

SL GREEN REALTY CORP
Form 8-K
January 09, 2004

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):
December 29, 2003

SL GREEN REALTY CORP.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

MARYLAND

(STATE OF INCORPORATION)

1-13199

(COMMISSION FILE NUMBER)

13-3956775

(IRS EMPLOYER ID. NUMBER)

420 Lexington Avenue
New York, New York

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

10170

(ZIP CODE)

(212) 594-2700

(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS

On December 29, 2003, SL Green Realty Corp. purchased a 45% ownership interest in 1221 Avenue of the Americas for \$450 million, or \$394 per square foot, from The McGraw-Hill Companies. Rockefeller Group International, Inc. will retain its 55% ownership interest in 1221 Avenue of the Americas and it will continue to manage the property.

1221 Avenue of the Americas, known as The McGraw-Hill Companies building, is an approximately 2.55 million square foot, 50 story class "A" office building located in Rockefeller Center. The property is 100% leased to tenants including The McGraw-Hill Companies, Rockefeller Group International, Inc., Morgan Stanley, Société Générale and J.P. Morgan Chase & Co. The McGraw-Hill Companies has owned its interest and maintained a significant presence in the building since its construction in 1972. The going-in unlevered cash NOI yield on investment is 8.0% based on fully escalated in-place rents averaging \$51.62 per square foot.

The purchase price of \$450 million, which was determined through an arm's length negotiation between the Company and the seller was a negotiated price, was reduced by an amount equal to 45% of underlying property ownership indebtedness in the amount of \$175 million, provided by Wachovia Capital Markets, LLC and was paid in cash. The Company funded the cash component, in part, with proceeds from its

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offering of approximately \$157.5 million Series C Redeemable Preferred Stock that closed in December 2003. The balance of the proceeds were funded with the Company's unsecured line of credit and a \$100 million term loan provided by Wells Fargo Bank, N.A.

The Company has included audited financial statements for Rock-McGraw, Inc. prepared pursuant to Rule 3-14 of the Regulation S-X of the Securities and Exchange Commission. Due to the non-related party nature of this transaction, only audited statements for the year ended December 31, 2002 are required. The Company is not aware of any material factors relating to this property that would cause the reported financial information not to be necessarily indicative of future operating results.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(a) and (b) FINANCIAL STATEMENTS OF PROPERTY ACQUIRED AND PRO FORMA FINANCIAL INFORMATION

PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Pro Forma Condensed Consolidated Balance Sheet (Unaudited) as of September 30, 2003 F2

Pro Forma Condensed Consolidated Income Statement (Unaudited) for the nine months ended September 30, 2003 F3

Pro Forma Condensed Consolidated Income Statement (Unaudited) for the year ended December 31, 2002 F4

Notes to Pro Forma Financial Information F5

CONSOLIDATED FINANCIAL STATEMENTS

Report of Independent Auditors F8

Revenues and Certain Expenses of Rock-McGraw, Inc. for the nine months ended September 30, 2003 (unaudited) and the year ended December 31, 2002 F9

Notes to Financial Statements F10

(c) EXHIBITS

10.1 Share purchase agreement dated as of December 24, 2003 by and between The McGraw-Hill Companies, Inc. as seller and Green Hill Acquisition LLC as purchaser incorporated.

23.1. Consent of Ernst and Young LLP.

2

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SL GREEN REALTY CORP.

