

HOVNANIAN ENTERPRISES INC

Form 10-Q

September 09, 2016

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended JULY 31, 2016

OR

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission file number 1-8551

Hovnanian Enterprises, Inc. (Exact Name of Registrant as Specified in Its Charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)

22-1851059 (I.R.S. Employer Identification No.)

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110 West Front Street, P.O. Box 500, Red Bank, NJ 07701 (Address of Principal Executive Offices)

732-747-7800 (Registrant's Telephone Number, Including Area Code)

N/A (Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, 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 (Do not check if smaller reporting company) Smaller Reporting Company

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. 131,978,750 shares of Class A Common Stock and 15,318,323 shares of Class B Common Stock were outstanding as of September 2, 2016.

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HOVNANIAN ENTERPRISES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(In Thousands)

| | July 31, 2016 (Unaudited) | October 31, 2015 (1) |
|---|---------------------------------|----------------------------|
| ASSETS | | |
| Homebuilding: | | |
| Cash and cash equivalents | \$181,526 | \$245,398 |
| Restricted cash and cash equivalents | 4,107 | 7,299 |
| Inventories: | | |
| Sold and unsold homes and lots under development | 989,416 | 1,307,850 |
| Land and land options held for future development or sale | 196,610 | 214,503 |
| Consolidated inventory not owned | 280,728 | 122,225 |
| Total inventories | 1,466,754 | 1,644,578 |
| Investments in and advances to unconsolidated joint ventures | 87,991 | 61,209 |
| Receivables, deposits and notes, net | 66,184 | 70,349 |
| Property, plant and equipment, net | 48,351 | 45,534 |
| Prepaid expenses and other assets | 74,685 | 77,671 |
| Total homebuilding | 1,929,598 | 2,152,038 |
| Financial services: | | |
| Cash and cash equivalents | 8,516 | 8,347 |
| Restricted cash and cash equivalents | 17,055 | 19,223 |
| Mortgage loans held for sale at fair value | 137,784 | 130,320 |
| Other assets | 2,530 | 2,091 |
| Total financial services | 165,885 | 159,981 |
| Income taxes receivable – including net deferred tax benefits | 293,358 | 290,279 |
| Total assets | \$2,388,841 | \$2,602,298 |

(1) Derived from the audited balance sheet as of October 31, 2015.

See notes to condensed consolidated financial statements (unaudited).

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HOVNANIAN ENTERPRISES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(In Thousands Except Share and Per Share Amounts)

| | July 31, 2016 (Unaudited) | October 31, 2015 (1) |
|---|---------------------------------|-------------------------------|
| LIABILITIES AND EQUITY | | |
| Homebuilding: | | |
| Nonrecourse mortgages secured by inventory | \$91,319 | \$143,863 |
| Accounts payable and other liabilities | 380,786 | 348,516 |
| Customers' deposits | 45,530 | 44,218 |
| Nonrecourse mortgages secured by operating properties | 14,621 | 15,511 |
| Liabilities from inventory not owned | 195,755 | 105,856 |
| Total homebuilding | 728,011 | 657,964 |
| Financial services: | | |
| Accounts payable and other liabilities | 26,383 | 27,908 |
| Mortgage warehouse lines of credit | 115,656 | 108,875 |
| Total financial services | 142,039 | 136,783 |
| Notes payable: | | |
| Revolving credit agreement | 52,000 | 47,000 |
| Senior secured notes, net of discount | 982,468 | 981,346 |
| Senior notes, net of discount | 521,043 | 780,319 |
| Senior amortizing notes | 8,094 | 12,811 |
| Senior exchangeable notes | 76,650 | 73,771 |
| Accrued interest | 30,479 | 40,388 |
| Total notes payable | 1,670,734 | 1,935,635 |
| Total liabilities | 2,540,784 | 2,730,382 |
| Stockholders' equity deficit: | | |
| Preferred stock, \$0.01 par value - authorized 100,000 shares; issued and outstanding 5,600 shares with a liquidation preference of \$140,000 at July 31, 2016 and at October 31, 2015 | 135,299 | 135,299 |
| Common stock, Class A, \$0.01 par value – authorized 400,000,000 shares; issued 143,739,513 shares at July 31, 2016 and 143,292,881 shares at October 31, 2015 (including 11,760,763 shares at July 31, 2016 and October 31, 2015 held in treasury) | 1,437 | 1,433 |
| Common stock, Class B, \$0.01 par value (convertible to Class A at time of sale) – authorized 60,000,000 shares; issued 16,010,071 shares at July 31, 2016 and 15,676,829 shares at October 31, 2015 (including 691,748 shares at July 31, 2016 and October 31, | 160 | 157 |

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| | | |
|------------------------------------|-------------|-------------|
| 2015 held in treasury) | | |
| Paid in capital – common stock | 704,993 | 703,751 |
| Accumulated deficit | (878,472) | (853,364) |
| Treasury stock – at cost | (115,360) | (115,360) |
| Total stockholders' equity deficit | (151,943) | (128,084) |
| Total liabilities and equity | \$2,388,841 | \$2,602,298 |

(1) Derived from the audited balance sheet as of October 31, 2015.

See notes to condensed consolidated financial statements (unaudited).

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HOVNANIAN ENTERPRISES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In Thousands Except Per Share Data)

(Unaudited)

| | Three Months Ended | | Nine Months Ended | |
|--|--------------------|------------|-------------------|-------------|
| | July 31, | | July 31, | |
| | 2016 | 2015 | 2016 | 2015 |
| Revenues: | | | | |
| Homebuilding: | | | | |
| Sale of homes | \$640,386 | \$526,156 | \$1,823,318 | \$1,414,799 |
| Land sales and other revenues | 59,979 | 97 | 72,146 | 2,538 |
| Total homebuilding | 700,365 | 526,253 | 1,895,464 | 1,417,337 |
| Financial services | 16,485 | 14,360 | 51,714 | 37,939 |
| Total revenues | 716,850 | 540,613 | 1,947,178 | 1,455,276 |
| Expenses: | | | | |
| Homebuilding: | | | | |
| Cost of sales, excluding interest | 583,783 | 432,625 | 1,583,979 | 1,169,576 |
| Cost of sales interest | 28,406 | 16,323 | 66,693 | 39,654 |
| Inventory impairment loss and land option write-offs | 1,565 | 1,077 | 22,915 | 7,618 |
| Total cost of sales | 613,754 | 450,025 | 1,673,587 | 1,216,848 |
| Selling, general and administrative | 51,685 | 51,998 | 155,560 | 152,258 |
| Total homebuilding expenses | 665,439 | 502,023 | 1,829,147 | 1,369,106 |
| Financial services | 8,916 | 8,244 | 26,749 | 23,069 |
| Corporate general and administrative | 14,885 | 15,874 | 43,804 | 49,275 |
| Other interest | 23,159 | 22,493 | 68,468 | 70,594 |
| Other operations | 957 | 1,532 | 3,488 | 4,864 |
| Total expenses | 713,356 | 550,166 | 1,971,656 | 1,516,908 |
| (Loss) income from unconsolidated joint ventures | (2,401) | (448) | (5,227) | 2,470) |
| Income (loss) before income taxes | 1,093 | (10,001) | (29,705) | (59,162) |
| State and federal income tax provision (benefit): | | | | |
| State | 1,434 | 999 | 4,995 | 3,717 |
| Federal | 133 | (3,316) | (9,592) | (21,260) |
| Total income taxes | 1,567 | (2,317) | (4,597) | (17,543) |
| Net loss | \$(474) | \$(7,684) | \$(25,108) | \$(41,619) |
| Per share data: | | | | |
| Basic: | | | | |
| Loss per common share | \$(0.00) | \$(0.05) | \$(0.17) | \$(0.28) |
| Weighted-average number of common shares outstanding | 147,412 | 147,010 | 147,383 | 146,846 |

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Assuming dilution:

| | | | | |
|--|------------|------------|------------|------------|
| Loss per common share | \$ (0.00) | \$ (0.05) | \$ (0.17) | \$ (0.28) |
| Weighted-average number of common shares outstanding | 147,412 | 147,010 | 147,383 | 146,846 |

See notes to condensed consolidated financial statements (unaudited).

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HOVNANIAN ENTERPRISES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENT OF EQUITY

(In Thousands Except Share Amounts)

(Unaudited)

| | A Common Stock | | B Common Stock | | Preferred Stock | | Paid-In Capital | Accumulated Deficit | Treasury Stock |
|--|-------------------------------------|---------|-------------------------------------|--------|-------------------------------------|-----------|--------------------|------------------------|-------------------|
| | Shares Issued and Outstanding | Amount | Shares Issued and Outstanding | Amount | Shares Issued and Outstanding | Amount | | | |
| Balance, October 31, 2015 | 131,532,118 | \$1,433 | 14,985,081 | \$157 | 5,600 | \$135,299 | \$703,751 | \$(853,364) | \$(115,366) |
| Stock options, amortization and issuances | | | | | | | (1,589) | | |
| Restricted stock amortization, issuances and forfeitures | 445,522 | 4 | 334,352 | 3 | | | 2,831 | | |
| Conversion of class B to class A common stock | 1,110 | | (1,110) | | | | | | |
| Net loss | | | | | | | | (25,108) | |
| Balance, July 31, 2016 | 131,978,750 | \$1,437 | 15,318,323 | \$160 | 5,600 | \$135,299 | \$704,993 | \$(878,472) | \$(115,366) |

See notes to condensed consolidated financial statements (unaudited).

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HOVNANIAN ENTERPRISES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Thousands)

(Unaudited)

| | Nine Months Ended July 31, | |
|---|-------------------------------|-------------|
| | 2016 | 2015 |
| Cash flows from operating activities: | | |
| Net loss | \$(25,108) | \$(41,619) |
| Adjustments to reconcile net loss to net cash provided by (used in) operating activities: | | |
| Depreciation | 2,608 | 2,553 |
| Compensation from stock options and awards | 1,777 | 9,205 |
| Amortization of bond discounts and deferred financing costs | 9,209 | 8,883 |
| Gain on sale and retirement of property and assets | (616) | (689) |
| Loss (income) from unconsolidated joint ventures | 5,227 | (2,470) |
| Distributions of earnings from unconsolidated joint ventures | 677 | 6,098 |
| Inventory impairment and land option write-offs | 22,915 | 7,618 |
| Deferred income tax benefit | (2,462) | (18,498) |
| (Increase) decrease in assets: | | |
| Origination of mortgage loans | (887,281) | (689,587) |
| Sale of mortgage loans | 879,817 | 674,255 |
| Restricted cash, receivables, prepaids, deposits and other assets | 10,533 | (4,505) |
| Inventories | 154,909 | (275,797) |
| (Decrease) increase in liabilities: | | |
| State income tax payable | (617) | (749) |
| Customers' deposits | 1,312 | 12,330 |
| Accounts payable, accrued interest and other accrued liabilities | 21,656 | (19,708) |
| Net cash provided by (used in) operating activities | 194,556 | (332,680) |
| Cash flows from investing activities: | | |
| Proceeds from sale of property and assets | 643 | 1,143 |
| Purchase of property, equipment and other fixed assets and acquisitions | (5,094) | (1,653) |
| Decrease in restricted cash related to mortgage company | 88 | 1,466 |
| Decrease in restricted cash related to letters of credit | 873 | - |
| Investments in and advances to unconsolidated joint ventures | (39,089) | (17,001) |
| Distributions of capital from unconsolidated joint ventures | 6,403 | 10,721 |
| Net cash used in investing activities | (36,176) | (5,324) |
| Cash flows from financing activities: | | |
| Proceeds from mortgages and notes | 147,170 | 120,521 |
| Payments related to mortgages and notes | (200,273) | (89,736) |
| Proceeds from model sale leaseback financing programs | 24,297 | 32,507 |
| Payments related to model sale leaseback financing programs | (24,917) | (12,743) |

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| | | |
|---|------------|-----------|
| Proceeds from land bank financing programs | 162,468 | 10,061 |
| Payments related to land bank financing programs | (70,749) | (20,437) |
| Proceeds from senior notes | - | 250,000 |
| Payments related to senior notes and senior amortizing notes | (263,994) | (4,238) |
| Borrowings from revolving credit facility | 5,000 | - |
| Net proceeds related to mortgage warehouse lines of credit | 6,781 | 11,635 |
| Deferred financing costs from land bank financing programs and note issuances | (7,866) | (7,527) |
| Net cash (used in) provided by financing activities | (222,083) | 290,043 |
| Net decrease in cash and cash equivalents | (63,703) | (47,961) |
| Cash and cash equivalents balance, beginning of period | 253,745 | 261,898 |
| Cash and cash equivalents balance, end of period | \$190,042 | \$213,937 |

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HOVNANIAN ENTERPRISES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Thousands - Unaudited)

(Continued)

| | Nine Months Ended July 31, | |
|---|----------------------------------|----------|
| | 2016 | 2015 |
| Supplemental disclosure of cash flow: | | |
| Cash paid (received) during the period for: | | |
| Interest, net of capitalized interest (see Note 3 to the Condensed Consolidated Financial Statements) | \$80,493 | \$73,553 |
| Income taxes | \$(1,517) | \$1,703 |

See notes to condensed consolidated financial statements (unaudited).

