as a percentage of revenue, are relatively stable and are not affected by increases in production at our locations. Our current mining tenants include Vulcan Materials, Martin Marietta and Cemex, among others.

Additionally, these locations provide us with excellent opportunities for valuable "2nd lives" for these assets through proper land planning and entitlement.

### **Significant "2<sup>nd</sup> life" Mining Lands:**

<b>Location</b>	<b>Acreage</b>	<b>Status</b>
Brooksville, FL	4,280 +/-	Development of Regional of Impact and County Land Use and Master Zoning in place for 5,800 residential unit, mixed-use development
Ft. Myers, FL	1,993 +/-	Approval in place for 105, 1 acre, waterfront residential lots after mining completed.
Gulf Hammock, FL	1,600 +/-	Currently on the market for \$4.5 million
<b>Total</b>	<b>7,873 +/-</b>	

### **Land Development and Construction Segment.**

Through our Land Development and Construction segment, we own and are continuously monitoring for their “highest and best use” several parcels of land that are in various stages of development. Our overall strategy in this segment is to convert all of our non-income producing lands into income production through (i) an orderly process of constructing new warehouse/office buildings for us to own and operate or (ii) a sale to, or joint venture with, third parties.

Revenues in this segment are generated predominately from land sales and interim property rents. The significant cash outlays incurred in this segment are for land acquisition costs, entitlement costs, property taxes, design and permitting, the personnel costs of our in-house management team and horizontal and vertical construction costs.

Since 1990, one of our primary strategies in this segment has been to acquire, entitle and ultimately develop commercial/industrial business parks providing 5–15 building pads which we typically convert into warehouse/office buildings. To date, our management team has converted 26 of these pads into developed buildings that we continue to own and manage through the Asset Management segment. Our typical practice has been to transfer these assets to the Asset Management segment on the earlier to occur of (i) commencement of rental revenue or (ii) issuance of the certificate of occupancy. We have also opportunistically sold several of these pad sites over time to third party “users”.

The remaining pad sites in our inventory today are fully entitled, located in business parks in four different submarkets in the DC/Baltimore/Northern Virginia area, and can support an additional +/- 1.2 million sf. of warehouse/office buildings.

**Summary of Our Remaining Lot Inventory:**

<b>Location</b>	<b>Acreage</b>	<b>SF +/-</b>	<b>Status</b>
Lakeside, MD	20	266,530	Horizontal development completed. Ready for vertical permitting.
Windlass Run Business Park, MD	50	386,626	Horizontal development completed. Permitting submitted for 150,000 sf warehouse/office building with the balance ready for further vertical permitting.
Patriot Business Center, Manassas, VA	24	198,150	Horizontal development completed. Ready for vertical permitting.
Hollander 95 Business Park, MD	33	345,750	Horizontal development completed. Construction in progress on 80,000 sf warehouse/office building with the balance of the land ready for vertical permitting.
<b>Total</b>	<b>127</b>	<b>1,197,056</b>	

We completed a third build-to-suit building for the same tenant at our Patriot Business Park and transferred that asset to the Asset Management segment on or about November 2014 when the building was approved for occupancy. Having sites ready for vertical construction has rewarded us in the past. It is the main reason why we were able to convert 3 of our finished pads at Patriot Business Park into build-to-suit opportunities in 2012, 2013 and 2014. We also submitted plans for vertical construction for one warehouse/office building at each of our Hollander and Windlass Run business parks and are now under construction on an 80,000 sf spec building at Hollander Business Park. We will continue to actively monitor these submarkets where we have lots ready for construction and take advantage of the opportunities presented to us.

In addition to the inventory of finished building lots, we have several other properties that were either spun-off to us from Florida Rock Industries in 1986 or acquired by us from unrelated 3rd parties. These properties, as a result of our “highest and best use” studies, are being prepared for income generation through sale or joint venture with third parties, and in certain cases we are leasing these properties on an interim basis for an income stream while we wait for the development market to ripen.

Our strategy when selling parcels outright is to attempt to convert the proceeds into income producing real estate for our Asset Management segment through a Section 1031 tax-deferred exchange. An example of this would be the Windlass Run residential land whereby we sold phase 1 for \$8 million and used the proceeds in a Section 1031 exchange to acquire our Transit Business Park in 2013.

An example of property in this segment being developed through joint venture is Phase I of our RiverFront on the Anacostia project which was contributed to a joint venture with MRP in 2014 and is now under construction as a 305 unit

apartment building including 18,000 sf of ground floor retail.

During the third quarter of this year, we entered into a long term ground lease on a 3.6 acre parcel at our Hollander business park for use by the tenant as a compressed natural gas filling station and expect rental income to commence by November, 2016. We will continue to hold this property in this segment as Management believes it is not appropriate to move it to the Asset Management segment with only a ground lease in place as it still has potential for a second life as an improved building post ground lease.

**Significant Investment Lands Inventory:**

<b>Location</b>	<b><u>Approx. Acreage</u></b>	<b><u>Status</u></b>	<b><u>NBV</u></b>
RiverFront on the Anacostia Phase I	2.1	Phase I under construction	\$11,517,000
RiverFront on the Anacostia Phases II-IV	3.7	Phase II design approval plans to be submitted to Zoning Commission prior to December, 2016.	\$10,602,000
Windlass Run residential (Phase 2)	74	Sale pending as of September 30, 2015. (see Item 20 “Subsequent Events” below).	\$4,826,000
Hampstead Trade Center, MD	117	Residential studies ongoing	\$7,146,000
Square 664E, on the Anacostia River in DC	2	Under lease to Vulcan Materials as a concrete batch plant through 2021 with one 5 year renewal option.	\$4,578,000
<b>Total</b>	<b>199</b>		<b>\$38,669,000</b>

**RIVERFRONT ON THE ANACOSTIA:**

This property consists of 5.8 acres on the Anacostia River and is immediately adjacent to the Washington National’s baseball park in the RiverFront District in SE Washington, DC. Once zoned for industrial use and under a ground lease, this property was re-zoned for the construction of approximately 1.1M square feet of “mixed-use” development in four phases. In 2014, approximately 2.1 acres (Phase I) of the total 5.8 acres was contributed to a joint venture owned by the Company (77%) and our partner, MRP Realty (23%), and construction commenced in October, 2014 on a 305 unit residential apartment building with approximately 18,000 sq. ft. of first floor retail space. Lease up is expected to commence in late fiscal 2016 and continue through 2017. Phases II, III and IV are slated for residential, office, and hotel/residential buildings, respectively, all with permitted first floor retail uses. In accordance with our Master Planned Unit Development (PUD) approval, the next step for development of Phase II requires us to submit plans to the Zoning Commission for final design approval within two years of issuance of the construction permit for Phase I (i.e. by December of 2016).

On August 24, 2015, in anticipation of commencing construction of the new Frederick Douglass bridge at a location immediately to the West of the existing bridge, the District of Columbia filed a Declaration of Taking for a total of 7,390 square feet of permanent easement and a 5,022 square foot temporary construction easement on land along the western boundary of the land that will ultimately hold Phase III and IV. Previously, the Company and the District had conceptually agreed to a land swap with no compensation that would have permitted the proposed new bridge, including construction easements, to be on property wholly owned by the District. As a result, the Planned Unit Development was designed and ultimately approved by the Zoning Commission as if the land swap would occur once the District was ready to move forward with the new bridge construction. If the easement is determined final by the court a gain from the permanent easement compensation may be recorded based on the outcome of the eminent domain action. Any temporary construction easement compensation will be recorded over the construction period. In addition, the Company is seeking confirmation from the court or an agreement from the District that the existing bridge easement will terminate when the new bridge has been placed in service and the existing bridge has been removed. The Company’s position is that otherwise Phase IV will be adversely impacted and additional compensation or other relief will be due the Company.

## WINDLASS RUN RESIDENTIAL:

We originally purchased this 179 acre tract for \$5.2 million in 2002. When purchased, the entire parcel was zoned for commercial/industrial uses. Today, some 70 acres of this original tract makes up our Windlass Run Business Park. We successfully rezoned the remaining acreage for medium density residential development and on April 17, 2013, we entered into a contract to sell the residential portion of the property for \$19 million. Phase I of the sale closed within the quarter ending September 30, 2013 for \$8.0 million and the proceeds of this sale were used in a Section 1031 exchange to acquire the Transit Business Park. Phase II of the sale was pending as of September 30, 2015 (see Note 20 “Subsequent Events” in the consolidated financial statements).

**HAMPSTEAD TRADE CENTER:** We purchased this 117 acre tract in 2005 for \$4.3 million in a Section 1031 exchange with plans of developing it as a commercial business park. The “great recession” caused us to reassess our plans for this property. As a result, Management has determined that the prudent course of action is to attempt to rezone the property for residential uses and sell the entire tract to a major home builder such that we can redeploy this capital into assets in-line with our warehouse/office investment strategy. Residential studies are on-going today and we plan to make our rezoning submittal to Carroll County on or about the fourth quarter of fiscal 2016.

## SQUARE 664E, WASHINGTON, DC

This property sits on the Anacostia River at the base of South Capitol Street in an area named Buzzard Point, approximately 1 mile down river from our RiverFront on the Anacostia property. The Square 664E property consists of approximately 2 acres and is currently under lease to Vulcan Materials for use as a concrete batch plant. The lease terminates on August 31, 2021 and Vulcan has the option to renew for one additional period of five (5) years. In the quarter ending December 31, 2014, the District of Columbia announced that it had selected Buzzard Point for the future site of the new DC United major league soccer stadium. The selected stadium location is separated from our property by just one small industrial lot.

## COMPARATIVE RESULTS OF OPERATIONS

### Fiscal Year 2015 versus 2014

#### Consolidated Results

	<u>Years Ended September 30,</u>		<u>Change</u>	<u>%</u>
	<u>2015</u>	<u>2014</u>		
<b>Revenues:</b>				
Rental Revenue	\$ 23,410	\$ 21,327	\$ 2,083	9.8%
Royalty and Rents	5,999	5,256	743	14.1%
Revenue-Reimbursements	5,237	4,395	842	19.2%
Total Revenues	<u>34,646</u>	<u>30,978</u>	<u>3,668</u>	<u>11.8%</u>
<b>Cost of operations:</b>				
Depreciation/Depletion/Amortization	7,378	6,705	673	10.0%
Operating Expenses	4,609	4,391	218	5.0%
Property Taxes	4,443	3,494	949	27.2%
Mgmt Co Allocation-In	1,647	1,424	223	15.7%
Corporate Expense	3,307	2,539	768	30.2%
Corp Mgmt fee not alloc. to discontinued operations	1,081	2,685	(1,604)	-59.7%
Total cost of operations	<u>22,465</u>	<u>21,238</u>	<u>1,227</u>	<u>5.8%</u>
<b>Total operating profit</b>	<b>12,181</b>	<b>9,740</b>	<b>2,441</b>	<b>25.1%</b>
Interest Income and other	—	23	(23)	*
Interest Expense	(2,014)	(1,366)	(648)	47.4%
Equity in loss of joint ventures	(145)	(128)	(17)	13.3%

Gain (loss) on investment land sold	(34)	476	(510)	-107.1%
Income from continuing operations before income taxes	9,988	8,745	1,243	14.2%
Provision for income taxes	3,895	3,561	334	9.4%
Income from continuing operations	6,093	5,184	909	17.5%
Gain from discontinued transportation operations, net of taxes	2,179	4,835	(2,656)	-54.9%
<b>Net income</b>	<b>\$ 8,272</b>	<b>\$ 10,019</b>	<b>\$ (1,747)</b>	<b>-17.4%</b>

Fiscal 2015 total revenues for the Company were up 11.8% to \$34,646,000. Adjusted income from continuing operations was \$6,752,000 versus \$6,822,000 in fiscal 2014. The decrease in adjusted income from continuing operations was due primarily to a (i) \$648,000 increase in interest expense and (ii) \$476,000 gain on investment land sold in fiscal 2014 versus a loss of \$34,000 on investment land sold in fiscal 2015. Interest expense was greater primarily as a result of \$722,000 more in capitalized interest in fiscal 2014 and \$116,000 in prepayment penalties as the Company prepaid the \$1,314,000 remaining principal balance on 8.55% and 7.95% mortgages in January. Adjusted operating profit improved to \$13,262,000, a 6.7% increase over fiscal 2014.

The increase in revenues is mostly attributable to increases in rental rates, occupancy and total occupied square feet in our Asset Management segment and improved volumes at several of our mining locations. These increases were offset by increases in (i) depreciation expense (\$673,000) due to the addition of assets to the portfolio, (ii) non-reimbursed property taxes, currently under appeal (\$198,000 at our Anacostia Phase II-IV property), (iii) higher interest expense (\$648,000) as a result of less capitalized interest in this period, and (iv) higher management (\$223,000) and corporate expense (\$768,000). Corporate expense increased due to (i) corporate level bonuses being paid in fiscal 2015 versus no corporate level bonuses in fiscal 2014, (ii) an increase in director compensation, and (iii) the additional cost of operating as a separate stand-alone public company.

