

MERITAGE CORP
Form 8-K/A
July 02, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

Amendment No. 3 to

FORM 8-K/A

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

Date of report (Date of earliest event reported): July 12, 2002

MERITAGE CORPORATION

(Exact Name of Registrant as Specified in Charter)

Maryland

I-9977

86-0611231

(State or Other Jurisdiction of
Incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

8501 East Princess Drive, Suite 290, Scottsdale,
Arizona

(Address of Principal Executive Offices) 85255

(Zip Code)

(480) 609-3330

(Registrant's telephone number, including area code)
Not applicable

(Former Name or Former Address, if Changed Since Last Report)

Item 2. ACQUISITION OR DISPOSITION OF ASSETS

This Amendment No. 3 to Form 8-K/A (Amendment No. 3) amends the Current Report on Form 8-K dated July 12, 2002.

On July 15, 2002, we filed a Form 8-K (the Original Filing) to report the acquisition of substantially all of the homebuilding and related assets of Hammonds Homes, Ltd., a Texas limited partnership and Crystal City Land & Cattle, Ltd., a Texas limited partnership (collectively, Hammonds Homes or Hammonds).

On September 11, 2002, we filed an amendment to the Form 8-K (Amendment No. 1) to include the financial statements of the business acquired, including unaudited pro forma combined financial statements giving effect to the acquisition of Hammonds.

On June 12, 2003, we filed an amendment to the Form 8-K (Amendment No. 2) to provide footnote information which had been inadvertently omitted from the unaudited pro forma combined statement of earnings for the year ended December 31, 2001 and the interim period ended June 30, 2002.

We are filing this Amendment No. 3 to provide:

The unaudited interim financial statements for Hammonds Homes, Ltd. and Crystal City Land & Cattle, Ltd. for the six months ended June 30, 2002.

The updated pro forma combined statement of earnings for the twelve months ended December 31, 2002.

No changes have been made to the audited financial statements of the business acquired which are contained in Item 7(a).

FORWARD LOOKING STATEMENTS

Certain matters discussed in this current report are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are based upon the current beliefs and expectations of our management and are subject to significant risks and uncertainties. Actual results may differ from those set forth in the forward-looking statements.

With respect to the Hammonds Homes acquisition, these uncertainties include: the risks that the businesses will not be integrated successfully; that Hammonds may not perform as well in the future as in previous years; that the market and financial synergies anticipated from the acquisition may not be fully realized or may take longer to realize than expected; that the acquisition will not be accretive to earnings within the time period estimated by us, or at all; that unanticipated expenses and liabilities may be incurred; and that the combined companies may lose key employees or suppliers.

In addition, our business is also subject to a number of risks and uncertainties including: the strength and competitive pricing environment of the single-family housing market; changes in the availability and pricing of residential mortgages; changes in the availability and pricing of real estate in the markets in which we operate; our level of indebtedness; demand for and acceptance of our homes; the success of planned marketing and promotional campaigns; the success of our program to integrate existing operations with our planned new operations or those of past or future acquisitions; our ability to raise additional capital; our success in locating and negotiating favorably with other possible acquisition candidates; recent legislative or other initiatives that seek to restrain growth in new housing construction or similar measures; the economic impact of foreign hostilities or military action; general economic slowdowns; and other factors identified in documents filed by us with the Securities and Exchange Commission, including those set forth in Meritage's Form 10-K Report for the year ended December 31, 2002 under the captions Market for the Registrant's Common Stock and Related Stockholder Matters Factors that May Affect Future Stock Performance and Management's Discussion and Analysis of Financial Condition and Results of Operations Factors that May Affect Our Future Results and Financial Condition and in Exhibit 99.4 of Meritage's Form 10-Q for the quarter ended March 31, 2003. As a result of these and other factors, Meritage's stock and note prices may fluctuate dramatically.

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

EXPLANATORY NOTE

The following financial statements of business acquired are being amended and restated in their entirety to provide (i) the unaudited interim financial statements of Hammonds Homes, Ltd. for the six months ended June 30, 2002 and (ii) the unaudited financial statements of Crystal City Land & Cattle, Ltd. for the six months ended June 30, 2002.

No changes have been made to the audited financial statements contained herein.

(a) Financial Statements of Business Acquired.

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Independent Auditors Report

To the Partners
Hammonds Homes, Ltd.

We have audited the consolidated balance sheets of Hammonds Homes, Ltd. and Subsidiaries as of December 31, 2001 and 2000, and the related consolidated statements of income and partners' capital and cash flows for each of the years in the three year period ended December 31, 2001. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Hammonds Homes, Ltd. and Subsidiaries as of December 31, 2001 and 2000, and the results of its operations and its cash flows for each of the years in the three year period ended December 31, 2001 in conformity with accounting principles generally accepted in the United States of America.