By: /s/ THOMAS E. WIRTH

Thomas E. Wirth
Chief Financial Officer

Date: January 8, 2004

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	SL GREEN REALTY CORP. HISTORICAL (A)	PRO FORMA ADJUSTMENTS (B)	SL GREEN REALTY CORP. PRO FORMA
Total Assets	\$ 1,765,147	\$ 371,250	\$ 2,136,397
LIABILITIES AND STOCKHOLDERS' EQUITY:			
Mortgage notes payable	\$ 532,426	\$	\$ 532,426
Revolving credit facilities	95,000	113,750	208,750
Unsecured term loan	165,000	100,000	265,000
Derivative instruments at fair value	5,390		5,390
Accrued interest payable	2,553		2,553
Accounts payable and accrued expenses	46,935		46,935
Deferred revenue/ gain	9,267		9,267
Capitalized lease obligations	16,090		16,090
Deferred land lease payable	15,106		15,106
Dividend and distributions payable	17,914		17,914
Security deposits	21,110		21,110
Total liabilities	926,791	213,750	1,140,541
Commitments and Contingencies			
Minority interest in Operating Partnership	53,947		53,947
Minority interest in partially owned entities	525		525
STOCKHOLDERS' EQUITY			
7.625% Series C Cumulative Redeemable Preferred Stock, \$0.01 per value; 6,300 shares issued and outstanding on a pro-forma basis		157,500	157,500
Common stock, \$0.01 par value, 100,000 shares authorized, 35,876 issued and outstanding at September 30, 2003	358		358
Additional paid in capital	722,565		722,565
Deferred compensation plans	(9,062)		(9,062)
Accumulated other comprehensive loss	(5,382)		(5,382)
Retained earnings	75,405		75,405
Total stockholders' equity	783,884	157,500	941,384
Total liabilities and stockholders' equity	\$ 1,765,147	\$ 371,250	\$ 2,136,397

The accompanying notes are an integral part of these pro forma financial statements.

F2

SL GREEN REALTY CORP.
PRO FORMA CONDENSED CONSOLIDATED INCOME STATEMENT
FOR THE NINE MONTH PERIOD ENDED SEPTEMBER 30, 2003
(UNAUDITED)
(IN THOUSANDS EXCEPT PER SHARE AMOUNTS)

	SL GREEN REALTY CORP. HISTORICAL (A)	PRO FORMA ADJUSTMENTS	SL GREEN REALTY CORP. PRO FORMA
REVENUES:			
Rental revenue	\$ 170,733	\$	\$ 170,733
Escalation and reimbursement revenues	31,586		31,586
Signage rent	831		831
Investment income	9,280		9,280

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	SL GREEN REALTY CORP. HISTORICAL (A)	PRO FORMA ADJUSTMENTS	SL GREEN REALTY CORP. PRO FORMA
Preferred equity income	2,945		2,945
Other income	6,976		6,976
Total revenues	222,351		222,351
EXPENSES:			
Operating expenses including \$5,416 to affiliates	59,532		59,532
Real estate taxes	32,397		32,397
Ground rent	9,796		9,796
Interest	32,809	4,379(B)	37,188
Depreciation and amortization	34,844		34,844
Marketing, general and administrative	8,984		8,984
Total expenses	178,362	4,379	182,741
Income (loss) from continuing operations before equity in net loss from affiliates, equity in net income of unconsolidated joint ventures, minority interest and discontinued operations	43,989	(4,379)	39,610
Equity in net loss from affiliates	(196)		(196)
Equity in net income of unconsolidated joint ventures	10,863	23,265(C)	34,128
Income before minority interest	54,656	18,886	73,542
Minority interest in partially owned entities	64		64
Minority interest in operating partnership	(3,201)	(1,390)(D)	(4,591)
Income from continuing operations	51,519	17,496	69,015
Income from discontinued operations, net of minority interest	3,173		3,173
Gain on sale of discontinued operations, net of minority interest	21,269		21,269
Net income	75,961	17,496	93,457
Preferred stock dividends	(6,693)		(6,693)
Preferred stock accretion	(394)		(394)
Net income available to common shareholders	\$ 68,874	\$ 17,496	\$ 86,370
BASIC EARNINGS PER SHARE:(E)			
Net income before income from discontinued operations	\$ 1.43		\$ 1.99
Income from discontinued operations	0.10		0.10
Gain on sale of discontinued operations	0.69		0.69
Net income	\$ 2.22		\$ 2.78
DILUTED EARNINGS PER SHARE:(E)			
Net income before income from discontinued operations	\$ 1.41		\$ 1.90
Income from discontinued operations	0.09		0.09
Gain on sale of discontinued operations	0.59		0.59
Net income	\$ 2.09		\$ 2.58
Dividends per common share	\$ 1.395		\$ 1.395
Basic weighted average common shares outstanding	31,021		31,021
	38,748		38,748