### Asset Management

(dollars in thousands)	Years Ended September 30					
	2015	%	2014	%	Change	%
Rental revenue	\$ 22,946	83.2%	\$ 20,837	83.9%	\$ 2,109	10.1%
Revenue-reimbursements	4,624	16.8%	3,988	16.1%	636	15.9%
Total revenue	27,570	100.0%	24,825	100.0%	2,745	11.1%
Depreciation, depletion and amortization	6,963	25.3%	6,384	25.7%	579	9.1%
Operating expenses	3,933	14.3%	3,896	15.7%	37	1.0%
Property taxes	2,651	9.6%	2,174	8.8%	477	21.9%
Management company indirect	735	2.7%	668	2.7%	67	10.0%
Corporate expense	815	2.9%	582	2.3%	233	40.0%
Cost of operations	15,097	54.8%	13,704	55.2%	1,393	10.2%
Operating profit	\$ 12,473	45.2%	\$ 11,121	44.8%	\$ 1,352	12.2%

We continue to add square feet to this segment's portfolio (129,850 in fiscal 2015) through construction and acquisition as we convert our non-income producing properties into income production. For fiscal 2015, net operating income, management's chosen metric for measuring shareholder value creation in this segment, grew 12.4% to \$21,043,000. Rental revenues in this segment were \$22,946,000, up \$2,109,000 or 10.1%, due to increases in rental rates, occupancy and total occupied square feet as we have continued to add new buildings to the portfolio over the past four fiscal years. Cost of operations increased \$1,393,000 due mainly to higher depreciation and higher property taxes as a result of the addition of new assets to the portfolio and higher corporate expenses. Operating profit this year was \$12,473,000, up \$1,352,000 or 12.2%. Average annual occupancy was 90.8% during fiscal 2015 versus 89.8% during fiscal 2014. Rent growth for leases renewed during the fiscal year showed a 6.95% increase over the prior lease term. Over half of those

renewals were from leases that had terms beginning in late 2009 and early 2010 when rental rates were far more in favor of the tenant.

### **Mining Royalty Lands**

(dollars in thousands)	Years Ended September 30			
	2015	%	2014	%
Royalty and rents	\$ 5,999	98.4%	5,256	98.3%
Revenue-reimbursements	95	1.6%	93	1.7%
Total revenue	6,094	100.0%	5,349	100.0%
Depreciation, depletion and amortization	133	2.2%	124	2.3%
Operating expenses	251	4.1%	251	4.7%
Property taxes	232	3.8%	239	4.5%
Corporate expense	863	14.2%	617	11.5%
Cost of operations	1,479	24.3%	1,231	23.0%
Operating profit	\$ 4,615	75.7%	\$ 4,118	77.0%

Mining sales volumes at several of our locations increased in fiscal 2015 resulting in an overall increase of 1,161,652 tons sold, up 23.4% over fiscal 2014. As a result, royalty revenues were \$5,999,000, up \$743,000 or 14.1% in fiscal 2015. Our operating profit was \$4,615,000, up \$497,000 or 12.1% versus fiscal 2014. We believe that volumes will continue to increase at our locations as construction activity in Florida and Georgia improves, and Vulcan (i) continues the recent commencement of mining on our property at Astatula, (ii) shifts most of their production to our property at Manassas for the foreseeable future and (iii) is successful at obtaining final permit approval for our Ft. Myers location.

### **Land Development and Construction**

(dollars in thousands)	Years Ended September 30		
	2015	2014	Change
Rental revenue	\$ 464	\$ 490	\$ (26)
Revenue-reimbursements	518	314	204
Total revenue	982	804	178
Depreciation, depletion and amortization	282	197	85
Operating expenses	425	244	181
Property taxes	1,560	1,081	479
Management company indirect	912	756	156
Corporate expense	481	343	138
Cost of operations	3,660	2,621	1,039
Operating loss	\$ (2,678)	\$ (1,817)	\$ (861)

The Land Development and Construction segment is responsible for seeking opportunities to acquire existing income producing properties and managing and developing our non-income producing properties into income production; thus, this segment receives minimal revenues but incurs significant costs to accomplish this objective. During fiscal 2015, Management primarily focused its time in this segment on (i) working with our joint venture partner on the management of the on-going construction of Phase I at Riverfront on the Anacostia (n/k/a "Dock 79"), (ii) completion of the third

build to suit at Patriot Business Park (iii) commencement of construction of a new 80,000 square foot spec warehouse/office building at our Hollander Business Park (iv) the sale of Windlass Run Residential Phase 2 and the evaluation of suitable Section 1031 replacement properties and (v) the evaluation of a proposed joint venture for the development and construction of a single story office park on the remainder of our undeveloped lands in the Windlass Run Business Park. In fiscal 2015, we invested over \$4,085,000 with respect to the capital projects reported in this segment. Revenues were \$982,000, up \$178,000, over last year due mainly to higher real estate tax reimbursement from the ground lease at our Square 664E property in D.C. Costs of operating this segment were \$3,660,000 in fiscal 2015 which was an increase of \$1,039,000 driven primarily by higher property taxes (\$479,000) due to the increase in assessed values of our 664E property and our Phases II-IV land at our Anacostia property and higher operating expenses (\$181,000) as we undertook work to begin the reconstruction of the bulkhead at our Square 664E property in anticipation of future high rise development.

Fiscal Year 2014 versus 2013

**Consolidated Results**

	<b>Years Ended September 30,</b>		<b>Change</b>	<b>%</b>
	<b>2014</b>	<b>2013</b>		
<b>Revenues:</b>				
Rental Revenue	\$ 21,327	\$ 19,060	\$ 2,267	11.9%
Royalty and Rents	5,256	5,209	47	.9%
Revenue-Reimbursements	4,395	3,385	1,010	29.8%
<b>Total Revenues</b>	<b>30,978</b>	<b>27,654</b>	<b>3,324</b>	<b>12.0%</b>
<b>Cost of operations:</b>				
Depreciation/Depletion/Amortization	6,705	5,860	845	14.4%
Operating Expenses	4,391	3,536	855	24.2%
Property Taxes	3,494	2,518	976	38.8%
Mgmt Co Allocation-In	1,424	1,574	(150)	-9.5%
Corporate Expense	2,539	2,302	237	10.3%
Corp Mgmt fee not alloc. to discontinued operations	2,685	2,549	136	5.3%
<b>Total cost of operations</b>	<b>21,238</b>	<b>18,339</b>	<b>2,899</b>	<b>15.8%</b>
<b>Total operating profit</b>	<b>9,740</b>	<b>9,315</b>	<b>425</b>	<b>4.6%</b>
Interest Income and other	23	38	(15)	-39.5%
Interest Expense	(1,366)	(2,501)	1,135	-45.4%
Equity in loss of joint ventures	(128)	(63)	(65)	103.2%
Gain (loss) on investment land sold	476	7,333	(6,857)	-93.5%
Income from continuing operations before income taxes	8,745	14,122	(5,377)	-38.1%
Provision for income taxes	3,561	5,508	(1,947)	-35.3%
Income from continuing operations	5,184	8,614	(3,430)	-39.8%
Gain from discontinued transportation operations, net of taxes	4,835	6,771	(1,936)	-28.6%
<b>Net income</b>	<b>\$ 10,019</b>	<b>\$ 15,385</b>	<b>\$ (5,366)</b>	<b>-34.9%</b>

Consolidated results continued to improve in fiscal 2014 with the addition of square footage to our portfolio over the past couple of years and improved occupancy rates. Income from continuing operations (adjusted to \$4,141,000 after excluding the after tax gain on investment land sold in fiscal 2013) was up 25.2% to \$5,184,000 due in large part to \$1,135,000 less in interest expense as a result of an accelerated payment of a \$7,281,000 long-term fixed rate debt and a declining mortgage principal balance. Total revenues for the Company were up 12.0% to \$30,978,000. The increases in revenues were almost completely offset by increases in (i) depreciation expense (\$845,000), (ii) property taxes (\$976,000), and (iii) higher operating expense (\$855,000), all due to the addition of new assets to the portfolio. Thus, consolidated operating profit was only up 4.6% in 2014 versus 2013.

## Asset Management

(dollars in thousands)	Years Ended September 30				Change	%
	2014	%	2013	%		
Rental revenue	\$ 20,837	83.9%	\$ 18,536	86.0%	\$ 2,301	12.4%
Revenue-reimbursements	3,988	16.1%	3,012	14.0%	976	32.4%
Total revenue	24,825	100.0%	21,548	100.0%	3,277	15.2%
Depreciation, depletion and amortization	6,384	25.7%	5,503	25.6%	881	16.0%
Operating expenses	3,896	15.7%	3,044	14.1%	852	28.0%
Property taxes	2,174	8.8%	1,811	8.4%	363	20.0%
Management company indirect	668	2.7%	776	3.6%	(108)	-13.9%
Corporate expense	582	2.3%	688	3.2%	(106)	-15.4%
Cost of operations	13,704	55.2%	11,822	54.9%	1,882	15.9%
Operating profit	\$ 11,121	44.8%	\$ 9,726	45.1%	\$ 1,395	14.3%

Total revenues in this segment were \$24,825,000, up \$3,277,000 or 15.2% over fiscal 2013. Rental revenues in this segment were \$20,837,000, up \$2,301,000 over fiscal 2013, due to an increase in square feet occupied in this segment as we have continued to buy and build new buildings over the past few fiscal years. Cost of operations increased \$1,882,000 due mainly to higher depreciation and higher property taxes as a result of the addition of new assets to the portfolio and higher operating expenses due mainly to an unusual amount of snow removal required during fiscal 2014. Operating profit in fiscal 2014 were \$11,121,000, up \$1,395,000 or 14.3%, over fiscal 2013. Our occupied square feet increased by 175,007 square feet (6.0%) during fiscal 2014 and our average annual occupancy was 89.8% during fiscal 2014 versus 88.7% during fiscal 2013.

## Mining Royalty Lands

(dollars in thousands)	Years Ended September 30			
	2014	%	2013	%
Royalty and rents	\$ 5,256	98.3%	5,209	98.2%
Revenue-reimbursements	93	1.7%	93	1.8%
Total revenue	5,349	100.0%	5,302	100.0%
Depreciation, depletion and amortization	124	2.3%	106	2.0%
Operating expenses	251	4.7%	263	5.0%
Property taxes	239	4.5%	215	4.0%
Corporate expense	617	11.5%	710	13.4%
Cost of operations	1,231	23.0%	1,294	24.4%
Operating profit	\$ 4,118	77.0%	\$ 4,008	75.6%

Total revenues in this segment were \$5,349,000, up \$47,000 or 1%, due mainly to flat volumes at most of our locations in fiscal 2014 versus 2013. Our operating profit was \$4,118,000, up \$110,000 versus fiscal 2013. We believe that volumes will increase at our locations as construction activity in Florida and Georgia improves.

## Land Development and Construction

(dollars in thousands)	Years Ended September 30		
	2014	2013	Change
Rental revenue	\$ 490	\$ 524	\$ (34)
Revenue-reimbursements	314	280	34
Total revenue	804	804	—
Depreciation, depletion and amortization	197	251	(54)
Operating expenses	244	229	15
Property taxes	1,081	492	589
Management company indirect	756	819	(63)
Corporate expense	343	406	(63)
Cost of operations	2,621	2,197	424
Operating loss	\$ (1,817)	\$ (1,393)	\$ (424)

The Land Development and Construction segment is responsible for managing and developing our non-income producing properties into income production for our Asset Management Segment or for sales or joint ventures with third parties. This segment receives minimal revenues but incurs significant costs to accomplish this objective. During fiscal 2014, Management primarily focused its time in this segment on (i) working with MRP on the financing to begin construction on Phase I of RiverFront on the Anacostia, (ii) completion of the third build to suit at Patriot Business Park, (iii) the acquisition of the Kelso buildings, and (iv) completing the horizontal improvements at Patriot and Hollander Business Parks. In fiscal 2014, we invested \$12,621,000 with respect to the capital projects reported in this segment. Revenues were \$804,000 identical to the revenues for fiscal 2013. However, costs of operating this segment were up \$424,000 due primarily to higher property taxes (\$589,000) due to the increase in assessed values of our 664E property and our future Phases II-IV land at our Anacostia property partially offset by lower depreciation, management company and corporate expenses.

## LIQUIDITY AND CAPITAL RESOURCES

The growth of the Company's businesses requires significant cash needs to acquire and develop land or operating buildings and to construct new buildings and tenant improvements. As of September 30, 2015, we had \$8,494,000 borrowed under our \$20 million Wells Fargo revolver, \$2,576,000 outstanding under letters of credit and \$8,930,000 available to borrow under the revolver. The Company closed on a \$20 million secured revolver with First Tennessee Bank on July 24, 2015 and as of September 30, 2015 we had \$20 million available to borrow. First Tennessee has also committed to provide an additional \$20 million of secured financing to the Company on a ten year term loan amortizing on a twenty five (25) year basis. We expect to close on this second loan with First Tennessee during fiscal 2016.

