

**CONTINUING DISCLOSURE REPORT
OF
ARTERY HOYLES MILL, LLC**

For the Quarter Ending June 30, 2004

**Montgomery County, Maryland
Special Obligations Bonds**

**(West Germantown Development District)
(Series 2002A and Series 2002B)**

9/10/2004

TABLE OF CONTENTS:

	<u>Page</u>
I. INTRODUCTION:.....	3
II. STATUS OF COMPLETION OF THE IMPROVEMENTS:.....	3
(a) Status of Primary Improvements (Schedule A)	3
(b) Status of Secondary Improvements (Schedule B)	4
III. STATUS OF DEVELOPMENT AND SALES:	4
(a) Status of Lot Development	4
(b) Status of Lot Sales	5
IV. STATUS OF FINANCING:.....	5
(a) District Bond Disbursements	5
(b) Updated Costs and Expected Sources of Funds.....	6
(c) Sufficiency of Available Funds to Complete District Development	7
(d) Updated Financial Statements:	8
V. STATUS OF APPROVALS:	8
VI. STATUS OF LEGISLATIVE, ADMINISTRATIVE AND JUDICIAL CHALLENGES:.....	8

I. INTRODUCTION:

The West Germantown Development District (the “District”), located in Montgomery County, Maryland, was created by Montgomery County, Maryland (the “County”) in 1998. The District comprises approximately 671 acres of land in the West Germantown area of the County. A portion of the property within the District known as Artery Woodcliffe Park has been substantially developed by Artery Hoyles Mill, LLC (as to approximately 252 acres) and the remaining portion within the District known as Arcola Woodcliffe Park has been developed by Arcola Investment Associates (as to approximately 414 acres), with one five acre parcel currently not under development. Upon completion, the property located within the District is expected to contain 1,393 residential units, including 1,096 single family detached homes, 195 single family attached (townhouse) units and 102 multi-family garden apartment units.

In connection with the District, pursuant to certain Bond offering documents dated April 1, 2002, the County has issued an aggregate of \$15,915,000.00 in Special Obligation Bonds (\$11,600,000 principal amount of 2002 Series A Bonds and \$4,315,000 principal amount of 2002 Series B Bonds) (the “Bonds”). The proceeds of the Bonds are being used primarily to finance the cost of acquisition of certain road, park and sewer improvements. The Bonds are payable solely from special taxes and special assessments levied by the County on taxable property within the District.

Pursuant to that certain Developer’s Continuing Disclosure Agreement, dated as of April 1, 2002, Artery has agreed to provide continuing disclosure information to the County similar to the requirements of Rule 15(c)2-12 under the Securities Exchange Act of 1934, as amended. This report is provided pursuant to the referenced agreement.

Artery has development responsibility for the portion of the project referred to as “Artery Woodcliffe Park,” and has either sold finished lots to home builders as such lots have been developed, or in the case of lots sold to Toll MD II, Limited Partnership, a single purpose entity controlled by Toll Brothers (“Toll LP”) has sold property in a bulk sales transaction and has entered into a lot finishing contract with Toll LP. Except for homes constructed on 17 lots by an affiliate, Artery is not involved in any home construction or sales activity. Consequently, certain of the information in this report on development activity was provided by individual builders and is believed to be accurate; however, the information has not been independently verified, and Artery does not certify the accuracy of such information.

II. STATUS OF COMPLETION OF THE IMPROVEMENTS:

(a) Status of Primary Improvements (Schedule A)

Artery is responsible for the construction of two of the six phases of Richter Farm Road, a portion of the Hoyles Mill force main, the widening of Schaeffer Road and one of the two local public parks included in the Primary Improvements (Schedule A). The current status for each of the Primary Improvements for which Artery is responsible is set forth below:

(1) Richter Farm Road (Route A-297):

Status: Construction completed and accepted.

(2) Schaeffer Road Widening:

Status: Construction completed and accepted.

(3) Hoyles Mill Force Main:

Status: completed and accepted.

(4) Local Public Park:

Status: Design drawings approved by the Parks Department for master plan layout and sediment control drawings approved by MCDPS. Start of construction pending agreement with Parks on scope of construction within budget constraints.