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	SL GREEN REALTY CORP. HISTORICAL (A)	PRO FORMA ADJUSTMENTS	SL GREEN REALTY CORP. PRO FORMA
Income from discontinued operations, net of minority interest	6,384		6,384
Net income	74,331	15,383	89,714
Preferred stock dividends	(9,200)		(9,200)
Preferred stock accretion	(490)		(490)
Net income available to common shareholders	\$ 64,641	\$ 15,383	\$ 80,024
BASIC EARNINGS PER SHARE:(E)			
Net income before, income from discontinued operations	\$ 1.93		\$ 2.44
Income from discontinued operations	0.21		0.21
Net income	\$ 2.14		\$ 2.65
DILUTED EARNINGS PER SHARE:(E)			
Net income before, income from discontinued operations	\$ 1.92		\$ 2.36
Income from discontinued operations	0.17		0.17
Net income	\$ 2.09		\$ 2.53
Dividends per common share	\$ 1.7925		\$ 1.7925
Basic weighted average common shares outstanding	30,236		30,236
Diluted weighted average common shares and common share equivalents outstanding	37,786		37,786

The accompanying notes are an integral part of these pro forma financial statements.

F4

SL GREEN REALTY CORP.

NOTES TO PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET
SEPTEMBER 30, 2003
(UNAUDITED AND IN THOUSANDS)

(A) To reflect the unaudited condensed consolidated balance sheet of SL Green Realty Corp. at September 30, 2003 as reported on the Company's Quarterly Report on Form 10-Q.

(B) To reflect the purchase price allocation of the Company's acquisition of a 45% interest in the property located at 1221 Avenue of the Americas as of September 30, 2003 for \$450,000. There was no independent valuation performed on this property. The Company intends to account for the acquisition in accordance with SFAS 141. We are currently in the process of analyzing the fair value of our in-place leases; and, consequently, no value has yet been assigned to the leases. Therefore, the purchase price allocation is preliminary and subject to change. The purchase was financed through the assumption of our share of property level debt of \$78,750 (45% of

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\$175,000), the issuance of approximately \$157,500 of preferred stock, a \$100,000 term loan and the balance (\$113,750) was funded through the Company's unsecured and secured credit facilities.

NOTES TO PRO FORMA CONDENSED CONSOLIDATED INCOME STATEMENT
NINE MONTHS ENDED SEPTEMBER 30, 2003
(UNAUDITED AND IN THOUSANDS)

- (A) To reflect the consolidated statement of income of SL Green Realty Corp. for the nine-month period ended September 30, 2003 as reported on the Company's Quarterly Report on Form 10-Q/A.
- (B) To record interest expense for borrowings under the term loan (\$100,000 at the weighted average interest rate of 2.73% and the unsecured and secured credit facilities (\$113,750 at the weighted average interest rate of 2.73%).

F5

- (C) To adjust for SL Green's 45% equity interest in the net income of the joint venture:

	Rock-McGraw, Inc. ACQUISITION HISTORICAL (a)	Rock-McGraw, Inc. PRO FORMA ADJUSTMENTS	SL Green PRO FORMA ADJUSTMENTS	1221 A of A PRO FORMA
REVENUES:				
Rental revenue	\$ 85,890	\$	\$ 935(b)	\$ 86,825
Escalation and reimbursement revenues	13,493			13,493
Other income	151			151
Total revenues	99,534		935	100,469
EXPENSES:				
Operating expenses	21,978			21,978
Real estate taxes	17,049			17,049
Interest		2,993	(c)	2,993
Depreciation			6,750(d)	6,750
Total expenses	39,027	2,993	6,750	48,770
Net income	\$ 60,507	\$ (2,993)	\$ (5,815)	\$ 51,699
SL Green's 45% of joint venture pro forma net income			(e)	\$ 23,265

(a) This represent the historical financial statements of Rock-McGraw, Inc. for the nine months ended September 30, 2003.