**Cash Flows** - The following table summarizes our cash flows from operating, investing and financing activities for each of the periods presented (in thousands of dollars):

	Years Ended September 30,		
	2015	2014	2013
Total cash provided by (used for):			
Operating activities	\$ 17,226	\$ 23,354	\$ 26,878
Investing activities	(9,708)	(39,371)	(22,525)
Financing activities	(8,112)	16,528	(6,674)
(Decrease) increase in cash and cash equivalents	\$ (594)	\$ 511	\$ (2,321)

Outstanding debt at the beginning of the period	\$	55,956	
Outstanding debt at the end of the period	\$	48,685	55,956

**Operating Activities** - Net cash provided by operating activities decreased \$6,128,000 to \$17,226,000 for the year ended September 30, 2015. The total of net income plus depreciation, depletion and amortization less gains on sales of property and equipment decreased \$436,000 versus the same period last year. These changes are described above under "Comparative Results of Operations". The current period includes \$1,306,000 more cash used to reduce accounts payable and accrued liabilities, although both periods had substantial uses of cash for this purpose due to the completion of build-to-suit's in each year and a \$1,720,000 reduction in environmental remediation liability in the current year. The same period last year included \$1,576,000 collection of prior year real estate taxes receivable. The current period includes offsetting increases to deferred income taxes and prepayment of current year income taxes.

In 2014, net cash provided by operating activities was \$23,354,000 compared to \$26,878,000 in 2013 due to the timing of tax payments and the expiration of bonus tax depreciation as of January 1, 2014.

**Investing Activities** - For the year ended September 30, 2015, cash required by investing activities decreased \$29,663,000 to \$9,708,000. The prior period discontinued operations cash required was \$15,524,000 higher due to an acquisition. Cash required by investing activities for continuing operations decreased \$14,191,000 due to increased construction activity in the prior period offset by the related release of escrow cash.

In 2014, cash required by investing activities was \$39,371,000 compared to \$22,525,000 in 2013 due to the sale of real estate held for investment in fiscal 2013.

**Financing Activities** - For the year ended September 30, 2015, cash required by financing activities was \$8,112,000 versus cash provided by financing activities of \$16,528,000 in 2014. The prior period discontinued operations cash provided was \$9,598,000 higher due to borrowings to fund an acquisition in the prior period compared to debt repayment in the current period. Cash required by financing activities for continuing operations was \$15,042,000 higher in the current period primarily due to debt prepayment and payments on the revolver.

In January 2015 the Company prepaid the \$1,314,000 remaining principal balance on 8.55% and 7.95% mortgages. The prepayment penalty of \$116,000 is included in interest expense. The remaining deferred loan costs of \$15,000 were also included in interest expense.

In 2014, cash provided by financing activities was \$16,528,000 compared to cash used in financing activities of \$6,674,000 in 2013 due to the prepayment of mortgage debt in 2013.

**Credit Facilities** - On January 30, 2015, in connection with the Spin-off, the Company terminated its \$55 million credit facility entered with Wells Fargo Bank, N.A. in 2012 and simultaneously entered into a new five year credit agreement with Wells Fargo with a maximum facility amount of \$20 million (the "Credit Agreement"). The Credit Agreement provides a revolving credit facility (the "Revolver") with a \$10 million sublimit available for standby letters of credit. At the time of the Spin-off, the Company refinanced \$10,483,000 of borrowings then outstanding on the terminated revolver.

As of September 30, 2015, there was \$8,494,000 outstanding on the revolver and \$2,576,000 outstanding under letters of credit and \$8,930,000 available for borrowing. The letters of credit were issued to guarantee certain obligations to state agencies related to real estate development. Most of the letters of credit are irrevocable for a period of one year and typically are automatically extended for additional one-year periods. The Revolver bears interest at a rate of 1.4% over the selected LIBOR, which may change quarterly based on the Company's ratio of Consolidated Total Debt to Consolidated Total Capital, as defined. A commitment fee of 0.15% per annum is payable quarterly on the unused portion of the commitment. The commitment fee may also change quarterly based upon the ratio described above. The credit agreement contains certain conditions and financial covenants, including a minimum \$110 million tangible net worth. As of September 30, 2015, the tangible net worth covenant would have limited our ability to pay dividends or repurchase stock with borrowed funds to a maximum of \$71 million combined. The Company was in compliance with all covenants as of September 30, 2015.

During the first quarter, the Company announced the execution of a commitment from First Tennessee Bank to provide up to \$40 million dollars of mortgage backed financing in two separate facilities. On July 24, 2015 the Company closed

on a five year, \$20 million secured revolver with a twenty-four month window to convert up to the full amount of the facility into a ten year term loan. Interest accrues at 1.90% over one month LIBOR plus an annual commitment fee of 0.10%. As of September 30, 2015 the full amount of the secured revolver was available. The second facility is a \$20 million ten year term loan secured by to-be-determined collateral from our current pool of unencumbered warehouse/office properties. We closed on the secured revolver on July 24, 2015. We expect to close on the ten year term loan during fiscal 2016. The purpose of these loans is to facilitate growth through new construction in the Land Development and Construction segment and/or acquisition of existing, operating buildings to be added to the Asset Management segment.

**Cash Requirements** – The Board of Directors has authorized Management to repurchase shares of the Company’s common stock from time to time as opportunities arise. During fiscal 2015 the Company did not repurchase any shares of stock. As of September 30, 2015, \$5,000,000 was authorized for future repurchases of common stock. The Company does not currently pay any cash dividends on common stock.

The Company expended capital of \$6,493,000 during fiscal 2015 primarily on new construction of warehouse/office buildings at Patriot and Hollander Business Parks and tenant improvements and commissions paid in connection with new leases. These capital expenditures were funded through a combination of cash generation from our operations and partly from borrowings under our revolving credit facilities.

**Non-GAAP Financial Measures.**

To supplement the financial results presented in accordance with GAAP, FRP presents certain non-GAAP financial measures within the meaning of Regulation G promulgated by the Securities and Exchange Commission. The non-GAAP financial measure included in this Annual Report on Form 10-K is adjusted income from continuing operations, adjusted operating profit, and net operating income (NOI). FRP uses these metrics to analyze its continuing operations and to monitor, assess, and identify meaningful trends in its operating and financial performance. These measures are not, and should not be viewed as, a substitute for GAAP financial measures.

Post Spin-off we are reporting any net gain/(loss) from the transportation business as “discontinued operations” and we currently have no other discontinued operations being reported. GAAP accounting rules do not allow corporate overhead expenses to be allocated to a discontinued operation of the Company; thus, those corporate expenses attributable to the transportation business prior to the spin-off are charged to the Company as part of continuing operations.

Adjusted income from continuing operations

Adjusted income from continuing operations excludes the impact of the corporate expense not allocated to discontinued operations. Adjusted net income is presented to provide additional perspective on underlying trends in FRP’s core operating results. A reconciliation between income from continuing operations and adjusted income from continuing operations is as follows:

	For years ended September 30,		
	2015	2014	2013
Income from continuing operations	\$ 6,093	5,184	8,614
Adjustments:			
Corporate management fee not allocated to discontinued operations	1,081	2,685	2,549
Income tax allocation	(422)	(1,047)	(994)
Adjusted income from continuing operations	\$ 6,752	6,822	10,169

Adjusted operating profit

Adjusted operating profit excludes the impact of the corporate expense not allocated to discontinued operations. Adjusted operating profit is presented to provide additional perspective on underlying trends in FRP’s core operating results. A reconciliation between operating profit and adjusted operating profit is as follows:

	For years ended September 30,		
	2015	2014	2013
Operating profit	\$ 12,181	9,740	9,315
Adjustments:			
Corporate management fee not allocated to discontinued operations	1,081	2,685	2,549
Adjusted operating profit	\$ 13,262	12,425	11,864

Net Operating Income Reconciliation  
Year ended 9/30/15 (in thousands)

	Asset Management Segment	Land Development Segment	Mining Royalties Segment	Unallocated Corporate Expenses	FRP Holdings Totals
Income from continuing operations	6,487	(1,718)	2,760	(1,436)	6,093
Income Tax Allocation	4,147	(1,099)	1,765	(918)	3,895
Inc. from continuing operations before income taxes	10,634	(2,817)	4,525	(2,354)	9,988
Less:					
Lease intangible rents	53	—			
Plus:					
Loss on investment land sold	—	34			
Unrealized rents	110	—			
Equity in loss of Joint Venture	—	105			
Interest Expense	1,839	—			
Depreciation/Amortization	6,963	282			
Management Co. Indirect	735	912			
Allocated Corporate Expenses	815	481			
Net Operating Income (loss)	21,043	(1,003)			

Net Operating Income Reconciliation  
Year ended 9/30/14 (in thousands)

	Asset Management Segment	Land Development Segment	Mining Royalties Segment	Unallocated Corporate Expenses	FRP Holdings Totals
Income from continuing operations	5,822	(848)	2,393	(2,183)	5,184
Income Tax Allocation	3,999	(582)	1,643	(1,499)	3,561
Inc. from continuing operations before income taxes	9,821	(1,430)	4,036	(3,682)	8,745
Less:					
Gains on investment land sold	—	476			
Other income	23	—			
Lease intangible rents	81	—			
Plus:					
Unrealized rents	40	—			
Equity in loss of Joint Venture	—	89			
Interest Expense	1,323	—			
Depreciation/Amortization	6,384	197			
Management Co. Indirect	668	756			
Allocated Corporate Expenses	582	343			
Net Operating Income (loss)	18,714	(521)			

**OFF-BALANCE SHEET ARRANGEMENTS**

Except for the letters of credit described above under “Liquidity and Capital Resources,” the Company does not have any off balance sheet arrangements that either have, or are reasonably likely to have, a current or future material effect on its financial condition.

## **CRITICAL ACCOUNTING POLICIES**

Management of the Company considers the following accounting policies critical to the reported operations of the Company:

**Accounts Receivable and Unrealized Rents Valuation.** The Company is subject to customer credit risk that could affect the collection of outstanding accounts receivable and unrealized rents, that is rents recorded on a straight-lined basis. To mitigate these risks, the Company performs credit reviews on all new customers and periodic credit reviews on existing customers. A detailed analysis of late and slow pay customers is prepared monthly and reviewed by senior management. The overall collectibility of outstanding receivables and straight-lined rents is evaluated and allowances are recorded as appropriate. Significant changes in customer credit could require increased allowances and affect cash flows.

**Property and Equipment and Impairment of Assets.** Property and equipment is recorded at cost less accumulated depreciation and depletion. Provision for depreciation of property, plant and equipment is computed using the straight-line method based on the following estimated useful lives:

	<u>Years</u>
Buildings and improvements	3-39

Depletion of sand and stone deposits is computed on the basis of units of production in relation to estimated reserves.

The Company periodically reviews property and equipment for potential impairment whenever events or circumstances indicate the carrying amount of a long-lived asset may not be recoverable. This review consists of comparing cap rates on recent cash flows and market value estimates to the carrying values of each asset group. If this review indicates the carrying value might exceed fair value then an estimate of future cash flows for the remaining useful life of each property is prepared considering anticipated vacancy, lease rates, and any future capital expenditures. The Company's estimated holding period for developed buildings with current vacancies is long enough that the undiscounted cash flows exceed the carrying value of the properties and thus no impairment loss is recorded. Changes in estimates or assumptions could have an impact on the Company's financials.

All direct and indirect costs, including interest and real estate taxes, associated with the development, construction, leasing or expansion of real estate investments are capitalized as a development cost of the property. Included in indirect costs is an estimate of internal costs associated with development and rental of real estate investments. Changes in estimates or assumptions could have an impact on the Company's financials.

**Income Taxes.** The Company accounts for income taxes under the asset-and-liability method. Deferred tax assets and liabilities represent items that will result in taxable income or a tax deduction in future years for which the related tax expense or benefit has already been recorded in our statement of earnings. Deferred tax accounts arise as a result of timing differences between when items are recognized in the Consolidated Financial Statements compared with when they are recognized in the tax returns. The Company assesses the likelihood that deferred tax assets will be recovered from future taxable income. To the extent recovery is not probable, a valuation allowance is established and included as an expense as part of our income tax provision. No valuation allowance was recorded at September 30, 2015, as all deferred tax assets are considered more likely than not to be realized. Significant judgment is required in determining and assessing the impact of complex tax laws and certain tax-related contingencies on the provision for income taxes. As part of the calculation of the provision for income taxes, we assess whether the benefits of our tax positions are at least more likely than not of being sustained upon audit based on the technical merits of the tax position. For tax positions that are more likely than not of being sustained upon audit, we accrue the largest amount of the benefit that is more likely than not of being sustained in our consolidated financial statements. Such accruals require estimates and judgments, whereby actual results could vary materially from these estimates. Further, a number of years may elapse before a particular matter, for which an established accrual was made, is audited and resolved.

## **CONTRACTUAL OBLIGATIONS**

The following table summarizes our contractual obligations as of September 30, 2015:

	Payments due by period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Mortgages Including Interest	\$ 53,816	7,015	13,424	10,361	23,016
Revolving debt	8,494	-	-	8,494	-
Purchase Commitments	1,905	1,905	-	-	-
<b>Total Obligations</b>	<b>\$ 64,215</b>	<b>8,920</b>	<b>13,424</b>	<b>18,855</b>	<b>23,016</b>

## **INFLATION**

Most of the Company's operating expenses are inflation-sensitive, with inflation generally producing increased costs of operations. Substantially all of the Company's royalty agreements are based on a percentage of the sales price of the related mined items. Minimum royalties and substantially all lease agreements provide escalation provisions.