(b) Status of Secondary Improvements (Schedule B)

Of the Secondary Improvements (Schedule B), Artery is responsible for a portion of the outfall sewer lines and the Leaman Farm Road improvements. The current status each of the Secondary Improvements for which Artery is responsible is set forth below:

(1) Outfall Sewer Lines:

Status: Construction completed.

(3) Turn Lanes and Intersection Improvements - Clopper Road and Great Seneca Highway:

Status: N/A – not the responsibility of Artery.

(4) Leaman Farm Road Widening: Construction completed.

(5) King's Crossing Boulevard:

Status: N/A – not the responsibility of Artery.

III. STATUS OF DEVELOPMENT AND SALES:

(a) Status of Lot Development

Artery has entered into contracts with homebuilders for 578 of the 578 lots within the Artery Woodcliffe Park property, and has delivered a substantial number of finished lots.

The following table sets forth the current status of development as of June 30, 2004 of properties in the District owned or formerly owned by Artery:

Property Owner	No. of Units	Type of Unit	Section	Status of Property
Toll LP	91	Single Family	Artery WP	169 Lots Sold/ 132 Lots Settled
Artery	41	Townhouses	Artery WP	Site rough graded
<u>Subtotal - Builder/Developer:</u>	132			
<u>Individual Homeowners</u>	446		Artery WP	Development Complete
<u>Subtotal - Homeowners:</u>				
<u>Total Units:</u>	<u>578</u>			

Artery has developed 537 of the lots to be delivered as finished lots to builders in Artery Woodcliffe Park. Artery's bulk sales contract with Toll LP provides for Artery to develop 147 of the 223 lots by September 2002, with the remaining 76 lots to be developed during the 2002-2005 period. As of June 30, 2004, Artery had substantially completed the development of 223 of the 223 lots for Toll LP.

(b) Status of Lot Sales

As of June 30, 2004, 539 of the 578 lots have been settled on by homebuilders, with the exception of the 38 MPDU lots in Section 2 which have not been sold.

(c) Status of Home Sales

As of June 30, 2004 homebuilders had entered into sales contracts to sell approximately 30 homes, and had settled on approximately 446 homes located in Artery Woodcliffe Park. According to information received from the home builders by Artery, the current average sales prices for homes located in Artery Woodcliffe Park (by homebuilder) is: (i) for single family detached homes: \$550,000 for Toll LP Homes.

IV. STATUS OF FINANCING:

(a) District Bond Disbursements

As of June 30, 2004, the disbursements from the Acquisition Account held by the Bond Trustee total \$10,764,562.08. [At bond settlement \$3,500 was withheld from the above amounts for one of the first four phases of A-297] These disbursements have been applied against the following line items:

Artery Public Improvements – Schedule A (Primary Improvements)			
Developer	Improvement	Estimated Cost	Disbursements
(Artery)	A-297 Phases 4 - Ashleigh Green to Avatar	\$ 1,227,528	\$ 929,371
(Artery)	A-297 Phase 5 – Avatar to Schaeffer	\$ 526,084	\$ 350,576
(Artery)	Hoyles Mill Force Main Phase 3	\$ 305,020	\$ 210,607
(Artery)	Hoyles Mill Force Main Phase 4 (part)	\$ 276,752	\$ 276,752
(Artery)	Schaeffer Road Improvements	\$ 992,244	\$ 505,018
(Artery)	Artery Local Public Park	\$ 310,000	\$ 0
Total Estimated Cost of Artery Schedule A Improvements:		<u>\$ 3,637,628</u>	<u>\$2,272,324</u>
Artery Public Improvements – Schedule B (Additional Improvements)			
Developer	Improvement	Estimated Cost	Disbursements
(Artery)	Outfall Sewers	\$ 488,526	\$ 0
(Artery)	Leaman Farm Road Improvements	\$ 283,012	\$ 0
Total Estimated Cost of Artery Schedule B Improvements:		<u>\$ 771,538</u>	<u>\$ 0</u>

