

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**Form 10-Q**

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

For the quarterly period ended: **November 30, 2013**

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number **0-8814**

**PURE CYCLE CORPORATION**

(Exact name of registrant as specified in its charter)

**Colorado**

(State or other jurisdiction of incorporation or organization)

**84-0705083**

(I.R.S. Employer Identification Number)

**1490 Lafayette Street, Suite 203, Denver, CO**

(Address of principal executive offices)

**80218**

(Zip Code)

**(303) 292 - 3456**

(Registrant's telephone number, including area code)

(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 a smaller reporting company)

Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company filer (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 January 10, 2014:

**Common stock, 1/3 of \$.01 par value**

(Class)

**24,037,598**

(Number of Shares)

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**PURE CYCLE CORPORATION**  
**CONSOLIDATED BALANCE SHEETS**

	November 30, 2013 (unaudited)	August 31, 2013
<b>ASSETS:</b>		
Current assets:		
Cash and cash equivalents	\$ 1,480,993	\$ 2,448,363
Trade accounts receivable	466,216	584,802
Receivable held in escrow	246,581	—
Sky Ranch receivable	55,496	57,303
Receivable from HP A&M	6,840,872	6,655,156
Prepaid expenses	126,295	154,345
Total current assets	<u>9,216,453</u>	<u>9,899,969</u>
Investments in water and water systems, net	88,944,311	88,512,249
Land - Sky Ranch	3,765,420	3,768,029
Land and water held for sale	5,748,630	5,748,630
Note receivable - related party:		
Rangeview Metropolitan District, including accrued interest	558,985	555,983
Other assets	55,076	133,471
Total assets	<u>\$ 108,288,875</u>	<u>\$ 108,618,331</u>
<b>LIABILITIES:</b>		
Current liabilities:		
Accounts payable	\$ 416,555	\$ 167,775
Current portion of promissory notes payable	4,654,456	4,668,943
Accrued liabilities	250,853	264,740
Deferred revenues	141,475	65,384
Deferred oil and gas lease payment	128,728	235,483
Total current liabilities	<u>5,592,067</u>	<u>5,402,325</u>
Deferred revenues, less current portion	1,215,874	1,232,220
Promissory notes payable, less current portion	2,844,418	3,211,112
Participating Interests in Export Water Supply	1,191,226	1,192,910
Tap Participation Fee payable to HP A&M, net of \$32.6 million and \$42.9 million discount, respectively	<u>48,432,709</u>	<u>59,807,289</u>
Total liabilities	<u>59,276,294</u>	<u>70,845,856</u>
Commitments and contingencies		
<b>SHAREHOLDERS' EQUITY:</b>		
Preferred stock:		
Series B - par value \$.001 per share, 25 million shares authorized; 432,513 shares issued and outstanding (liquidation preference of \$432,513)	433	433
Common stock:		
Par value 1/3 of \$.01 per share, 40 million shares authorized; 24,037,598 shares outstanding both periods presented	80,130	80,130
Additional paid-in capital	127,311,554	115,224,946
Accumulated deficit	(78,379,536)	(77,533,034)
Total shareholders' equity	<u>49,012,581</u>	<u>37,772,475</u>
Total liabilities and shareholders' equity	<u>\$ 108,288,875</u>	<u>\$ 108,618,331</u>

**PURE CYCLE CORPORATION**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**  
(unaudited)

	Three Months Ended:	
	November 30, 2013	November 30, 2012
<b>Revenues:</b>		
Metered water usage	\$ 321,573	\$ 46,618
Wastewater treatment fees	9,835	10,758
Farm operations	220,269	362,663
Special facility funding recognized	10,377	10,377
Water tap fees recognized	3,574	3,574
Other	12,875	4,429
<b>Total revenues</b>	<u>578,503</u>	<u>438,419</u>
<b>Expenses:</b>		
Water service operations	(102,458)	(26,152)
Wastewater service operations	(10,450)	(3,329)
Farm operations	(20,669)	(19,013)
Depletion and depreciation	(33,040)	(22,147)
Other	(13,831)	(853)
<b>Total cost of revenues</b>	<u>(180,448)</u>	<u>(71,494)</u>
<b>Gross margin</b>	<u>398,055</u>	<u>366,925</u>
General and administrative expenses	(619,924)	(838,064)
Depreciation	(15,488)	(55,467)
<b>Operating loss</b>	<u>(237,357)</u>	<u>(526,606)</u>
<b>Other income (expense):</b>		
Oil and gas lease income, net	106,755	103,620
Interest income	3,041	8,921
Other	2,396	1,996
Interest expense	(64,102)	(26,873)
Interest imputed on the Tap Participation Fee payable to HP A&M	(657,235)	(894,648)
<b>Net loss</b>	<u>\$ (846,502)</u>	<u>\$ (1,333,590)</u>
Unrealized income on marketable securities	—	2,428
Comprehensive loss	<u>\$ (846,502)</u>	<u>\$ (1,331,162)</u>
<b>Net loss per common share – basic and diluted</b>	<u>\$ (0.04)</u>	<u>\$ (0.06)</u>
<b>Weighted average common shares outstanding – basic and diluted</b>	<u>24,037,598</u>	<u>24,037,598</u>

**PURE CYCLE CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(unaudited)

	Three Months Ended	
	November 30, 2013	November 30, 2012
Cash flows from operating activities:		
Net loss	\$ (846,502)	\$ (1,333,590)
Adjustments to reconcile net loss to net cash used for operating activities:		
Imputed interest on Tap Participation Fee payable to HP A&M	657,235	894,648
Depreciation, depletion and other non-cash items	48,528	77,795
Interest accrued on agriculture land promissory notes	64,102	29,296
Stock-based compensation expense	54,794	10,633
Interest added to receivable from Rangeview Metropolitan District	(3,002)	(2,999)
Interest added to construction proceeds receivable	—	(4,213)
Changes in operating assets and liabilities:		
Trade accounts receivable	118,586	(176,723)
Receivables held in escrow	(246,581)	—
Sky Ranch receivable	1,807	—
Interest receivable and prepaid expenses	28,015	40,977
Receivable from HP A&M	(185,716)	—
Accounts payable and accrued liabilities	234,893	135,797
Deferred revenues	59,745	105,112
Deferred oil & gas lease	(106,755)	(103,620)
Net cash used by operating activities	<u>(120,851)</u>	<u>(326,887)</u>
Cash flows from investing activities:		
Investments in water, water systems, and land	(397,302)	(108,205)
Sales and maturities of marketable securities	—	182,931
Purchase of property and equipment	(2,250)	—
Proceeds from sale of collateral stock	—	3,525,000
Net cash (used in) provided by investing activities	<u>(399,552)</u>	<u>3,599,726</u>
Cash flows from financing activities:		
Arapahoe County construction proceeds	—	20,549
Payments to contingent liability holders	(1,684)	(813)
Payments made on promissory notes payable	(445,283)	(491,786)
Net cash (used in) by financing activities	<u>(446,967)</u>	<u>(472,050)</u>
Net change in cash and cash equivalents	(967,370)	2,800,789
Cash and cash equivalents – beginning of period	2,448,363	1,623,517
Cash and cash equivalents – end of period	<u>\$ 1,480,993</u>	<u>\$ 4,424,306</u>
<b>SUPPLEMENTAL DISCLOSURES OF NON-CASH ACTIVITIES</b>		
Reduction in Tap Participation Fee Liability resulting from remedies under the Arkansas River Agreement	\$ 12,031,814	
Accrued interest and penalties related to receivable from HP A&M and related promissory notes	\$ 46,000	

**PURE CYCLE CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**NOVEMBER 30, 2013**

**NOTE 1 – PRESENTATION OF INTERIM INFORMATION**

The November 30, 2013 consolidated balance sheet, the consolidated statements of comprehensive income (loss) for the three months ended November 30, 2013 and 2012, respectively and the consolidated statements of cash flows for the three months ended November 30, 2013 and 2012, respectively, have been prepared by Pure Cycle Corporation (the “Company”) and have not been audited. In the opinion of management, all adjustments necessary to present fairly the financial position, results of operations and cash flows at November 30, 2013, and for all periods presented have been made appropriately.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) have been condensed or omitted. It is suggested that these consolidated financial statements be read in conjunction with the financial statements and notes thereto included in the Company’s 2013 Annual Report on Form 10-K (the “2013 Annual Report”) filed with the Securities and Exchange Commission (the “SEC”) on November 27, 2013. The results of operations for interim periods presented are not necessarily indicative of the operating results for the full fiscal year. The August 31, 2013 balance sheet was derived from the Company’s audited financial statements.

**Use of Estimates**

The preparation of consolidated financial statements in accordance 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 consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Cash and Cash Equivalents**

Cash and cash equivalents include all highly liquid debt instruments with original maturities of three months or less. The Company’s cash equivalents are comprised entirely of money market funds maintained at a high quality financial institution in an account which at various times during the three months ended November 30, 2013, exceeded federally insured limits. At various times during the three months ended November 30, 2013, the Company’s main operating account exceeded federally insured limits.

**Financial Instruments – Concentration of Credit Risk and Fair Value**

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash equivalents. The Company places its cash equivalents and investments with high quality financial institutions. The Company invests its cash primarily in certificates of deposits, money market instruments, and U.S. government treasury obligations. To date, the Company has not experienced significant losses on any of these investments.

The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate that value.

***Cash and Cash Equivalents*** – The Company’s cash and cash equivalents are reported using the values as reported by the financial institution where the funds are held. These securities primarily include balances in the Company’s operating and savings accounts. The carrying amount of cash and cash equivalents approximate fair value.

***Accounts Receivable, Receivable Held in Escrow, and Accounts Payable*** – The carrying amounts of accounts receivable and accounts payable approximate fair value due to the relatively short period to maturity for these instruments.

***Long-term Financial Liabilities*** – The Comprehensive Amendment Agreement No. 1 (the “CAA”) is comprised of a recorded balance and an off-balance sheet or “contingent” obligation associated with the Company’s acquisition of its “Rangeview Water Supply” (defined in Note 4 below). The amount payable is a fixed amount but is repayable only upon the sale of “Export Water” (defined in Note 4 below). Because of the uncertainty of the sale of Export Water, the Company has determined that the contingent portion of the CAA does not have a determinable fair value. The CAA is described further in Note 4 – *Long-Term Obligations and Operating Lease – Participating Interests in Export Water*.

**PURE CYCLE CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**NOVEMBER 30, 2013**

The recorded balance of the “Tap Participation Fee” liability (as described below) is its estimated fair value determined by projecting new home development in the Company’s targeted service area over an estimated development period.

**Notes Receivable and Construction Proceeds Receivable** – The carrying amounts of the Company’s notes receivable and construction proceeds receivable approximate fair value as they bear interest at rates which are comparable to current market rates.

**Receivable from HP A&M** – In conjunction with HP A&M defaulting on certain promissory notes, the Company has the right to collect from HP A&M any amounts the Company spends to cure the defaulted notes. Accordingly the Company has recorded the entire amount of the HP A&M notes as a receivable from HP A&M. Due to the fact that HP A&M is a related party the fair value of the accounts receivable is not practical to determine.

**Mortgages Payable** – During fiscal 2013, the Company began acquiring the defaulted and non-defaulted promissory notes that are payable by HP A&M. The majority of the notes issued by the Company have a five-year term, bear interest at an annual rate of five percent (5%) and require semi-annual payments with a straight-line amortization schedule. The carrying value of the notes payable approximate the fair value as the rates are comparable to market rates.