## **SEASONALITY**

The Company's business is subject to limited seasonality due to the cyclical nature of our royalty revenues with revenues generally declining slightly during winter months.

## **FORWARD LOOKING STATEMENTS**

Certain matters discussed in this report contain forward-looking statements, including without limitation relating to the Company's plans, strategies, objectives, expectations, intentions, capital expenditures, future liquidity, and plans and timetables for completion of pending development projects. The words or phrases "anticipate," "estimate," "believe," "budget," "continue," "could," "intend," "may," "plan," "potential," "predict," "seek," "should," "will," "would," "expect," "objective," "projection," "forecast," "goal," "guidance," "outlook," "effort," "target" and similar expressions identify forward-looking statements. The following factors and others discussed in the Company's periodic reports and filings with the Securities and Exchange Commission are among the principal factors that could cause actual results to differ materially from the forward-looking statements: levels of construction activity in the markets served by our mining properties; risk insurance markets; availability and terms of financing; competition; interest rates, inflation and general economic conditions; demand for flexible warehouse/office facilities in the Baltimore-Washington-Northern Virginia area; and ability to obtain zoning and entitlements necessary for property development. However, this list is not a complete statement of all potential risks or uncertainties.

These forward-looking statements are made as of the date hereof based on management's current expectations, and the Company does not undertake an obligation to update such statements, whether as a result of new information, future events or otherwise. Additional information regarding these and other risk factors may be found in the Company's other filings made from time to time with the Securities and Exchange Commission.

**CONSOLIDATED STATEMENTS OF INCOME** - Years ended September 30  
(in thousands, except per share amounts)

	<u>2015</u>	<u>2014</u>	<u>2013</u>
<b>Revenues:</b>			
Rental revenue	\$ 23,410	21,327	19,060
Royalty and rents	5,999	5,256	5,209
Revenue – reimbursements	<u>5,237</u>	<u>4,395</u>	<u>3,385</u>
Total Revenues	34,646	30,978	27,654
<b>Cost of operations:</b>			
Depreciation, depletion and amortization	7,378	6,705	5,860
Operating expenses	4,609	4,391	3,536
Property taxes	4,443	3,494	2,518
Management company indirect	1,647	1,424	1,574
Corporate expenses (Note 4 Related Party)	<u>4,388</u>	<u>5,224</u>	<u>4,851</u>
Total cost of operations	22,465	21,238	18,339
<b>Total operating profit</b>	12,181	9,740	9,315
Interest income	—	23	38
Interest expense	(2,014)	(1,366)	(2,501)
Equity in loss of joint ventures	(145)	(128)	(63)
Gain (Loss) on investment land sold	<u>(34)</u>	<u>476</u>	<u>7,333</u>
Income from continuing operations before income taxes	9,988	8,745	14,122
Provision for income taxes	<u>3,895</u>	<u>3,561</u>	<u>5,508</u>
Income from continuing operations	6,093	5,184	8,614
Gain from discontinued transportation operations, net of taxes	<u>2,179</u>	<u>4,835</u>	<u>6,771</u>
<b>Net income</b>	<u>\$ 8,272</u>	<u>10,019</u>	<u>15,385</u>
<b>Earnings per common share:</b>			
Income from continuing operations-			
Basic	0.62	0.54	0.90
Diluted	0.62	0.53	0.90
Discontinued operations-			
Basic	0.23	0.50	0.72
Diluted	0.22	0.50	0.70
Net Income-			
Basic	0.85	1.04	1.62
Diluted	0.84	1.03	1.60
<b>Number of shares (in thousands) used in computing:</b>			
-basic earnings per common share	9,756	9,629	9,523
-diluted earnings per common share	9,827	9,710	9,605

See accompanying notes.

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME** - Years ended September 30

(In thousands)

	<u>2015</u>	<u>2014</u>	<u>2013</u>
Net income	\$ 8,272	10,019	15,385
Other comp. income (loss) net of tax:			
Spin-off adjustment	(53)		
Actuarial gain (loss) retiree health	—	(2)	—
Minimum pension liability	<u>7</u>	<u>4</u>	<u>6</u>
Comprehensive income	\$ 8,226	10,021	15,391

See accompanying notes.

**CONSOLIDATED BALANCE SHEETS - As of September 30**  
(In thousands, except share data)

<b>Assets:</b>	2015	2014
Real estate investments at cost:		
Land	\$ 102,347	102,146
Buildings and improvements	174,820	164,317
Projects under construction	4,129	8,971
Total investments in properties	281,296	275,434
Less accumulated depreciation and depletion	74,091	67,998
Net investments in properties	207,205	207,436
Real estate held for investment, at cost	7,306	7,304
Real estate held for sale, at cost	4,826	4,473
Investment in joint ventures	19,010	18,537
Net real estate investments	238,347	237,750
Cash and cash equivalents	419	1,013
Cash held in escrow	-	61
Accounts receivable	778	1,127
Federal and state income taxes receivable	393	-
Assets of discontinued operation	-	61,134
Unrealized rents	4,817	4,780
Deferred costs	7,592	7,027
Other assets	275	179
Total assets	\$ 252,621	313,071
<b>Liabilities:</b>		
Secured notes payable, less current portion	\$ 36,011	41,059
Secured notes payable, current portion	4,180	4,534
Line of credit payable	8,494	10,363
Accounts payable and accrued liabilities	3,456	3,948
Environmental remediation liability	51	1,771
Deferred revenue	1,060	872
Federal and state income taxes payable	-	572
Deferred income taxes	14,684	12,969
Liabilities of discontinued operation	-	28,412
Deferred compensation	1,400	1,247
Deferred lease intangible, net	45	103
Tenant security deposits	898	906
Total liabilities	70,279	106,756
Commitments and contingencies (Note 13 & 14)	-	-
<b>Equity:</b>		
Common stock, \$.10 par value		
25,000,000 shares authorized,		
9,791,770 and 9,703,270 shares issued		
and outstanding, respectively	979	970
Capital in excess of par value	49,872	47,892
Retained earnings	131,497	157,413
Accumulated other comprehensive (loss) income, net	(6)	40
Total shareholders' equity	182,342	206,315
Total liabilities and shareholders' equity	\$ 252,621	313,071

See accompanying notes.

## CONSOLIDATED STATEMENTS OF CASH FLOWS - Years ended September 30

(In thousands)

	<u>2015</u>	<u>2014</u>	<u>2013</u>
<b>Cash flows from operating activities:</b>			
Net income	\$ 8,272	10,019	15,385
Adjustments to reconcile net income to net cash provided by continuing operating activities:			
Income from discontinued operations, net	(2,179)	(4,835)	(6,771)
Depreciation, depletion and amortization	7,533	6,845	6,246
Deferred income taxes	1,572	(340)	3,274
Equity in loss of joint ventures	145	128	63
Loss (Gain) on sale of equipment and property	138	(485)	(7,437)
Stock-based compensation	803	1,139	883
Net changes in operating assets and liabilities:			
Accounts receivable	349	1,272	533
Deferred costs and other assets	(1,489)	(2,040)	(1,683)
Accounts payable and accrued liabilities	(2,024)	(718)	724
Income taxes payable and receivable	(965)	270	653
Other long-term liabilities	87	209	198
Net cash provided by operating activities of continuing operations	<u>12,242</u>	<u>11,464</u>	<u>12,068</u>
Net cash provided by operating activities of discontinued operations	4,984	11,890	14,810
Net cash provided by operating activities	<u>17,226</u>	<u>23,354</u>	<u>26,878</u>
<b>Cash flows from investing activities:</b>			
Investments in property, plant and equipment	(6,493)	(19,283)	(22,936)
Investment in joint ventures	(625)	(5,266)	(116)
Cash held in escrow	61	1,508	(1,569)
Proceeds from sale of real estate held for investment, property, plant and equipment	43	1,888	15,960
Net cash used in investment activities of continuing operations	<u>(7,014)</u>	<u>(21,153)</u>	<u>(8,661)</u>
Net cash used in investing activities of discontinued operations	(2,694)	(18,218)	(13,864)
Net cash used in investing activities	<u>(9,708)</u>	<u>(39,371)</u>	<u>(22,525)</u>
<b>Cash flows from financing activities:</b>			
Repayment of long-term debt	(5,402)	(4,311)	(12,466)
Proceeds from borrowing on revolving credit facility	19,400	31,298	7,300
Payment on revolving credit facility	(21,269)	(20,935)	(7,300)
Debt issue costs	(397)	-	-
Repurchase of company stock	-	-	(233)
Excess tax benefits from exercises of stock options	175	1,047	701
Exercise of employee stock options	1,012	1,462	1,186
Net cash (used in) provided by financing activities of continuing operations	<u>(6,481)</u>	<u>8,561</u>	<u>(10,812)</u>
Net cash (used in) provided by financing activities of discontinued operations	(1,631)	7,967	4,138
Net cash (used in) provided by financing activities	<u>(8,112)</u>	<u>16,528</u>	<u>(6,674)</u>
<b>Net (decrease) increase in cash and cash equivalents</b>	<b>(594)</b>	<b>511</b>	<b>(2,321)</b>
Cash and cash equivalents at beginning of year	<u>1,013</u>	<u>502</u>	<u>2,823</u>
Cash and cash equivalents at end of the year	<u>\$ 419</u>	<u>1,013</u>	<u>502</u>
<b>Supplemental disclosures of cash flow information:</b>			
Cash paid during the year for:			
Interest, net of capitalized amounts	\$ 2,335	1,475	2,520
Income taxes	\$ 3,923	6,180	3,803

The Company recorded a \$334 non-cash transaction for accrued liabilities of deferred gains and post sale obligations related to investment land sold in 2013.

See accompanying notes.

## CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY - Years ended September 30

(In thousands, except share amounts)

	Common Stock		Capital in	Retained	Accumulated Other Comprehensive Income, net of tax	Total Share Holders' Equity
	Shares	Amount	Excess of Par Value	Earnings		
Balance at October 1, 2012	9,440,620	\$ 944	\$ 41,539	\$ 132,203	\$ 32	\$ 174,718
Exercise of stock options	112,800	11	1,175			1,186
Excess tax benefits from exercises of stock options and vesting of restricted stock			701			701
Stock option compensation			376			376
Shares granted to Directors	19,500	2	505			507
Shares purchased and canceled	(8,700)	(1)	(38)	(194)		(233)
Net income				15,385		15,385
Minimum pension liability, net					6	6
Balance at September 30, 2013	9,564,220	\$ 956	\$ 44,258	\$ 147,394	\$ 38	\$ 192,646
Exercise of stock options	119,550	12	1,450			1,462
Excess tax benefits from exercises of stock options and vesting of restricted stock			1,047			1,047
Stock option compensation			441			441
Shares granted to Directors	19,500	2	696			698
Net income				10,019		10,019
Minimum pension liability, net					4	4
Net actuarial loss retiree health, net					(2)	(2)
Balance at September 30, 2014	9,703,270	\$ 970	\$ 47,892	\$ 157,413	\$ 40	\$ 206,315
Exercise of stock options	72,300	7	1,005			1,012
Excess tax benefits from exercises of stock options			174			174
Stock option compensation			267			267
Shares granted to Directors	16,200	2	534			536
Spin-off adjustment				(34,188)	(53)	(34,241)
Net income				8,272		8,272
Minimum pension liability, net					7	7
Balance at September 30, 2015	9,791,770	\$ 979	\$ 49,872	\$ 131,497	\$ (6)	\$ 182,342

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### 1. Accounting Policies.

ORGANIZATION - FRP Holdings, Inc. (“FRP” or the “Company”) is a holding company engaged in the real estate business, namely (i) warehouse/office building ownership, leasing and management, (ii) mining royalty land ownership and leasing and (iii) land acquisition, entitlement and development primarily for future warehouse/office building construction. On January 30, 2015, FRP completed the tax-free Spin-off (“Spin-off”) of its transportation business into a new, separately traded public company, Patriot Transportation Holding, Inc. (Nasdaq GM: PATI) (“Patriot”). In the Spin-off, FRP distributed all of the outstanding stock of Patriot to FRP's shareholders as of the record date of January 9, 2015. FRP's shareholders received one share of Patriot for every three shares of FRP owned on the record date. Patriot now is an independent, publicly traded company, and FRP retains no ownership in Patriot. The Company retained the real estate business, which is now the sole business of the Company. See Note 3 regarding more information regarding the spin-off.

FRP Holdings, Inc. was incorporated on April 22, 2014 in connection with a corporate reorganization that preceded the Spin-off. The Company's successor issuer was formed on July 20, 1998. The business of the Company is conducted through our wholly-owned subsidiaries FRP Maryland, Inc., a Maryland corporation, FRP Development Corp., a Maryland corporation and Florida Rock Properties, Inc., a Florida corporation, and the various subsidiaries of each.

CONSOLIDATION - The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. Investments in the Brooksville joint venture and Riverfront Investment Partners I, LLC are accounted for under the equity method of accounting (See Note 2). All significant intercompany transactions have been eliminated in consolidation.

CASH AND CASH EQUIVALENTS - The Company considers all highly liquid debt instruments with maturities of three months or less at time of purchase to be cash equivalents. Bank overdrafts consist of outstanding checks not yet presented to a bank for settlement, net of cash held in accounts with right of offset.