(b) Updated Costs and Expected Sources of Funds

The following table sets forth the current total costs for the Artery Woodcliffe Park Development (other than those related to the construction of the housing units) as well as the sources of funding that include the 2002 Bond proceeds, the Developer's equity, and the projected cash flow from the Artery Woodcliffe Park Development (to extent that there is any variance of greater than 5% from that provided in the Offering Documents, with explanation of the reasons for such variance):

Artery Woodcliffe Park - Estimated Development Costs & Expected Initial Source of Funds

	2002 Bonds	Bank Financing ^{1/}	Other Financing ^{2/}	Developer's Equity	Cash Flow	Total	Expenditures as of June 30, 2004
Land	\$0	\$0	\$0	\$8,189,000	\$0	\$8,189,000	\$8,189,000
Public Improvements – Schedule A							
(Constructed by the Developer)							
A-297 Phase 4 (Ashleigh Gn – Avatar)	\$1,227,528					\$1,227,528	\$1,830,121
A-297 Phase 5 (Avatar – Schaeffer)	\$526,084					\$526,084	\$399,703
Hoyles Mill Force Main – Phase 3	\$305,020					\$305,020	\$221,691
Hoyles Mill Force Main – Phase 4 (part)	\$276,752					\$276,752	\$276,752
Schaeffer Road Improvements	\$992,244					\$992,244	\$1,310,977
Artery Local Public Park	<u>\$310,000</u>					<u>\$310,000</u>	<u>\$0</u>
	<u>\$3,637,628</u>					<u>\$3,637,628</u>	<u>\$4,039,244</u>
Total							
Secondary Improvements – Schedule B							
12" Outfall Sewer					\$488,526	\$488,526	\$488,526
Hoyles Mill Road					<u>\$283,012</u>	<u>\$283,012</u>	<u>\$302,543</u>
Total					<u>\$771,538</u>	<u>\$771,538</u>	<u>\$791,069</u>
Plus: Equalization Payment from Arcola					(\$278,095)	(\$278,095)	\$0
Total Public Improvements	\$3,637,628	\$0	\$0	\$0	\$493,443	\$4,131,071	\$4,830,313

	2002 Bonds	Bank Financing ^{1/}	Other Financing ^{2/}	Developer's Equity	Cash Flow	Total	Expenditures as of June 30, 2004
Land	\$0	\$0	\$0	\$8,189,000	\$0	\$8,189,000	\$8,189,000
Private Improvements							
Engineering (includes consultants and legal)			\$376,937		\$1,022,765	\$1,399,702	\$1,399,702
Permit fees			\$165,500		\$316,610	\$482,110	\$482,110
Grading			\$1,626,411		\$1,801,162	\$3,427,573	\$3,427,573
Landscaping			\$264,174		\$266,200	\$530,374	\$530,374
Storm Drain			\$667,810		\$677,600	\$1,345,410	\$1,345,410
Utilities			\$1,359,770		\$1,535,230	\$2,895,000	\$2,895,000
Concrete			\$90,699		\$221,968	\$312,667	\$312,667
Paving			\$556,823		\$524,173	\$1,080,996	\$1,080,996
Storm Water Pond (included in Grading)			\$0		\$0	\$0	\$0
Site Maintenance			\$0		\$0	\$0	\$0
Amenities (also includes street lighting/signs)			\$221,590		\$1,083,515	\$1,305,105	\$1,305,105
Misc. – Bond release – Contingency, Infrastructure, Escalation in Development Costs (included above)			\$0		\$2,152,692	\$2,152,692	\$2,152,692
						\$0	\$0
Subtotal			<u>\$5,329,714</u>		<u>\$9,601,915</u>	<u>\$14,931,629</u>	<u>\$14,931,629</u>
Pool Facilities (included in Amenities)			\$0		\$0		
General Development Costs							
Overhead & Marketing					\$996,000	\$996,000	\$996,000
Development & Administrative Fees					\$1,500,000	\$1,500,000	\$1,425,000
Soft Costs & Real Estate Taxes					\$1,084,783	\$1,084,783	\$1,084,783
Debt Service					\$1,244,211	\$1,244,211	\$1,244,211
Legal (included in Engineering)					\$0	\$0	\$0
Subtotal					<u>\$4,824,994</u>	<u>\$4,824,994</u>	<u>\$4,749,994</u>
Total Private Improvements	\$0	\$0	\$5,329,714	\$0	\$14,426,909	\$19,756,623	\$19,681,623
Total All Costs	\$3,637,628	\$0	\$5,329,714	\$8,189,000	\$14,920,352	\$32,076,694	\$32,700,936
Less Reimbursements from Tax District	\$5,305,782 ^{3/}					(\$5,305,782)	(\$3,777,365)
Net Costs	(\$1,668,154)	\$0	\$5,329,714	\$8,189,000	\$14,920,352	\$26,770,912	\$28,923,571