(b)

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Rental income from Rock-McGraw, Inc. was increased to reflect pro forma straight-line amounts as of January 1, 2002 (\$2,068) and the historic straight-line amount (\$1,133) was deducted.

- (c) To reflect interest expense on \$175,000 of new property level mortgage debt (\$2,993) at a weighted average annual rate of 2.28%.
- (d) To reflect straight-line depreciation for Rock-McGraw, Inc. based on an estimated useful life of 40 years.
- (e) To reflect the Company's 45% equity interest in the pro forma net income of Rock-McGraw, Inc.

(D) To reflect the minority shareholders interest of 6.90% in the operating partnership.

(E) Basic income per common share is calculated based on 31,021 weighted average common shares outstanding and diluted income per common share is calculated based on 38,748 weighted average common shares and common share equivalents outstanding. The preferred shares outstanding were dilutive during this period.

F6

YEAR ENDED DECEMBER 31, 2002 NOTES TO PRO FORMA CONDENSED CONSOLIDATED INCOME STATEMENT (UNAUDITED AND IN THOUSANDS)

- (A) To reflect the consolidated statement of income of SL Green Realty Corp. for the year ended December 31, 2002 as reported on the Company's Annual Report on Form 10-K/A.
- (B) To record interest expense for borrowings under the term loan (\$100,000 at the weighted average interest rate of 3.26%) and the unsecured and secured credit facilities (\$113,750 at the weighted average interest rate of 3.26%).
- (C) To adjust for SL Green's 45% equity interest in the net income of the joint venture:

	Rock-McGraw, Inc. ACQUISITION HISTORICAL (a)	Rock-McGraw, Inc. PRO FORMA ADJUSTMENTS	SL Green PRO FORMA ADJUSTMENTS	1221 A of A PRO FORMA
REVENUES:				
Rental revenue	\$ 90,508	\$	\$ 141(b)	\$ 90,649
Escalation and reimbursement revenues	19,195			19,195
Other income	199			199
Total revenues	109,902		141	110,043
EXPENSES:				
Operating expenses	26,157			26,157
Real estate taxes	17,887			17,887

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	Rock-McGraw, Inc. ACQUISITION HISTORICAL (a)	Rock-McGraw, Inc. PRO FORMA ADJUSTMENTS	SL Green PRO FORMA ADJUSTMENTS	1221 A of A PRO FORMA
Interest		4,921	(c)	4,921
Depreciation			9,000(d)	9,000
Total expenses	44,044	4,921	9,000	57,965
Net income	\$ 65,858	\$ (4,921)	\$ (8,859)	\$ 52,078
SL Green's 45% of joint venture pro forma net income			(e) \$	23,435

(a) This represents the historical financial statements of Rock-McGraw, Inc. for the year ended December 31, 2002.

(b) Rental income from Rock-McGraw, Inc. was increased to reflect pro forma straight-line amounts as of January 1, 2002 (\$2,997) and the historic straight-line amount (\$2,856) was deducted.

(c) To reflect interest expense on \$175,000 of new property level mortgage debt (\$4,921) at a weighted average annual rate of 2.81%.

(d) To reflect straight-line depreciation for Rock-McGraw, Inc. based on an estimated useful life of 40 years.

(e) To reflect the Company's 45% equity interest in the pro forma net income of Rock-McGraw, Inc.

(D) To reflect the minority shareholders interest of 8.0% in the operating partnership.

(E) Basic income per common share is calculated based on 30,236 weighted average common shares outstanding and diluted income per common share is calculated based on 37,786 weighted average common shares and common share equivalents outstanding. The preferred shares outstanding were dilutive during this period.

F7

Report of Independent Auditors

Board of Directors and Stockholders
SL Green Realty Corp.