**Off-Balance Sheet Instruments** – The Company’s off-balance sheet instruments consist entirely of the contingent portion of the CAA. Because repayment of this portion of the CAA is contingent on the sale of Export Water, which is not reasonably estimable, the Company has determined that the contingent portion of the CAA does not have a determinable fair value. See further discussion in Note 4 – *Long-Term Obligations and Operating Lease – Participating Interests In Export Water*.

**Tap Participation Fee**

This note should be read in conjunction with Note 4 –*Long-Term Obligations and Operating Lease* below.

Pursuant to the Asset Purchase Agreement (the “Arkansas River Agreement”) dated May 10, 2006, the Company is obligated to pay HP A&M a defined percentage of a defined number of water tap fees the Company receives after the date of the Arkansas River Agreement. A Tap Participation Fee (“TPF”) is due and payable once the Company has sold a water tap and received the consideration due for such water tap. The Company did not sell any water taps during the three months ended November 30, 2013 or 2012.

The Company imputes interest expense on the unpaid TPF using the effective interest method over an estimated period which is utilized in the valuation of the liability. The Company imputed interest of \$657,200 and \$894,600 during the three months ended November 30, 2013 and 2012, respectively.

At November 30, 2013, there remain 13,830 water taps subject to the TPF.

**Revenue Recognition**

**Tap and Construction Fees** – In August 2005, the Company entered into the Water Service Agreement (the “County Agreement”) with Arapahoe County (the “County”). In fiscal 2006, the Company began recognizing water tap fees as revenue ratably over the estimated service period upon completion of the “Wholesale Facilities” (defined in the 2013 Annual Report) constructed to provide service to the County. The Company recognized \$3,600 of water tap fee revenues during each of the three months ended November 30, 2013 and 2012, respectively. The water tap fees to be recognized over this period are net of the royalty payments to the State of Colorado Board of Land Commissioners (the “Land Board”) and amounts paid to third parties pursuant to the CAA as further described in Note 4 – *Long-Term Obligations and Operating Lease* below.

The Company recognized \$10,400 of “Special Facilities” (defined in the 2013 Annual Report) funding as revenue during each of the three months ended November 30, 2013 and 2012, respectively. This is the ratable portion of the Special Facilities funding proceeds received from the County pursuant to the County Agreement as more fully described in Note 2 – *Summary of Significant Accounting Policies* to the 2013 Annual Report.

As of November 30, 2013 and August 31, 2013, the Company has deferred recognition of approximately \$1,281,300 and \$1,297,600, respectively of water tap and construction fee revenue from the County, which will be recognized as revenue ratably over the estimated useful accounting life of the assets constructed with the construction proceeds as described above.

**Farm Operations** – The Company leases its Arkansas River water and land to area farmers who actively farm the properties. The Company records farm lease income ratably each month based on estimated annual lease income the Company anticipates collecting from its land and water leases. The Company recorded these amounts as receivables, less an estimated allowance for uncollectible accounts. The allowance as of November 30, 2013 and August 31, 2013, was determined by the Company's specific review of all past due accounts. The Company has recorded allowances for doubtful accounts totaling \$41,100 as of November 30, 2013 and August 31, 2013. As of November 30, 2013 and August 31, 2013 the Company has recorded deferred revenue of \$76,100 and \$122,000, respectively, on its farm income related to billings for future periods. The Company manages the farm lease business as a separate line of business from the wholesale water and wastewater business.

**Royalty and other obligations** – Revenues from the sale of Export Water are shown net of royalties payable to the Land Board. Revenues from the sale of water on the "Lowry Range" (described in Note 4 – *Water Assets* to the 2013 Annual Report) are shown net of the royalties to the Land Board and the amounts retained by the District.

**Oil and Gas Lease Payments** – As further described in Note 2 – *Summary of Significant Accounting Policies* to the 2013 Annual Report, on March 10, 2011, the Company entered into a Paid-Up Oil and Gas Lease (the "O&G Lease") and a Surface Use and Damage Agreement (the "Surface Use Agreement") with Anadarko E&P Company, L.P. ("Anadarko"), a wholly owned subsidiary of Anadarko Petroleum Company. In December of 2012 the O&G Lease was purchased by a wholly owned subsidiary of ConocoPhillips Company. Pursuant to the O&G Lease, during the year ended August 31, 2011, the Company received up-front payments of \$1,243,400 for the purpose of exploring for, developing, producing and marketing oil and gas on approximately 634 acres of mineral estate owned by the Company at its "Sky Ranch" property (described in Note 4 – *Water Assets* to the 2012 Annual Report). The Company began recognizing the up-front payments as income on a straight-line basis over three years (the initial term of the O&G Lease) on March 10, 2011. During the three months ended November 30, 2013 and 2012, the Company recognized \$106,800 and \$103,600, respectively, of income and royalty related to the up-front payments received pursuant to the O&G Lease.

As of November 30, 2013 and August 31, 2013, the Company has deferred recognition of \$128,700 and \$235,500, respectively of income related to the O&G Lease, which will be recognized into income ratably through February 2014.

#### **Capitalized Costs of Water and Wastewater Systems and Depletion and Depreciation of Water Assets**

Costs to construct water and wastewater systems that meet the Company's capitalization criteria are capitalized as incurred, including interest, and depreciated on a straight-line basis over their estimated useful lives of up to thirty years. The Company capitalizes design and construction costs related to construction activities, and it capitalizes certain legal, engineering and permitting costs relating to the adjudication and improvement of its water assets. The Company depletes its groundwater assets that are being utilized on the basis of units produced (i.e. thousands of gallons sold) divided by the total volume of water adjudicated in the water decrees.

#### **Share-based Compensation**

The Company maintains a stock option plan for the benefit of its employees and non-employee directors. The Company records share-based compensation costs as expense over the applicable vesting period of the stock award using the straight-line method. The compensation costs to be expensed are measured at the grant date based on the fair value of the award. The Company has adopted the alternative transition method for calculating the tax effects of share-based compensation, which allows for a simplified method of calculating the tax effects of employee share-based compensation. Because the Company has a full valuation allowance on its deferred tax assets, the granting and exercise of stock options has no impact on the income tax provisions.

The Company recognized \$54,800 and \$10,600 of share-based compensation expense during the three months ended November 30, 2013 and 2012, respectively.

#### Income taxes

The Company uses a "more-likely-than-not" threshold for the recognition and de-recognition of tax positions, including any potential interest and penalties relating to tax positions taken by the Company. The Company did not have any significant unrecognized tax benefits as of November 30, 2013.

The Company files income tax returns with the Internal Revenue Service and the State of Colorado. The tax years that remain subject to examination are fiscal 2011 through fiscal 2013. The Company does not believe there will be any material changes in its unrecognized tax positions over the next twelve months.

The Company's policy is to recognize interest and penalties accrued on any unrecognized tax benefits as a component of income tax expense. At November 30, 2013, the Company did not have any accrued interest or penalties associated with any unrecognized tax benefits, nor was any interest expense recognized during the three months ended November 30, 2013 and 2012.

#### Loss per Common Share

Loss per common share is computed by dividing net loss by the weighted average number of shares outstanding during each period. Common stock options and warrants aggregating 347,600 and 215,100 common share equivalents were outstanding as of November 30, 2013 and 2012, respectively, and have been excluded from the calculation of loss per common share as their effect is anti-dilutive.

#### Recently Issued Accounting Pronouncements

The Company continually assesses any new accounting pronouncements to determine their applicability. When it is determined that a new accounting pronouncement affects the Company's financial reporting, the Company undertakes a study to determine the consequence of the change to its consolidated financial statements and assures that there are proper controls in place to ascertain that the Company's consolidated financial statements properly reflect the change. During the current period there were no new accounting pronouncements issued that will impact the Company's financial reporting.

#### **NOTE 2 – FAIR VALUE MEASUREMENTS**

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or most advantageous market. The Company uses a fair value hierarchy that has three levels of inputs, both observable and unobservable, with use of the lowest possible level of input to determine fair value.

Level 1 — Valuations for assets and liabilities traded in active exchange markets, such as the New York Stock Exchange. The Company had none of these instruments at November 30, 2013 or August 31, 2013.

Level 2 — Valuations for assets and liabilities obtained from readily available pricing sources via independent providers for market transactions involving similar assets or liabilities. The Company had no Level 2 assets or liabilities at November 30, 2013 or August 31, 2013.

Level 3 — Valuations for assets and liabilities that are derived from other valuation methodologies, including discounted cash flow models and similar techniques, and not based on market exchange, dealer, or broker traded transactions. Level 3 valuations incorporate certain assumptions and projections in determining the fair value assigned to such assets or liabilities. The Company had one Level 3 liability at November 30, 2013 and August 31, 2013, the TPF liability, which is described in greater detail in Note 4 – *Long-Term Obligations and Operating Lease* below.

The Company maintains policies and procedures to value instruments using the best and most relevant data available.

The Company's non-financial assets measured at fair value on a non-recurring basis consist entirely of its investments in water and water systems and other long-lived assets. See Note 3 – *Investment in Water, Water Systems, Land and Improvements* below.

**PURE CYCLE CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**NOVEMBER 30, 2013**

**Level 3 Liability – Tap Participation Fee.** The Company's TPF liability is the Company's only financial liability measured on a non-recurring basis. As further described in Note 4 – *Long-Term Obligations and Operating Lease*, the TPF liability is valued by projecting new home development in the Company's targeted service area over an estimated development period.

The following table provides information on the assets and liabilities measured at fair value on a recurring basis as of November 30, 2013:

	Fair Value Measurement Using:					Total Unrealized Gain
	Fair Value	Cost / Other Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Tap Participation Fee liability	\$ 48,432,700	\$ 48,432,700	\$-	\$ —	\$ 48,432,700	\$ —

Although not required, the Company deems the following table, which presents the changes in the TPF for the three months ended November 30, 2013, to be helpful to the users of its consolidated financial statements:

	Fair Value Measurement using Significant Unobservable Inputs (Level 3)			Discount - to be imputed as interest expense in future periods
	Gross Estimated Tap Participation Fee Liability	Tap Participation Fee Reported Liability		
Balance at August 31, 2013	\$ 102,681,900	\$ 59,807,300		\$ 42,874,600
Total gains and losses (realized and unrealized):	—	—		—
Imputed interest recorded as "Other Expense"	—	657,200		(657,200)
Purchases, sales, issuances, payments, and settlements	(21,672,200)	(12,031,800)		(9,640,400)
Transfers in and/or out of Level 3	—	—		—
Balance at November 30, 2013	<u>\$ 81,009,700</u>	<u>\$ 48,432,700</u>		<u>\$ 32,577,000</u>

#### **NOTE 3 – INVESTMENTS IN WATER, WATER SYSTEMS, LAND AND IMPROVEMENTS**

The Company's water rights and current water and wastewater service agreements are more fully described in Note 4 – *Water Assets* to the 2013 Annual Report. There have been no significant changes to the Company's water rights or water and wastewater service agreements during the three months ended November 30, 2013.

The Company's water, water systems, land and improvements consist of the following costs and accumulated depreciation and depletion at November 30, 2013 and August 31, 2013:

**PURE CYCLE CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**NOVEMBER 30, 2013**

	November 30, 2013		August 31, 2013	
	Costs	Accumulated Depreciation and Depletion	Costs	Accumulated Depreciation and Depletion
Arkansas River Valley assets	\$ 69,112,300	\$ (1,488,600)	\$ 69,112,300	\$ (1,487,700)
Rangeview water supply	14,515,700	(7,800)	14,667,000	(7,700)
Sky Ranch water rights and other costs	3,929,300	(87,100)	3,915,100	(79,800)
Fairgrounds water and water system	2,899,900	(644,600)	2,899,900	(622,600)
Rangeview water system	167,700	(74,000)	167,700	(72,800)
Water supply – other	655,900	(34,400)	43,200	(22,400)
<b>Totals</b>	<b>91,280,800</b>	<b>(2,336,500)</b>	<b>90,805,200</b>	<b>(2,293,000)</b>
Net investments in water and water systems	<u>\$ 88,944,300</u>	<u>\$ 88,512,200</u>		

Capitalized terms in this section not defined herein are defined in Note 4 – *Water Assets* to the 2013 Annual Report.