^{1/} Artery paid off Ohio Savings Bank's acquisition and development loan in December 2000 through project cash flow.

^{2/} Toll Brothers is paying Artery a separate development fee for the land development costs for the 223 lots that they have purchased from Artery and Artery is performing the land development.

^{3/} Artery's reimbursement of \$5,305,782, plus Arcola's reimbursement of \$7,525,395, totals \$12,831,177, which total represents the total amount to be reimbursed for public infrastructure costs.

Note: All Artery Equity has been paid back, Ohio Savings Bank loan has been paid off and all additional funds required will be funded from project cash flow.

The following is an explanation of any variances greater than five percent (5%) from that set forth in the Offering Documents:

None

Sufficiency of Available Funds to Complete District Development

Artery contemplates that through a combination of reimbursement of infrastructure costs through the Bonds, payments by Toll LP under its lot finishing contract, and cash flow from the sale of finished lots, it will have sufficient funds to complete development of the Artery Woodcliffe Park project. Artery does not anticipate that any additional equity contributions will be required.

(c) Updated Financial Statements:

[Annual Report only] Attached please find reviewed financial statements of Artery Hoyles Mill, LLC as of the year ended December 31, 2002 (if applicable, attach hereto as Schedule 1)

V. STATUS OF APPROVALS:

The Artery Woodcliffe Park property is zoned R-200, which allows the development of the property as anticipated. All discretionary public development and plan approvals required for development to continue are completed. As of June 30, 2004, record plats for 577 lots have been recorded with the County.

The Artery site plan amendment has been approved, the effect of which amendment is an increase in the number of units from 575 to 580, of which 84 will be MPDU units.

As of June 30, 2004, Artery does not anticipate any significant delays or changes in the development of the project as proposed.

VI. STATUS OF LEGISLATIVE, ADMINISTRATIVE AND JUDICIAL CHALLENGES:

None.

**CONTINUING DISCLOSURE REPORT
OF
ARCOLA INVESTMENT ASSOCIATES**

For the Quarter Ending June 30, 2004

**Montgomery County, Maryland
Special Obligations Bonds**

**(West Germantown Development District)
(Series 2002A and Series 2002B)**

TABLE OF CONTENTS:

	<u>Page</u>
I. INTRODUCTION:.....	1
II. STATUS OF COMPLETION OF THE IMPROVEMENTS:	1
(a) Status of Primary Improvements (Schedule A)	1
(b) Status of Secondary Improvements (Schedule B)	2
III. STATUS OF DEVELOPMENT AND SALES:	2
(a) Status of Lot Development	2
(b) Status of Lot Sales	3
(c) Status of Home Sales	4
IV. STATUS OF FINANCING:.....	4
(a) Ohio Savings Bank Loan	4
(b) District Bond Disbursements	4
(c) Updated Costs and Expected Sources of Funds.....	5
(d) Sufficiency of Available Funds to Complete District Development	6
(e) Updated Financial Statements:	6
V. STATUS OF APPROVALS:	7
VI. STATUS OF LEGISLATIVE, ADMINISTRATIVE AND JUDICIAL CHALLENGES:.....	7

VII. INTRODUCTION:

The West Germantown Development District (the “District”), located in Montgomery County, Maryland, was created by Montgomery County, Maryland (the “County”) in 1998. The District comprises approximately 671 acres of land in the West Germantown area of the County. A portion of the property within the District known as Arcola Woodcliffe Park has been substantially developed by Arcola Investment Associates (as to approximately 414 acres) and the remaining portion within the District known as Artery Woodcliffe Park has been developed by Artery Hoyles Mill, LLC (as to approximately 252 acres), with one five acre parcel currently not under development. Upon completion, the property located within the District is expected to contain 1,393 residential units, including 1,096 single family detached homes, 195 single family attached (townhouse) units and 102 multi-family garden apartment units.