REVENUE AND EXPENSE RECOGNITION - Real estate rental revenue and mining royalties are generally recognized when earned under the leases and are considered collectable. Rental income from leases with scheduled increases or other incentives during their term is recognized on a straight-line basis over the term of the lease. Reimbursements of expenses, when provided in the lease, are recognized in the period that the expenses are incurred.

Sales of real estate are recognized when the collection of the sales price is reasonably assured and when the Company has fulfilled substantially all of its obligations, which are typically as of the closing date.

Accounts receivable are recorded net of discounts and provisions for estimated allowances. We estimate allowances on an ongoing basis by considering historical and current trends. We record estimated bad debts expense as part of operating expenses. We estimate the net collectibility of our accounts receivable and establish an allowance for doubtful accounts based upon this assessment. Specifically, we analyze the aging of accounts receivable balances, historical bad debts, customer concentrations, customer credit-worthiness, current economic trends and changes in customer payment terms.

PROPERTY AND EQUIPMENT - Property and equipment is recorded at cost less accumulated depreciation and depletion. Provision for depreciation of property, plant and equipment is computed using the straight-line method based on the following estimated useful lives:

	Years
Building and improvements	3-39

Depletion of sand and stone deposits is computed on the basis of units of production in relation to estimated reserves. Reserve estimates are periodically adjusted based upon surveys.

The Company recorded depreciation and depletion expenses for 2015, 2014 and 2013 of \$6,195,000, \$5,528,000, and \$5,056,000, respectively.

All direct and indirect costs, including interest and real estate taxes, associated with the development, construction, leasing or expansion of real estate investments are capitalized as a cost of the property. Included in indirect costs is an allocation of internal costs associated with development of real estate investments. The cost of routine repairs and maintenance to property and equipment is expensed as incurred.

**IMPAIRMENT OF LONG-LIVED ASSETS** – The Company periodically reviews its long-lived assets, which include property and equipment and purchased intangible assets subject to amortization for potential impairment whenever events or circumstances indicate the carrying amount of a long-lived asset may not be recoverable. This review consists of comparing cap rates on recent cash flows and market value estimates to the carrying values of each asset group. If this review indicates the carrying value might exceed fair value then an estimate of future cash flows for the remaining useful life of each property is prepared considering anticipated vacancy, lease rates, and any future capital expenditures.

**DEVELOPED PROPERTY RENTALS PURCHASE ACCOUNTING** – Acquisitions of rental property, including any associated intangible assets, are measured at fair value at the date of acquisition. Any liabilities assumed or incurred are recorded at their fair value at the time of acquisition. The fair value of the acquired property is allocated between land and building (on an as-if vacant basis) based on management’s estimate of the fair value of those components for each type of property and to tenant improvements based on the depreciated replacement cost of the tenant improvements, which approximates their fair value. The fair value of the in-place leases is recorded as follows:

- the fair value of leases in-place on the date of acquisition is based on absorption costs for the estimated lease-up period in which vacancy and foregone revenue are avoided due to the presence of the acquired leases;
- the fair value of above and below-market in-place leases based on the present value (using a discount rate that reflects the risks associated with the acquired leases) of the difference between contractual rent amounts to be paid under the assumed lease and the estimated market lease rates for the corresponding spaces over the remaining non-cancelable terms of the related leases; and
- the fair value of intangible tenant or customer relationships.

The Company’s determination of these fair values requires it to estimate market rents for each of the leases and make certain other assumptions. These estimates and assumptions affect the rental revenue, and depreciation and amortization expense recognized for these leases and associated intangible assets and liabilities.

**INVESTMENTS** - The Company uses the equity method to account for its investment in Brooksville, in which it has a voting interest of 50% and has significant influence but does not have control. The Company uses the equity method to account for its investment in RiverFront Investment Partners I, LLC, in which the equity interest will be determined based on leverage of the entity, additional cash contributions by the Company, and negotiations with potential third partners. Under the equity method, the investment is originally recorded at cost and adjusted to recognize the Company’s share of net earnings or losses of the investee, limited to the extent of the Company’s investment in and advances to the investee and financial guarantees on behalf of the investee that create additional basis. The Company regularly monitors and evaluates the realizable value of its investments. When assessing an investment for an other-than-temporary decline in value, the Company considers such factors as, the performance of the investee in relation to its own operating targets and its business plan, the investee’s revenue and cost trends, as well as liquidity and cash position, and the outlook for the overall industry in which the investee operates. From time to time, the Company may consider third party evaluations or valuation reports. If events and circumstances indicate that a decline in the value of these assets has occurred and is other-than-temporary, the Company records a charge to investment income (expense).

**INCOME TAXES** - Deferred tax assets and liabilities are recognized based on differences between financial statement and tax bases of assets and liabilities using presently enacted tax rates. Deferred income taxes result from temporary differences between pre-tax income reported in the financial statements and taxable income. The Company recognizes

liabilities for uncertain tax positions based on a two-step process. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit. The second step is to estimate and measure the tax benefit as the largest amount that is more than 50% likely to be realized upon ultimate settlement. It is inherently difficult and subjective to estimate such amounts, as the amounts rely upon the determination of the probability of various possible outcomes. The Company reevaluates these uncertain tax positions on a quarterly basis. This evaluation is based on factors including, but not limited to, changes in facts or circumstances, changes in tax law and expiration of statutes of limitations, effectively settled issues under audit, and audit activity. Such a change in recognition or measurement would result in the recognition of a tax benefit or an additional charge to the tax provision. It is the Company's policy to recognize as additional income tax expense the items of interest and penalties directly related to income taxes.

**STOCK BASED COMPENSATION** – The Company accounts for compensation related to share based plans by recognizing the grant date fair value of stock options and other equity-based compensation issued to employees in its income statement over the requisite employee service period using the straight-line attribution model. In addition, compensation expense must be recognized for the change in fair value of any awards modified, repurchased or cancelled after the grant date. The fair value of each grant is estimated on the date of grant using the Black-Scholes option-pricing model. The assumptions used in the model and current year impact are discussed in Note 8.

**PENSION PLAN** - The Company accounts for its pension plan following the requirements of FASB ASC Topic 715, “Compensation – Retirement Benefits”, which requires an employer to: (a) recognize in its statement of financial position the funded status of a benefit plan; (b) measure defined benefit plan assets and obligations as of the end of the employer's fiscal year (with limited exceptions); and (c) recognize as a component of other comprehensive income, net of tax, the gains or losses and prior service costs or credits that arise but are not recognized as components of net periodic benefit costs pursuant to prior existing guidance.

**EARNINGS PER COMMON SHARE** - Basic earnings per common share are based on the weighted average number of common shares outstanding during the periods. Diluted earnings per common share are based on the weighted average number of common shares and potential dilution of securities that could share in earnings. The differences between basic and diluted shares used for the calculation are the effect of employee and director stock options and restricted stock.

**USE OF ESTIMATES** - The preparation of financial statements in conformity with accounting principles generally accepted in the United State requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Certain accounting policies and estimates are of more significance in the financial statement preparation process than others. The most critical accounting policies and estimates include the economic useful lives of our property and equipment, provisions for uncollectible accounts receivable and collectibility of unrealized rents, estimates of exposures related to our insurance claims plans, and estimates for taxes. To the extent that actual, final outcomes are different than these estimates, or that additional facts and circumstances result in a revision to these estimates, earnings during that accounting period will be affected.

**ENVIRONMENTAL** - Environmental expenditures that benefit future periods are capitalized. Expenditures that relate to an existing condition caused by past operations, and which do not contribute to current or future revenue generation, are expensed. Liabilities are recorded for the estimated amount of expected environmental assessments and/or remedial efforts. Estimation of such liabilities includes an assessment of engineering estimates, continually evolving governmental laws and standards, and potential involvement of other potentially responsible parties.

**COMPREHENSIVE INCOME** – Comprehensive income consists of net income and other comprehensive income (loss). Other comprehensive income (loss) refers to expenses, gains, and losses that are not included in net income, but rather are recorded directly in shareholders' equity.

**RECENTLY ISSUED ACCOUNTING STANDARDS** – In January 2015, the FASB issued ASU 2015-01, "Income Statement—Extraordinary and Unusual Items (Subtopic 225-20) Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items." This guidance is effective for annual periods beginning on or after December 15, 2015 and interim periods within those years, with early adoption permitted. Effective first quarter 2015, the Company adopted ASU 2015-01 and will apply the new guidance, as applicable.

In April 2015, the FASB issued ASU No. 2015-03, "Simplifying the Presentation of Debt Issuance Costs", which relates to the financial statement presentation of debt issuance costs. This guidance requires debt issuance costs to be presented in the balance sheet as a reduction of the related debt liability rather than an asset. The guidance is effective for annual and interim periods beginning after December 15, 2015 and early adoption is permitted and will only result in a change in presentation of these costs on our balance sheets.

## **2. Investment in RiverFront and Brooksville Joint Ventures.**

*RiverFront.* On March 30, 2012 the Company entered into a Contribution Agreement with MRP SE Waterfront Residential, LLC. ("MRP") to form a joint venture to develop the first phase only of the four phase master development known as RiverFront on the Anacostia in Washington, D.C. The purpose of the Joint Venture is to develop, own, lease and ultimately sell an approximately 300,000 square foot residential apartment building (including approximately 18,000 square feet of retail) on approximately 2 acres of the roughly 5.82 acre site. The joint venture, RiverFront Investment Partners I, LLC ("RiverFront I") was formed in June 2013 as contemplated. The Company contributed land with an agreed value of \$13,500,000 (cost basis of \$6,165,000) and contributed cash of \$4,866,000 to the Joint Venture for a 76.91% stake in the venture. MRP contributed capital of \$5,553,000 to the joint venture including development costs paid prior to formation of the joint venture. The Joint Venture closed on \$17,000,000 of EB5 secondary financing and a nonrecourse construction loan for \$65,000,000 on August 8, 2014. Both these financing sources are non-recourse to FRP. At the time of these financings, RiverFront Holdings I, LLC. was formed as a parent to RiverFront Investment Partners I, LLC with EB5 as an equity partner in Riverfront Holdings I, LLC. Construction commenced in October 2014. At this point, the Company anticipates lease up to occur in the second half of calendar 2016 and all of 2017. The Company's equity interest in the joint venture is accounted for under the equity method of accounting as MRP acts as the administrative agent of the joint venture and oversees and controls the day to day operations of the project.

Other income for fiscal 2015 includes a loss of \$105,000 representing the Company's portion of the loss of this joint venture due primarily to expenses incurred in the joint venture with respect to depreciation on the bulkhead.

*Brooksville.* In 2006, the Company entered into a Joint Venture Agreement with Florida Rock Industries, Inc. (now owned by Vulcan Materials Company) to jointly own and develop approximately 4,300 acres of land near Brooksville, Florida. Under the terms of the joint venture, FRP contributed its fee interest in approximately 3,443 acres formerly leased to Vulcan under a long-term mining lease which had a net book value of \$2,548,000. Vulcan is entitled to mine a portion of the property until 2022 and pay royalties to the Company. FRP also contributed \$3,018,000 for one-half of the acquisition costs of a 288-acre contiguous parcel. Vulcan contributed 553 acres that it owned as well as its leasehold interest in the 3,443 acres that it leased from FRP and \$3,018,000 for one-half of the acquisition costs of the 288-acre contiguous parcel. The joint venture is jointly controlled by Vulcan and FRP, and they each have a mandatory obligation to fund additional capital contributions of up to \$2,380,000. Capital contributions of \$2,347,000 have been made by each party as of September 30, 2015. Distributions will be made on a 50-50 basis except for royalties and depletion specifically allocated to the Company. Other income for fiscal 2015 includes a loss of \$40,000 representing the Company's portion of the loss of this joint venture. In April 2011, the Florida Department of Community Affairs issued its Final Order approving the development of the Project, and zoning for the Project was obtained from Hernando County in August 2012. We will continue to monitor the residential market in Hernando County and pursue opportunities to partner with a master community developer or major homebuilder to commence construction when the market dictates.

Investments in Joint Ventures (in thousands):

	Ownership	Total Investment	Total Assets of the Partnership	Net Loss of the Partnership	The Company's Share of Net Loss of the Partnership
As of September 30, 2015 (audited)					
RiverFront Holdings I, LLC	76.91%	\$ 11,517	\$ 40,970	\$ (108)	\$ (105)
Brooksville Quarry, LLC	50.00%	<u>7,493</u>	<u>14,336</u>	<u>(80)</u>	<u>(40)</u>
Total		\$ 19,010	\$ 55,306	\$ (188)	\$ (145)
As of September 30, 2014 (unaudited)					
RiverFront Holdings I, LLC	76.91%	\$ 11,031	\$ 33,834	\$ (89)	\$ (89)
Brooksville Quarry, LLC	50.00%	<u>7,506</u>	<u>14,353</u>	<u>(78)</u>	<u>(39)</u>
Total		\$ 18,537	\$ 48,187	\$ (167)	\$ (128)

The amount of consolidated retained earnings for these joint ventures was \$389,000 and \$295,000 as of September 30, 2015 and 2014 respectively.