We have audited the statement of revenues and certain expenses of Rock-McGraw, Inc. (the "Company") for the year ended December 31, 2002. This statement is the responsibility of the Company's management. Our responsibility is to express an opinion on this financial statement based on our audit.

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We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the statement of revenue and certain expenses is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the statement of revenue and certain expenses. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

The accompanying statement of revenues and certain expenses of Rock-McGraw Inc. was prepared for the purpose of complying with Rule 3-14 of Regulation S-X of the Securities and Exchange Commission for inclusion in Form 8-K of SL Green Realty Corp. and is not intended to be a complete presentation of the Company's revenues and expenses.

In our opinion, the statement referred to above presents fairly, in all material respects, the revenues and certain expenses of the Company as described in Note 1 for the year ended December 31, 2002, in conformity with accounting principles generally accepted in the United States.

/s/ Ernst & Young LLP

New York, New York
February 4, 2003,
except for Note 1, as to which the date is
December 29, 2003

F8

Rock-McGraw, Inc.

Statements of Revenues and Certain Expenses

(In Thousands)

	Nine Months ended September 30, 2003 (Unaudited)	Year ended December 31, 2002
Revenues:		
Base rents	\$ 85,890	\$ 90,508
Tenant reimbursements	7,864	10,404
Sales of services	5,629	8,791
Other income	151	199
	99,534	109,902
Certain expenses:		
Real Estate taxes	17,049	17,887
Property operating expenses	18,510	20,970
Cost of service sales	3,468	5,187
	39,027	44,044
Revenues in excess of certain expenses	\$ 60,507	\$ 65,858

See accompanying notes.

F9

Rock-McGraw, Inc.

Notes to Statement of Revenues and Certain Expenses

December 31, 2002

1. Basis of Presentation

Rock-McGraw, Inc. (the Company) is 55% owned by Rockefeller Group International, Inc. (RGII) and 45% owned by The McGraw-Hill Companies, Inc. The Company owns and operates the McGraw-Hill building located at 1221 Avenue of the Americas, New York, New York (the "Property"). Presented herein are the statements of revenues and certain expenses related to the operation of the Property. On December 29, 2003, SL Green Realty Corp., acquired the 45% interest previously held by the McGraw-Hill Companies Inc.

The accompanying financial statements have been prepared in accordance with the applicable rules and regulations of the Securities and Exchange Commission for the acquisition of real estate properties. Accordingly, the financial statements exclude certain expenses that may not be comparable to those expected to be incurred by the Company in the proposed future operations of the aforementioned property. Items excluded consist of interest, depreciation and general and administrative expenses not directly related to the future operations.

2. Use of Estimates

The preparation of the statement of revenues and certain expenses in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the statement of revenues and certain expenses and accompanying notes. Actual results could differ from those estimates.

3. Revenue Recognition

The property is being leased to tenants under operating leases. Minimum rental income is generally recognized on a straight-line basis over the term of the lease. The excess of amounts so recognized over amounts due pursuant to the underlying leases amounted to approximately \$2,517,000 (unaudited) for the nine months ended September 30, 2003 and \$8,986,000, for the year ended December 31, 2002.

4. Related Party Transactions

Rental revenue included \$20,403,000 from the McGraw-Hill Companies, Inc. for the year ended December 31, 2002. Rental revenue also included \$2,239,000 from RGII and a related subsidiary for the year ended December 31, 2002. The Company receives a number of management and operating services from RGII and its affiliates. Amounts included in operating expenses for these services were \$6,346,000 for the year ended December 31, 2002.

Rental revenue included \$15,270,000 from the McGraw-Hill Companies, Inc. for the nine months ended September 30, 2003 (unaudited). Rental revenue also included \$2,370,000 from RGII and a related subsidiary for the nine months ended September 30, 2003 (unaudited). The Company receives a number of management and operating services from RGII and its affiliates. Amounts included in operating expenses for these services were \$5,255,000 for the nine months ended September 30, 2003.