In connection with the District, pursuant to certain Bond offering documents dated April 1, 2002, the County has issued an aggregate of \$15,915,000.00 in Special Obligation Bonds (\$11,600,000 principal amount of 2002 Series A Bonds and \$4,315,000 principal amount of 2002 Series B Bonds) (the “Bonds”). The proceeds of the Bonds are being used primarily to finance the cost of acquisition of certain road, park and sewer improvements. The Bonds are payable solely from special taxes and special assessments levied by the County on taxable property within the District.

Pursuant to that certain Developer’s Continuing Disclosure Agreement, dated as of April 1, 2002, Arcola has agreed to provide continuing disclosure information to the County similar to the requirements of Rule 15(c)2-12 under the Securities Exchange Act of 1934, as amended. This report is provided pursuant to the referenced agreement.

Arcola has development responsibility for the portion of the project referred to as “Arcola Woodcliffe Park,” and has sold finished lots to home builders as such lots have been developed. Arcola is not involved in any home construction or sales activity. Consequently, certain of the information in this report on development activity was provided by individual builders and is believed to be accurate; however, the information has not been independently verified, and Arcola does not certify the accuracy of such information.

VIII. STATUS OF COMPLETION OF THE IMPROVEMENTS:

(a) Status of Primary Improvements (Schedule A)

Arcola is responsible for the construction of four of the six phases of Richter Farm Road, the Hoyles Mill Wastewater Pumping Station, the force main and one of the two local public parks included in the Primary Improvements (Schedule A). The current status for each of the Primary Improvements for which Arcola is responsible is set forth below:

(1) Richter Farm Road (Route A-297):

Status: One Hundred percent completed. Punch list for release of permit is complete. Montgomery County has accepted Phases 1, 2 and 3.

(2) Schaeffer Road Widening:

Status: N/A – not the responsibility of Arcola.

(3) Hoyles Mill Wastewater Pumping Station and Force Main:

Status: One hundred percent completed Washington Suburban Sanitary Commission has released Arcola.

(4) Local Public Park:

Status: Permit was received. Work is 100% complete. Expect MNCPPC to release by November, 2004.

(b) Status of Secondary Improvements (Schedule B)

Of the Secondary Improvements (Schedule B), Arcola is responsible for the grading of the right of way for the force main, certain outfall sewer lines and a portion of King's Crossing Boulevard. In addition, Arcola is responsible for a portion of the turn lanes and intersection improvements to Clopper Road and Great Seneca Highway. The current status each of the Secondary Improvements is set forth below:

(1) Clearing and Grading of Right-of-Way for Force Main Installation:

Status: One hundred percent (100%) completed.

(2) Outfall Sewer Line:

Status: One hundred percent (100%) completed.

(3) Turn Lanes and Intersection Improvements - Clopper Road and Great Seneca Highway:

Status: Great Seneca Highway is completed. Clopper Road is completed.

(4) Leaman Farm Road Widening:

Status: N/A – not the responsibility of Arcola.

(5) King's Crossing Boulevard:

Status: Ninety-nine percent (99%) complete. This item will be completed in late 2004.