Summarized Financial Information for the Investments in Joint Ventures (in thousands):

	Years Ended September 30,	
	2015 (audited)	2014 (unaudited)
Cash	\$ 61	\$ 208
Cash held in escrow	3,420	18,822
Amortizable Debt Costs	1,593	2,069
Investments in real estate, net.	<u>50,232</u>	<u>27,088</u>
Total Assets	<u>\$ 55,306</u>	<u>\$ 48,187</u>
Other Liabilities	\$ 6,969	\$ 313
Long-term Debt	17,000	17,000
Capital – FRP	19,010	18,537
Capital - Third Parties	<u>12,327</u>	<u>12,337</u>
Total Liabilities and Capital	<u>\$ 55,306</u>	<u>\$ 48,187</u>

### 3. Spin-off.

On January 30, 2015, FRP Holdings, Inc. (Nasdaq GM: FRPH) (the “Company”) completed the spin-off of its transportation business into a new, separately traded public company - Patriot Transportation Holding, Inc. (Nasdaq GM: PATI) (“Patriot”) - resulting in FRPH becoming a pure real estate company. As a result, the former transportation segment is reported as a discontinued operation without any corporate overhead allocation. Hence, all corporate overhead attributable to the transportation group through the date of the spin-off is included in “corporate expense” on the Company’s historical consolidated income statements.

The results of operations associated with discontinued operations were as follows (in thousands):

	Years Ended September 30,		
	2015	2014	2013
Revenue	\$ 41,800	129,162	112,120
Cost of operations	38,195	121,134	101,001
Operating profit	3,605	8,028	11,119

Interest expense	(33)	(102)	(19)
Income before income taxes	3,572	7,926	11,100
Provision for income taxes	1,393	3,091	4,329
Income from discontinued operations	<u>\$ 2,179</u>	<u>4,835</u>	<u>6,771</u>

The following table presents the carrying value of the major categories of assets and liabilities of discontinued operations reflected on the Company's consolidated balance sheets at September 30, 2014:

Property and equipment, net	\$ 42,174
Accounts receivable, net	7,119
Deferred costs	11,809
Other assets	32
Assets of discontinued operation	<u>\$ 61,134</u>
Line of credit	\$ 7,282
Accounts payable and accrued liabilities	11,489
Deferred compensation	717
Deferred income taxes	8,924
Liabilities of discontinued operation	<u>\$ 28,412</u>

#### 4. Related Party Transactions.

In order to effect the Spin-off and govern our relationship with Patriot Transportation Holding, Inc. after the Spin-off, we entered into an Employee Matters Agreement and a Transition Services Agreement. The Employee Matters Agreement generally allocates responsibilities to each company for liabilities relating to each Company's current and former employees and allocated responsibilities under employee benefit plans. The Transition Services Agreement sets forth the terms on which Patriot will provide to FRP certain services that were shared prior to the Spin-off, including the services of certain shared executive officers, for a period of 12 or more months after the Spin-off.

The consolidated statements of income reflect charges and/or allocation from Patriot for these services of \$2,211,000, \$2,539,000, and \$2,302,000 for fiscal 2015, 2014 and 2013, respectively. Included in the charges above are amounts recognized for corporate executive stock-based compensation expense. These charges are reflected as part of corporate expenses.

To determine these allocations between FRP and Patriot as set forth in the Transition Services Agreement, we generally employed the same methodology historically used by the Company pre Spin-off to allocate said expenses and thus we believe that the allocations to FRP are a reasonable approximation of the costs related to FRP's operations but any such related-party transactions cannot be presumed to be carried out on an arm's-length basis as the terms were negotiated while Patriot was still a subsidiary of FRP.

As a result of the Spin-off the former transportation segment of the Company is reported as a discontinued operation and thus is not allowed any corporate overhead allocation. Hence, all corporate overhead of the transportation group through the date of the Spin-off is included in "corporate expense" on the Company's consolidated income statements herein. The consolidated statements of income reflect charges and/or allocation for these services of \$1,081,000, \$2,685,000, and \$2,549,000 for fiscal 2015, 2014 and 2013, respectively.

#### 5. Debt.

Debt at September 30 is summarized as follows (in thousands):

	<u>2015</u>	<u>2014</u>
Revolving credit (uncollateralized)	\$ 8,494	10,363
5.6% to 7.9% mortgage notes		

due in installments through 2027	40,191	45,593
	<u>48,685</u>	<u>55,956</u>
Less portion due within one year	4,180	4,534
	<u>\$ 44,505</u>	<u>51,422</u>

The aggregate amount of principal payments, excluding the revolving credit, due subsequent to September 30, 2015 is: 2016 - \$4,180,000; 2017 - \$4,454,000; 2018 - \$4,674,000; 2019 - \$3,885,000; 2020 - \$3,725,000 and subsequent years - \$19,273,000.

The non-recourse fully amortizing mortgage notes payable are collateralized by real estate having a carrying value of approximately \$55,233,000 at September 30, 2015.

On January 30, 2015, in connection with the Spin-off, the Company terminated its \$55 million credit facility entered into with Wells Fargo Bank, N.A. in 2012 and simultaneously entered into a new five year credit agreement with Wells Fargo with a maximum facility amount of \$20 million (the "Credit Agreement"). The Credit Agreement provides a revolving credit facility (the "Revolver") with a \$10 million sublimit available for standby letters of credit. At the time of the Spin-off, the Company refinanced \$10,483,000 of borrowings then outstanding on the terminated revolver. As of September 30, 2015, there was \$8,494,000 outstanding on the revolver, \$2,576,000 outstanding under letters of credit and \$8,930,000 available for borrowing. The letters of credit were issued to guarantee certain obligations to state agencies related to real estate development. Most of the letters of credit are irrevocable for a period of one year and typically are automatically extended for additional one-year periods. The Revolver bears interest at a rate of 1.4% over the selected LIBOR, which may change quarterly based on the Company's ratio of Consolidated Total Debt to Consolidated Total Capital, as defined. A commitment fee of 0.15% per annum is payable quarterly on the unused portion of the commitment. The commitment fee may also change quarterly based upon the ratio described above. The credit agreement contains certain conditions and financial covenants, including a minimum \$110 million tangible net worth. As of September 30, 2015, the tangible net worth covenant would have limited our ability to pay dividends or repurchase stock with borrowed funds to a maximum of \$71 million combined. The Company was in compliance with all covenants as of September 30, 2015.

During the first quarter, the Company announced the execution of a commitment from First Tennessee Bank to provide up to \$40 million dollars of mortgage backed financing in two separate facilities. On July 24, 2015 the Company closed on a five year, \$20 million secured revolver with a twenty-four month window to convert up to the full amount of the facility into a ten year term loan. Interest accrues at 1.90% over one month LIBOR plus an annual commitment fee of 0.10%. As of September 30, 2015 the full amount of the secured revolver was available. The second facility is a \$20 million ten year term loan secured by to-be-determined collateral from our current pool of unencumbered warehouse/office properties. We closed on the secured revolver on July 24, 2015. We expect to close on the ten year term loan during fiscal 2016. The purpose of these loans is to facilitate growth through new construction in the Land Development and Construction segment and/or acquisition of existing, operating buildings to be added to the Asset Management segment.

During fiscal 2015, 2014 and 2013 the Company capitalized interest costs of \$1,041,000, \$1,763,000, and \$1,863,000, respectively.

In January 2015 the Company prepaid the \$1,314,000 remaining principal balance on 8.55% and 7.95% mortgages. The prepayment penalty of \$116,000 is included in interest expense. The remaining deferred loan costs of \$15,000 were also included in interest expense.

On June 3, 2013 the Company prepaid the \$7,281,000 remaining principal balance on a 6.12% mortgage under an early prepayment provision the note allowed after 7.5 years. The prepayment penalty of \$382,000 is included in interest expense. The remaining deferred loan costs of \$175,000 were also included in interest expense.

On July 31, 2013 the Company prepaid the \$279,000 remaining principal balance on a 7.97% mortgage. The cost of the prepayment included a penalty of \$7,000.

## 6. Leases.

At September 30, 2015, the total carrying value of property owned by the Company which is leased or held for lease to others is summarized as follows (in thousands):

Construction aggregates property	\$ 35,087
Commercial property	<u>256,129</u>
	291,216
less accumulated depreciation and depletion	<u>72,993</u>
	<u><u>\$ 218,223</u></u>

The minimum future straight-lined rentals due the Company on noncancelable leases as of September 30, 2015 are as follows: 2016 - \$23,929,000; 2017 - \$21,107,000; 2018 - \$17,607,000; 2019 - \$11,840,000; 2020 - \$10,529,000; 2021 and subsequent years \$31,265,000.

## 7. Earnings per Share.

The following details the computations of the basic and diluted earnings per common share (dollars in thousands, except per share amounts):

	Years Ended September 30		
	<u>2015</u>	<u>2014</u>	<u>2013</u>
Common shares:			
Weighted average common shares outstanding during the period - shares used for basic earnings per common share	9,756	9,629	9,523
Common shares issuable under share based payment plans which are potentially dilutive	<u>71</u>	<u>81</u>	<u>82</u>
Common shares used for diluted earnings per common share	<u>9,827</u>	<u>9,710</u>	<u>9,605</u>
Income from continuing operations	\$ 6,093	5,184	8,614
Discontinued operations	<u>2,179</u>	<u>4,835</u>	<u>6,771</u>
Net income	<u><u>\$ 8,272</u></u>	<u><u>10,019</u></u>	<u><u>15,385</u></u>
Basic earnings per common share:			
Income from continuing operations	\$ .62	.54	.90
Discontinued operations	<u>.23</u>	<u>.50</u>	<u>.72</u>
Net income	<u><u>\$ .85</u></u>	<u><u>1.04</u></u>	<u><u>1.62</u></u>
Diluted earnings per common share			
Income from continuing operations	\$ .62	.53	.90
Discontinued operations	<u>.22</u>	<u>.50</u>	<u>.70</u>
Net income	<u><u>\$ .84</u></u>	<u><u>1.03</u></u>	<u><u>1.60</u></u>

For 2015, 2014 and 2013, 56,110, 31,790 and 87,550 shares, respectively, attributable to outstanding stock options were excluded from the calculation of diluted earnings per share because their inclusion would have been anti-dilutive.

## 8. Stock-Based Compensation Plans.

The Company has two Stock Option Plans (the 2000 Stock Option Plan and the 2006 Stock Option Plan) under which options for shares of common stock were granted to directors, officers and key employees. The 2006 plan permits the grant of stock options, stock appreciation rights, restricted stock awards, restricted stock units, or stock awards. The options awarded under the plans have similar characteristics. All stock options are non-qualified and expire ten years from the date of grant. Stock based compensation awarded to directors, officers and employees are exercisable immediately or become exercisable in cumulative installments of 20% or 25% at the end of each year following the date of grant. When stock options are exercised the Company issues new shares after receipt of exercise proceeds and taxes due, if any, from the grantee. The number of common shares available for future issuance was 419,170 at September 30, 2015.

The Company utilizes the Black-Scholes valuation model for estimating fair value of stock compensation for options awarded to officers and employees. Each grant is evaluated based upon assumptions at the time of grant. The assumptions were no dividend yield, expected volatility between 37% and 46%, risk-free interest rate of .3% to 4.2% and expected life of 3.0 to 7.0 years.

The dividend yield of zero is based on the fact that the Company does not pay cash dividends and has no present intention to pay cash dividends. Expected volatility is estimated based on the Company's historical experience over a period equivalent to the expected life in years. The risk-free interest rate is based on the U.S. Treasury constant maturity interest rate at the date of grant with a term consistent with the expected life of the options granted. The expected life calculation is based on the observed and expected time to exercise options by the employees.

As a result of the Spin-off and pursuant to the Employee Matters Agreement, we made certain adjustments to the exercise price and number of outstanding FRP stock options. All outstanding options held by the Company directors, Company officers and key employees on January 30, 2015 were cancelled and replaced by an equal number of FRP options at 75.14% of the previous exercise price based upon the market value of FRP less the when issued market value of the Company on that day. For FRP officers additional options were issued rather than issuing Patriot options for the 24.86% market value attributed to Patriot. The adjusted stock options are subject to the same vesting conditions and other terms that applied to the original FRP award immediately prior to the Spin-off, except as otherwise described above.

Subsequent to Spin-off, the realized tax benefit pertaining to options exercised and the remaining compensation cost of options previously granted prior to the Spin-off will be recognized by FRP or Patriot based on the employment location of the related employee or director.