**Depletion and Depreciation.** The Company recorded \$100 of depletion charges during each of the three month periods ended November 30, 2013 and 2012, respectively. This related entirely to the Rangeview Water Supply. No depletion is taken against the Arkansas River water or Sky Ranch Water Supply because the water located at these locations is not yet being utilized for its intended purpose as of November 30, 2013.

The Company recorded \$48,500 and \$77,600 of depreciation expense during the three months ended November 30, 2013 and 2012, respectively.

**Land and Water Shares Held for Sale.** During fiscal 2012, management decided to sell certain farms in order to have cash flows sufficient to acquire the notes defaulted upon by HP A&M and to meet the future obligations on the promissory notes the Company issued to purchase the defaulted notes owed by HP A&M. The Company has entered into agreements to sell 1,603 acres of land along with 3,397 FLCC shares associated with this land. The assets held for sale total \$5.7 million, which is the lower of cost or fair value less cost to sell.

#### **NOTE 4 – LONG-TERM OBLIGATIONS AND OPERATING LEASE**

The Participating Interests in Export Water Supply and the TPF payable to HP A&M are obligations of the Company that have no scheduled maturity dates. Therefore, these liabilities are not disclosed in tabular format, but they are described below.

##### **Participating Interests in Export Water Supply**

The Company acquired its Rangeview Water Supply through various amended agreements entered into in the early 1990's. The acquisition was consummated with the signing of the CAA in 1996. Upon entering into the CAA, the Company recorded an initial liability of \$11.1 million, which represented the cash the Company received from the participating interest holders that was used to purchase the Company's Export Water (described in greater detail in Note 4 – *Water Assets* to the 2013 Annual Report). The Company agreed to remit a total of \$31.8 million of proceeds received from the sale of Export Water to the participating interest holders in return for their initial \$11.1 million investments. The obligation for the \$11.1 million was recorded as debt, and the remaining \$20.7 million contingent liability was not reflected on the Company's balance sheet because the obligation to pay this is contingent on the sale of Export Water, the amounts and timing of which are not reasonably determinable.

The CAA obligation is non-interest bearing, and if the Export Water is not sold, the parties to the CAA have no recourse against the Company. If the Company does not sell the Export Water, the holders of the Series B Preferred Stock are also not entitled to payment of any dividend and have no contractual recourse against the Company.

As the proceeds from the sale of Export Water are received and the amounts are remitted to the external CAA holders, the Company allocates a ratable percentage of this payment to the principal portion (the Participating Interests in Export Water Supply liability account) with the balance of the payment being charged to the contingent obligation portion. Because the original recorded liability, which was \$11.1 million, was 35% of the original total liability of \$31.8 million, 35% of each payment remitted to the CAA holders is allocated to the recorded liability account. The remaining portion of each payment, or 65%, is allocated to the contingent obligation, which is recorded on a net revenue basis.

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In fiscal years 2007 and 2008, in order to reduce the long term impact of the CAA, the Company repurchased various portions of the CAA obligations in priority. The Company did not make any CAA acquisitions during the three months ended November 30, 2013 and 2012. As a result of the acquisitions, and due to the sale of Export Water, as detailed in the table below, the remaining potential third party obligation at November 30, 2013, is \$3.4 million:

	Export Water Proceeds Received	Initial Export Water Proceeds to Pure Cycle	Total Potential Third party Obligation	Participating Interests Liability	Contingency
Original balances	\$ —	\$ 218,500	\$ 31,807,700	\$ 11,090,600	\$ 20,717,100
<i>Activity from inception until August 31, 2012:</i>					
Acquisitions	—	28,077,500	(28,077,500)	(9,790,000)	(18,287,500)
Option payments - Sky Ranch and The Hills at Sky Ranch	110,400	(42,300)	(68,100)	(23,800)	(44,300)
Arapahoe County tap fees *	533,000	(373,100)	(159,900)	(55,800)	(104,100)
Export Water sale payments	269,300	(188,500)	(80,800)	(28,100)	(52,700)
Balance at August 31, 2013	912,700	27,692,100	3,421,400	1,192,900	2,228,500
<i>Fiscal 2014 activity:</i>					
Export Water sale payments	16,100	(11,270)	(4,830)	(1,700)	(3,130)
Balance at November 30, 2013	<u>\$ 928,800</u>	<u>\$ 27,680,830</u>	<u>\$ 3,416,570</u>	<u>\$ 1,191,200</u>	<u>\$ 2,225,370</u>

\* The Arapahoe County tap fees are less \$34,522 in royalties paid to the Land Board.

The CAA includes contractually established priorities which call for payments to CAA holders in order of their priority. This means the first three payees receive their full payment before the next priority level receives any payment and so on until full repayment. The Company will receive \$5.0 million of the remaining first priority payout (the remaining entire first priority payout totals \$7.1 million as of November 30, 2013).

#### **Arkansas River Agreement Obligations**

***The Tap Participation Fee.*** The \$48.4 million TPF liability at November 30, 2013, represents the estimated discounted fair value of the Company's obligation to pay HP A&M 20% of the Company's gross proceeds, or the equivalent thereof, from the sale of the next 13,830 water taps sold by the Company.

Initially the obligation was to pay 10% of the Company's gross proceeds, or the equivalent thereof, from the sale of 40,000 water taps sold after the date of the Arkansas River Agreement. The 40,000 water taps were reduced to 13,830 water taps as a result of (i) sales of Arkansas River Valley land in 2006 and 2009, (ii) the sale of unutilized water rights owned by the Company in the Arkansas River Valley in 2007, (iii) the election made by HP A&M, effective September 1, 2011, pursuant to the Arkansas River Agreement, to increase the TPF percentage from 10% to 20%, and to take a corresponding 50% reduction in the number of taps subject to the TPF, (iv) the allocation of 26.9% of the Net Revenues (defined as all lease and related income received from the farms less employee expenses, direct expenses for managing the leases and a reasonable overhead allocation) received by HP A&M from management of the farm leasing operations from September 1, 2011 to August 3, 2012 prior to termination of the Property Management Agreement, and (v) the reduction of 5,597 taps as the result of foreclosures on certain farms pursuant to the remedies outlined in the Arkansas River Agreement (2,233 in fiscal 2013 and 3,364 in the three-month period ended November 30, 2013).

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The fair value of the TPF liability is an estimate prepared by management of the Company. The fair value of the liability is based on discounted estimated cash flows subject to the TPF calculated by projecting future annual water tap sales for the number of taps subject to the TPF at the date of valuation. Future cash flows from water tap sales are estimated by utilizing the following historical information, where available:

- New homes constructed in the area known as the 11-county “Front Range” of Colorado from the 1980’s through the valuation date. The Company utilized data for this length of time to provide development information over many economic cycles because the Company anticipates development in its targeted service area to encompass many economic cycles over the development period.
- New home construction patterns for large master planned housing developments along the Front Range. The Company utilized this information because these developments are deemed comparable to projects anticipated to be constructed in the Company’s targeted service area (i.e. these master planned communities were located in predominately undeveloped areas on the outskirts of the Front Range).
- Population growth rates for Colorado and the Front Range. Population growth rates were utilized to predict anticipated growth along the Front Range, which was used to predict an estimated number of new homes necessary to house the increased population.
- The Consumer Price Index since the 1980’s, which was utilized to project estimated future water tap fees.

Utilizing this historical information, the Company projected an estimated new home development pattern in its targeted service area sufficient to cover the sale of the water taps subject to the TPF at the date of the revaluation, November 30, 2013. The Company revalued the TPF payable as of August 31, 2013 and November 30, 2013 due to the reduction of taps subject to the TPF as a result of the exercise of remedies under the Arkansas River Agreement. The estimated proceeds generated from the sale of those water taps resulted in estimated payments to HP A&M over the life of the projected development period of \$81.0 million, which is a decrease of \$21.7 million from the previous valuation completed at August 31, 2013 (\$102.7 million). The estimated proceeds as of August 31, 2013 was estimated to be \$102.7 million, a decrease of \$17.9 million from the previous valuation in fiscal 2012. The estimated payments to HP A&M are then discounted to the current valuation date and the difference between the amount reflected on the Company’s balance sheet at the valuation date and the total estimated payments is imputed as interest expense over the estimated development time using the effective interest method. The implied interest rate for the most recent valuation was 5.7%.

Actual new home development in the Company’s service area and actual future tap fees inevitably will vary significantly from the Company’s estimates, which could have a material impact on the Company’s consolidated financial statements. An important component in the Company’s estimate of the value of the TPF, which is based on historical trends, is that the Company reasonably expects water tap fees to continue to increase in the coming years. Tap fees are market based and the continued increase in tap fees reflects, among other things, the increasing costs to acquire and develop new water supplies. Tap fees thus are partially indicative of the increasing value of the Company’s water assets. The Company continues to assess the value of the TPF liability and updates its valuation analysis whenever events or circumstances indicate the assumptions used to estimate the value of the liability have changed materially. The difference between the net present value and the estimated realizable value will be imputed as interest expense using the effective interest method over the estimated development period utilized in the valuation of the TPF.

Payment of the TPF may be accelerated in the event of a merger, reorganization, sale of substantially all assets, or similar transactions and in the event of bankruptcy and insolvency events. Pursuant to the default provisions of the Company’s agreement with HP A&M, the Company reduced the discounted present value of the TPF by \$11.7 million during the fiscal year-end August 31, 2013 and an additional \$12 million during the three months ended November 30, 2013. The Company recorded the decrease in the TPF payable as an equity transaction due to the related party nature of the original transaction. Through November 30, 2013, \$27.8 million of interest has been imputed since the acquisition date, recorded using the effective interest method.

During fiscal year 2013, four of the farms and one FLLC certificate representing water rights only went through foreclosure proceedings due to the defaults by HP A&M. The Company’s agreement with HP A&M provides for a reduction of the number of water taps subject to the TPF payable to HP A&M in the event the farms or water rights are subject to foreclosure proceedings or other risks of loss. During fiscal year 2013, the Company reduced the number of taps by 2,233 taps and the discounted present value of the Tap Participation Fee by a total of approximately \$11.7 million as a result of the foreclosures. As of August 31, 2013, there were 17,194 taps subject to the Tap Participation Fee. During the three months ended November 30, 2013, an additional three farms and one FLLC certificate representing water rights only, collectively including 1,832 FLLCC shares, were foreclosed resulting in a reduction of the number of taps subject to the TPF by an additional 3,364 taps (approximately \$12.0 million of the TPF), leaving 13,830 taps subject to the Tap Participation Fee. Subsequent to November 30, 2013, an additional five farms including 682 FLLCC shares, were foreclosed resulting in a reduction of the number of taps subject to the TPF by an additional 1,253 taps (approximately \$4.4 million of the TPF), leaving 12,577 taps subject to the TPF.

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**Promissory Notes Payable by HP A&M in Default.** Approximately 60 of the 80 properties the Company originally acquired from HP A&M were subject to outstanding promissory notes payable to third parties that are secured by deeds of trust on the Company's properties and water rights, as well as mineral interests. HP A&M has now defaulted on all of the promissory notes and informed the Company that it does not intend to pay any of the amounts owed. HP A&M owed approximately \$9.6 million of principal and accrued interest as of September 1, 2012. These promissory notes are secured by approximately 14,000 acres of land and 16,882 FLCC shares representing water rights owned by the Company.