STATUS OF DEVELOPMENT AND SALES:

(c) Status of Lot Development

Arcola has entered into contracts with homebuilders for all of the lots within the Arcola Woodcliffe Park property, and has delivered all of the finished single family lots. The following table sets forth the current status of development as of June 30, 2004 of properties in the District owned or formerly owned by Arcola:

Property Owner	No. of Units	Type of Unit	Section	Status of Property
----------------	--------------	--------------	---------	--------------------

Richmond American	1	Single Family	Arcola WP	Homes Under Construction, Built and/or Sold
Mid-Atlantic	9	Single Family	Arcola WP	Homes Under Construction, Built and/or Sold
Arcola	<u>102</u>	Multi-Family	Arcola WP	Grading and Water & Sewer completed
<u>Subtotal - Builder/Developer:</u>	<u>112</u>			
Individual Homeowners	<u>704</u>	Single Family	Arcola WP	Homes Completed and Settled on, minor development work to be completed
<u>Subtotal - Homeowners:</u>	<u>704</u>			
<u>Total Units:</u>	<u>816</u>			

An updated Arcola "FINISHED LOT COMPLETION SCHEDULE" is set forth in the table below.

UPDATED ARCOLA FINISHED LOT COMPLETION SCHEDULE								
No Lots	Builder / Lot Size	Lot Size	Sect.1A Sep-00*	Sect. 1B Oct-00*	Sect.2A Jun-01*	Sect. 3A Aug-01*	Sect. 2B Jun-02*	Sect. 3B, 2C,3C Oct-02**
94	Richmond American	standard				51		43
140	Ryland	standard	13	34		53		40
23	Ryland	standard	2	21				
84	Ryan	standard	13	27		29		15
6	Ryan	standard	6					
6	Ryan	standard	2	4				
11	Ryan	standard		11				
105	Ryan	neo-trad.				56		49
44	Hovnanian/Washington	standard	11	23		10		
9	Hovnanian/Washington	standard				9		
65	NV	large			21		22	22
27	NV	standard				5		22
50	Craftmark	large			22		28	
50	Mid Atlantic	large				7		43
102	(none)	Multi-family						102
816	Total		47	120	43	220	50	336
Development Schedule * * *			Phase 1:	167	Phase 2:	263	Phase 3: 386	
Phase 1	167		Richmond American	94		Craftmark	50	
Phase 2	263		Ryland	163		Mid Atlantic	50	
Phase 3	<u>386</u>		Hovnanian/Washington Homes	53		Ryan	<u>212</u>	
Total	<u>816</u>		NV Homes	92		Total	<u>816</u>	
			Multi-Family	102				

[*Actual Completion; **Projected Completion]

(d) Status of Lot Sales

As of June 30, 2004, Ryland Homes had settled on the purchase of 163 lots, Ryan Homes 240 lots, Richmond American 94 lots, Hovnanian/Washington Homes 53 lots, Craftmark

Homes 50 lots, NV Homes 64 lots, and Mid Atlantic 45 lots, for a total of 709 of the 816 lots located within Phases 1 to 4 of Arcola Woodcliffe Park as indicated on the table below:

ARCOLA FINISHED LOT SALES TO BUILDERS / HOME SALES							
# of Lots	Builder	Lot Size	FINISHED LOT SALES TO BUILDERS As of June 30, 2004			HOME SALES TO HOMEOWNERS As of June 30, 2004	
			avg. per lot	total	# lots	# lots under contract	# lots settled
94	Richmond American	standard	\$116,574	\$10,957,915	94	94	93
163	Ryland	standard	\$105,473	\$17,192,046	163	163	163
107	Ryan	standard	\$112,378	\$12,024,404	107	107	107
105	Ryan	neo-trad.	\$ 94,822	\$9,956,281	105	105	105
53	Hovnanian/Washington	standard	\$ 98,986	\$5,246,249	53	53	53
64	NV	large	\$127,936	\$8,187,905	64	64	64
28	NV - Ryan	standard	\$127,241	\$3,435,504	28	28	28
50	Craftmark	large	\$130,755	\$6,242,641	50	50	50
50	Mid Atlantic	large	\$132,325	\$6,616,243	50	50	41
102	(none)	garden					
816	Total		Total	\$79,859,188	714	Total: 714	Total: 704

(e) Status of Home Sales

According to information received from the home builders by Arcola, the current average sales prices for homes located in Arcola Woodcliffe Park (by homebuilder) are: (i) for single family detached homes: \$381,128 for Hovnanian/Washington Homes; \$519,838 for Ryan Homes; \$420,497 for Ryan Neo-Traditional Homes; \$626,513 for NV Homes; \$419,635 for Ryland Homes; \$459,700 for Richmond American; \$574,144 for Mid Atlantic; and \$587,447 for Craftmark Homes; and (ii) We entered into a contract with Premiere Homes for the multi-family MPDU dwelling units.