F10

5. Property Operating Expenses

Property operating expenses for the year ended December 31, 2002 include \$920,000 for insurance, \$6,241,000 for utilities, \$3,327,000 for cleaning costs, \$2,385,000 in repair and maintenance costs and \$3,705,000 in payroll costs.

Property operating expenses for the nine months ended September 30, 2003 (unaudited) include \$1,682,000 for insurance, \$5,265,000 for utilities, \$2,835,000 for cleaning costs, \$1,547,000 for repairs and maintenance costs and \$3,177,000 for payroll costs.

6. Significant Tenants

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Three tenants constitute approximately 59% of rental revenue in both 2002 and for the nine months ended September 30, 2003.

7. Tenant Leasing Arrangements

The Company leases office, retail, and storage space to tenants in the Mc-Graw-Hill Building through non-cancelable operating leases expiring through 2020. The leases require fixed minimum monthly payments over their terms and also adjustments to rent for the tenants' proportionate share of changes in certain costs and expenses of the building. Certain leases also provide for additional rent, which is based upon a percentage of the sales of the lessee.

The following is a schedule of minimum future rentals on non-cancelable operating leases as of December 31, 2002:

	Total	The McGraw-Hill Companies, Inc.	RGII and Related Subsidiaries
2003	\$ 112,223,000	\$ 19,407,000	\$ 3,000,000
2004	111,369,000	18,869,000	3,000,000
2005	111,167,000	18,600,000	3,000,000
2006	111,397,000	18,600,000	3,000,000
2007	107,024,000	18,600,000	3,000,000
Later years	732,882,000	227,849,000	11,850,000
Total minimum future rentals	\$ 1,286,062,000	\$ 321,925,000	\$ 26,850,000

As a result of lease incentives, the actual lease payments may vary significantly from the amounts presented above. Future rentals from two unrelated parties amount to approximately 34% of total minimum future rentals listed above. Rental revenues from these tenants amounted to approximately 42% of total rental revenue for 2002.

RGII's lease expires as of December 31, 2011. McGraw-Hill's lease expires as of March 31, 2020.

8. Interim Unaudited Financial Information

The financial statement for the nine months ended September 30, 2003 is unaudited, however, in the opinion of management all adjustments (consisting solely of normal recurring adjustments), necessary for a fair presentation of the financial statement for the interim period have been included. The results of the interim period are not necessarily indicative of the results to be obtained for a full fiscal year.

F11

QuickLinks

SIGNATURES

SL GREEN REALTY CORP. PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

SL GREEN REALTY CORP. PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET AS OF SEPTEMBER 30, 2003

(UNAUDITED) (IN THOUSANDS EXCEPT PER SHARE AMOUNTS)

SL GREEN REALTY CORP. PRO FORMA CONDENSED CONSOLIDATED INCOME STATEMENT FOR THE NINE MONTH PERIOD

ENDED SEPTEMBER 30, 2003 (UNAUDITED) (IN THOUSANDS EXCEPT PER SHARE AMOUNTS)

SL GREEN REALTY CORP. PRO FORMA CONDENSED CONSOLIDATED INCOME STATEMENT FOR THE YEAR ENDED

DECEMBER 31, 2002 (UNAUDITED) (IN THOUSANDS EXCEPT PER SHARE AMOUNTS)

SL GREEN REALTY CORP. NOTES TO PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET SEPTEMBER 30, 2003

(UNAUDITED AND IN THOUSANDS)

NOTES TO PRO FORMA CONDENSED CONSOLIDATED INCOME STATEMENT NINE MONTHS ENDED SEPTEMBER 30, 2003

(UNAUDITED AND IN THOUSANDS)

YEAR ENDED DECEMBER 31, 2002 NOTES TO PRO FORMA CONDENSED CONSOLIDATED INCOME STATEMENT (UNAUDITED

AND IN THOUSANDS)

Report of Independent Auditors

Rock-McGraw, Inc. Statements of Revenues and Certain Expenses (In Thousands)

Rock-McGraw, Inc. Notes to Statement of Revenues and Certain Expenses