On July 2, 2012, the Company formally notified HP A&M that its failure to pay the promissory notes constituted an Event of Default under the Seller Pledge Agreement (as defined below) and a default of a material covenant under the Arkansas River Agreement. The Company informed HP A&M that unless such defaults were cured within thirty days, the Property Management Agreement would be terminated and the Company would proceed to exercise certain rights and remedies under the Arkansas River Agreement, the Seller Pledge Agreement, and the Property Management Agreement to protect its assets. The Company's remedies at law and under the Arkansas River Agreement and related agreements include, but are not limited to, the right to (i) foreclose on 1,500,000 shares of Pure Cycle common stock issued to HP A&M and the proceeds therefrom (the "Pledged Shares") which were pledged by HP A&M pursuant to a pledge agreement (the "Seller Pledge Agreement") to secure the payment and performance by HP A&M of the promissory notes described above; (ii) reduce the TPF; (iii) terminate the Property Management Agreement; and (iv) recover damages caused by the defaults, including certain costs and expenses, including attorneys' fees.

On August 3, 2012, the Company formally terminated the Property Management Agreement. On September 27, 2012, the Pledged Shares were sold at auction in a foreclosure sale for \$2.35 per share, yielding approximately \$3.42 million of proceeds to the Company (net of fees of \$110,000). Pursuant to the Arkansas River Agreement, the Company is reducing the TPF and is entitled to recover damages caused by the defaults, including certain costs and expenses, including attorneys' fees. The Company is currently pursuing its remedies and will continue to pursue such remedies over the next 12 months.

To protect its land and water interests, during the fiscal ended August 31, 2013, the Company purchased approximately \$7.0 million of the \$9.6 million notes payable by HP A&M and is negotiating the purchase of the remaining \$2.6 million with the holders. HP A&M continues to be liable for making the required payments on the notes, and the Company is pursuing remedies to recover the costs and expenses, including attorneys' fees, incurred by the Company in protecting the rights and title to the land and water rights securing the notes payable by HP A&M, including the costs incurred in purchasing the notes defaulted on by HP A&M. The amount owed on the outstanding notes was approximately \$7.5 million, including accrued interest of \$96,000 and approximately \$7.9 million, including accrued interest of \$122,000, at November 30, 2013 and August 31, 2013, respectively.

**Operating Lease**

Effective January 2013, the Company entered into an operating lease for 1,200 square feet of office space. The lease has a two year term with payments of \$1,530 per month.

**NOTE 5 – SHAREHOLDERS' EQUITY**

The Company maintains the 2004 Incentive Plan (the "Equity Plan"), which was approved by shareholders in April 2004. Executives, eligible employees, consultants and non-employee directors are eligible to receive options and stock grants pursuant to the Equity Plan. Pursuant to the Equity Plan, options to purchase shares of stock and restricted stock awards can be granted with exercise prices, vesting conditions and other performance criteria determined by the Compensation Committee of the Board. The Company initially reserved 1.6 million shares of common stock for issuance under the Equity Plan. At November 30, 2013, the Company had 1,218,311 common shares remaining that can be granted to eligible participants pursuant to the Equity Plan. The equity plan expires in April 2014.

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The following table summarizes the stock option activity for the Equity Plan for the three months ended November 30, 2013:

	Number of Options	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term	Appropriate Aggressive Intrinsic Value
Oustanding at August 31, 2013	347,500	\$ 5.62		
Granted	—	—		
Exercised	—	—		
Forfeited or expired	—	—		
Oustanding at November 30, 2013	347,500	\$ 5.62	6.69	\$ 715,050
Options exercisable at November 30, 2013	215,000	\$ 5.90	4.56	\$ 435,715

The following table summarizes the activity and value of non-vested options as of and for the three months ended November 30, 2013:

	Number of Options	Weighted-Average Grant Date Fair Value
Non-vested options oustanding at beginning of period	132,500	\$ 3.80
Granted	—	—
Vested	—	—
Forfeited	—	—
Options not vested at November 30, 2013	132,500	\$ 3.80

All non-vested options are expected to vest.

Stock-based compensation expense was \$54,800 and \$10,600 for the three months ended November 30, 2013 and 2012, respectively.

At November 30, 2013, the Company had unrecognized expenses relating to non-vested options that are expected to vest totaling \$398,900 which have a weighted average life of less than three years. The Company has not recorded any excess tax benefits to additional paid-in capital.

#### **NOTE 6 – RELATED PARTY TRANSACTIONS**

On December 16, 2009, the Company entered into a Participation Agreement with District, whereby the Company agreed to provide funding to the District in connection with the District joining the South Metro Water Supply Authority ("SMWSA"). The Company provided \$55,000 and \$1,000 of funding to the District pursuant to the Participation Agreement during the three months ended November 30, 2013 and 2012, respectively. These amounts were expensed at the time of funding.

In 1995, the Company extended a loan to the District, a related party. The loan provided for borrowings of up to \$250,000, is unsecured, bears interest based on the prevailing prime rate plus 2% (5.25% at November 30, 2013) and matured on December 31, 2013. The Company extended the maturity date of the loan to December 31, 2014. The \$559,000 balance of the note receivable at November 30, 2013, includes borrowings of \$229,300 and accrued interest of \$329,700.

#### **NOTE 7 – SIGNIFICANT CUSTOMERS**

The Company sells wholesale water and wastewater services to the District pursuant to the Rangeview Water Agreements (defined in Note 4 –*Water Assets* to the 2013 Annual Report). Sales to the District accounted for 11% and 89% of the Company's total water and wastewater revenues for the three months ended November 30, 2013 and 2012, respectively. The District has one significant customer. Pursuant to the Rangeview Water Agreements the Company is providing water and wastewater services to this customer on behalf of the District. The District's significant customer accounted for 9% and 65% of the Company's total water and wastewater revenues for the three months ended November 30, 2013 and 2012, respectively.

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Revenues indirectly related to ConocoPhillips accounted for 87% and 7% of the Company's water and wastewater revenues for the three months ended November 30, 2013 and 2012, respectively.

The Company had accounts receivable from the District which accounted for 13% and 14% of the Company's trade receivables balances at November 30, 2013 and August 31, 2013, respectively. Accounts receivable from the District's largest customer accounted for 10% and 12% of the Company's trade receivables as of November 30, 2013 and August 31, 2013, respectively. Accounts receivable indirectly to ConocoPhillips accounted for 21% and 27% of the Company's trade receivable balances at November 30, 2013 and August 31, 2013.

**NOTE 8 – ACCRUED LIABILITIES**

At November 30, 2013, the Company had accrued liabilities of \$250,900, of which \$191,200 was for estimated property taxes, \$30,100 was for professional fees, \$6,900 was for farm lease prepayments, and \$22,700 related to operating payables.

At August 31, 2013, the Company had accrued liabilities of \$264,700, of which \$156,100 was for estimated property taxes, \$56,700 was for professional fees, \$30,300 was for farm lease prepayments, and the remaining \$21,600 related to operating payables.

**NOTE 9 – LITIGATION LOSS CONTINGENCIES**

The Company is involved in various claims, litigation and other legal proceedings that arise in the ordinary course of its business. The Company records an accrual for a loss contingency when its occurrence is probable and damages can be reasonably estimated based on the anticipated most likely outcome or the minimum amount within a range of possible outcomes. The Company makes such estimates based on information known about the claims and experience in contesting, litigating and settling similar claims. Disclosures are also provided for reasonably possible losses that could have a material effect on the Company's financial position, results of operations or cash flows.

Because each of the lawsuits below involves complex legal issues and uncertainties and are in the early stages of litigation, the Company has determined that no accruals for losses related to the lawsuits are reasonably estimable or deemed reasonably likely at this time.

In December 2011, the Company and the District filed a lawsuit against the State of Colorado acting by and through the Land Board. The complaint was filed with the District Court, City and County of Denver, State of Colorado. The Company and the District are claiming that the Land Board breached, and will breach, agreements entered into by the Land Board with the Company and the District in connection with a 1996 settlement agreement. Those agreements include (i) the Amended and Restated Water Lease, dated as of April 4, 1996, between the Land Board and the District (the "Lease") and (ii) the Service Agreement of the same date between the Company and the District. As initially reported in a Current Report on Form 8-K filed on November 29, 2011, the Land Board issued a Request for Proposal that included a draft lease agreement related to oil and gas rights at the Land Board's Lowry Range. The Land Board subsequently entered into an oil and gas lease for the Lowry Range, which the Company believes does not protect the Company's exclusive rights. As a result of this breach, the Company and the District are claiming damages to be proven at trial.

HP A&M initiated a lawsuit against the Company in District Court, City and County of Denver, State of Colorado on February 27, 2012, alleging breaches of representations made in connection with the Arkansas River Agreement. The HP A&M claims relate to the issues currently being litigated between the Company and the Land Board regarding the Company's exclusive right to provide water service to the Land Board's Lowry Range property. The Company believes the allegations are without merit and intends to vigorously defend against them.

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The Land Board asserted certain counterclaims in the lawsuit described above that relate to operational disputes under the Lease. On June 14, 2013, the Company, the District and the Land Board entered into an Arbitration Agreement pursuant to which the parties have agreed to submit three counterclaims under the Lease to binding arbitration: (i) whether revenue from wastewater services are subject to royalties under the Lease and the appropriate payment for a right-of-way for a wastewater reclamation facility, (ii) whether Export Water royalties are owed on a net or gross proceeds basis, and (iii) if, and/or how water from the four aquifers under the Lowry Range should be blended for sale, as well as any related claims of the Company and the District for offset, credit or overpayment of previous royalties paid and defenses to the three claims. The counterclaims have been dismissed from the lawsuit without prejudice. An arbitrator has not yet been selected, so the timing of resolution of these claims is unknown. Because the arbitration has not proceeded past the agreement stage and the outcome is uncertain, the Company has determined that accruals for losses related to the arbitration are not reasonably estimable or deemed reasonably likely at this time. The Company and the District believe that they have been conducting their operations in accordance with the Lease and are prepared to defend their decisions in the arbitration.

During the fiscal year ended August 31, 2013, foreclosure proceedings were commenced against 38 of the properties acquired by the Company from HP A&M which are subject to promissory notes defaulted upon by HP A&M and secured by deeds of trust on the Company's land and water rights. These properties represent approximately 40% of the Company's FLLC shares and over 45% of the Company's Arkansas River land. The proceedings were filed on various dates from January 9, 2013 through July 3, 2013, with the Public Trustees of Bent, Otero and Prowers Counties in Colorado and involve claims against HP A&M for its failure to pay the notes. Foreclosure proceedings in Colorado take at least nine months to conclude. Foreclosure sales were conducted on three of the Company's farm properties on August 28, 2013, and on a fourth property on September 4, 2013, subsequent to fiscal year end. The Company's wholly owned subsidiary, PCY Holding, LLC ("PCY Holdings"), was the successful bidder in the foreclosure sales. Due to statutory protections afforded to the Company as the owner of the properties and the Company's liquidity, the Company had anticipated concluding these foreclosure proceedings on terms which would not have a material adverse effect on its financial position, results of operations or cash flows. On September 16, 2013, HP A&M filed a complaint against PCY Holdings and the Public Trustee for the County of Bent, Colorado. The lawsuit was filed in the District Court, County of Bent, Colorado. HP A&M was seeking (i) a declaratory judgment that it is entitled to redeem the four properties from the foreclosure sales by paying the amount of the outstanding debt, plus fees, which is the amount PCY Holdings bid in the sales, and (ii) preliminary and permanent injunctions against the Public Trustee preventing the Public Trustee from issuing confirmation deeds for the foreclosure sales to PCY Holdings or anyone other than HP A&M. On November 20, 2013 the Complaint was dismissed with prejudice, and judgment was entered in favor of the Public Trustee and PCY Holdings. The District Court ruled that "High Plains" Complaint and Motion are baseless, without statutory authority, and are an attempt to obstruct the proper function of the office of the Public Trustee of Bent County, and PCY Holdings relative to the foreclosures of the four Subject Farms". Further the District Court ruled "that High Plains' Motion and its claims in its Verified Complaint are frivolous and groundless, and awards the Public Trustee of Bent County and PCY Holdings their attorneys' fees and costs incurred in connection with this matter."