IX. STATUS OF FINANCING:

(a) Ohio Savings Bank Loan

As of June 30, 2004, the Ohio Savings Bank development loan was paid off. There have been no defaults on the loan and no additional encumbrances other than as disclosed in the Bond offering documents.

(b) District Bond Disbursements

As of June 30, 2004, the disbursements from the Acquisition Account held by the Bond Trustee total \$10,071,833. These disbursements have been applied against the following line items:

Arcola Public Improvements – Schedule A (Primary Improvements)			
<u>Developer</u>	<u>Improvement</u>	<u>Estimated Cost</u>	<u>Disbursements</u>
(Arcola)	A-297 Phases 1, 2, & 3 – Clopper to Ashleigh Green	\$ 3,471,254	\$2,987,758
(Arcola)	A-297 Phase 6 – Schaeffer to Route 118	\$ 2,156,047	\$1,721,421
(Arcola)	Hoyles Mill Pump Station & Force Main Phases 1-2	\$ 3,256,248	\$3,093,346
(Arcola)	Arcola Local Public Park	\$ 310,000	\$0
Total Estimated Cost of Schedule A Improvements:		<u>\$ 9,193,549</u>	<u>\$7,802,575</u>
Arcola Public Improvements – Schedule B (Additional Improvements)			

<u>Developer</u>	<u>Improvement</u>	<u>Estimated Cost</u>	<u>Disbursements</u>
(Arcola/Artery)	Force Main & Outfall Sewers	\$ 2,010,555	\$0
(Arcola/Artery)	Clopper Rd., Hoyles Mill Rd., & Kings Crossing Blvd.	\$ 1,219,296	\$0
(Arcola)	Great Seneca Highway	\$ 287,072	\$0
	Total Estimated Cost of Schedule B Improvements:	<u>\$ 3,516,923</u>	<u>\$0</u>

(c) Updated Costs and Expected Sources of Funds

The following table sets forth the current total costs for the Arcola Woodcliffe Park Development (other than those related to the construction of the housing units) as well as the sources of funding that include the 2002 Bond proceeds, the Ohio Savings Bank loan proceeds, the subordinated loans, the Developer's equity, and the projected cash flow from the Arcola Woodcliffe Park Development (to extent that there is any variance of greater than 5% from that provided in the Offering Documents, with explanation of the reasons for such variance):

Arcola-Woodcliffe Park
Estimated Development Costs & Expected Source of Funds

	2002 Bonds	Ohio Savings Bank Financing	Developer's Equity	Cash Flow	Total	Expenditures as of June 30, 2004
Land	\$	\$7,700,000	\$5,757,112	\$3,142,888	\$16,600,000	\$16,600,000

Public Improvements – Schedule A

(Constructed by the Developer)

A-297 Phases 1, 2 & 3 -Clopper to Ashleigh Green	\$3,471,254			\$3,471,254	\$3,175,000
A-297 Phase 6 -Schaeffer to Route 118	\$1,721,470		\$434,577	\$2,156,047	\$1,721,000
Hoyles Mill Pumping Station & Force Main Phases 1-2	\$3,256,248			\$3,256,248	\$2,827,000
Arcola Local Public Park	\$310,000			\$310,000	-0-
Total	<u>\$8,758,972</u>		<u>\$434,577</u>	<u>\$9,193,549</u>	<u>\$7,723,000</u>