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HOVNIANIAN ENTERPRISES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - UNAUDITED

1. Basis of Presentation

Hovnianian Enterprises, Inc. and Subsidiaries (the “Company”, “we”, “us” or “our”) has reportable segments consisting of six Homebuilding segments (Northeast, Mid-Atlantic, Midwest, Southeast, Southwest and West) and the Financial Services segment (see Note 17).

The accompanying unaudited Condensed Consolidated Financial Statements include our accounts and those of all wholly-owned subsidiaries after elimination of all significant intercompany balances and transactions.

The accompanying unaudited Condensed Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X and should be read in conjunction with the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the fiscal year ended October 31, 2015. In the opinion of management, all adjustments for interim periods presented have been made, which include normal recurring accruals and deferrals necessary for a fair presentation of our condensed consolidated financial position, results of operations and cash flows. The preparation of Condensed Consolidated Financial Statements in conformity with GAAP 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, and these differences could have a significant impact on the Condensed Consolidated Financial Statements. Results for interim periods are not necessarily indicative of the results which might be expected for a full year. The balance sheet at October 31, 2015 has been derived from the audited Consolidated Financial Statements at that date but does not include all of the information and footnotes required by GAAP for complete financial statements.

2. Stock Compensation

For the three and nine months ended July 31, 2016, the Company’s total stock-based compensation expense was \$1.0 million and \$1.8 million (\$0.8 million and \$1.5 million net of tax), respectively, and \$2.5 million and \$9.2 million (\$2.0 million and \$6.4 million net of tax) for the three and nine months ended July 31, 2015, respectively. Included in this total stock-based compensation was expense of \$0.3 million for the three months ended July 31, 2016 and income of \$1.6 million for the nine months ended July 31, 2016 related to stock options. The income was due to \$2.1 million of previously recognized expense of certain performance based stock option grants for which the performance metrics

are no longer expected to be satisfied, partially offset by expense from the vesting of stock options of \$0.5 million, during the nine months ended July 31, 2016. Included in total stock based compensation expense for the three and nine months ended July 31, 2015 was the vesting of stock options of \$0.5 million and \$1.9 million, respectively.

3. Interest

Interest costs incurred, expensed and capitalized were:

| (In thousands) | Three Months Ended | | Nine Months Ended | |
|---|--------------------|-----------|-------------------|-----------|
| | July 31, 2016 | 2015 | July 31, 2016 | 2015 |
| Interest capitalized at beginning of period | \$115,809 | \$119,901 | \$123,898 | \$109,158 |
| Plus interest incurred (1) | 40,300 | 41,856 | 126,483 | 124,031 |
| Less cost of sales interest expensed | 28,406 | 16,323 | 66,693 | 39,654 |
| Less other interest expensed (2)(3) | 23,159 | 22,493 | 68,468 | 70,594 |
| Less interest contributed to unconsolidated joint venture (4) | - | - | 10,676 | - |
| Interest capitalized at end of period (5) | \$104,544 | \$122,941 | \$104,544 | \$122,941 |

- (1) Data does not include interest incurred by our mortgage and finance subsidiaries. Other interest expensed includes interest that does not qualify for interest capitalization because our assets that qualify for interest capitalization (inventory under development) do not exceed our debt. Also includes interest on completed homes and land in planning, which does not qualify for capitalization, and therefore, is expensed.
- (2) Cash paid for interest, net of capitalized interest, is the sum of other interest expensed, as defined above, and interest paid by our mortgage and finance subsidiaries adjusted for the change in accrued interest on notes payable, which is calculated as follows:
- (3)

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| | Three Months Ended | | Nine Months Ended | |
|--|-----------------------|----------|----------------------|----------|
| (In thousands) | July 31, 2016 | 2015 | July 31, 2016 | 2015 |
| Other interest expensed | \$23,159 | \$22,493 | \$68,468 | \$70,594 |
| Interest paid by our mortgage and finance subsidiaries | 706 | 618 | 2,116 | 1,294 |
| Decrease in accrued interest | 8,641 | 9,381 | 9,909 | 1,665 |
| Cash paid for interest, net of capitalized interest | \$32,506 | \$32,492 | \$80,493 | \$73,553 |

Represents capitalized interest which was included as part of the assets contributed to the joint venture the (4) Company entered into in November 2015, as discussed in Note 18. There was no impact to the Condensed Consolidated Statement of Operations as a result of this transaction.

(5) Capitalized interest amounts are shown gross before allocating any portion of impairments, if any, to capitalized interest.

4.Reduction of Inventory to Fair Value

We record impairment losses on inventories related to communities under development and held for future development when events and circumstances indicate that they may be impaired and the undiscounted cash flows estimated to be generated by those assets are less than their related carrying amounts. If the expected undiscounted cash flows are less than the carrying amount, then the community is written down to its fair value. We estimate the fair value of each impaired community by determining the present value of the estimated future cash flows at a discount rate commensurate with the risk of the respective community. For the nine months ended July 31, 2016, our discount rate used for the impairments recorded ranged from 16.8% to 18.5%. For the nine months ended July 31, 2015, our discount rate used for the impairments recorded ranged from 17.5% to 19.8%. Should the estimates or expectations used in determining cash flows or fair value decrease or differ from current estimates in the future, we may need to recognize additional impairments.

During the nine months ended July 31, 2016 and 2015, we evaluated inventories of all 418 and 522 communities under development and held for future development, respectively, for impairment indicators through preparation and review of detailed budgets or other market indicators of impairment. We performed detailed impairment calculations during the nine months ended July 31, 2016 and 2015 for 22 and 17 of those communities (i.e., those with a projected operating loss or other impairment indicators), respectively, with an aggregate carrying value of \$95.5 million and \$86.7 million, respectively. Of those communities tested for impairment during the nine months ended July 31, 2016 and 2015, eleven and eight communities with an aggregate carrying value of \$47.8 million and \$42.7 million, respectively, had undiscounted future cash flows that exceeded the carrying amount by less than 20%. As a result of our impairment analysis, we recorded aggregate impairment losses of \$1.3 million and \$16.4 million, in two and twelve communities, respectively, with an aggregate pre-impairment value of \$5.4 million and \$50.8 million, respectively, for the three and nine months ended July 31, 2016, respectively. We did not record any impairment losses for the three months ended July 31, 2015, but recorded aggregate impairment losses of \$4.4 million in five communities, with an aggregate pre-impairment value of \$16.7 million for the nine months ended July 31, 2015.

Impairment losses are included in the Condensed Consolidated Statements of Operations on the line entitled “Homebuilding: Inventory impairment loss and land option write-offs” and deducted from inventory. The impairments recorded for the nine months ended July 31, 2016 were mainly for land held for sale in the Midwest and Northeast. The inventory has been written down to fair value based on recent offers received for the properties. The pre-impairment value represents the carrying value, net of prior period impairments, if any, at the time of recording the impairment.

The Condensed Consolidated Statements of Operations line entitled “Homebuilding: Inventory impairment loss and land option write-offs” also includes write-offs of options and approval, engineering and capitalized interest costs that we record when we redesign communities and/or abandon certain engineering costs and we do not exercise options in various locations because the communities' pro forma profitability is not projected to produce adequate returns on investment commensurate with the risk. Total aggregate write-offs related to these items were \$0.2 million and \$1.1 million for the three months ended July 31, 2016 and 2015, respectively, and \$6.5 million and \$3.2 million for the nine months ended July 31, 2016 and 2015, respectively. Such write-offs were located in each of our segments in both the first nine months of fiscal 2016 and 2015. Occasionally, these write-offs are offset by recovered deposits (sometimes through legal action) that had been written off in a prior period as walk-away costs. Historically, these recoveries have not been significant in comparison to the total costs written off. The number of lots walked away from during the three months ended July 31, 2016 and 2015 were 1,570 and 1,035, respectively, and 5,089 and 3,190 during the nine months ended July 31, 2016 and 2015, respectively.

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We decide to mothball (or stop development on) certain communities when we determine that the current performance does not justify further investment at the time. When we decide to mothball a community, the inventory is reclassified on our Condensed Consolidated Balance Sheets from “Sold and unsold homes and lots under development” to “Land and land options held for future development or sale.” During the first three quarters of fiscal 2016, we did not mothball any additional communities; we sold one previously mothballed community, we re-activated one previously mothballed community and contributed one previously mothballed community to a new joint venture which has begun construction. As of July 31, 2016 and October 31, 2015, the net book value associated with our 28 and 31 total mothballed communities was \$74.9 million and \$103.0 million, respectively, which was net of impairment charges recorded in prior periods of \$293.1 million and \$334.5 million, respectively.

From time to time we enter into option agreements that include specific performance requirements, whereby we are required to purchase a minimum number of lots. Because of our obligation to purchase these lots, for accounting purposes in accordance with Accounting Standards Codification (“ASC”) 360-20-40-38, we are required to record this inventory on our Condensed Consolidated Balance Sheets. As of July 31, 2016 we had no specific performance options. As of October 31, 2015, we had \$1.2 million of specific performance options recorded on our Condensed Consolidated Balance Sheet to “Consolidated inventory not owned,” with a corresponding liability of \$1.2 million recorded to “Liabilities from inventory not owned.”

We sell and lease back certain of our model homes with the right to participate in the potential profit when each home is sold to a third party at the end of the respective lease. As a result of our continued involvement, for accounting purposes in accordance with ASC 360-20-40-38, these sale and leaseback transactions are considered a financing rather than a sale. Therefore, for purposes of our Condensed Consolidated Balance Sheets, at July 31, 2016 and October 31, 2015, inventory of \$96.9 million and \$95.9 million, respectively, was recorded to “Consolidated inventory not owned,” with a corresponding amount of \$87.3 million and \$87.9 million, respectively, recorded to “Liabilities from inventory not owned” for the amount of net cash received from the transactions.

We have land banking arrangements, whereby we sell our land parcels to the land bankers and they provide us an option to purchase back finished lots on a quarterly basis. Because of our options to repurchase these parcels, for accounting purposes, in accordance with ASC 360-20-40-38, these transactions are considered a financing rather than a sale. For purposes of our Condensed Consolidated Balance Sheets, at July 31, 2016 and October 31, 2015, inventory of \$183.8 million and \$25.1 million, respectively, was recorded as “Consolidated inventory not owned,” with a corresponding amount of \$108.5 million and \$16.8 million, respectively, recorded to “Liabilities from inventory not owned” for the amount of net cash received from the transactions.

5. Variable Interest Entities

The Company enters into land and lot option purchase contracts to procure land or lots for the construction of homes. Under these contracts, the Company will fund a stated deposit in consideration for the right, but not the obligation, to

purchase land or lots at a future point in time with predetermined terms. Under the terms of the option purchase contracts, many of the option deposits are not refundable at the Company's discretion. Under the requirements of ASC 810, certain option purchase contracts may result in the creation of a variable interest in the entity ("VIE") that owns the land parcel under option.

In compliance with ASC 810, the Company analyzes its option purchase contracts to determine whether the corresponding land sellers are VIEs and, if so, whether the Company is the primary beneficiary. Although the Company does not have legal title to the underlying land, ASC 810 requires the Company to consolidate a VIE if the Company is determined to be the primary beneficiary. In determining whether it is the primary beneficiary, the Company considers, among other things, whether it has the power to direct the activities of the VIE that most significantly impact the VIE's economic performance. Such activities would include, among other things, determining or limiting the scope or purpose of the VIE, selling or transferring property owned or controlled by the VIE, or arranging financing for the VIE. The Company also considers whether it has the obligation to absorb losses of the VIE or the right to receive benefits from the VIE. As a result of its analyses, the Company determined that as of July 31, 2016 and October 31, 2015, it was not the primary beneficiary of any VIEs from which it is purchasing land under option purchase contracts.