On January 3, 2014 HP A&M filed a notice of appeal of the judgment with the Colorado Court of Appeals. If HP A&M wins on appeal, the Company could lose these properties, subject to its remedies under the Arkansas River Agreement. The Company intends to vigorously defend any appeal of this ruling and to pursue the remedies against HP A&M for the defaults. Because the appellate process has just been initiated and the timing and outcome of the appeal is uncertain, the Company has determined that accruals for losses related to the appeal are not reasonably estimable or deemed reasonably likely at this time.

**NOTE 10 – SEGMENT INFORMATION**

The Company operates primarily in two lines of business: (i) the wholesale water and wastewater business; and (ii) the agricultural farming business. The Company provides wholesale water and wastewater services to customers using water rights owned by the Company and develops infrastructure to divert, treat and distribute that water and collect, treat and reuse wastewater. The Company's agricultural business consists of the Company leasing its Arkansas River Valley land and water to area farmers under cash leases or in certain cases crop share leases. The following tables show information by operating segment for the three months ended November 30, 2013 and 2012:

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for the three months ended November 30, 2013

	Business segments			
	Wholesale water and wastewater	Agricultural	All Other	Total
Revenues	\$ 344,300	\$ 220,300	\$ 13,900	\$ 578,500
Gross profit	217,600	199,600	13,900	431,100
Depletion and depreciation	48,500	—	—	48,500
Other significant noncash items:				
Stock-based compensation	—	—	54,800	54,800
TPF interest expense	657,200	—	—	657,200
Segment assets	94,272,800	6,670,600	7,345,500	108,288,900
Expenditures for segment assets	397,300	—	—	397,300

for the three months ended November 30, 2012

	Business segments			
	Wholesale water and wastewater	Agricultural	All Other	Total
Revenues	\$ 57,400	\$ 362,700	\$ 18,300	\$ 438,400
Gross profit	4,900	343,700	18,300	366,900
Depletion and depreciation	77,600	—	—	77,600
Other significant noncash items:				
Stock-based compensation	—	—	10,600	10,600
TPF interest expense	894,600	—	—	894,600
Segment assets	96,195,400	3,586,900	11,091,300	110,873,600
Expenditures for segment assets	108,200	—	—	108,200

\*\*\*\*\*

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

### **OVERVIEW**

The discussion and analysis below includes forward-looking statements that are subject to risks, uncertainties and other factors, as described in "Risk Factors" in our Annual Report on Form 10-K and Part II, Item 1A, "Risk Factors" in this Quarterly Report on Form 10-Q, that could cause our actual growth, results of operations, performance, financial position and business prospects and opportunities for this fiscal year and periods that follow to differ materially from those expressed in, or implied by those forward-looking statements. Readers are cautioned that forward-looking statements contained in this Form 10-Q should be read in conjunction with our disclosure under the heading "Disclosure Regarding Forward-Looking Statements" below.

The following Management's Discussion and Analysis ("MD&A") is intended to help the reader understand our results of operations and financial condition and should be read in conjunction with the accompanying consolidated financial statements and the notes thereto and the financial statements and the notes thereto contained in our 2013 Annual Report on Form 10-K (the "2013 Annual Report").

The following section focuses on the key indicators reviewed by management in evaluating our financial condition and operating performance, including the following:

- Revenue generated from providing wholesale water and wastewater services;
- Revenues generated from agricultural operations
- Expenses associated with developing our water assets; and
- Cash available to continue development of our water rights and service agreements.

Our MD&A section includes the following items:

Our Business – a general description of our business, our services and our business strategy.

Results of Operations – an analysis of our results of operations for the periods presented in our consolidated financial statements.

Liquidity, Capital Resources and Financial Position – an analysis of our cash position and cash flows, as well as a discussion of our financing arrangements.

Critical Accounting Policies and Use of Estimates – a discussion of our critical accounting policies that require critical judgments, assumptions and estimates.

Forward Looking Statements – an identification of forward looking statements and a description of risks that could cause actual results to differ materially from those discussed in forward looking statements.

### **Our Business**

Pure Cycle Corporation ("we", "us" or "our") is an investor-owned Colorado corporation that (i) provides wholesale water and wastewater services to end-use customers of governmental entities and to commercial and industrial customers and (ii) manages land and water assets for farming.

#### **Wholesale Water and Wastewater**

These services include water production, storage, treatment, bulk transmission to retail distribution systems, wastewater collection and treatment, irrigation water treatment and transmission, construction management, billing and collection and emergency response.

We are a vertically integrated wholesale water and wastewater provider, which means we own or control substantially all assets necessary to provide wholesale water and wastewater services to our customers. This includes owning (i) water rights which we use to provide domestic, irrigation, and industrial water to our wholesale customers (we own surface water, groundwater, reclaimed water rights and storage rights), (ii) infrastructure (such as wells, diversion structures, pipelines, reservoirs and treatment facilities) required to withdraw, treat, store and deliver water, (iii) infrastructure required to collect, treat, store and reuse wastewater, and (iv) infrastructure required to treat and deliver reclaimed water for irrigation use.

We currently provide wholesale water service predominately to two local governmental entity customers. Our largest customer is the Rangeview Metropolitan District (the "District"), a quasi-municipal political subdivision of the State of Colorado, which is described further below. We provide service to the District and its end-use customers pursuant to "The Rangeview Water Agreements" (defined below) between us and the District for the provision of wholesale water service to the District for use in the District's service area. Through our governmental entity wholesale customers, we serve 258 Single Family Equivalent ("SFE") (as defined below) water connections and 157 SFE wastewater connections located in southeastern metropolitan Denver.

We plan to utilize our significant water assets along with our adjudicated reservoir sites to provide wholesale water and wastewater services to local governmental entities which in turn will provide residential/commercial water and wastewater services to communities along the eastern slope of Colorado in the area extending essentially from Fort Collins on the north to Colorado Springs on the south, which is generally referred to as the "Front Range." Principally we target the "I-70 corridor," which is located east of downtown Denver and south of the Denver International Airport. This area is predominately undeveloped and is expected to experience substantial growth over the next 30 years.

#### ***Agricultural Operations and Leasing***

Approximately 90% of our farm operations are managed through cash lease arrangements with local area farmers whereby we charge a fixed fee, billed semi-annually in March and November, to lease our land and the water for agricultural purposes to tenant farmers. We have a small number of crop share leases, pursuant to which we and the tenant farmer jointly share in the gross revenues generated from the crops grown under a 75% farmer, 25% landlord participation. The majority of crops grown on our farms are alfalfa, with a number of acres also planted in corn, sorghum, and wheat. We will continue to review and evaluate ways to enhance the performance of our approximately 16,700 acres of farm land through relationships with area farmers.

We also own 931 acres of land along the I-70 corridor east of Denver, Colorado. We are currently leasing this land to an area farmer until such time as the property can be developed.

These land interests are described in the *Arkansas River Water and Land* and *Sky Ranch* sections of Note 4 - *Water Assets* to the 2013 Annual Report.

#### **Results of Operations**

##### ***Executive Summary***

The results of our operations for the three months ended November 30, 2013 and 2012 are as follows:

**Summary Table 1**

	Three months ended:			\$ Change	% Change
	November 30, 2013	November 30, 2012			
Millions of gallons of water delivered	34.6	8.7		25.9	298%
Water revenues generated	\$ 321,600	\$ 46,600	\$ 275,000		590%
Operating costs to deliver water (excluding depreciation and depletion)	\$ 102,500	\$ 26,200	\$ 76,300		291%
Water delivery gross margin %	68%	44%			
Wastewater treatment revenues	\$ 9,800	\$ 10,800	\$ (1,000)		-9%
Operating costs to treat wastewater	\$ 10,450	\$ 3,300	\$ 7,150		217%
Wastewater treatment gross margin %	-7%	69%			
Tap and specialty facility revenues	\$ 14,000	\$ 14,000	\$ —		0%
Farm operations revenues	\$ 220,300	\$ 363,000	\$ (142,700)		-39%
Farm operating costs	\$ 20,700	\$ 19,000	\$ 1,700		9%
Farm operations gross margin %	91%	95%			
General and administrative expenses	\$ 619,900	\$ 838,100	\$ (218,200)		-26%
Net losses	\$ 846,500	\$ 1,333,600	\$ (487,100)		-37%

#### **Water Usage Revenues**

Our water service charges include a fixed monthly fee and a fee based on actual amounts of water used, which is based on a tiered pricing structure that provides for higher prices as customers use greater amounts of water. Our rates and charges are established based on the average of three surrounding water providers.

Water deliveries increased 298% during the three months ended November 30, 2013, compared to the three months ended November 30, 2012. Water revenues increased 590% for the three months ended November 30, 2013, compared to the three months ended November 30, 2012. Both deliveries and sales increased primarily as a result of the addition of water sales to the oil and gas industry, which was used primarily to frack wells drilled into the Niobrara formation. Our revenue increased by a greater margin than our deliveries due to our ability to charge higher meter rates for fracking water than we typically receive from customers that have acquired taps. The following table details the sources of our sales, the number of kgal (1,000 gallons) sold, and the average price per kgal for the three months ended November 30, 2013 and 2012.

**Water Revenue Summary**

Customer Type	Three months ending November 30,					
	2013			2012		
	Sales	kgal	Average per kgal	Sales	kgal	Average per kgal
On Site - Commercial	\$ 26,900	4,977.4	\$ 5.40	\$ 38,900	8,136.8	\$ 4.78
Export-Commercial	4,400	401.8	10.95	4,000	391.1	10.23
Fracking	290,300	29,218.6	9.94	3,700	204.8	18.07
	\$ 321,600	34,597.8	\$ 9.30	\$ 46,600	8,732.7	\$ 5.34

The gross margins on delivering water increased 291% during the three months ended November 30, 2013, compared to the three months ended November 30, 2012, primarily due to the increase in the volume of water sold and selling water at higher tiered rates.

#### **Wastewater Treatment Revenues**

Our wastewater customer is charged based on the amount of wastewater treated.

Wastewater fees decreased 9% during the three months ended November 30, 2013, compared to the three months ended November 30, 2012. This decrease was primarily the result of decreased demand from our only wastewater customer. Our operating costs increased due to the reclassification of expenses related to the District, which historically we recorded under general and administrative expenses, but we are now expensing under operating costs for enhanced presentation of the financial results.

#### ***Tap Fees***

In August 2005, we entered into the Water Service Agreement (the “County Agreement”) with Arapahoe County (the “County”). In fiscal 2006, we began recognizing water tap fees as revenue ratably over the estimated service period upon completion of the “Wholesale Facilities” (defined in the 2013 Annual Report) constructed to provide service to the County. We recognized \$3,600 of water tap fee revenues during each of the three months ended November 30, 2013 and 2012, respectively. The water tap fees to be recognized over this period are net of the royalty payments to the State of Colorado Board of Land Commissioners (the “Land Board”) and amounts paid to third parties pursuant to the “CAA” which is described in Note 4 – *Long-Term Obligations and Operating Lease* to the accompanying consolidated financial statements.