	2002 Bonds	Ohio Savings Bank Financing	Developer's Equity	Cash Flow	Total	Expenditures as of June 30, 2004
Secondary Improvements – Schedule B						
Force Main & Outfall Sewers		\$1,266,028		256,001	\$1,522,029	\$876,000
Clopper Road & Kings Crossing Blvd.		\$0		\$936,284	\$936,284	\$1,140,000
Great Seneca Highway		\$0		\$287,072	\$287,072	-0-
Total		<u>\$1,266,028</u>		<u>\$1,479,357</u>	<u>\$2,745,385</u>	<u>\$2,016,000</u>
Equalization Payment to Artery				\$278,095	\$278,095	-0-
Total Public Improvements	\$0	\$10,025,000		\$2,192,029	\$12,217,029	\$9,739,000
Private Improvements						
Engineering (includes consultants and legal)		\$2,556,200		\$61,800	\$2,618,000	\$2,730,000
Permit fees		\$1,149,660		\$196,340	\$1,346,000	\$1,509,000
Grading		\$3,810,618		\$314,382	\$4,125,000	\$4,278,000
Landscaping		\$732,564			\$732,564	\$660,000
Storm Drain		\$1,856,400			\$1,856,400	\$1,862,000
Utilities		\$4,154,766		\$1,428,234	\$5,583,000	\$5,987,000
Concrete		\$249,900			\$249,900	\$237,000
Paving		\$1,570,800			\$1,570,800	\$1,438,000
Storm Water Pond (not included in Grading)		\$1,428,000			\$1,428,000	\$1,717,000
Site Maintenance		\$461,244			\$461,244	\$173,000
Amenities (also includes street lighting/signs)		\$931,770			\$931,770	\$395,000
Misc. – Bond release – Contingency, Escalation		\$714,000			\$714,000	\$46,000
Sewer Outfall and Other Non-District Improvements (not included in categories above)		\$99,450		\$1,170,550	\$1,270,000	\$575,000
Subtotal		<u>\$19,715,372</u>		<u>\$3,171,306</u>	<u>\$22,886,678</u>	<u>\$21,607,000</u>
Pool Facilities (not included in Amenities)				\$714,000	\$714,000	\$ 714,000
General Development Costs						
Marketing		\$0		\$714,000	\$714,000	\$417,000
Development & Administrative Fees		\$0		\$1,089,000	\$1,089,000	\$1,093,000
Soft Costs & Real Estate Taxes		\$0		\$1,670,599	\$1,670,599	\$430,000
Debt Service		\$3,959,628			\$3,959,628	\$3,115,000
Legal		\$400,000			\$400,000	\$72,000
Subtotal		<u>\$4,359,628</u>		<u>\$3,473,599</u>	<u>\$7,853,227</u>	<u>\$5,127,000</u>
Total Private Improvements	\$0	\$24,075,000		\$7,358,905	\$31,483,905	\$27,448,000
Total All Costs	\$0	\$41,800,000	\$5,757,112	\$12,693,822	\$60,250,934	\$53,787,000
Less Reimbursements from Tax District	\$7,525,395	\$(7,525,395)			\$0	
Net Costs	\$7,525,395	\$34,274,605	\$5,757,112	\$12,693,822	\$60,250,934	\$53,787,000

The following is an explanation of any variances greater than five percent (5%) from that set forth in the Offering Documents:

Permit fees were \$214,000 higher than budgeted. The actual costs were higher than anticipated. Development and Administrative fees were higher than budgeted. Some of the costs were not included in the original budget.

(d) Sufficiency of Available Funds to Complete District Development

Arcola contemplates that through a combination of developer equity, reimbursement of infrastructure costs through the Bonds, cash flow from the sale of finished lots, and the draw-down of funds from the Ohio Savings Bank loan, it will have sufficient funds to complete development of the Arcola Woodcliffe Park project.

(e) Updated Financial Statements:

[Attached hereto]

X. STATUS OF APPROVALS:

The Arcola Woodcliffe Park property is zoned PD-2, which allows the development of the property as anticipated. All discretionary public development and plan approvals required for development to continue are completed. As of June 30, 2004, record plats for 714 lots (167 lots in Section 1, 263 lots in Section 2, and 284 lots in Section 3) have been recorded with the County.

As of June 30, 2004, Arcola does not anticipate any significant delays or changes in the development of the project as proposed.

XI. STATUS OF LEGISLATIVE, ADMINISTRATIVE AND JUDICIAL CHALLENGES:

None