We will continue to secure land and lots using options, some of which are with VIEs. Including deposits on our unconsolidated VIEs, at July 31, 2016, we had total cash deposits amounting to \$62.8 million to purchase land and lots with a total purchase price of \$1.0 billion. The maximum exposure to loss with respect to our land and lot options is limited to the deposits plus any pre-development costs invested in the property, although some deposits are refundable at our request or refundable if certain conditions are not met.

6. Warranty Costs

General liability insurance for homebuilding companies and their suppliers and subcontractors is very difficult to obtain. The availability of general liability insurance is limited due to a decreased number of insurance companies willing to underwrite for the industry. In addition, those few insurers willing to underwrite liability insurance have significantly increased the premium costs. To date, we have been able to obtain general liability insurance but at higher premium costs with higher deductibles. Our subcontractors and suppliers have advised us that they have also had difficulty obtaining insurance that also provides us coverage. As a result, we have an owner controlled insurance program for certain of our subcontractors whereby the subcontractors pay us an insurance premium (through a reduction of amounts we would otherwise owe such subcontractors for their work on our homes) based on the risk type of the trade. We absorb the liability associated with their work on our homes as part of our overall general liability insurance at no additional cost to us because our existing general liability and construction defect insurance policy and related reserves for amounts under our deductible covers construction defects regardless of whether we or our subcontractors are responsible for the defect. For the nine months ended July 31, 2016 and 2015, we received \$3.1 million and \$2.2 million, respectively, from subcontractors related to the owner controlled insurance program, which we accounted for as a reduction to inventory.

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We accrue for warranty costs that are covered under our existing general liability and construction defect policy as part of our general liability insurance deductible. This accrual is expensed as selling, general and administrative costs. For homes delivered in fiscal 2016 and 2015, our deductible under our general liability insurance is a \$20 million aggregate for construction defect and warranty claims. For bodily injury claims, our deductible per occurrence in fiscal 2016 and 2015 is \$0.25 million, up to a \$5 million limit. Our aggregate retention in fiscal 2016 and 2015 is \$21 million for construction defect, warranty and bodily injury claims. In addition, we establish a warranty accrual for lower cost related issues to cover home repairs, community amenities and land development infrastructure that are not covered under our general liability and construction defect policy. We accrue an estimate for these warranty costs as part of cost of sales at the time each home is closed and title and possession have been transferred to the homebuyer. Additions and charges in the warranty reserve and general liability reserve for the three and nine months ended July 31, 2016 and 2015 were as follows:

| | Three Months Ended | | Nine Months Ended | |
|---|--------------------|-----------|-------------------|-----------|
| | July 31, | | July 31, | |
| (In thousands) | 2016 | 2015 | 2016 | 2015 |
| Balance, beginning of period | \$136,706 | \$161,307 | \$135,053 | \$178,008 |
| Additions – Selling, general and administrative | 4,247 | 4,162 | 13,162 | 13,742 |
| Additions – Cost of sales | 4,426 | 2,905 | 12,347 | 11,721 |
| Charges incurred during the period | (5,942) | (5,796) | (21,125) | (40,893) |
| Changes to pre-existing reserves | - | - | - | - |
| Balance, end of period | \$139,437 | \$162,578 | \$139,437 | \$162,578 |

Warranty accruals are based upon historical experience. We engage a third-party actuary that uses our historical warranty and construction defect data to assist our management in estimating our unpaid claims, claim adjustment expenses and incurred but not reported claims reserves for the risks that we are assuming under the general liability and construction defect programs. The estimates include provisions for inflation, claims handling and legal fees.

Insurance claims paid by our insurance carriers, excluding insurance deductibles paid, were \$0.2 million and \$0.4 million for the three months ended July 31, 2016 and 2015, respectively, and \$3.9 million and \$18.7 million for the nine months ended July 31, 2016 and 2015, respectively, for prior year deliveries. During the first three quarters of fiscal 2016, we settled two construction defect claims relating to the Northeast segment which made up the majority of the payments. During the first three quarters of fiscal 2015, we settled a class action suit which alleged specified issues related to the HVAC systems installed in certain of the Company's homes, with the majority of the settlement being paid by our insurance carriers.

7. Commitments and Contingent Liabilities

We are involved in litigation arising in the ordinary course of business, none of which is expected to have a material adverse effect on our financial position, results of operations or cash flows, and we are subject to extensive and complex laws and regulations that affect the development of land and home building, sales and customer financing processes, including zoning, density, building standards and mortgage financing. These laws and regulations often provide broad discretion to the administering governmental authorities. This can delay or increase the cost of development or homebuilding.

We also are subject to a variety of local, state, federal and foreign laws and regulations concerning protection of health and the environment, including those regulating the emission or discharge of materials into the environment, the management of stormwater runoff at construction sites, the handling, use, storage and disposal of hazardous substances, impacts to wetlands and other sensitive environments, and the remediation of contamination at properties that we have owned or developed or currently own or are developing (“environmental laws”). The particular environmental laws that apply to any given community vary greatly according to the community site, the site’s environmental conditions and the present and former uses of the site. These environmental laws may result in delays, may cause us to incur substantial compliance, remediation and/or other costs, and can prohibit or severely restrict development and homebuilding activity. In addition, noncompliance with these laws and regulations could result in fines and penalties, obligations to remediate, permit revocations or other sanctions; and contamination or other environmental conditions at or in the vicinity of our developments may result in claims against us for personal injury, property damage or other losses.

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In March 2013, we received a letter from the Environmental Protection Agency (“EPA”) requesting information about our involvement in a housing redevelopment project in Newark, New Jersey that a Company entity undertook during the 1990s. We understand that the development is in the vicinity of a former lead smelter and that recent tests on soil samples from properties within the development conducted by the EPA show elevated levels of lead. We also understand that the smelter ceased operations many years before the Company entity involved acquired the properties in the area and carried out the re-development project. We responded to the EPA’s request. In August 2013, we were notified that the EPA considers us a potentially responsible party (or “PRP”) with respect to the site, that the EPA will clean up the site, and that the EPA is proposing that we fund and/or contribute towards the cleanup of the contamination at the site. We began preliminary discussions with the EPA concerning a possible resolution but do not know the scope or extent of the Company’s obligations, if any, that may arise from the site and therefore cannot provide any assurance that this matter will not have a material impact on the Company. The EPA requested additional information in April 2014 and the Company has responded to its information request.

We anticipate that increasingly stringent requirements will be imposed on developers and homebuilders in the future. Although we cannot reliably predict the extent of any effect these requirements may have on us, they could result in time-consuming and expensive compliance programs and in substantial expenditures, which could cause delays and increase our cost of operations. In addition, our ability to obtain or renew permits or approvals and the continued effectiveness of permits already granted or approvals already obtained is dependent upon many factors, some of which are beyond our control, such as changes in policies, rules and regulations and their interpretations and application.

8. Restricted Cash and Deposits

Cash represents cash deposited in checking accounts. Cash equivalents include certificates of deposit, Treasury bills and government money market funds with maturities of 90 days or less when purchased. Our cash balances are held at a few financial institutions and may, at times, exceed insurable amounts. We believe we help to mitigate this risk by depositing our cash in major financial institutions. At July 31, 2016 and October 31, 2015, \$5.5 million and \$15.8 million, respectively, of the total cash and cash equivalents was in cash equivalents, the book value of which approximates fair value.

Restricted cash and cash equivalents on the Condensed Consolidated Balance Sheets totaled \$21.2 million and \$26.5 million as of July 31, 2016 and October 31, 2015, respectively, which includes cash collateralizing our letter of credit agreements and facilities as discussed in Note 10. Also included in this balance were (1) homebuilding and financial services customers’ deposits of \$2.4 million and \$15.1 million at July 31, 2016, respectively, and \$4.7 million and \$17.2 million as of October 31, 2015, respectively, which are restricted from use by us, and (2) \$2.0 million of restricted cash at both July 31, 2016 and October 31, 2015, under the terms of our mortgage warehouse lines of credit.

Total Homebuilding Customers' deposits are shown as a liability on the Condensed Consolidated Balance Sheets. These liabilities are significantly more than the applicable periods' restricted cash balances because in some states, the deposits are not restricted from use and, in other states, we are able to release the majority of these customer deposits to cash by pledging letters of credit and surety bonds.

9. Mortgage Loans Held for Sale

Our mortgage banking subsidiary originates mortgage loans, primarily from the sale of our homes. Such mortgage loans are sold in the secondary mortgage market within a short period of time of origination. Mortgage loans held for sale consist primarily of single-family residential loans collateralized by the underlying property. We have elected the fair value option to record loans held for sale and therefore these loans are recorded at fair value with the changes in the value recognized in the Condensed Consolidated Statements of Operations in "Revenues: Financial services." We currently use forward sales of mortgage-backed securities ("MBS"), interest rate commitments from borrowers and mandatory and/or best efforts forward commitments to sell loans to third-party purchasers to protect us from interest rate fluctuations. These short-term instruments, which do not require any payments to be made to the counterparty or purchaser in connection with the execution of the commitments, are recorded at fair value. Gains and losses on changes in the fair value are recognized in the Condensed Consolidated Statements of Operations in "Revenues: Financial services."

At July 31, 2016 and October 31, 2015, \$122.4 million and \$114.0 million, respectively, of mortgages held for sale were pledged against our mortgage warehouse lines of credit (see Note 10). We may incur losses with respect to mortgages that were previously sold that are delinquent and which had underwriting defects, but only to the extent the losses are not covered by mortgage insurance or resale value of the home. The reserves for these estimated losses are included in the "Financial services – Accounts payable and other liabilities" balances on the Condensed Consolidated Balance Sheets. As of July 31, 2016 and 2015, we had reserves specifically for 130 and 131 identified mortgage loans, respectively, as well as reserves for an estimate for future losses on mortgages sold but not yet identified to us.

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The activity in our loan origination reserves during the three and nine months ended July 31, 2016 and 2015 was as follows:

| (In thousands) | Three Months Ended | | Nine Months Ended | |
|---|--------------------|---------|-------------------|---------|
| | July 31, 2016 | 2015 | July 31, 2016 | 2015 |
| Loan origination reserves, beginning of period | \$8,306 | \$7,942 | \$8,025 | \$7,352 |
| Provisions for losses during the period | 45 | 39 | 203 | 168 |
| Adjustments to pre-existing provisions for losses from changes in estimates | (27) | (30) | 96 | 431 |
| Payments/Settlements | (197) | - | (197) | - |
| Loan origination reserves, end of period | \$8,127 | \$7,951 | \$8,127 | \$7,951 |

10. Mortgage and Notes Payable

We had nonrecourse mortgage loans for certain communities totaling \$91.3 million and \$143.9 million at July 31, 2016 and October 31, 2015, respectively, which are secured by the related real property, including any improvements, with an aggregate book value of \$242.9 million and \$388.1 million, respectively. The weighted-average interest rate on these obligations was 5.3% and 5.1% at July 31, 2016 and October 31, 2015, respectively, and the mortgage loan payments on each community primarily correspond to home deliveries. We also had nonrecourse mortgage loans on our corporate headquarters totaling \$14.6 million and \$15.5 million at July 31, 2016 and October 31, 2015, respectively. These loans had a weighted-average interest rate of 8.8% at both July 31, 2016 and October 31, 2015. As of July 31, 2016, these loans have remaining installment obligations with annual principal maturities in the years ending October 31 of: \$0.3 million in 2016, \$1.3 million in 2017, \$1.4 million in 2018, \$1.5 million in 2019, \$1.7 million in 2020 and \$8.4 million after 2020.