We recognized \$10,400 of “Special Facilities” (defined in the 2013 Annual Report) funding as revenue during each of the three months ended November 30, 2013. This is the ratable portion of the Special Facilities funding proceeds received from the County pursuant to the County Agreement as more fully described in Note 2 – *Summary of Significant Accounting Policies* to the 2013 Annual Report.

At November 30, 2013, we have deferred recognition of \$1.3 million of water tap and construction fee revenue from the County, which will be recognized as revenue ratably over the estimated useful accounting life of the assets constructed with the construction proceeds as described above.

On December 31, 2013, the District increased its water tap fees from \$22,500 per SFE to \$24,620 per SFE. Wastewater tap fees increased from \$4,883 per SFE to \$4,988 per SFE.

We did not sell any water or wastewater taps during the three months ended November 30, 2013 or 2012.

#### ***Farming Operations***

Our farming operations include revenues from leases on the farms we own in the Arkansas River Valley.

Lease income from our farming operations decreased by 39% during the three months ended November 30, 2013 compared to the three months ended November 30, 2012. Because we assumed management of our farms on August 3, 2012 we recognized for four months lease income during the three months ended November 30, 2012.

The following chart details our farm revenue by lease type, acres, and the average revenue per acre for the three months ended November 30, 2013.

Lease Type	Farm Summary		
	Sales	Acres	Average per Acre
Arkansas Cash	\$ 193,200	10,637	\$ 18.16
Arkansas Pasture	3,400	1,320	2.58
Arkansas Watershares	24,500	N/A	N/A
Arkansas Crop Share	(800)	1,370	(0.58)
Arkansas Held for Sale	—	1,331	—
Arkansas Not Farmed	—	2,095	—
Sky Ranch	—	931	—
	\$ 220,300	17,684	\$ 12.46

#### **General and Administrative and Other Expenses**

Significant balances classified as general and administrative (“G&A”) expenses for the three months ended November 30, 2013 and 2012, respectively were:

**Table 2 - Significant Balances in G&A**

	Three months ended:		\$ Change	% Change
	11/30/2013	11/30/2012		
Salary and salary related expenses:				
Including share-based compensation	\$ 175,900	\$ 134,600	\$ 41,300	31%
Excluding share-based compensation	\$ 121,100	\$ 124,000	\$ (2,900)	-2%
Legal and accounting fees	\$ 205,100	\$ 235,400	\$ (30,300)	-13%
Property taxes	\$ 35,000	\$ 154,200	\$ (119,200)	-77%
Water assessment fees	\$ 72,500	\$ 92,000	\$ (19,500)	-21%
Directors fees (including insurance)	\$ 16,300	\$ 11,300	\$ 5,000	44%
Public entity related expenses	\$ 16,800	\$ 21,000	\$ (4,200)	-20%

Salary and salary related expenses including share-based compensation increased 31% for the three months ended November 30, 2013 as compared to the three months ended November 30, 2012 due to the recognition of option expense on the issuance of stock options to our non-employee Board of Directors in January 2013 of 32,500 shares versus 12,500 shares during January 2012 and the issuance of stock options to our management in August 2013 of 100,000 shares versus no shares during August 2012. The salary and salary related expenses noted above includes \$54,800 and \$10,600 of share-based compensation expenses during the three months ended November 30, 2013 and 2012, respectively.

Professional fees (legal and accounting) decreased 13% during the three months ended November 30, 2013, as compared to the three months ended November 30, 2012. The decrease was due to a reduction in litigation and foreclosure legal fees of approximately \$34,000, which was partially offset by increases in general legal fees of approximately \$5,400.

In conjunction with the HP A&M default we are now responsible for the property taxes associated with the land. We are also now accruing property taxes related to our Sky Ranch property. The expected annual property taxes for calendar year 2013 (paid in 2014) are approximately \$140,000. We anticipate the property taxes will remain consistent through the 2013 calendar year so we are accruing property taxes of approximately \$11,700 monthly.

Water assessment fees, which are mainly paid to the Fort Lyon Canal Company (“FLCC”), are the fees we pay for our share of the maintenance of canals in the Arkansas River Valley. The fees are approved by the shareholders of the FLCC. As of November 30, 2013, we hold approximately 23% of the voting shares of the FLCC, 4% of which are being held for sale. For the calendar year 2012 assessment fees were \$17 per share. For calendar year 2013 assessment fees decreased from \$17.00 per share to \$15.00 per share, which decreased our overall assessment fees expense by approximately \$19,500 from fiscal year 2012 to fiscal year 2013. Our calendar year assessments for 2013 will be approximately \$290,000 and are being expensed ratably through December 31, 2013.

Director's fees, including D&O insurance, increased 44% for the three months ended November 30, 2013 as compared to the three months ended November 30, 2012. These fees vary due to timing of expenditures, but generally are expected to remain consistent year over year.

Costs associated with corporate governance and costs associated with being a publicly traded entity decreased 20% for the three months ended November 30, 2013 as compared to the three months ended November 30, 2012. The decrease was primarily due to a reduction in our filing provider costs. Our costs generally fluctuate due to changes in the number of press releases, investor relation initiatives, filing fees and compliance costs for filing with the Securities and Exchange Commission (the “SEC”).

Property taxes decreased 77% as a result of (i) the timing of our assumption of our farms adding to 2012 property taxes balances for more than three months and (ii) the reduction in assessment of Sky Ranch because the land is now considered to be agricultural for property tax purposes.

#### **Other Income and Expense Items**

**Table 3 - Other Items**

	Three months ended:					
	30-Nov-13	30-Nov-12	\$ Change		% Change	
<b>Income items:</b>						
Oil and gas lease income	\$ 106,800	\$ 103,600	\$ 3,200		3%	
Interest income	\$ 3,000	\$ 8,900	\$ (5,900)		-66%	
<b>Expense items:</b>						
Depreciation and depletion	\$ 48,500	\$ 77,600	\$ (29,100)		-38%	
Imputed interest	\$ 657,200	\$ 894,600	\$ (237,400)		-27%	
Interest expense	\$ 64,100	\$ 26,900	\$ 37,200		N/A	

The oil and gas lease income amounts represent a portion of the up-front payments we received on March 10, 2011, upon the signing of the Paid-Up Oil and Gas Lease (the “O&G Lease”) and Surface Use and Damage Agreement (the “Surface Use Agreement”). During fiscal 2011, we received payments of \$1,243,400 for the purpose of exploring for, developing, producing and marketing oil and gas on 634 acres of mineral estate we own at our Sky Ranch property. The income received is being recognized in income over the initial three year term of the O&G Lease, which began on March 10, 2011. In December of 2012 the O&G Lease was purchased by a wholly owned subsidiary of ConocoPhillips Company.

Interest income represents interest earned on the temporary investment of capital in available-for-sale securities, interest accrued on the note payable by the District and interest accrued on the Special Facilities construction proceeds receivable from the County. The decrease is due primarily to us not holding marketable securities during 2013.

Imputed interest expense is related to the Tap Participation Fee (“TPF”) payable to HP A&M. This represents the expensed portion of the difference between the estimated fair value of the payments to be made to HP A&M and the discounted present value of those payments imputed using the effective interest method. The decrease in the imputed interest expense is a result of the reduction in the TPF as a result of us exercising our remedies under the Arkansas River Agreement during the first quarter of fiscal 2014, which is explained in greater detail in Note 4 – *Long-Term Obligations and Operating Lease* to the accompanying consolidated financial statements.

Interest expense is related to the interest accrued on the \$5.6 million in promissory notes issued to acquire the HP A&M debt. We began acquiring these notes during the three months ended November 30, 2012. Due the timing of when we acquired the HP A&M debt we only recognized a prorated portion of the interest for the three months ended November 30, 2012.

#### **Liquidity, Capital Resources and Financial Position**

At November 30, 2013, our working capital, defined as current assets less current liabilities, was \$3.6 million, which included \$1.48 million in cash and cash equivalents. As of the date of the filing of this quarterly report on Form 10-Q, we have an effective shelf registration statement pursuant to which we may elect to sell up to another \$15 million of stock at any time and from time to time. During 2012 we sold the 1.5 million Pledged Shares for \$3.5 million or \$2.35 per share. Additionally, we have agreements to sell certain farms for a total of \$5.7 million. We believe that as of the date of the filing of this annual report on Form 10-Q and as of November 30, 2013, we have sufficient working capital to fund our operations for the next fiscal year.

#### **Arkansas River Valley Water Assets**

The FLCC water assessments are the charges assessed to the FLCC shareholders for the upkeep and maintenance of the Fort Lyon Canal. The water assessment payments are payable to the FLCC each calendar year. Our calendar year assessments for 2013 will be approximately \$290,000 and are being expensed ratably during the year. Our calendar year 2012 property taxes (paid in April 2013) were approximately \$142,000. Based on assessed valuations we anticipate the property taxes for calendar year 2013 will be approximately \$140,000 As a result we are accruing monthly property taxes of approximately \$11,700.

#### **Sky Ranch Property**

Our calendar year 2012 Sky Ranch property taxes (paid in April 2013) were approximately \$90,600. As a result of a change in the assessment to agricultural land we anticipate the property taxes for calendar year 2013 will be less. The county valuation for property tax assessments of the Sky Ranch property was reduced from approximately \$4.2 million to approximately \$84,000. We cannot fully estimate the taxes that will be due, but believe the property taxes for the calendar year 2013 (to be paid in April 2014) will be approximately \$2,000. We have previously accrued \$57,600 through November 30, 2013. Although we believe this accrual exceeds the amount we will owe, we have kept this accrual until such time as we can determine the actual liability.

#### **ECCV Capacity Operating System**

Pursuant to a 1982 contractual right, the District may purchase water produced from East Cherry Creek Valley Water and Sanitation District's ("ECCV") Land Board system. ECCV's Land Board system is comprised of eight wells and more than ten miles of buried water pipeline located on the "Lowry Range" as described in Note 4 – *Water Assets* to the 2013 Annual Report. In May 2012, in order to increase the delivery capacity and reliability of these wells, in our capacity as the District's service provider and the Export Water Contractor (as defined in the Amended and Restated Water Lease between the District and the Colorado State Board of Land Commissioners), we entered into an agreement to operate and maintain the ECCV facilities allowing us to utilize the system to provide water to commercial and industrial customers, including customers providing water for drilling and hydraulic fracturing of oil and gas wells. Our costs associated with the use of the ECCV system were a flat monthly fee of \$4,667 per month from May 1, 2012 through December 31, 2012, which increased to \$8,000 per month from January 1, 2013 through December 31, 2020, and will decrease to \$3,000 per month from January 1, 2020 through April 2032. Additionally, we pay a fee per 1,000 gallons of water produced from ECCV's system, which is included in the water usage fees charged to customers.

#### **The Tap Participation Fee**

The \$48.4 million TPF liability at November 30, 2013, represents the estimated fair value of our obligation to pay HP A&M 20% of our gross proceeds, or the equivalent thereof, from the sale of the next 13,830 water taps we sell, and includes \$27.8 million of interest, which has been imputed since we acquired our farm assets, recorded using the effective interest method. We did not sell any taps during the three months ended November 30, 2013 or 2012.