The Company recorded the following stock compensation expense (including unallocated to Patriot in periods prior to the Spin-off) in its consolidated statement of income (in thousands):

	Years Ended September 30		
	2015	2014	2013
Stock option grants	\$ 267	441	376
Annual non-employee Director stock award	536	698	507
	<u>\$ 803</u>	<u>1,139</u>	<u>883</u>

A summary of changes in outstanding options is presented below (in thousands, except share and per share amounts):

	Number	Weighted	Weighted	Weighted
	of	Average	Average	Average
	Shares	Exercise	Remaining	Grant Date
<u>Options</u>	<u>Price</u>	<u>Term (yrs)</u>	<u>Fair Value(000's)</u>	

Outstanding at

October 1, 2012	481,210	\$	17.52	3.8	\$	3,782
Granted	46,180	\$	26.20		\$	489
Exercised	<u>(112,800)</u>	\$	10.52		\$	<u>(603)</u>
Outstanding at						
September 30, 2013	414,590	\$	20.40	4.2	\$	3,668
Granted	31,790	\$	41.39		\$	545
Exercised	<u>(119,550)</u>	\$	12.23		\$	<u>(732)</u>
Outstanding at						
September 30, 2014	326,830	\$	25.43	5.0	\$	3,481
Spin-off adjustment					\$	(865)
Spin-off conversion	17,795	\$	20.63		\$	155
Granted	39,425	\$	26.97		\$	432
Forfeited	(6,000)	\$	14.97		\$	(35)
Exercised	<u>(72,300)</u>	\$	13.31		\$	<u>(430)</u>
Outstanding at						
September 30, 2015	305,750	\$	21.90	5.9	\$	2,738
Exercisable at						
September 30, 2015	213,847	\$	20.87	5.0	\$	1,751
Vested during						
twelve months ended						
September 30, 2015	37,546				\$	329

The following table summarizes information concerning stock options outstanding at September 30, 2014:

<u>Range of Exercise Prices per Share</u>	<u>Shares under Option</u>	<u>Weighted Average Exercise Price</u>	<u>Weighted Average Remaining Life</u>
Non-exercisable:			
\$16.51 – \$24.75	11,078	16.72	6.2
\$24.76 - \$37.25	59,977	23.30	8.0
\$37.26 - \$41.39	<u>20,848</u>	<u>31.10</u>	<u>8.2</u>
	91,903	\$ 24.27	7.8 Years
Exercisable:			
\$16.51 - \$24.75	54,117	17.63	4.8
\$24.76 - \$37.25	147,018	21.18	4.8
\$37.26 - \$41.39	<u>12,712</u>	<u>31.10</u>	<u>8.2</u>
	<u>213,847</u>	<u>\$ 20.87</u>	<u>5.0 Years</u>
Total	<u>305,750</u>	<u>\$ 21.90</u>	<u>5.9 Years</u>

The aggregate intrinsic value of exercisable in-the-money options was \$1,994,000 and the aggregate intrinsic value of outstanding in-the-money options was \$2,553,000 based on the market closing price of \$30.14 on September 30, 2015 less exercise prices.

The realized tax benefit to the Company or Patriot from options exercised in the twelve months ended September 30, 2015 was \$556,000. The unrecognized compensation cost of options granted but not yet vested as of September 30, 2015 was \$687,000, which is expected to be recognized over a weighted-average period of 3.2 years. Gains of \$1,436,000 were realized by option holders during the twelve months ended September 30, 2015.

## 9. Income Taxes.

The provision for income taxes for continuing operations for fiscal years ended September 30 consists of the following (in thousands):

	<u>2015</u>	<u>2014</u>	<u>2013</u>
Current:			
Federal	\$ 1,803	2,820	1,842
State	<u>524</u>	<u>1,083</u>	<u>392</u>
	2,327	3,903	2,234
Deferred	<u>1,568</u>	<u>(342)</u>	<u>3,274</u>
Total	<u>\$ 3,895</u>	<u>3,561</u>	<u>5,508</u>

A reconciliation between the amount of tax shown above and the amount computed at the statutory Federal income tax rate follows (in thousands):

	<u>2015</u>	<u>2014</u>	<u>2013</u>
Amount computed at statutory			
Federal rate	\$ 3,396	3,020	4,863
State income taxes (net of Federal			
income tax benefit)	504	520	622
Other, net	<u>(5)</u>	<u>21</u>	<u>23</u>
Provision for income taxes	<u>\$ 3,895</u>	<u>3,561</u>	<u>5,508</u>

In this reconciliation, the category "Other, net" consists of changes in unrecognized tax benefits, permanent tax differences related to non-deductible expenses, special tax rates and tax credits, interest and penalties, and adjustments to prior year estimates.

The types of temporary differences and their related tax effects that give rise to deferred tax assets and deferred tax liabilities at September 30, are presented below (in thousands):

	<u>2015</u>	<u>2014</u>
Deferred tax liabilities:		
Property and equipment	\$ 13,100	12,120
Depletion	496	477
Unrealized rents	1,881	1,850
Prepaid expenses	<u>278</u>	<u>314</u>
Gross deferred tax liabilities	15,755	14,761
Deferred tax assets:		
Employee benefits and other	<u>1,214</u>	<u>1,792</u>
Gross deferred tax assets	<u>1,214</u>	<u>1,792</u>
Net deferred tax liability	<u>\$ 14,541</u>	<u>12,969</u>

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows (in thousands):

	<u>2015</u>	<u>2014</u>
Balance at October 1	\$ —	—
Reductions due to lapse of statute of limitations	<u>—</u>	<u>—</u>
Balance at September 30	\$ —	—

The Company files income tax returns in the U.S. and various states which are subject to audit for up to five years after filing.

## 10. Employee Benefits.

The Company and certain subsidiaries have a savings/profit sharing plan for the benefit of qualified employees. The savings feature of the plan incorporates the provisions of Section 401(k) of the Internal Revenue Code under which an eligible employee may elect to save a portion (within limits) of their compensation on a tax deferred basis. The

Company contributes to a participant's account an amount equal to 50% (with certain limits) of the participant's contribution. Additionally, the Company may make an annual discretionary contribution to the plan as determined by the Board of Directors, with certain limitations. The plan provides for deferred vesting with benefits payable upon retirement or earlier termination of employment. The Company's cost was \$45,000 in 2015, \$40,000 in 2014 and \$40,000 in 2013.

The Company has a Management Security Plan (MSP) for certain officers and key employees. The accruals for future benefits are based upon the remaining years to retirement of the participating employees and other actuarial assumptions. Life insurance on the lives of one of the participants has been purchased to partially fund this benefit and the Company is the owner and beneficiary of that policy. The expense for fiscal 2015, 2014 and 2013 was \$163,000, \$150,000 and \$138,000, respectively. The accrued benefit under this plan as of September 30, 2015 and 2014 was \$1,391,000 and \$1,227,000 respectively.

## 11. Business Segments.

Following the completion of the spin-off of the transportation business, management conducted a strategic review of the Company's real estate operations. As a result of this review, it was determined that the information that the Company's chief operating decision makers regularly review for purposes of allocating resources and assessing performance, had changed. Therefore, beginning with the quarter ending March 31, 2015 (with prior periods adjusted accordingly), the Company is reporting its financial performance based on three reportable segments, Asset Management, Mining Royalty Lands and Land Development and Construction, as described below.

The Asset Management segment owns, leases and manages warehouse/office buildings located predominately in the Baltimore/Northern Virginia/Washington, DC market area.

Our Mining Royalty Lands segment remains unaffected and owns several properties comprising approximately 15,000 acres currently under lease for mining rents or royalties (this does not include the 4,280 acres owned in our Brooksville joint venture with Vulcan Materials). Other than one location in Virginia, all of these properties are located in Florida and Georgia.

Through our Land Development and Construction segment, we own and are continuously monitoring for their "highest and best use" several parcels of land that are in various stages of development. Our overall strategy in this segment is to convert all of our non-income producing lands into income production through (i) an orderly process of constructing new warehouse/office buildings for us to own and operate or (ii) a sale to, or joint venture with, third parties.

Subsequent to the Spin-off, the Company is receiving certain services from Patriot (e.g. executive oversight, accounting, information technology and human resource services) which are billed to the Company on a monthly basis in accordance with the Transition Services Agreement entered into and made effective as of the date of the Spin-off. As was the case prior to the Spin-off, these costs (excluding stock compensation) are included in the Company's corporate expense and are fully allocated to the business segments. Certain other corporate expenses (primarily stock compensation, corporate aircraft and one-time Spin-off related expenses) are reported as "unallocated" on the Company's consolidated income statement and are not allocated to any business segment. As a result of the Spin-off the former transportation segment of the Company is reported as a discontinued operation and thus is not allowed any corporate overhead allocation. Hence, all corporate overhead of the transportation group through the date of the Spin-off is included in "corporate expense" on the Company's consolidated income statements herein. Reclassifications to the appropriate prior period line items and amounts have been made to be comparable to the current presentation.

Operating results and certain other financial data for the Company's business segments are as follows (in thousands):

	<u>2015</u>	<u>2014</u>	<u>2013</u>
Revenues:			
Asset management	\$ 27,570	24,825	21,548
Mining royalty lands	6,094	5,349	5,302

Land development and construction	982	804	804
	<u>\$ 34,646</u>	<u>30,978</u>	<u>27,654</u>
Operating profit:			
Asset management	\$ 13,288	11,703	10,414
Mining royalty lands	5,478	4,735	4,739
Land development and construction	(2,197)	(1,474)	(987)
Corporate expenses:			
Allocated to asset management	(815)	(582)	(688)
Allocated to mining royalty	(863)	(617)	(731)
Allocated to land development and construction	(481)	(343)	(406)
Unallocated	(1,148)	(997)	(477)
Unallocated to discontinued operations	(1,081)	(2,685)	(2,549)
	<u>(4,388)</u>	<u>(5,224)</u>	<u>(4,851)</u>
	<u>\$ 12,181</u>	<u>9,740</u>	<u>9,315</u>
Interest expense:			
Asset management	\$ 2,014	1,366	2,501
Depreciation, depletion and amortization:			
Asset management	\$ 6,963	6,384	5,503
Mining royalty lands	133	124	106
Land development and construction	282	197	251
	<u>\$ 7,378</u>	<u>6,705</u>	<u>5,860</u>
Capital expenditures:			
Asset management	2,408	6,662	10,257
Mining royalty lands	—	—	—
Land development and construction	4,085	12,621	12,679
	<u>\$ 6,493</u>	<u>19,283</u>	<u>22,936</u>
Identifiable net assets at September 30:			
Asset management	\$ 151,023	154,976	143,808
Mining royalty lands	39,300	39,368	39,274
Land development and construction	60,682	56,519	50,833
Discontinued operations	—	61,134	51,107
Cash items	419	1,074	2,071
Unallocated corporate assets	1,197	—	—
	<u>252,621</u>	<u>313,071</u>	<u>287,093</u>

## 12. Fair Value Measurements.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. Level 1 means the use of quoted prices in active markets for identical assets or liabilities. Level 2 means the use of values that are derived principally from or corroborated by observable market data. Level 3 means the use of inputs are those that are unobservable and significant to the overall fair value measurement.

As of September 30, 2015 the Company had no assets or liabilities measured at fair value on a recurring or non-recurring basis. At September 30, 2015 and 2014, the carrying amount reported in the consolidated balance sheets for cash and cash equivalents, short-term notes payable and revolving credit approximate their fair value based upon the

short-term nature of these items.

The fair values of the Company's other mortgage notes payable were estimated based on current rates available to the Company for debt of the same remaining maturities. At September 30, 2015, the carrying amount and fair value of such other long-term debt was \$48,685,000 and \$52,001,000, respectively. At September 30, 2014, the carrying amount and fair value of such other long-term debt was \$55,956,000 and \$59,799,000, respectively.

### **13. Contingent Liabilities.**

Certain of the Company's subsidiaries are involved in litigation on a number of matters and are subject to certain claims which arise in the normal course of business. The Company has retained certain self-insurance risks with respect to losses for third party liability and property damage. The liability at any point in time depends upon the relative ages and amounts of the individual open claims. In the opinion of management, none of these matters are expected to have a material adverse effect on the Company's consolidated financial condition, results of operations or cash flows.

Preliminary testing on the site of the Company's four phase master development known as RiverFront on the Anacostia in Washington, D.C. indicated the presence of contaminated material that will have to be specially handled upon excavation in conjunction with construction. The Company has agreed with our joint venture partner to bear the cost of handling the contaminated materials on the first phase of this development up to a cap of \$1.871 million. We recorded an expense in the fourth quarter of fiscal 2012 of \$1,771,000 for this environmental remediation liability which is the lower end of the range of estimates. As of September 30, 2015, the excavation and foundation work for Phase 1 were substantially complete; thus, the bulk of the remediation expenses have been incurred. Management believes the total cost for remediation on Phase 1 will end up at approximately \$1.9 million. The Company has no obligation to remediate this contamination on Phases II, III and IV of the development until such time as it makes a commitment to commence construction there. The Company's position is that the prior tenant on the property is responsible for the cost of removal of the contaminated materials. The Company's actual expense to address this issue may be materially higher or lower than the expense previously recorded depending upon the actual costs incurred and any reimbursement that we receive from the prior tenant. Refer to Note 20 "Subsequent Events" below.

### **14. Commitments.**

The Company, at September 30, 2015, had entered into various contracts to develop real estate with remaining commitments totaling \$1,905,000.

### **15. Concentrations.**

With the completion and occupancy of the 3rd build to suit for the same tenant at Patriot Business Park in the first quarter of fiscal 2015 this particular tenant accounted for 12.2% of the Company's consolidated revenues during fiscal 2015. The mining royalty lands segment has a total of four tenants currently leasing mining locations and one lessee that accounted for 12.6% of the Company's consolidated revenues in fiscal 2015 and \$296,000 of accounts receivable at September 30, 2015. The termination of these lessees' underlying leases could have a material adverse effect on the Company. The Company places its cash and cash equivalents with high credit quality institutions. At times, such amounts may exceed FDIC limits.