In June 2013, K. Hovnanian Enterprises, Inc. (“K. Hovnanian”), as borrower, and we and certain of our subsidiaries, as guarantors, entered into a five-year, \$75.0 million unsecured revolving credit facility (the “Credit Facility”) with Citicorp USA, Inc., as administrative agent and issuing bank, and Citibank, N.A., as a lender. The Credit Facility is available for both letters of credit and general corporate purposes. The Credit Facility does not contain any financial maintenance covenants, but does contain certain restrictive covenants that track those contained in our indenture governing the 8.0% Senior Notes due 2019, which are described in Note 11. The Credit Facility also contains certain customary events of default which would permit the administrative agent at the request of the required lenders to, among other things, declare all loans then outstanding to be immediately due and payable if such default is not cured within applicable grace periods, including the failure to make timely payments of amounts payable under the Credit Facility or other material indebtedness or the acceleration of other material indebtedness, the failure to comply with agreements and covenants or for representations or warranties to be correct in all material respects when made,

specified events of bankruptcy and insolvency, and the entry of a material judgment against a loan party. Outstanding borrowings under the Credit Facility accrue interest at an annual rate equal to either, as selected by K. Hovnanian, (i) the alternate base rate plus the applicable spread determined on the date of such borrowing or (ii) an adjusted London Interbank Offered Rate (“LIBOR”) rate plus the applicable spread determined as of the date two business days prior to the first day of the interest period for such borrowing. As of July 31, 2016 and October 31, 2015 there were \$52.0 million and \$47.0 million of borrowings, respectively, and \$18.5 million and \$25.9 million of letters of credit outstanding, respectively, under the Credit Facility. As of July 31, 2016, we believe we were in compliance with the covenants under the Credit Facility.

In addition to the Credit Facility, we have certain stand-alone cash collateralized letter of credit agreements and facilities under which there were a total of \$1.7 million and \$2.6 million letters of credit outstanding at July 31, 2016 and October 31, 2015, respectively. These agreements and facilities require us to maintain specified amounts of cash as collateral in segregated accounts to support the letters of credit issued thereunder, which will affect the amount of cash we have available for other uses. As of July 31, 2016 and October 31, 2015, the amount of cash collateral in these segregated accounts was \$1.7 million and \$2.6 million, respectively, which is reflected in “Restricted cash and cash equivalents” on the Condensed Consolidated Balance Sheets.

Our wholly owned mortgage banking subsidiary, K. Hovnanian American Mortgage, LLC (“K. Hovnanian Mortgage”), originates mortgage loans primarily from the sale of our homes. Such mortgage loans and related servicing rights are sold in the secondary mortgage market within a short period of time. In certain instances, we retain the servicing rights for a small amount of loans. Our secured Master Repurchase Agreement with JPMorgan Chase Bank, N.A. (“Chase Master Repurchase Agreement”), which was amended on July 29, 2016 to extend the maturity to July 28, 2017, is a short-term borrowing facility that provides up to \$50.0 million through maturity. The loan is secured by the mortgages held for sale and is repaid when we sell the underlying mortgage loans to permanent investors. Interest is payable monthly on outstanding advances at an adjusted LIBOR rate, which was 0.50% at July 31, 2016, plus the applicable margin of 2.5% or 2.63% based upon type of loan. As of July 31, 2016 and October 31, 2015, the aggregate principal amount of all borrowings outstanding under the Chase Master Repurchase Agreement was \$38.6 million and \$30.5 million, respectively.

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K. Hovnanian Mortgage has another secured Master Repurchase Agreement with Customers Bank (“Customers Master Repurchase Agreement”), which was amended on February 18, 2016 to extend the maturity date to February 17, 2017, that is a short-term borrowing facility that provides up to \$25.0 million through maturity. On July 15, 2016, a temporary increase to \$40.0 million of availability of borrowings went into effect until August 15, 2016. After August 15, 2016, the borrowing availability will revert back to \$25.0 million. The loan is secured by the mortgages held for sale and is repaid when we sell the underlying mortgage loans to permanent investors. Interest is payable daily or as loans are sold to permanent investors on outstanding advances at the current LIBOR rate, plus the applicable margin ranging from 2.5% to 5.25% based on the type of loan and the number of days outstanding on the warehouse line. As of July 31, 2016 and October 31, 2015, the aggregate principal amount of all borrowings outstanding under the Customers Master Repurchase Agreement was \$30.1 million and \$29.7 million, respectively.

K. Hovnanian Mortgage has a third secured Master Repurchase Agreement with Credit Suisse First Boston Mortgage Capital LLC (“Credit Suisse Master Repurchase Agreement”), which was amended on February 23, 2016, that is a short-term borrowing facility that provides up to \$50.0 million through February 21, 2017. The loan is secured by the mortgages held for sale and is repaid when we sell the underlying mortgage loans to permanent investors. Interest is payable monthly on outstanding advances at the Credit Suisse Base Rate (as defined in the loan documents), which was 0.91% at July 31, 2016, plus an applicable margin of 2.25% to 2.5%. As of July 31, 2016 and October 31, 2015, the aggregate principal amount of all borrowings outstanding under the Credit Suisse Master Repurchase Agreement was \$27.7 million and \$30.1 million, respectively.

In February 2014, K. Hovnanian Mortgage executed a secured Master Repurchase Agreement with Comerica Bank (“Comerica Master Repurchase Agreement”), which was amended on June 24, 2016 to extend the maturity date to June 22, 2017. The Comerica Master Repurchase Agreement is a short-term borrowing facility that provides up to \$35.0 million through maturity. The loan is secured by the mortgages held for sale and is repaid when we sell the underlying mortgage loans to permanent investors. Interest is payable monthly at the current LIBOR rate, subject to a floor of 0.25%, plus the applicable margin of 2.5%. As of July 31, 2016 and October 31, 2015, the aggregate principal amount of all borrowings outstanding under the Comerica Master Repurchase Agreement was \$19.3 million and \$18.6 million, respectively.

The Chase Master Repurchase Agreement, Customers Master Repurchase Agreement, Credit Suisse Master Repurchase Agreement and Comerica Master Repurchase Agreement (together, the “Master Repurchase Agreements”) require K. Hovnanian Mortgage to satisfy and maintain specified financial ratios and other financial condition tests. Because of the extremely short period of time mortgages are held by K. Hovnanian Mortgage before the mortgages are sold to investors (generally a period of a few weeks), the immateriality to us on a consolidated basis of the size of the Master Repurchase Agreements, the levels required by these financial covenants, our ability based on our immediately available resources to contribute sufficient capital to cure any default, were such conditions to occur, and our right to cure any conditions of default based on the terms of the applicable agreement, we do not consider any of these covenants to be substantive or material. As of July 31, 2016, we believe we were in compliance with the covenants under the Master Repurchase Agreements.

11. Senior Secured, Senior, Senior Amortizing and Senior Exchangeable Notes

Senior Secured, Senior, Senior Amortizing and Senior Exchangeable Notes balances as of July 31, 2016 and October 31, 2015, were as follows:

| (In thousands) | July 31, | October 31, |
|--|-----------------|--------------------|
| | 2016 | 2015 |
| Senior Secured Notes: | | |
| 7.25% Senior Secured First Lien Notes due October 15, 2020 | \$577,000 | \$577,000 |
| 9.125% Senior Secured Second Lien Notes due November 15, 2020 | 220,000 | 220,000 |
| 2.0% Senior Secured Notes due November 1, 2021 (net of discount) | 53,146 | 53,139 |
| 5.0% Senior Secured Notes due November 1, 2021 (net of discount) | 132,322 | 131,207 |
| Total Senior Secured Notes | \$982,468 | \$981,346 |
| Senior Notes: | | |
| 6.25% Senior Notes due January 15, 2016 (net of discount) | \$- | \$172,744 |
| 7.5% Senior Notes due May 15, 2016 | - | 86,532 |
| 8.625% Senior Notes due January 15, 2017 | 121,043 | 121,043 |
| 7.0% Senior Notes due January 15, 2019 | 150,000 | 150,000 |
| 8.0% Senior Notes due November 1, 2019 | 250,000 | 250,000 |
| Total Senior Notes | \$521,043 | \$780,319 |
| 11.0% Senior Amortizing Notes due December 1, 2017 | \$8,094 | \$12,811 |
| Senior Exchangeable Notes due December 1, 2017 | \$76,650 | \$73,771 |

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Except for K. Hovnanian, the issuer of the notes, our home mortgage subsidiaries, joint ventures and subsidiaries holding interests in our joint ventures, certain of our title insurance subsidiaries and our foreign subsidiary, we and each of our subsidiaries are guarantors of the senior secured, senior, senior amortizing and senior exchangeable notes outstanding at July 31, 2016 (collectively, the “Notes Guarantors”) (see Note 21). In addition to the Notes Guarantors, the 5.0% Senior Secured Notes due 2021 (the “5.0% 2021 Notes”) and the 2.0% Senior Secured Notes due 2021 (the “2.0% 2021 Notes”) and together with the 5.0% 2021 Notes, the “2021 Notes”) are guaranteed by K. Hovnanian JV Holdings, L.L.C. and its subsidiaries except for certain joint ventures and joint venture holding companies (collectively, the “Secured Group”). Members of the Secured Group do not guarantee K. Hovnanian's other indebtedness.

The indentures governing the notes outstanding at July 31, 2016 do not contain any financial maintenance covenants, but do contain restrictive covenants that limit, among other things, the Company's ability and that of certain of its subsidiaries, including K. Hovnanian, to incur additional indebtedness (other than certain permitted indebtedness, refinancing indebtedness and nonrecourse indebtedness), pay dividends and make distributions on common and preferred stock, repurchase subordinated indebtedness (with respect to certain of the senior secured and senior notes), make other restricted payments, make investments, sell certain assets, incur liens, consolidate, merge, sell or otherwise dispose of all or substantially all assets, and enter into certain transactions with affiliates. The indentures also contain events of default which would permit the holders of the notes to declare the notes to be immediately due and payable if not cured within applicable grace periods, including the failure to make timely payments on the notes or other material indebtedness, the failure to comply with agreements and covenants and specified events of bankruptcy and insolvency and, with respect to the indentures governing the senior secured notes, the failure of the documents granting security for the senior secured notes to be in full force and effect, and the failure of the liens on any material portion of the collateral securing the senior secured notes to be valid and perfected. As of July 31, 2016, we believe we were in compliance with the covenants of the indentures governing our outstanding notes.

Under the terms of the indentures, we have the right to make certain redemptions and, depending on market conditions and covenant restrictions, may do so from time to time. We also continue to evaluate our capital structure and may also continue to make debt purchases and/or exchanges for debt or equity from time to time through tender offers, open market purchases, private transactions, or otherwise, or seek to raise additional debt or equity capital, depending on market conditions and covenant restrictions.

If our consolidated fixed charge coverage ratio, as defined in the indentures governing our senior secured and senior notes (other than the senior exchangeable notes discussed in Note 12 below), is less than 2.0 to 1.0, we are restricted from making certain payments, including dividends, and from incurring indebtedness other than certain permitted indebtedness and refinancing indebtedness (currently, however, our ability to incur additional indebtedness is limited and we expect it to be limited for the foreseeable future) and nonrecourse indebtedness. As a result of this ratio restriction, we are currently restricted from paying dividends, which are not cumulative, on our 7.625% Series A Preferred Stock. We anticipate that we will continue to be restricted from paying dividends for the foreseeable future. Our inability to pay dividends is in accordance with covenant restrictions and will not result in a default under our debt instruments or otherwise affect compliance with any of the covenants contained in our debt instruments.

The 7.25% Senior Secured First Lien Notes due 2020 (the “First Lien Notes”) are secured by a first-priority lien and the 9.125% Senior Secured Second Lien Notes due 2020 (the “Existing Second Lien Notes” and, together with the First Lien Notes, the “2020 Secured Notes”) are secured by a second-priority lien, in each case, subject to permitted liens and other exceptions, on substantially all the assets owned by us, K. Hovnanian and the guarantors of such notes. At July 31, 2016, the aggregate book value of the real property that constituted collateral securing the 2020 Secured Notes was approximately \$640.0 million, which does not include the impact of inventory investments, home deliveries or impairments thereafter and which may differ from the value if it were appraised. In addition, cash and cash equivalents collateral that secured the 2020 Secured Notes was \$122.7 million as of July 31, 2016, which included \$1.7 million of restricted cash collateralizing certain letters of credit. Subsequent to such date, fluctuations as a result of cash uses include general business operations and real estate and other investments along with cash inflow primarily from deliveries.

The guarantees of the Secured Group with respect to the 2021 Notes are secured, subject to permitted liens and other exceptions, by a first-priority lien on substantially all of the assets of the members of the Secured Group. As of July 31, 2016, the collateral securing the guarantees included (1) \$60.5 million of cash and cash equivalents (subsequent to such date, fluctuations as a result of cash uses include general business operations and real estate and other investments along with cash inflow primarily from deliveries); (2) \$146.4 million aggregate book value of real property of the Secured Group, which does not include the impact of inventory investments, home deliveries or impairments thereafter and which may differ from the value if it were appraised; and (3) equity interests in guarantors that are members of the Secured Group. Members of the Secured Group also own equity in joint ventures, either directly or indirectly through ownership of joint venture holding companies, with a book value of \$80.7 million as of July 31, 2016; this equity is not pledged to secure, and is not collateral for, the 2021 Notes. Members of the Secured Group are “unrestricted subsidiaries” under K. Hovnanian's other senior notes and senior secured notes, and thus have not guaranteed such indebtedness.