Payment of the TPF may be accelerated in the event of a merger, reorganization, sale of substantially all assets, or similar transactions and in the event of bankruptcy and insolvency events. Through November 2013 we have foreclosed on six of our farms and two FLCC certificates representing water rights only, and cured one farm in foreclosure. Our agreement with HP A&M allows us to reduce the TPF in the event any of our farms or water rights are foreclosed upon. As of November 30, 2013, there were 13,830 (a reduction of 5,597) taps subject to the TPF. As a result of the foreclosures and the reduction in taps remaining subject to the TPF, the TPF was revalued as of November 30, 2013 and August 31, 2013.

#### **South Metropolitan Water Supply Authority**

The South Metropolitan Water Supply Authority ("SMWSA") is a municipal water authority in the State of Colorado organized to pursue the acquisition and development of new water supplies on behalf of its members. SMWSA members include 14 Denver area water providers in Arapahoe and Douglas Counties. The District became a member of SMWSA in 2009 in an effort to participate with other area water providers in developing regional water supplies along the Front Range. For over two years, the SMWSA members have been working with Denver Water and Aurora Water on a cooperative water project known as the Water Infrastructure Supply Efficiency partnership ("WISE"), which seeks to develop regional infrastructure which would interconnect members' water transmission systems to be able to develop additional water supplies from the South Platte River in conjunction with Denver Water and Aurora Water. In July of 2013, the District together with nine other SMWSA members formed the South Metropolitan Wise Authority (SWMA) to continue to develop the WISE project. Through an agreement with the District, we continue to support SMWA and its joint water development efforts and may seek to participate in one or more regional water projects if such projects are in our best interest.

## Summary Cash Flows Table

**Table 4 - Summary Cash Flows Table**

	Three Months Ended		\$ Change	% Change
	November 30, 2013	November 30, 2012		
Cash (used) provided by:				
Operating activities	\$ (120,800)	\$ (326,900)	\$ 206,100	-63%
Investing activities	\$ (399,600)	\$ 3,599,700	\$ (3,999,300)	-111%
Financing activities	\$ (447,000)	\$ (472,100)	\$ 25,100	-5%

**Changes in Operating Activities** – Operating activities include revenues we receive from the sale of wholesale water and wastewater services, costs incurred in the delivery of those services, G&A expenses, and depletion/depreciation expenses.

Cash used by operations in the three months ended November 30, 2013 decreased by \$206,100 compared to the three months ended November 30, 2012, which was due mainly to increased water revenues from the fracking industry, which were partially offset by reduced farm operation revenue.

We will continue to provide wholesale domestic water and wastewater services to customers in our service area and we will continue to operate and maintain our water and wastewater systems with our own employees.

**Changes in Investing Activities** – Investing activities in the three months ended November 30, 2013 consisted of the investment in our water system and purchase of assets of \$399,600. Investing activities in the three months ended November 30, 2012 consisted of the investment in our water system of \$108,200, the sale of marketable securities of \$182,900 and the sale of collateral stock of \$3,525,000.

**Changes in Financing Activities** – Financing activities in the three months ended November 30, 2013 consisted primarily of payments on the promissory notes of \$445,300. Financing activities in three months ended November 30, 2012 consisted of the receipt of \$20,500 from the County pursuant to the County Agreement and payments on the promissory notes of \$491,800.

### **Critical Accounting Policies and Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (“GAAP”) requires management to make estimates and assumptions about future events that affect the amounts reported in the financial statements and accompanying notes. Future events and their effects cannot be determined with absolute certainty. Therefore, the determination of estimates requires the exercise of judgment. Actual results inevitably will differ from those estimates, and such differences may be material to the financial statements.

The most significant accounting estimates inherent in the preparation of our financial statements include estimates associated with the timing of revenue recognition, the impairment of water assets and other long-lived assets, valuation of the TPF, fair value estimates and share-based compensation. Below is a summary of these critical accounting policies.

#### ***Revenue Recognition***

Our revenues consist mainly of tap fees, construction fees, monthly service fees, and beginning in fiscal 2013, farm operations. As further described in Note 1 *Presentation of Interim Information* to the accompanying financial statements, proceeds from tap sales and construction fees are deferred upon receipt and recognized in income based on whether we own or do not own the facilities constructed with the proceeds. We recognize tap fees derived from agreements for which we construct infrastructure owned by others as revenue, along with the associated costs of construction, pursuant to the percentage-of-completion method. The percentage-of-completion method requires management to estimate the percent of work that is completed on a particular project, which could change materially throughout the duration of the construction period and result in significant fluctuations in revenue recognized during the reporting periods throughout the construction process. We did not recognize any revenues pursuant to the percentage-of-completion method during the three months ended November 30, 2013 or 2012.

Tap and construction fees derived from agreements for which we own the infrastructure are recognized as revenue ratably over the estimated service life of the assets constructed with said fees. Although the cash will be received up-front and most construction will be completed within one year of receipt of the proceeds, revenue recognition may occur over 30 years or more.

Management is required to estimate the service life, and currently the service life is based on the estimated useful accounting life of the assets constructed with the tap fees. The useful accounting life of the asset is based on management's estimation of an accounting based useful life and may not have any correlation to the actual life of the asset or the actual service life of the tap. This is deemed a reasonable recognition life of the revenues because the depreciation of the assets constructed generating those revenues will therefore be matched with the revenues.

Monthly water usage fees and monthly wastewater service fees are recognized in income each month as earned.

Pursuant to the O&G Lease, during the year ended August 31, 2011, we received up-front payments of \$1,243,400 from for the purpose of exploring for, developing, producing and marketing oil and gas on approximately 634 acres of mineral estate we own at our Sky Ranch property. We began recognizing the up-front payments from the O&G Lease as income on a straight-line basis over three years (the initial term of the O&G Lease) on March 10, 2011. During the fiscal year ended August 31, 2013, we received up-front payments of \$12,540 for the purpose of exploring for, developing, producing and marketing oil and gas on 40 acres of mineral estate we own adjacent to the Lowry Range (the "Rangeview Lease"). We recognized \$106,800 and \$103,600 during the three months ended November 30, 2013 and 2012 of income royalty related to the up front payments related to the O&G Lease and the Rangeview Lease.

We lease our farms to local area farmers on both cash and crop share lease basis. Our cash lease farmers are charged a fixed fee, billed semi-annually in March and November. During the November billing cycle our cash lease billings include either a discount or a premium adjustment based on actual water deliveries by the FLCC. Our crop share lease fees are based on actual crop yields and are received upon the sale of the crops. All fees are estimated and recognized ratably on a monthly basis.

#### ***Impairment of Water Assets and Other Long-Lived Assets***

We review our long-lived assets for impairment whenever management believes events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. We measure recoverability of assets to be held and used by a comparison of the carrying amount of an asset to estimated future undiscounted net cash flows we expect to be generated by the eventual use of the asset. If such assets are considered to be impaired and therefore the costs of the assets deemed to be unrecoverable, the impairment to be recognized would be the amount by which the carrying amount of the assets exceeds the estimated fair value of the assets.

Our water assets will be utilized in the provision of water services which inevitably will encompass many housing and economic cycles. Our service capacities are quantitatively estimated based on an average single family home utilizing .4 acre feet of water per year. Our water supplies are legally decreed to us through the water court. The water court decree allocates a specific amount of water (subject to continued beneficial use) which historically has not changed. Thus, individual housing and economic cycles typically do not have an impact on the number of connections we can serve with our supplies or the amount of water legally decreed to us relating to these supplies.

We report assets to be disposed of at the lower of the carrying amount or fair value less costs to sell. See further discussion regarding our land and water rights assets held for sale in Note 4 – *Water Assets* to the financial statements included in our 2013 Annual Report.

#### ***Our Front Range and Arkansas River Water Rights***

We determine the undiscounted cash flows for our Denver based assets and the Arkansas River assets (described below in the *Tap Participation Fee* section) by estimating tap sales to potential new developments in our service area and to communities along the Front Range using estimated future tap fees, less estimated costs to provide water services, over an estimated development period. Actual new home development in our service area and the Front Range, actual future tap fees, and actual future operating costs inevitably will vary significantly from our estimates, which could have a material impact on our consolidated financial statements as well as our results of operations. We performed an impairment analysis as of August 31, 2013, and determined that our Rangeview Water Supply (defined in Note 4 – *Water Assets* to the 2013 Annual Report) and Arkansas River water assets were not impaired and their costs were deemed recoverable. Our impairment analysis is based on development occurring within areas in which we have service agreements (e.g. Sky Ranch and the Lowry Range, which are described in Note 4 – *Water Assets* to the 2013 Annual Report) as well as in surrounding areas, including the Front Range and the I-70 corridor. We estimate that we have the ability to provide wholesale water service to approximately 180,000 SFE's using our combined Rangeview Water Supply and Arkansas River water assets, which have a carrying value of approximately \$88.9 million as of November 30, 2013. Based on the carrying value of our water rights, the long term and uncertain nature of any development plans, current tap fees of \$24,620 and estimated gross margins, we estimate that we would need to sell the following number of new water connections to recover the costs of our Rangeview Water Supply and our Arkansas River water assets:

- At current tap fees: we estimate we would need to add 7,600 new wholesale water connections, requiring 5.7% of our water portfolio;
- If tap fees increase 5.0%: we estimate we would need to add 7,200 new wholesale water connections, requiring 5.4% of our water portfolio;
- If tap fees decrease 5%: we estimate we would need to add 8,000 new wholesale water connections, requiring 5.9 % of our portfolio.

Although changes in the housing market throughout the Front Range have delayed our estimated tap sale projections, these changes do not alter our water ownership, our service obligations to existing properties or the number of SFE's we can service.

#### ***Tap Participation Fee***

In 2006 we acquired 16,700 acres of irrigated land together with approximately 60,000 acre-feet of Arkansas River water rights from HP A&M. In addition to common stock issued to HP A&M, we agreed to pay HP A&M a defined percentage of a defined number of water taps we sell from and after the date of the agreement with HP A&M. The TPF is payable when we sell water taps and receive funds from such water tap sales or other dispositions of property purchased in the HP A&M acquisition. The TPF liability is valued by estimating new home development in our service area over an estimated development period. This was done by utilizing third party historical and projected housing and population growth data for the Denver metropolitan area applied to an estimated development pattern supported by historical development patterns of certain master planned communities in the Denver metropolitan area. This development pattern was then applied to projected future water tap fees determined by using historical water tap fee trends.

We updated the estimated discounted cash flow analysis as of November 30, 2013. Actual new home development in our service area and actual future tap fees inevitably will vary significantly from our estimates which could have a material impact on our consolidated financial statements as well as our results of operations. An important component in our estimate of the value of the TPF, which is based on historical trends, is that we reasonably expect water tap fees to continue to increase in the coming years. Tap fees are market based and the continued increase in tap fees reflects, among other things, the increasing costs to acquire and develop new water supplies. Tap fees are thus partially indicative of the increasing value of our water assets. We continue to assess the value of the TPF liability and update its valuation analysis whenever events or circumstances indicate the assumptions used to estimate the value of the liability have changed materially. The difference between the net present value and the estimated realizable value will be imputed as interest expense using the effective interest method over the estimated development period utilized in the valuation of the TPF. Pursuant to the terms of the Asset Purchase Agreement dated May 10, 2006 (the "Arkansas River Agreement"), we believe we are entitled to reduce the TPF due to the defaults by HP A&M.