### **16. Real Estate Held for Sale.**

The Windlass Run Residential (previously Bird River) Phase 2 property consists of 74 useable acres located in southeastern Baltimore County, Maryland, adjacent to our Windlass Run Business Park. The sale of phase two was originally scheduled to close in March of 2015 but was extended by the Buyer on March 20, 2015 with payment of a \$187,754 extension fee to allow closing on or before September 30, 2015. As of September 30, 2015, the sale was still pending (see Note 20 "Subsequent Events" below). The book value of the property was \$4,826,000 as of September 30, 2015 and was classified as real estate held for sale as of September 30, 2015.

## 17. Unusual or Infrequent Items Impacting Quarterly Results.

On June 3, 2013 the Company prepaid the \$7,281,000 remaining principal balance on a 6.12% mortgage under an early prepayment provision the note allowed after 7.5 years. The prepayment penalty of \$382,000 is included in interest expense. The remaining deferred loan costs of \$175,000 were also included in interest expense. On July 31, 2013 the Company prepaid the \$279,000 remaining principal balance on a 7.97% mortgage. The cost of the prepayment included a penalty of \$7,000.

In July 2013 the Company sold 15.18 acres of land at Patriot Business Park for a sales price of \$4,775,000 resulting in a gain of \$341,000 before income taxes. The book value of the property was \$3,603,000.

In August 2013 the Company sold 5.38 acres of land at Hollander 95 Business Park and recorded a gain before income taxes of \$514,000. The book value of the property was \$595,000. In August 2013 the Company sold phase 1 of the Windlass Run Residential property and recorded a gain of \$4,928,000 before income taxes. The book value of the property was \$2,971,000. The Company also sold 284 acres of Gulf Hammock mining property in August 2013 and recorded a gain of \$433,000 before income taxes. The book value of the property was \$296,000.

## 18. Real Estate Business Park Acquisitions.

**TRANSIT BUSINESS PARK** - On June 20, 2013, the Company purchased for approximately \$8 million, Transit Business Park in Baltimore, Maryland which consists of 5 buildings on 14.5 acres totaling 232,318 square feet. The Company has accounted for this acquisition in accordance with the provisions of ASC 805, Business Combinations (ASC 805). The Company has allocated the purchase price of the property, through the use of a third party valuation, based upon the fair value of the assets acquired, consisting of land, buildings and intangible assets, including in-place leases and below market leases. Based on the third party valuation performed, the purchase price has been allocated to the fair value of the in-place leases, above market leases and below market leases. These deferred leasing intangible assets are recorded within Deferred Costs and Deferred lease intangible, net in the consolidated balance sheets. The value of the in-place lease intangibles will be amortized to amortization expense over the remaining lease terms. The fair value assigned pertaining to the above market in-place leases values are amortized as a reduction to rental revenue, and the below market in-place lease values are amortized as an increase to rental revenue over the remaining non-cancelable terms of the respective leases.

The Company will recognize the amortization related to Transit Business Park intangible assets according to the following schedule (in thousands):

	In-place Leases	Above Market Leases	Below Market Leases
Initial Values	\$ 806	48	156
Annual Amortization:			
2013	\$ 121	3	24
2014	369	12	86
2015	63	4	37
2016	44	4	9
2017	44	4	—
2018	43	4	—
2019	43	4	—
2020	43	4	—
2021	17	3	—
2022	9	3	—
2023	9	3	—
2024	1	—	—

**KELSO BUSINESS PARK** - On June 6, 2014, the Company purchased for approximately \$4.8 million, the Kelso property in Baltimore, Maryland which consists of 2 buildings on 10.2 acres totaling 69,680 square feet. The Company accounted for this acquisition in accordance with the provisions of ASC 805, Business Combinations (ASC 805). The Company has allocated the purchase price of the property, through the use of a third party valuation, based upon the fair value of the assets acquired, consisting of land, buildings and intangible assets, including in-place leases and below market leases. Based on the third party valuation performed, \$579,000 and \$64,000 of the purchase price was allocated to the fair value of the in-place leases and below market in-place leases, respectively. These intangible assets are recorded within Deferred Costs and Deferred lease intangible, net in the consolidated balance sheets as of September 30, 2015. The value of the in-place lease intangibles will be amortized to amortization expense over the remaining lease term. The fair value assigned pertaining to the below-market in-place leases will be amortized to rental revenue over the remaining non-cancelable terms of the respective leases.

The Company will recognize the amortization related to Kelso Business Park intangible assets according to the following schedule (in thousands):

	In-place Leases	Below Market Leases
Initial Values	\$ 579	64
Annual Amortization:		
2014	80	8
2015	203	21
2016	136	21
2017	100	12
2018	28	2
2019	21	—
2020	11	—

## 19. Intangible Assets.

The Company reviews intangible assets for impairment, whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Recoverability of long-lived assets is measured by a comparison of the carrying amount of the asset group to the future undiscounted net cash flows expected to be generated by those assets. If such assets are considered to be impaired, the impairment charge recognized is the amount by which the carrying amounts of the assets exceeds the fair value of the assets.

The gross amounts and accumulated amortization of identifiable intangible assets are as follows (in thousands):

	September 30, 2015		September 30, 2014	
	Gross Amount	Accumulated Amortization	Gross Amount	Accumulated Amortization
Amortizable intangible assets:				
In-place leases (useful life 7-8 years)	\$ 1,385	\$ 836	\$ 1,385	\$ 570
Above Market leases (useful life 5 years)	48	19	48	15
	<u>\$ 1,433</u>	<u>\$ 855</u>	<u>\$ 1,433</u>	<u>\$ 585</u>

	September 30, 2015		September 30, 2014	
	Gross Amount	Accumulated Amortization	Gross Amount	Accumulated Amortization
Amortizable intangible liabilities:				
Below Market leases (useful life 4-5 years)	\$ 220	\$ 176	\$ 220	\$ 118
	<u>\$ 220</u>	<u>\$ 176</u>	<u>\$ 220</u>	<u>\$ 118</u>

## 20. Subsequent Events.

**Windlass Run Residential Phase II sale and Section 1031 Exchange Transaction.** On October 30, 2015 the Company closed on the sale of the Windlass Run Residential Phase 2 property for a total purchase price of \$11,287,754 (inclusive of all extension fees) and the proceeds were used in a tax deferred reverse Section 1031 exchange to acquire the Port Capital property which closed on October 19, 2015 for a total purchase price of \$9,900,000. The Port Capital property is a 91,218 square foot warehouse/office building located in Howard County, MD. The building was 100% occupied by a single tenant at the time of closing with a lease expiration of September 30, 2025 at an average annual gross rental rate of \$641,519.

**RiverFront on the Anacostia Environmental Update.** Additionally, following the close of fiscal 2015, the Company reached agreement with the former tenant on the Anacostia property to pay \$3 million towards environmental remediation costs and also entered into statute of limitations tolling agreements with three other potentially responsible parties as a preface to settlement negotiations with those parties.

### Management's Report on Internal Control Over Financial Reporting

The management of FRP is responsible for establishing and maintaining adequate internal control over financial reporting. FRP's internal control system was designed to provide reasonable assurance to the Company's management and Board of Directors regarding the preparation and fair presentation of published financial statements in accordance with U.S. generally accepted accounting principles. All internal control systems, no matter how well designed have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. FRP's management assessed the effectiveness of the Company's internal control over financial reporting as of September 30, 2015 based on the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in the Internal Control-Integrated Framework (2013). Based on this assessment, management believes that, as of September 30, 2015, the Company's internal control over financial reporting is effective.

### Report of Independent Registered Certified Public Accounting Firm

The Shareholders and Board of Directors  
FRP Holdings, Inc.

We have audited the accompanying consolidated balance sheets of FRP Holdings, Inc. as of September 30, 2015 and 2014, and the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for years ended September 30, 2015, 2014 and 2013. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of FRP Holdings, Inc. as of September 30, 2015 and 2014, and the consolidated results of its operations and its cash flows for the years ended September 30, 2015, 2014 and 2013 in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of FRP Holdings, Inc.'s internal control over financial reporting as of September 30, 2015, based on criteria established in the *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion. A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, FRP Holdings, Inc. maintained, in all material respects, effective internal control over financial reporting as of September 30, 2015, based on criteria established in the *Internal Control-Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

**Hancock Askew & Co., LLP**

Savannah, Georgia  
December 10, 2015

## **DIRECTORS AND OFFICERS**

### **Directors**

Thompson S. Baker II (1)  
President and Chief Executive  
Officer of the Company

John D. Baker II (1)  
Executive Chairman

Charles E. Commander III (2)(4)  
Retired Partner  
Foley & Lardner

H. W. Shad III (2)  
Owner, Bozard Ford Company

Martin E. Stein, Jr. (3)(4)  
Chairman and Chief Executive Officer of  
Regency Centers Corporation

James H. Winston (3)  
President of LPMC of Jax, Inc. and  
Citadel Life & Health Insurance Co.

William H. Walton  
President of Rockpoint Group LLC

- 
- (1) Member of the Executive Committee
  - (2) Member of the Audit Committee
  - (3) Member of the Compensation Committee
  - (4) Member of the Nominating Committee

### **Officers**

John D. Baker II  
Executive Chairman

Thompson S. Baker II  
Chief Executive Officer

John D. Milton, Jr.  
Executive Vice President, Treasurer, Secretary  
and Chief Financial Officer

David H. deVilliers, Jr.  
President  
President, FRP Development Corp. and  
Florida Rock Properties, Inc.

John D. Klopfenstein  
Controller and Chief Accounting Officer

**FRP Holdings, Inc.**

200 West Forsyth Street, 7th Floor  
Jacksonville, Florida, 32202  
Telephone: (904) 396-5733

**Annual Meeting**

Shareholders are cordially invited to attend the Annual Shareholders Meeting which will be held at 10 a.m. local time, on Wednesday, February 3, 2016, at The River Club, Ortega Room, on the 34<sup>th</sup> floor of the Wells Fargo Building, One Independent Drive, Jacksonville, Florida.

**Transfer Agent**

American Stock Transfer & Trust Company  
59 Maiden Lane  
Plaza Level  
New York, NY 10038  
Telephone: 1-800-937-5449

**General Counsel**

Nelson Mullins Riley & Scarborough LLP  
Jacksonville, Florida

**Independent Registered Certified Public Accounting Firm**

Hancock Askew & Co., LLP  
Savannah, Georgia

**Common Stock Listed**

The Nasdaq Stock Market  
(Symbol: FRPH)

**Form 10-K**

Shareholders may receive, without charge, a copy of FRP Holdings, Inc.'s annual report on Form 10-K for the fiscal year ended September 30, 2015 as filed with the Securities and Exchange Commission by writing to the Treasurer at 200 West Forsyth Street, 7th Floor, Jacksonville, Florida 32202. The most recent certifications by our Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 are filed as exhibits to our Form 10-K.

**Company Website**

The Company's website may be accessed at [www.frpholdings.com](http://www.frpholdings.com). All of our filings with the Securities and Exchange Commission can be accessed through our website promptly after filing. This includes annual reports on Form 10-K, proxy statements, quarterly reports on Form 10-Q, current reports filed or furnished on Form 8-K and all related amendments.

CERTIFICATIONS

Exhibit 31(a)

I, Thompson S. Baker II, certify that:

1. I have reviewed this annual report on Form 10-K of FRP Holdings, Inc.;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls to be designed under our supervision, ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosures controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any changes in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal annual that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial report; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 10, 2015

/s/Thompson S. Baker II  
Thompson S. Baker II  
Chief Executive Officer

CERTIFICATIONS

Exhibit 31(b)

I, John D. Milton, Jr., certify that:

1. I have reviewed this annual report on Form 10-K of FRP Holdings, Inc.;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls to be designed under our supervision, ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosures controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any changes in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal annual that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial report; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 10, 2015

/s/John D. Milton, Jr.

John D. Milton, Jr.

Executive Vice President, Treasurer, Secretary and  
Chief Financial Officer

CERTIFICATIONS

Exhibit 31(c)

I, John D. Klopfenstein, certify that:

1. I have reviewed this annual report on Form 10-K of FRP Holdings, Inc.;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls to be designed under our supervision, ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosures controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any changes in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal annual that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial report; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 10, 2015

/s/John D. Klopfenstein

John D. Klopfenstein

Controller and Chief Accounting Officer

Exhibit 32

CERTIFICATION UNDER SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, each of the undersigned certifies that this periodic report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in this periodic report fairly presents, in all material respects, the financial condition and results of operations of FRP Holdings, Inc.

FRP HOLDINGS, INC.

December 10, 2015

/s/THOMPSON S. BAKER II

Thompson S. Baker II  
Chief Executive Officer

/s/JOHN D. MILTON, JR.

John D. Milton, Jr.  
Executive Vice President, Treasurer,  
Secretary and Chief Financial  
Officer

/s/JOHN D. KLOPFENSTEIN

John D. Klopfenstein  
Controller and Chief Accounting  
Officer

A signed original of this written statement required by Section 906 has been provided to FRP Holdings, Inc. and will be retained by FRP Holdings, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

The foregoing certification accompanies the issuer's Annual Report on Form 10-K and is not filed as provided in SEC Release Nos. 33-8212, 34-4751 and IC-25967, dated June 30, 2003.