On November 5, 2014, K. Hovnanian issued \$250.0 million aggregate principal amount of 8.0% Senior Notes due 2019, resulting in net proceeds of \$245.7 million. These proceeds were used for general corporate purposes. The notes will mature on November 1, 2019. The notes are redeemable in whole or in part at K. Hovnanian’s option at any time prior to August 1, 2019 at a redemption price equal to 100% of their principal amount plus an applicable “Make-Whole Amount.” At any time and from time to time on or after August 1, 2019, K. Hovnanian may also redeem some or all of the notes at a redemption price equal to 100% of their principal amount.

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On January 15, 2016, \$172.7 million principal amount of our 6.25% Senior Notes due 2016 matured and was paid. On May 15, 2016, \$86.5 million principal amount of our 7.5% Senior Notes due 2016 matured and was paid. We have \$121.0 million principal amount of our 8.625% Senior Notes due on January 15, 2017 (the “January 2017 Notes”).

On July 29, 2016, the Company and K. Hovnanian entered into financing commitments with certain investment funds managed by affiliates of H/2 Capital Partners LLC (collectively, the “Investor”) pursuant to which the Investor agreed to (i) fund a \$75.0 million senior secured term loan facility (the “Term Loan Facility”) to be borrowed by K. Hovnanian and guaranteed by the Notes Guarantors with a maturity on August 1, 2019 (provided that if any of K. Hovnanian’s 7.0% Senior Notes due 2019 (the “7.0% Notes”) remain outstanding on October 15, 2018, the maturity date of the Term Loan Facility will be October 15, 2018, or if any refinancing indebtedness with respect to the 7.0% Notes has a maturity date prior to January 15, 2021, the maturity date of the Term Loan Facility will be October 15, 2018), and bearing interest at a rate equal to LIBOR plus an applicable margin of 7.0% or, at K. Hovnanian’s option, a base rate plus an applicable margin of 6.0%, payable monthly, (ii) purchase \$75.0 million aggregate principal amount of 10.0% Senior Secured Second Lien Notes due October 15, 2018 (the “New Second Lien Notes”) to be issued by K. Hovnanian and guaranteed by the Notes Guarantors, and bearing interest at 10.0% per annum, payable semi-annually, and (iii) exchange \$75.0 million aggregate principal amount of Existing Second Lien Notes held by such Investor for \$75.0 million of newly issued 9.50% Senior Secured Notes due November 15, 2020 to be issued by K. Hovnanian and guaranteed by the Notes Guarantors and the members of the Secured Group, and bearing interest at 9.50% per annum, payable semi-annually (the “Exchange Notes” and together with the Term Loan Facility and the New Second Lien Notes, the “Financings”).

As discussed in Note 23, the Financings closed on September 8, 2016. See Note 23 for a discussion of the Term Loan Facility, the New Second Lien Notes and the Exchange Notes and the terms thereof (certain of which are more restrictive than those applicable to our existing senior and senior secured notes and Credit Facility discussed in Note 10).

As also discussed in Note 23, on September 8, 2016, K. Hovnanian called for redemption on October 8, 2016 all outstanding January 2017 Notes for an aggregate redemption price of approximately \$126.1 million, including accrued and unpaid interest, and deposited with the trustee for the January 2017 Notes sufficient funds for such redemption and to satisfy and discharge its obligations under the indenture governing the January 2017 Notes (the “January 2017 Notes Indenture”). The January 2017 Notes redemption and the satisfaction and discharge of the 2017 Notes Indenture was funded with a portion of the proceeds from the Term Loan Facility and New Second Lien Notes. Upon the satisfaction and discharge of the January 2017 Notes Indenture, the restrictive covenants and events of default contained therein ceased to have effect.

As a result of our evaluation of our geographic operating footprint as it relates to our strategic objectives, we decided to exit the Minneapolis, MN and Raleigh, NC markets, and in the third quarter of fiscal 2016, we completed the sale of our land portfolios in those markets. We have also decided to wind down our operations in the San Francisco Bay area in Northern California and in Tampa, FL by building and delivering homes to sell through our existing land

position.

Any other liquidity-enhancing transaction will depend on identifying counterparties, negotiation of documentation and applicable closing conditions and any required approvals. Due to covenant restrictions in our debt instruments, we are currently limited in the amount of debt we can incur that does not qualify as refinancing indebtedness with certain maturity requirements as discussed in Note 23 (a limitation that we expect to continue for the foreseeable future), even if market conditions would otherwise be favorable, which could also impact our ability to grow our business.

12. Senior Exchangeable Notes

On October 2, 2012, the Company and K. Hovnanian issued \$100,000,000 aggregate stated amount of 6.0% Exchangeable Note Units (the "Units") (equivalent to 100,000 Units). Each \$1,000 stated amount of Units initially consists of (1) a zero coupon senior exchangeable note due December 1, 2017 (a "Senior Exchangeable Note") issued by K. Hovnanian, which bears no cash interest and has an initial principal amount of \$768.51 per Senior Exchangeable Note, and that will accrete to \$1,000 at maturity and (2) a senior amortizing note due December 1, 2017 (a "Senior Amortizing Note") issued by K. Hovnanian, which has an initial principal amount of \$231.49 per Senior Amortizing Note, bears interest at a rate of 11.0% per annum, and has a final installment payment date of December 1, 2017. Each Unit may be separated into its constituent Senior Exchangeable Note and Senior Amortizing Note after the initial issuance date of the Units, and the separate components may be combined to create a Unit.

Each Senior Exchangeable Note had an initial principal amount of \$768.51 (which will accrete to \$1,000 over the term of the Senior Exchangeable Note at an annual rate of 5.17% from the date of issuance, calculated on a semi-annual bond equivalent yield basis). Holders may exchange their Senior Exchangeable Notes at their option at any time prior to 5:00 p.m., New York City time, on the business day immediately preceding December 1, 2017. Each Senior Exchangeable Note will be exchangeable for shares of Class A Common Stock at an initial exchange rate of 185.5288 shares of Class A Common Stock per Senior Exchangeable Note (equivalent to an initial exchange price, based on \$1,000 principal amount at maturity, of approximately \$5.39 per share of Class A Common Stock). The exchange rate will be subject to adjustment in certain events. If certain corporate events occur prior to the maturity date, the Company will increase the applicable exchange rate for any holder who elects to exchange its Senior Exchangeable Notes in connection with such corporate event. In addition, holders of Senior Exchangeable Notes will also have the right to require K. Hovnanian to repurchase such holders' Senior Exchangeable Notes upon the occurrence of certain of these corporate events. As of July 31, 2016, 18,305 Senior Exchangeable Notes have been converted into 3.4 million shares of our Class A Common Stock, all of which were converted during the first quarter of fiscal 2013.

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On each June 1 and December 1 (each, an “installment payment date”), K. Hovnanian will pay holders of Senior Amortizing Notes equal semi-annual cash installments of \$30.00 per Senior Amortizing Note (except for the June 1, 2013 installment payment, which was \$39.83 per Senior Amortizing Note), which cash payment in the aggregate will be equivalent to 6.0% per year with respect to each \$1,000 stated amount of Units. Each installment will constitute a payment of interest (at a rate of 11.0% per annum) and a partial repayment of principal on the Senior Amortizing Note. Following certain corporate events that occur prior to the maturity date, holders of the Senior Amortizing Notes will have the right to require K. Hovnanian to repurchase such holders’ Senior Amortizing Notes.

13. Per Share Calculation

Basic earnings per share is computed by dividing net income (loss) (the “numerator”) by the weighted-average number of common shares outstanding, adjusted for nonvested shares of restricted stock (the “denominator”) for the period. Computing diluted earnings per share is similar to computing basic earnings per share, except that the denominator is increased to include the dilutive effects of options and nonvested shares of restricted stock, as well as common shares issuable upon exchange of our Senior Exchangeable Notes issued as part of our 6.0% Exchangeable Note Units. Any options that have an exercise price greater than the average market price are considered to be anti-dilutive and are excluded from the diluted earnings per share calculation.

All outstanding nonvested shares that contain nonforfeitable rights to dividends or dividend equivalents that participate in undistributed earnings with common stock are considered participating securities and are included in computing earnings per share pursuant to the two-class method. The two-class method is an earnings allocation formula that determines earnings per share for each class of common stock and participating securities according to dividends or dividend equivalents and participation rights in undistributed earnings in periods when we have net income. The Company’s restricted common stock (“nonvested shares”) are considered participating securities.

Incremental shares attributed to nonvested stock and outstanding options to purchase common stock of 0.2 million for the nine months ended July 31, 2015 were excluded from the computation of diluted earnings per share because we had a net loss for the period, and any incremental shares would not be dilutive. There were no incremental shares attributed to nonvested stock and outstanding options to purchase common stock for the three and nine months ended July 31, 2016 and the three months ended July 31, 2015. Also, for both the three and nine months ended July 31, 2016 and 2015, 15.2 million shares of common stock issuable upon the exchange of our Senior Exchangeable Notes (which were issued in fiscal 2012) were excluded from the computation of diluted earnings per share because we had net losses for the periods.

In addition, shares related to out-of-the money stock options that could potentially dilute basic earnings per share in the future that were not included in the computation of diluted earnings per share were 6.8 million and 7.3 million for the three and nine months ended July 31, 2016, respectively, and 3.9 million and 3.1 million for the three and nine months ended July 31, 2015, respectively, because to do so would have been anti-dilutive for the periods presented.

14. Preferred Stock

On July 12, 2005, we issued 5,600 shares of 7.625% Series A Preferred Stock, with a liquidation preference of \$25,000 per share. Dividends on the Series A Preferred Stock are not cumulative and are paid at an annual rate of 7.625%. The Series A Preferred Stock is not convertible into the Company's common stock and is redeemable in whole or in part at our option at the liquidation preference of the shares. The Series A Preferred Stock is traded as depositary shares, with each depositary share representing 1/1000th of a share of Series A Preferred Stock. The depositary shares are listed on the NASDAQ Global Market under the symbol "HOVNP." During the three and nine months ended July 31, 2016 and 2015, we did not pay any dividends on the Series A Preferred Stock due to covenant restrictions in our debt instruments.

15. Common Stock

Each share of Class A Common Stock entitles its holder to one vote per share, and each share of Class B Common Stock generally entitles its holder to ten votes per share. The amount of any regular cash dividend payable on a share of Class A Common Stock will be an amount equal to 110% of the corresponding regular cash dividend payable on a share of Class B Common Stock. If a shareholder desires to sell shares of Class B Common Stock, such stock must be converted into shares of Class A Common Stock.

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On August 4, 2008, our Board of Directors adopted a shareholder rights plan (the “Rights Plan”) designed to preserve shareholder value and the value of certain tax assets primarily associated with net operating loss (NOL) carryforwards and built-in losses under Section 382 of the Internal Revenue Code. Our ability to use NOLs and built-in losses would be limited if there was an “ownership change” under Section 382. This would occur if shareholders owning (or deemed under Section 382 to own) 5% or more of our stock increase their collective ownership of the aggregate amount of our outstanding shares by more than 50 percentage points over a defined period of time. The Rights Plan was adopted to reduce the likelihood of an “ownership change” occurring as defined by Section 382. Under the Rights Plan, one right was distributed for each share of Class A Common Stock and Class B Common Stock outstanding as of the close of business on August 15, 2008. Effective August 15, 2008, if any person or group acquires 4.9% or more of the outstanding shares of Class A Common Stock without the approval of the Board of Directors, there would be a triggering event causing significant dilution in the voting power of such person or group. However, existing stockholders who owned, at the time of the Rights Plan’s adoption, 4.9% or more of the outstanding shares of Class A Common Stock will trigger a dilutive event only if they acquire additional shares. The approval of the Board of Directors’ decision to adopt the Rights Plan may be terminated by the Board of Directors at any time, prior to the Rights being triggered. The Rights Plan will continue in effect until August 15, 2018, unless it expires earlier in accordance with its terms. The approval of the Board of Directors’ decision to adopt the Rights Plan was submitted to a stockholder vote and approved at a special meeting of stockholders held on December 5, 2008. Also at the Special Meeting on December 5, 2008, our stockholders approved an amendment to our Certificate of Incorporation to restrict certain transfers of Class A Common Stock in order to preserve the tax treatment of our NOLs and built-in losses under Section 382 of the Internal Revenue Code. Subject to certain exceptions pertaining to pre-existing 5% stockholders and Class B stockholders, the transfer restrictions in the amended Certificate of Incorporation generally restrict any direct or indirect transfer (such as transfers of our stock that result from the transfer of interests in other entities that own our stock) if the effect would be to (i) increase the direct or indirect ownership of our stock by any person (or public group) from less than 5% to 5% or more of our common stock; (ii) increase the percentage of our common stock owned directly or indirectly by a person (or public group) owning or deemed to own 5% or more of our common stock; or (iii) create a new public group. Transfers included under the transfer restrictions include sales to persons (or public groups) whose resulting percentage ownership (direct or indirect) of common stock would exceed the 5% thresholds discussed above, or to persons whose direct or indirect ownership of common stock would by attribution cause another person (or public group) to exceed such threshold.