#### ***Share-Based Compensation***

We estimate the fair value of share-based payment awards made to key employees and directors on the date of grant using the Black-Scholes option-pricing model. We then expense the fair value over the vesting period of the grant using a straight-line expense model. The fair value of share-based payments requires management to estimate/calculate various inputs such as the volatility of the underlying stock, the expected dividend rate, the estimated forfeiture rate and an estimated life of each option. We do not expect any forfeiture of option grants; therefore the compensation expense has not been reduced for estimated forfeitures. These assumptions are based on historical trends and estimated future actions of option holders and may not be indicative of actual events which may have a material impact on our financial statements. For further details on share based compensation expense, see Note 5 – *Shareholders' Equity* to the accompanying financial statements.

#### **Recently Adopted and Issued Accounting Pronouncements**

See Note 1 – *Presentation of Interim Information* to the accompanying financial statements for recently adopted and issued accounting pronouncements.

#### **Disclosure Regarding Forward-Looking Statements**

Statements that are not historical facts contained or incorporated by reference into this Quarterly Report on Form 10-Q are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Forward-looking statements involve risks and uncertainties that could cause actual results to differ from projected results. The words “anticipate,” “goal,” “seek,” “project,” “strategy,” “future,” “likely,” “may,” “should,” “will,” “believe,” “estimate,” “expect,” “plan,” “intend” and similar expressions and references to future periods, as they relate to us, are intended to identify forward-looking statements. Forward-looking statements include, among others, statements we make regarding:

- the impact of housing and economic cycles on the number of connections we can serve with our water;
- the number of new water connections needed to recover the costs of our Rangeview Water Supply and Arkansas River water assets;
- increases in future water tap fees;
- the amount of the “Tap Participation Fee” liability;
- the sufficiency of our working capital and financing sources to fund our operations;
- impairments in carrying amounts of long-lived assets;
- changes in unrecognized tax positions;
- forfeitures of option grants and vesting of non-vested options;
- the impact of new accounting pronouncements;
- the effectiveness of our disclosure controls and procedures and our internal controls over financial reporting;
- plans for the use and development of our water assets;
- our plans to provide water for drilling and “fracking” oil and gas wells;
- expected development and growth in the area referred to as the “Front Range” of Colorado;
- management of farms and the generation of revenues from such management;
- anticipated results of foreclosure proceedings to which our properties and water rights are subject;
- claims of HP A&M against the Company;
- litigation and arbitration with the Land Board;
- litigation with HP A&M;
- our ability to reduce the Tap Participation Fee and recover damages from HP A&M; and
- future fluctuations in the price and trading volume of our common stock.

Forward-looking statements reflect our current views with respect to future events and are subject to certain risks, uncertainties and assumptions. We are not able to predict all factors that may affect future results. We cannot assure you that any of our expectations will be realized. Our actual results could differ materially from those discussed in or implied by these forward-looking statements. Factors that may cause actual results to differ materially from those contemplated by such forward-looking statements include, without limitation: the risk factors discussed in Part I, Item 1A of our most recent Annual Report on Form 10-K; the timing of new home construction and other development in the areas where we may sell our water, which in turn may be impacted by credit availability; population growth; employment rates; general economic conditions; the market price of water; changes in customer consumption patterns; changes in applicable statutory and regulatory requirements; changes in governmental policies and procedures; uncertainties in the estimation of water available under decrees; uncertainties in the estimation of costs of delivery of water and treatment of wastewater; uncertainties in the estimation of the service life of our systems; uncertainties in the estimation of costs of construction projects; the strength and financial resources of our competitors; our ability to find and retain skilled personnel; climatic and weather conditions, including floods, droughts and freezing conditions; labor relations; turnover of elected officials and delays caused by political concerns and governmental procedures; availability and cost of labor, material and equipment; delays in anticipated permit and construction dates; engineering and geological problems; environmental risks and regulations; our ability to raise capital; our ability to negotiate contracts with new customers; uncertainties in water court rulings; outcome of litigation and arbitration; our ability to collect on judgments obtained in litigation; and other factors discussed from time to time in our press releases, public statements and documents filed or furnished with the SEC. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. All forward-looking statements are expressly qualified by these cautionary statements.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

#### **General**

Pure Cycle has limited exposure to market risks from instruments that may impact the *Consolidated Balance Sheets, Consolidated Statements of Operations, and Consolidated Statements of Cash Flows*. Such exposure is due primarily to changing interest rates.

#### **Interest Rates**

The primary objective for our investment activities is to preserve principal while maximizing yields without significantly increasing risk. This is accomplished by investing in diversified short-term interest bearing investments. As of November 30, 2013 we have no investments. We have in the past, and anticipate in the future, that we will invest in certificates of deposit with stated maturities and locked interest rates and, therefore, will not be subject to interest rate fluctuations. We have no investments denominated in foreign country currencies and, therefore, our investments are not subject to foreign currency exchange risk.

### **Item 4. Controls and Procedures**

#### **Evaluation of Disclosure Controls and Procedures**

We maintain disclosure controls and procedures as defined in Rules 13a-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), that are designed to ensure that information required to be disclosed in our reports filed or submitted to the SEC under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the Commission's rules and forms, and that information is accumulated and communicated to management, including the principal executive and financial officer as appropriate, to allow timely decisions regarding required disclosures. The President and Chief Financial Officer evaluated the effectiveness of disclosure controls and procedures as of November 30, 2013, pursuant to Rule 13a-15(b) under the Exchange Act. Based on that evaluation, the President and Chief Financial Officer concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective. A system of controls, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the system of controls are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

#### **Changes in Internal Control Over Financial Reporting**

No changes were made to our internal control over financial reporting during our most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II

### Item 1. Legal Proceedings

As discussed in a Form 8-K filed on December 19, 2011, on that date we and the District filed a lawsuit against the State of Colorado by and through the Land Board. The complaint was filed with the District Court, City and County of Denver, State of Colorado. We and the District are claiming that the Land Board breached, and will breach, agreements entered into by the Land Board with us and the District in connection with a 1996 settlement agreement. Those agreements include (i) the Amended and Restated Water Lease, dated as of April 4, 1996, between the Land Board and the District (the “Lease”) and (ii) the Service Agreement of the same date between us and the District. The Land Board asserted certain counterclaims in the lawsuit that relate to operational disputes under the Lease. On June 14, 2013, we, the District and the Land Board entered into an Arbitration Agreement pursuant to which the parties have agreed to submit three counterclaims under the Lease to binding arbitration: (i) whether revenues from wastewater services are subject to royalties under the Lease and the appropriate payment for a right-of-way for a wastewater reclamation facility, (ii) whether Export Water royalties are owed on a net or gross proceeds basis, and (iii) if, and/or how water from the four aquifers under the Lowry Range should be blended for sale, as well as any related claims of us and the District for offset, credit or overpayment of previous royalties paid and defenses to the three claims. The counterclaims have been dismissed from the lawsuit without prejudice. An arbitrator has not yet been selected, so the timing of resolution of these claims is unknown. We and the District believe that we have been conducting our operations in accordance with the Lease and are prepared to defend our decisions in the arbitration.

As disclosed in two Form 8-K’s, one filed on February 16, 2012 and one filed on February 29, 2012, HP A&M initiated a lawsuit against us in District Court, City and County of Denver, State of Colorado on February 27, 2012 alleging breaches of representations made in connection with the Arkansas River Agreement. HP A&M claims relate to the issues currently being litigated between us and the Land Board regarding our exclusive right to provide water service to the Land Board’s Lowry Range property. Because the claims alleged by HP A&M relate to the issues being litigated in our lawsuit against the Land Board, the HP A&M suit has been stayed pending resolution of the Land Board suit. We believe the allegations are without merit and intend to defend the lawsuit vigorously.

During the fiscal year ended August 31, 2013, foreclosure proceedings were commenced against 38 of the properties we acquired from HP A&M which are subject to promissory notes defaulted upon by HP A&M and secured by deeds of trust on our land and water rights. As of August 31, 2013, 34 of our properties acquired from HP A&M remain subject to foreclosure proceedings. These properties represent over 40% of our FLCC shares and over 45% of our farm land. The proceedings were filed on various dates from January 9, 2013 through July 3, 2013, with the Public Trustees of Bent, Otero and Prowers Counties in Colorado and involve claims against HP A&M for its failure to pay the notes. Foreclosure proceedings in Colorado take at least nine months to conclude. Foreclosure sales were conducted on three of our properties on August 28, 2013, and on a fourth property on September 4, 2013. PCY Holdings, LLC (“PCY Holdings”), our wholly owned subsidiary, was the successful bidder in the foreclosure sales. Due to statutory protections afforded us as the owner of the properties and our liquidity, we had anticipated concluding these foreclosure proceedings on terms which would not have a material adverse effect on our financial position, results of operations or cash flows. However, on September 16, 2013, HP A&M filed a complaint against PCY Holdings and the Public Trustee for the County of Bent, Colorado. The lawsuit was filed in the District Court, County of Bent, Colorado. HP A&M is seeking (i) a declaratory judgment that it is entitled to redeem the four properties from the foreclosure sales by paying the amount of the outstanding debt, plus fees, which is the amount we bid in the sales, and (ii) preliminary and permanent injunctions against the Public Trustee preventing the Public Trustee from issuing confirmation deeds for the foreclosure sales to PCY Holdings or anyone other than HP A&M. On November 20, 2013, the complaint was dismissed with prejudice, and judgment was entered in favor of the Public Trustee and PCY Holdings. The District Court ruled that “High Plains’ Complaint and Motion are baseless, without statutory authority, and are an attempt to obstruct the proper function of the office of the Public Trustee of Bent County, and PCY Holdings relative to the foreclosures of the four Subject Farms”. Further the District Court ruled “that High Plains’ Motion and its claims in its Verified Complaint are frivolous and groundless, and awards the Public Trustee of Bent County and PCY Holdings their attorneys’ fees and costs incurred in connection with this matter.”

On January 3, 2014, HP A&M filed a notice of appeal of the judgment with the Colorado Court of Appeals. If HP A&M wins on appeal, we could lose these four properties, subject to our remedies under the Arkansas River Agreement. We intend to vigorously defend the appeal of this ruling. The Arkansas River agreement requires HP A&M to acquire any properties subject to foreclosure on our behalf. Therefore, our remedies against HP A&M for the note defaults include the right to damages for any loss of these four properties.

**Item 6. Exhibits**

Exhibits

31 [Certification pursuant to section 302 of the Sarbanes-Oxley Act of 2002](#)\*

32 [Certification pursuant to section 906 of the Sarbanes-Oxley Act of 2002](#)\*

101 The following financial information from our Quarterly Report on Form 10-Q for the period ending November 30, 2013, formatted in eXtensible Business Reporting Language ("XBRL"): (i) the consolidated balance sheets as of November 30, 2013 and August 31, 2013, (ii) the consolidated statements of operations for the three months ended November 30, 2013 and 2012, (iii) the consolidated statements of cash flows for the three months ended November 30, 2013 and 2012, and (iv) the notes to the consolidated financial statements, tagged in accordance with Rule 406T.\*+

\* Filed herewith.

+ In accordance with Rule 406T of Regulation S-T, information in Exhibit 101 is "furnished" and not "filed."

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 hereunto duly authorized.

PURE CYCLE CORPORATION

By: /s/ Mark W. Harding  
Name: Mark W. Harding  
Title: President and Chief Financial Officer

January 10, 2014

**EXHIBIT 31**

**CERTIFICATIONS**

I, Mark W. Harding, certify that:

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

Dated: January 10, 2014

/s/ Mark W. Harding  
Mark W. Harding  
Principal Executive Officer and Principal Financial Officer

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**EXHIBIT 32**

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Pure Cycle Corporation (the “Company”) on Form 10-Q for the three months ended November 30, 2013, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Mark W. Harding, President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Mark W. Harding  
Mark W. Harding  
Principal Executive Officer and Principal Financial Officer  
January 10, 2014

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