On July 3, 2001, our Board of Directors authorized a stock repurchase program to purchase up to 4 million shares of Class A Common Stock. There were no shares purchased during the three and nine months ended July 31, 2016. As of July 31, 2016, the maximum number of shares of Class A Common Stock that may yet be purchased under this program is 0.5 million.

16. Income Taxes

The total income tax expense of \$1.6 million and benefit of \$4.6 million for the three and nine months ended July 31, 2016, respectively, was primarily due to deferred taxes, partially offset by state tax expenses and state tax reserves for uncertain tax positions. In addition, the nine months ended July 31, 2016 was also impacted by permanent differences between book income and taxable income as a result of the issuance of shares under a deferred compensation plan that were expensed during vesting at significantly higher value than the value at the time of issuance. The total income tax

benefit of \$2.3 million and \$17.5 million recognized for the three and nine months ended July 31, 2015, respectively, was primarily due to deferred taxes partially offset by state tax expenses and state tax reserves for uncertain tax positions.

Deferred federal and state income tax assets primarily represent the deferred tax benefits arising from temporary differences between book and tax income which will be recognized in future years as an offset against future taxable income. If the combination of future years' income (or loss) and the reversal of the timing differences results in a loss, such losses can be carried forward to future years. In accordance with ASC 740, we evaluate our deferred tax assets quarterly to determine if valuation allowances are required. ASC 740 requires that companies assess whether valuation allowances should be established based on the consideration of all available evidence using a "more likely than not" standard.

As of October 31, 2015, and again at July 31, 2016, we concluded that it was more likely than not that a substantial amount of our deferred tax assets ("DTA") would be utilized. This conclusion was based on a detailed evaluation of all relevant evidence, both positive and negative. The positive evidence included factors such as positive earnings for two of the last three fiscal years and the expectation of earnings going forward over the long term and evidence of a sustained recovery in the housing markets in which we operate. Such evidence is supported by significant increases in key financial indicators over the last few years, including new orders, backlog, and community count compared with the prior years. Economic data has also been affirming the housing market recovery. Housing starts, homebuilding volume and prices are increasing and forecasted to continue to increase. Historically low mortgage rates, affordable home prices, reduced foreclosures and a favorable home ownership to rental comparison are key factors in the recovery.

Potentially offsetting this positive evidence is the fact that we had a loss before income taxes for the fiscal year ended October 31, 2015 as well as for the nine months ended July 31, 2016. However, we did have income before income taxes for the three months ended July 31, 2016 and we are not in a three year cumulative loss position as of July 31, 2016. As per ASC 740, cumulative losses are one of the most objectively verifiable forms of negative evidence; we no longer have this negative evidence and we expect to be profitable going forward over the long term. Our recent three years cumulative performance and our expectations for the coming years based on our current backlog, community count and recent sales contracts provide evidence that reaffirms our conclusion that a full valuation allowance was not necessary and that the current valuation allowance for deferred taxes of \$635.4 million as of July 31, 2016 is appropriate.

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17. Operating and Reporting Segments

Our operating segments are components of our business for which discrete financial information is available and reviewed regularly by the chief operating decision maker, our Chief Executive Officer, to evaluate performance and make operating decisions. Based on this criteria, each of our communities qualifies as an operating segment, and therefore, it is impractical to provide segment disclosures for this many segments. As such, we have aggregated the homebuilding operating segments into six reportable segments.

Our homebuilding operating segments are aggregated into reportable segments based primarily upon geographic proximity, similar regulatory environments, land acquisition characteristics and similar methods used to construct and sell homes. Our reportable segments consist of the following six homebuilding segments and a financial services segment:

Homebuilding:

- (1) Northeast (New Jersey and Pennsylvania)
- (2) Mid-Atlantic (Delaware, Maryland, Virginia, Washington D.C. and West Virginia)
- (3) Midwest (Illinois, Minnesota and Ohio)
- (4) Southeast (Florida, Georgia, North Carolina and South Carolina)
- (5) Southwest (Arizona and Texas)
- (6) West (California)

Financial Services

Operations of the Company's Homebuilding segments primarily include the sale and construction of single-family attached and detached homes, attached townhomes and condominiums, urban infill and active lifestyle homes in planned residential developments. In addition, from time to time, operations of the homebuilding segments include sales of land. Operations of the Company's Financial Services segment include mortgage banking and title services provided to the homebuilding operations' customers. We do not typically retain or service mortgages that we originate but rather sell the mortgages and related servicing rights to investors.

Corporate and unallocated primarily represents operations at our headquarters in Red Bank, New Jersey. This includes our executive offices, information services, human resources, corporate accounting, training, treasury, process redesign, internal audit, construction services, and administration of insurance, quality and safety. It also includes interest income and interest expense resulting from interest incurred that cannot be capitalized in inventory in the Homebuilding segments, as well as the gains or losses on extinguishment of debt from any debt repurchases or exchanges.

Evaluation of segment performance is based primarily on operating earnings from continuing operations before provision for income taxes (“Income (loss) before income taxes”). Income (loss) before income taxes for the Homebuilding segments consist of revenues generated from the sales of homes and land, income (loss) from unconsolidated entities, management fees and other income, less the cost of homes and land sold, selling, general and administrative expenses and interest expense. Income before income taxes for the Financial Services segment consist of revenues generated from mortgage financing, title insurance and closing services, less the cost of such services and selling, general and administrative expenses incurred by the Financial Services segment.

Operational results of each segment are not necessarily indicative of the results that would have occurred had the segment been an independent stand-alone entity during the periods presented.

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Financial information relating to the Company's segment operations was as follows:

| (In thousands) | Three Months Ended | | Nine Months Ended | |
|---|--------------------|------------|-------------------|-------------|
| | July 31, 2016 | 2015 | July 31, 2016 | 2015 |
| Revenues: | | | | |
| Northeast | \$69,989 | \$36,209 | \$196,539 | \$126,213 |
| Mid-Atlantic | 111,739 | 113,992 | 295,546 | 271,954 |
| Midwest | 72,581 | 82,325 | 249,132 | 220,020 |
| Southeast | 96,323 | 57,329 | 186,873 | 144,498 |
| Southwest | 248,546 | 203,249 | 729,606 | 560,863 |
| West | 101,158 | 33,180 | 237,831 | 93,895 |
| Total homebuilding | 700,336 | 526,284 | 1,895,527 | 1,417,443 |
| Financial services | 16,485 | 14,360 | 51,714 | 37,939 |
| Corporate and unallocated | 29 | (31) | (63) | (106) |
| Total revenues | \$716,850 | \$540,613 | \$1,947,178 | \$1,455,276 |
| Income (loss) before income taxes: | | | | |
| Northeast | \$(995) | \$(4,008) | \$(4,945) | \$(10,973) |
| Mid-Atlantic | 3,467 | 5,440 | 7,161 | 10,439 |
| Midwest | (2,452) | 3,120 | (8,034) | 8,041 |
| Southeast | (5,621) | (1,225) | (14,710) | (3,583) |
| Southwest | 20,532 | 17,170 | 55,392 | 42,517 |
| West | 3,297 | (3,973) | (6,989) | (15,309) |
| Homebuilding income before income taxes | 18,228 | 16,524 | 27,875 | 31,132 |
| Financial services | 7,569 | 6,116 | 24,965 | 14,870 |
| Corporate and unallocated | (24,704) | (32,641) | (82,545) | (105,164) |
| Income (loss) before income taxes | \$1,093 | \$(10,001) | \$(29,705) | \$(59,162) |

| (In thousands) | July 31, 2016 | October 31, 2015 |
|------------------------------|---------------|------------------|
| Assets: | | |
| Northeast | \$252,007 | \$321,983 |
| Mid-Atlantic | 337,371 | 342,159 |
| Midwest | 125,552 | 197,899 |
| Southeast | 235,141 | 223,206 |
| Southwest | 410,313 | 465,740 |
| West | 287,298 | 259,943 |
| Total homebuilding | 1,647,682 | 1,810,930 |
| Financial services | 165,885 | 159,981 |
| Corporate and unallocated(1) | 575,274 | 631,387 |

| | | |
|--------------|-------------|-------------|
| Total assets | \$2,388,841 | \$2,602,298 |
|--------------|-------------|-------------|

(1) Includes \$293.4 million and \$290.3 million of income taxes receivable, including deferred tax assets, as of July 31, 2016 and October 31, 2015, respectively.

18. Investments in Unconsolidated Homebuilding and Land Development Joint Ventures

We enter into homebuilding and land development joint ventures from time to time as a means of accessing lot positions, expanding our market opportunities, establishing strategic alliances, managing our risk profile, leveraging our capital base and enhancing returns on capital. Our homebuilding joint ventures are generally entered into with third-party investors to develop land and construct homes that are sold directly to third-party home buyers. Our land development joint ventures include those entered into with developers and other homebuilders as well as financial investors to develop finished lots for sale to the joint venture's members or other third parties.

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In November 2015, the Company entered into a new joint venture to which the company contributed a land parcel that had been mothballed by the company, but on which construction by the joint venture has now begun. Upon formation of the joint venture, the Company received \$25.7 million of cash proceeds for the contributed land. In addition, during the third quarter of 2016, we entered into a new joint venture by contributing eight communities we owned and our option to buy one community to the joint venture. As a result of the formation of the joint venture, the Company received \$29.8 million of cash in return for the land and option contributions.

The tables set forth below summarize the combined financial information related to our unconsolidated homebuilding and land development joint ventures that are accounted for under the equity method.

| (Dollars in thousands) | July 31, 2016 | | | |
|--|---------------|---------------------|-----------|---|
| | Homebuilding | Land Development | Total | |
| Assets: | | | | |
| Cash and cash equivalents | \$39,129 | \$860 | \$39,989 | |
| Inventories | 504,730 | 12,299 | 517,029 | |
| Other assets | 24,832 | - | 24,832 | |
| Total assets | \$568,691 | \$13,159 | \$581,850 | |
| Liabilities and equity: | | | | |
| Accounts payable and accrued liabilities | \$50,686 | \$1,222 | \$51,908 | |
| Notes payable | 209,868 | 2,864 | 212,732 | |
| Total liabilities | 260,554 | 4,086 | 264,640 | |
| Equity of: | | | | |
| Hovnianian Enterprises, Inc. | 80,747 | 3,309 | 84,056 | |
| Others | 227,390 | 5,764 | 233,154 | |
| Total equity | 308,137 | 9,073 | 317,210 | |
| Total liabilities and equity | \$568,691 | \$13,159 | \$581,850 | |
| Debt to capitalization ratio | 41 | % 24 | % 40 | % |

| (Dollars in thousands) | October 31, 2015 | | |
|---------------------------|------------------|---------------------|-----------|
| | Homebuilding | Land Development | Total |
| Assets: | | | |
| Cash and cash equivalents | \$27,856 | \$1,755 | \$29,611 |
| Inventories | 314,814 | 11,767 | 326,581 |
| Other assets | 11,225 | - | 11,225 |
| Total assets | \$353,895 | \$13,522 | \$367,417 |

Liabilities and equity:

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| | | | |
|--|-----------|----------|-----------|
| Accounts payable and accrued liabilities | \$29,994 | \$669 | \$30,663 |
| Notes payable | 112,554 | 3,774 | 116,328 |
| Total liabilities | 142,548 | 4,443 | 146,991 |
| Equity of: | | | |
| Hovnianian Enterprises, Inc. | 57,336 | 3,122 | 60,458 |
| Others | 154,011 | 5,957 | 159,968 |
| Total equity | 211,347 | 9,079 | 220,426 |
| Total liabilities and equity | \$353,895 | \$13,522 | \$367,417 |
| Debt to capitalization ratio | 35 | % 29 | % 35 % |

As of July 31, 2016 and October 31, 2015, we had advances outstanding of \$0.9 million and \$0.8 million, respectively, to these unconsolidated joint ventures, which were included in the “Accounts payable and accrued liabilities” balances in the tables above. On our Condensed Consolidated Balance Sheets, our “Investments in and advances to unconsolidated joint ventures” amounted to \$88.0 million and \$61.2 million at July 31, 2016 and October 31, 2015, respectively.

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| (In thousands) | For the Three Months Ended July 31, 2016 | | |
|---------------------------------|--|---------------------|------------|
| | Homebuilding | Land Development | Total |
| Revenues | \$31,145 | \$1,219 | \$32,364 |
| Cost of sales and expenses | (37,245) | (1,143) | (38,388) |
| Joint venture net (loss) income | \$(6,100) | \$76 | \$(6,024) |
| Our share of net (loss) income | \$(2,418) | \$38 | \$(2,380) |

| (In thousands) | For the Three Months Ended July 31, 2015 | | |
|---------------------------------|--|---------------------|------------|
| | Homebuilding | Land Development | Total |
| Revenues | \$27,459 | \$1,394 | \$28,853 |
| Cost of sales and expenses | (29,705) | (1,296) | (31,001) |
| Joint venture net (loss) income | \$(2,246) | \$98 | \$(2,148) |
| Our share of net (loss) income | \$(488) | \$49 | \$(439) |

| (In thousands) | For the Nine Months Ended July, 2016 | | |
|---------------------------------|--------------------------------------|---------------------|-------------|
| | Homebuilding | Land Development | Total |
| Revenues | \$77,171 | \$2,836 | \$80,007 |
| Cost of sales and expenses | (92,904) | (2,462) | (95,366) |
| Joint venture net (loss) income | \$(15,733) | \$374 | \$(15,359) |
| Our share of net (loss) income | \$(5,267) | \$187 | \$(5,080) |

| (In thousands) | For the Nine Months Ended July 31, 2015 | | |
|---------------------------------|---|---------------------|-----------|
| | Homebuilding | Land Development | Total |
| Revenues | \$91,300 | \$4,009 | \$95,309 |
| Cost of sales and expenses | (53,821) | (4,103) | (57,924) |
| Joint venture net income (loss) | \$37,479 | \$(94) | \$37,385 |
| Our share of net income (loss) | \$728 | \$(47) | \$681 |

“(Loss) income from unconsolidated joint ventures” is reflected as a separate line in the accompanying Condensed Consolidated Statements of Operations and reflects our proportionate share of the income or loss of these unconsolidated homebuilding and land development joint ventures. The difference between our share of the income or loss from these unconsolidated joint ventures in the tables above compared to the Condensed Consolidated Statements of Operations is due primarily to the reclassification of the intercompany portion of management fee income from

certain joint ventures and the deferral of income for lots purchased by us from certain joint ventures. To compensate us for the administrative services we provide as the manager of certain joint ventures we receive a management fee based on a percentage of the applicable joint venture's revenues. These management fees, which totaled \$1.2 million for both the three months ended July 31, 2016 and 2015, and \$3.1 million and \$3.6 million for the nine months ended July 31, 2016 and 2015, respectively, are recorded in "Homebuilding: Selling, general and administrative" on the Condensed Consolidated Statement of Operations.

In determining whether or not we must consolidate joint ventures that we manage, we assess whether the other partners have specific rights to overcome the presumption of control by us as the manager of the joint venture. In most cases, the presumption is overcome because the joint venture agreements require that both partners agree on establishing the operations and capital decisions of the partnership, including budgets in the ordinary course of business.

Typically, our unconsolidated joint ventures obtain separate project specific mortgage financing. The amount of financing is generally targeted to be no more than 50% of the joint venture's total assets. For some of our joint ventures, obtaining financing was challenging, therefore, some of our joint ventures are capitalized only with equity. The total debt to capitalization ratio of all our joint ventures is currently 40%. Any joint venture financing is on a nonrecourse basis, with guarantees from us limited only to performance and completion of development, environmental warranties and indemnification, standard indemnification for fraud, misrepresentation and other similar actions, including a voluntary bankruptcy filing. In some instances, the joint venture entity is considered a VIE under ASC 810-10 "Consolidation – Overall" due to the returns being capped to the equity holders; however, in these instances, we have determined that we are not the primary beneficiary, and therefore we do not consolidate these entities.

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19. Recent Accounting Pronouncements

In May 2014, the FASB issued ASU 2014-09, “Revenue from Contracts with Customers” (Topic 606), (“ASU 2014-09”). ASU 2014-09 requires entities to recognize revenue that represents the transfer of promised goods or services to customers in an amount equivalent to the consideration to which the entity expects to be entitled to in exchange for those goods or services. The following steps should be applied to determine this amount: (1) identify the contract(s) with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to the performance obligations in the contract; and (5) recognize revenue when (or as) the entity satisfies a performance obligation. ASU 2014-09 supersedes the revenue recognition requirements in ASU 605, “Revenue Recognition,” and most industry-specific guidance in the Accounting Standards Codification. In August 2015, the FASB issued ASU 2015-14 on this same topic, which defers for one year the effective date of ASU 2014-09, therefore making the guidance effective for the Company beginning November 1, 2018. Additionally, the FASB also decided to permit entities to early adopt the standard, which allows for either full retrospective or modified retrospective methods of adoption, for reporting periods beginning after December 15, 2016. We are currently evaluating the impact of adopting this guidance on our Condensed Consolidated Financial Statements.

In August 2014, the FASB issued ASU 2014-15, “Disclosure of Uncertainties About an Entity’s Ability to Continue as a Going Concern” (“ASU 2014-15”), which requires management to perform interim and annual assessments on whether there are conditions or events that raise substantial doubt about the entity’s ability to continue as a going concern within one year of the date the financial statements are issued and to provide related disclosures, if required. ASU 2014-15 is effective for the Company for our fiscal year ending October 31, 2017. Early adoption is permitted. We do not anticipate the adoption of ASU 2014-15 to have a material impact on the Company’s Condensed Consolidated Financial Statements.

In February 2015, the FASB issued ASU 2015-02, “Consolidation (Topic 810): Amendments to the Consolidation Analysis” (“ASU 2015-02”), which amends the consolidation requirements in ASC 810, primarily related to limited partnerships and VIEs. ASU 2015-02 is effective for the Company beginning on November 1, 2016. Early adoption is permitted. We do not anticipate the adoption of ASU 2015-02 to have a material impact on the Company’s Condensed Consolidated Financial Statements.

In April 2015, the FASB issued ASU 2015-03, “Interest - Imputation of Interest” (“ASU 2015-03”), which requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability. This new guidance is a change from the current treatment of recording debt issuance costs as an asset representing a deferred charge, and is consistent with the accounting treatment for debt discounts. The guidance, which requires retrospective application, is effective for the Company beginning November 1, 2016. Early adoption is permitted. The adoption of ASU 2015-03 will result in reclassification of our deferred bond issuance costs from assets to an offset of our notes payable on the Company’s Consolidated Financial Statements. Additionally, in August 2015, as a follow-up to ASU 2015-03, the FASB issued ASU 2015-15 “Interest – Imputation of Interest (Subtopic 835-30)” (“ASU 2015-15”). ASU 2015-15 addresses the presentation of debt issuance costs for line-of-credit arrangements, allowing an entity to defer and present debt issuance costs as an asset and

subsequently amortize the deferred debt issuance costs ratably over the term of the line-of-credit arrangement, regardless of whether there are any outstanding borrowings on the line-of-credit arrangement. The adoption of ASU 2015-15 will be concurrent with the adoption of ASU 2015-03. The Company does not expect ASU 2015-15 to have a material impact on the Company's Condensed Consolidated Financial Statements.

In February 2016, the FASB issued ASU 2016-02, "Leases (Topic 842)" ("ASU 2016-02"), which provides guidance for accounting for leases. ASU 2016-02 requires lessees to classify leases as either finance or operating leases and to record a right-of-use asset and a lease liability for all leases with a term greater than 12 months regardless of the lease classification. The lease classification will determine whether the lease expense is recognized based on an effective interest rate method or on a straight line basis over the term of the lease. Accounting for lessors remains largely unchanged from current GAAP. ASU 2016-02 is effective for the Company beginning November 1, 2019. Early adoption is permitted. We are currently evaluating the impact of adopting this guidance on our Condensed Consolidated Financial Statements.

In March 2016, the FASB issued ASU 2016-09, "Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting" ("ASU 2016-09"). ASU 2016-09 simplifies several aspects related to the accounting for share-based payment transactions, including the accounting for income taxes, statutory tax withholding requirements and classification on the statement of cash flows. ASU 2016-09 is effective for the Company's fiscal year beginning November 1, 2017. Early adoption is permitted and the Company elected to adopt ASU 2016-09 in the second quarter of fiscal 2016. The adoption did not have a material impact on the Company's Condensed Consolidated Financial Statements.

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ASC 820, "Fair Value Measurements and Disclosures," provides a framework for measuring fair value, expands disclosures about fair-value measurements and establishes a fair-value hierarchy which prioritizes the inputs used in measuring fair value summarized as follows:

Level 1: Fair value determined based on quoted prices in active markets for identical assets.

Level 2: Fair value determined using significant other observable inputs.

Level 3: Fair value determined using significant unobservable inputs.

Our financial instruments measured at fair value on a recurring basis are summarized below:

| (In thousands) | Fair Value Hierarchy | Fair Value at July 31, 2016 | Fair Value at October 31, 2015 |
|----------------------------------|-------------------------|--------------------------------|-----------------------------------|
| Mortgage loans held for sale (1) | Level 2 | \$137,510 | \$129,818 |
| Interest rate lock commitments | Level 2 | 583 | (7) |
| Forward contracts | Level 2 | (309) | 509 |
| Total | | \$137,784 | \$130,320 |

(1) The aggregate unpaid principal balance was \$123.3 million and \$122.7 million at July 31, 2016 and October 31, 2015, respectively.

We elected the fair value option for our loans held for sale for mortgage loans originated subsequent to October 31, 2008, in accordance with ASC 825, "Financial Instruments," which permits us to measure financial instruments at fair value on a contract-by-contract basis. Management believes that the election of the fair value option for loans held for sale improves financial reporting by mitigating volatility in reported earnings caused by measuring the fair value of the loans and the derivative instruments used to economically hedge them without having to apply complex hedge

accounting provisions. Fair value of loans held for sale is based on independent quoted market prices, where available, or the prices for other mortgage loans with similar characteristics.

The Financial Services segment had a pipeline of loan applications in process of \$752.6 million at July 31, 2016. Loans in process for which interest rates were committed to the borrowers totaled \$85.4 million as of July 31, 2016. Substantially all of these commitments were for periods of 60 days or less. Since a portion of these commitments is expected to expire without being exercised by the borrowers, the total commitments do not necessarily represent future cash requirements.

The Financial Services segment uses investor commitments and forward sales of mandatory MBS to hedge its mortgage-related interest rate exposure. These instruments involve, to varying degrees, elements of credit and interest rate risk. Credit risk is managed by entering into MBS forward commitments, option contracts with investment banks, federally regulated bank affiliates and loan sales transactions with permanent investors meeting the segment's credit standards. The segment's risk, in the event of default by the purchaser, is the difference between the contract price and fair value of the MBS forward commitments and option contracts. At July 31, 2016, the segment had open commitments amounting to \$25.0 million to sell MBS with varying settlement dates through August 18, 2016.

The assets accounted for using the fair value option are initially measured at fair value. Gains and losses from initial measurement and subsequent changes in fair value are recognized in the Financial Services segment's income. The changes in fair values that are included in income are shown, by financial instrument and financial statement line item, below:

| | Three Months Ended July 31, 2016 | | |
|---|----------------------------------|---------------|-----------|
| | Mortgage | Interest Rate | Forward |
| (In thousands) | Loans Held | Lock | Contracts |
| | For Sale | Commitments | |
| Changes in fair value included in net loss all reflected in financial services revenues | \$(175) | \$560 | \$(268) |

| | Three Months Ended July 31, 2015 | | |
|---|----------------------------------|---------------|-----------|
| | Mortgage | Interest Rate | Forward |
| (In thousands) | Loans Held | Lock | Contracts |
| | For Sale | Commitments | |
| Changes in fair value included in net loss all reflected in financial services revenues | \$5 | \$400 | \$(587) |

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| (In thousands) | Nine Months Ended July 31, 2016 | | |
|---|------------------------------------|--------------------------------------|----------------------|
| | Mortgage Loans Held For Sale | Interest Rate Lock Commitments | Forward Contracts |
| Changes in fair value included in net loss all reflected in financial services revenues | \$3,654 | \$590 | \$(818) |

| (In thousands) | Nine Months Ended July 31, 2015 | | |
|---|------------------------------------|--------------------------------------|----------------------|
| | Mortgage Loans Held For Sale | Interest Rate Lock Commitments | Forward Contracts |
| Changes in fair value included in net loss all reflected in financial services revenues | \$(168) | \$341 | \$(89) |

The Company's assets measured at fair value on a nonrecurring basis are those assets for which the Company has recorded valuation adjustments and write-offs during the periods presented. The Company did not have any assets measured at fair value on a nonrecurring basis during the three months ended July 31, 2015. The assets measured at fair value for the three and nine months ended July 31, 2016 and the nine months ended July 31, 2015 on a nonrecurring basis are all within the Company's Homebuilding operations and are summarized below:

Nonfinancial Assets

| (In thousands) | Fair Value Hierarchy | Three Months Ended July 31, 2016 | | Fair Value |
|---|----------------------------|-------------------------------------|-----------------|------------|
| | | Pre-Impairment Amount | Total Losses | |
| Land and land options held for future development or sale | Level 3 | \$5,407 | \$(1,282) | \$4,125 |

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| (In thousands) | Fair Value Hierarchy | Nine Months Ended July 31, 2016 | | |
|---|----------------------------|------------------------------------|------------|------------|
| | | Pre-Impairment | Total | Fair Value |
| | | Amount | Losses | |
| | | | | |
| Sold and unsold homes and lots under development | Level 3 | \$44,238 | \$(14,399) | \$29,839 |
| Land and land options held for future development or sale | Level 3 | \$6,576 | \$(1,976) | \$4,600 |

| (In thousands) | Fair Value Hierarchy | Nine Months Ended July 31, 2015 | | |
|--|----------------------------|------------------------------------|--------------|------------|
| | | Pre-Impairment | Total Losses | Fair Value |
| | | Amount | | |
| | | | | |
| Sold and unsold homes and lots under development | Level 3 | \$16,756 | \$(4,466) | \$12,290 |

We record impairment losses on inventories related to communities under development and held for future development when events and circumstances indicate that they may be impaired and the undiscounted cash flows estimated to be generated by those assets are less than their related carrying amounts. If the expected undiscounted cash flows are less than the carrying amount, then the community is written down to its fair value. We estimate the fair value of each impaired community by determining the present value of its estimated future cash flows at a discount rate commensurate with the risk of the respective community. Should the estimates or expectations used in determining cash flows or fair value decrease or differ from current estimates in the future, we may be required to recognize additional impairments. We recorded inventory impairments, which are included in the Condensed Consolidated Statements of Operations as "Inventory impairment loss and land option write-offs" and deducted from Inventory of \$1.3 million and \$16.4 million for the three and nine months ended July 31, 2016, respectively, and \$4.4 million for the nine months ended July 31, 2015. We did not record any inventory impairments for the three months ended July 31, 2015.

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The fair value of our cash equivalents, restricted cash and cash equivalents and borrowings under the revolving credit facility approximates their carrying amount, based on Level 1 inputs.

The fair value of each series of the senior unsecured notes (other than the senior exchangeable notes and the senior amortizing notes) is estimated based on recent trades or quoted market prices for the same issues or based on recent trades or quoted market prices for our debt of similar security and maturity to achieve comparable yields, which are Level 2 measurements. The fair value of the senior unsecured notes (all series in the aggregate), other than the senior exchangeable notes and senior amortizing notes, was estimated at \$393.9 million and \$689.6 million as of July 31, 2016 and October 31, 2015, respectively.

The fair value of each of the senior secured notes (all series in the aggregate), the senior amortizing notes and the senior exchangeable notes is estimated based on third party broker quotes, a Level 3 measurement. The fair value of the senior secured notes (all series in the aggregate), the senior amortizing notes and the senior exchangeable notes were estimated at \$818.9 million, \$8.1 million and \$66.7 million, respectively, as of July 31, 2016. As of October 31, 2015, the fair value of the senior secured notes (all series in the aggregate), the senior amortizing notes and the senior exchangeable notes were estimated at \$869.4 million, \$12.8 million and \$69.0 million, respectively.

21. Financial Information of Subsidiary Issuer and Subsidiary Guarantors

Hovnanian Enterprises, Inc., the parent company (the “Parent”), is the issuer of publicly traded common stock and preferred stock, which is represented by depository shares. One of its wholly owned subsidiaries, K. Hovnanian Enterprises, Inc. (the “Subsidiary Issuer”), acts as a finance entity that, as of July 31, 2016, had issued and outstanding \$992.0 million of senior secured notes (\$982.5 million, net of discount), \$521.0 million senior notes, and \$8.1 million senior amortizing notes and \$76.7 million senior exchangeable notes (issued as components of our 6.0% Exchangeable Note Units). The senior secured notes, senior notes, senior amortizing notes and senior exchangeable notes are fully and unconditionally guaranteed by the Parent.

In addition to the Parent, each of the wholly owned subsidiaries of the Parent other than the Subsidiary Issuer (collectively, “Guarantor Subsidiaries”), with the exception of our home mortgage subsidiaries, certain of our title insurance subsidiaries, joint ventures, subsidiaries holding interests in our joint ventures and our foreign subsidiary (collectively, the “Nonguarantor Subsidiaries”), have guaranteed fully and unconditionally, on a joint and several basis, the obligations of the Subsidiary Issuer to pay principal and interest under the senior secured notes (other than the 2021 Notes), senior notes, senior exchangeable notes and senior amortizing notes. The Guarantor Subsidiaries are directly or indirectly 100% owned subsidiaries of the Parent. The 2021 Notes are guaranteed by the Guarantor Subsidiaries and the members of the Secured Group (see Note 11).

The January 2017 Notes, senior amortizing notes and senior exchangeable notes have been registered under the Securities Act of 1933, as amended (the “Act”). The 7.0% Notes, the 8.0% Senior Notes due 2019, the 2020 Secured Notes and the 2021 Notes (see Note 11) are not, pursuant to the indentures under which such notes were issued, required to be registered under the Act. The Condensed Consolidating Financial Statements presented below are in respect of our registered notes only and not the 7.0% Notes, the 8.0% Senior Notes due 2019, the 2020 Secured Notes or the 2021 Notes (however, the Guarantor Subsidiaries for the 7.0% Notes, the 8.0% Senior Notes due 2019 and the 2020 Secured Notes are the same as those represented by the accompanying Condensed Consolidating Financial Statements). In lieu of providing separate financial statements for the Guarantor Subsidiaries of our registered notes, we have included the accompanying Condensed Consolidating Financial Statements. Therefore, separate financial statements and other disclosures concerning such Guarantor Subsidiaries are not presented.

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The following Condensed Consolidating Financial Statements present the results of operations, financial position and cash flows of (i) the Parent, (ii) the Subsidiary Issuer, (iii) the Guarantor Subsidiaries, (iv) the Nonguarantor Subsidiaries and (v) the eliminations to arrive at the information for Hovnianian Enterprises, Inc. on a consolidated basis.

HOVNIANIAN ENTERPRISES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

CONDENSED CONSOLIDATING BALANCE SHEET

JULY 31, 2016

(In Thousands)

| | Parent | Subsidiary Issuer | Guarantor Subsidiaries | Nonguarantor Subsidiaries | Eliminations | Consolidated |
|---|------------|----------------------|---------------------------|------------------------------|----------------|--------------|
| ASSETS: | | | | | | |
| Homebuilding | \$- | \$152,404 | \$1,356,452 | \$420,742 | \$- | \$1,929,598 |
| Financial services | | | 13,023 | 152,862 | | 165,885 |
| Income taxes receivable | 138,604 | (66,948) | 221,680 | 22 | | 293,358 |
| Intercompany receivable | | 1,371,437 | | 78,344 | (1,449,781) | - |
| Investments in and amounts due from consolidated subsidiaries | | | 419,419 | | (419,419) | - |
| Total assets | \$138,604 | \$1,456,893 | \$2,010,574 | \$651,970 | \$(1,869,200) | \$2,388,841 |
| LIABILITIES AND EQUITY: | | | | | | |
| Homebuilding | \$3,166 | \$113 | \$622,053 | \$102,679 | \$- | \$728,011 |
| Financial services | | | 13,085 | 128,954 | | 142,039 |
| Notes payable | | 1,664,756 | 5,063 | 915 | | 1,670,734 |
| Intercompany payable | 172,741 | | 1,277,040 | | (1,449,781) | - |
| Amounts due to consolidated subsidiaries | 114,640 | 25,966 | | | (140,606) | - |
| Stockholders' (deficit) equity | (151,943) | (233,942) | 93,333 | 419,422 | (278,813) | (151,943) |
| Total liabilities and equity | \$138,604 | \$1,456,893 | \$2,010,574 | \$651,970 | \$(1,869,200) | \$2,388,841 |

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HOVNIANIAN ENTERPRISES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

CONDENSED CONSOLIDATING BALANCE SHEET

OCTOBER 31, 2015

(In Thousands)

| | Parent | Subsidiary Issuer | Guarantor Subsidiaries | Nonguarantor Subsidiaries | Eliminations | Consolidated |
|---|------------|----------------------|---------------------------|------------------------------|----------------|--------------|
| ASSETS: | | | | | | |
| Homebuilding | \$- | \$230,358 | \$1,553,811 | \$367,869 | \$- | \$2,152,038 |
| Financial services | | | 15,680 | 144,301 | | 159,981 |
| Income taxes receivable | 128,176 | (89,212) | 251,293 | 22 | | 290,279 |
| Intercompany receivable | | 1,575,712 | | 58,280 | (1,633,992) | - |
| Investments in and amounts due from consolidated subsidiaries | | 1,013 | 383,032 | | (384,045) | - |
| Total assets | \$128,176 | \$1,717,871 | \$2,203,816 | \$570,472 | \$(2,018,037) | \$2,602,298 |
| LIABILITIES AND EQUITY: | | | | | | |
| Homebuilding | \$3,076 | \$87 | \$588,854 | \$65,947 | \$- | \$657,964 |
| Financial services | | | 15,677 | 121,106 | | 136,783 |
| Notes payable | | 1,933,119 | 2,132 | 384 | | 1,935,635 |
| Intercompany payable | 180,681 | | 1,453,311 | | (1,633,992) | - |
| Amounts due to consolidated subsidiaries | 72,503 | | | | (72,503) | - |
| Stockholders' (deficit) equity | (128,084) | (215,335) | 143,842 | 383,035 | (311,542) | (128,084) |
| Total liabilities and equity | \$128,176 | \$1,717,871 | \$2,203,816 | \$570,472 | \$(2,018,037) | \$2,602,298 |

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HOVNANIAN ENTERPRISES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS

THREE MONTHS ENDED JULY 31, 2016

(In Thousands)

| | Parent | Subsidiary Issuer | Guarantor Subsidiaries | Nonguarantor Subsidiaries | Eliminations | Consolidated |
|-------------------------|--------|----------------------|---------------------------|------------------------------|--------------|--------------|
| Revenues: | | | | | | |
| Homebuilding | \$- | \$- | \$595,124 | \$105,241 | \$- | \$700,365 |
| Financial services | | | 2,645 | 13,840 | | 16,485 |
| Intercompany charges | | 26,433 | | | (26,433) |) - |
| Total revenues | - | 26,433 | 597,769 | 119,081 | (26,433) |) 716,850 |
| Expenses: | | | | | | |
| Homebuilding | 1,277 | 32,225 | 565,447 | 105,491 | | 704,440 |
| Financial services | 16 | | 1,761 | 7,139 | | 8,916 |
| Intercompany charges | | | 27,239 | (806) | | |