/s/ Kolkhorst & Kolkhorst

Houston, Texas
March 25, 2002

HAMMONDS HOMES, LTD. AND SUBSIDIARIES

Consolidated Balance Sheets

| | December 31 | |
|--|--------------|--------------|
| | 2001 | 2000 |
| Assets | | |
| Inventory | \$53,542,220 | \$59,327,921 |
| Cash and cash equivalents | 14,269,666 | 5,511,149 |
| Property and equipment | 1,791,843 | 1,682,158 |
| Land | 989,720 | 7,102,380 |
| Receivable from title and mortgage companies | 2,119,405 | 3,456,798 |
| Receivable from employees | 18,778 | 14,774 |
| Receivable from affiliates | 883,555 | |
| Prepaid expenses and other assets | 2,114,850 | 1,289,821 |
| Investments in joint ventures | 735,122 | 576,886 |
| | | |
| | | |
| | \$76,465,159 | \$78,961,887 |
| | | |
| | | |
| Liabilities and partners' capital | | |
| Liabilities: | | |
| Construction loans payable | \$44,545,580 | \$46,861,779 |
| Development loans | 440,000 | 4,716,828 |
| Accounts payable and accrued liabilities | 10,904,288 | 12,018,368 |
| Accounts payable to related party | 636,409 | 1,593,176 |

Total liabilities
56,526,277 65,190,151

Commitments and contingencies

Partners' capital
19,938,882 13,771,736

\$76,465,159 \$78,961,887

See independent auditor's report and accompanying notes to the financial statements.

HAMMONDS HOMES, LTD. AND SUBSIDIARIES

Consolidated Statements of Income and Partners' Capital

| | 2001 | Year ended December 31 2000 | 1999 |
|------------------------------------|---------------|-----------------------------------|------|
| Revenue | | | |
| Sale of houses | | | |
| \$179,808,377 | \$136,022,574 | \$108,068,747 | |
| Sale of land and lots | | | |
| 445,179 | 745,115 | 2,161,200 | |
| <hr/> | | | |
| <hr/> | | | |
| <hr/> | | | |
| | | | |
| 180,253,556 | 136,767,689 | 110,229,947 | |
| Cost of houses sold | | | |
| (149,574,800) | (115,711,708) | (93,542,095) | |
| Cost of land and lots sold | | | |
| (47,777) | (704,930) | (2,046,751) | |
| <hr/> | | | |
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| <hr/> | | | |
| | | | |
| (149,622,577) | (116,416,638) | (95,588,846) | |
| Sale of houses gross profit | | | |
| 30,233,577 | 20,310,866 | 14,526,652 | |
| Sale of land and lots gross profit | | | |
| 397,402 | 40,185 | 114,449 | |
| <hr/> | | | |
| <hr/> | | | |
| <hr/> | | | |
| Gross profit | | | |
| 30,630,979 | 20,351,051 | 14,641,101 | |
| Other income | | | |
| 1,283,738 | 917,020 | 543,068 | |

31,914,717 21,268,071 15,184,169

Operating expenses

Sales and marketing

5,745,211 4,054,577 2,837,876

General and administrative

7,513,102 5,849,351 4,248,190

Interest

1,420,138 1,360,868 582,425

14,678,451 11,264,796 7,668,491

Net income before state income taxes

17,236,266 10,003,275 7,515,678

Provision for state income taxes

201,000

Net Income

17,236,266 10,003,275 7,314,678

Retained earnings-subidiaries-beginning

4,831

Partners Capital-beginning
13,771,736 9,647,692 7,038,670
Distributions
(11,069,120) (5,879,231) (4,710,484)

Partners capital
\$19,938,882 \$13,771,736 \$9,647,692

See independent auditor's report and accompanying notes to the financial statements.

HAMMONDS HOMES, LTD. AND SUBSIDIARIES

Consolidated Statements of Cash Flows

| | 2001 | Year ended December 31 2000 | 1999 |
|---|--------------|-----------------------------------|--------------|
| Operating activities | | | |
| Net income | \$17,236,266 | \$10,003,275 | \$7,314,678 |
| Adjustments to reconcile net income to net cash used in operating activities: | | | |
| Depreciation and amortization | 1,014,885 | 735,285 | 507,309 |
| Changes in operating assets and liabilities: | | | |
| Inventory of houses and land | 7,789,517 | (18,248,199) | (11,222,350) |
| Receivables from title and mortgage companies | 804,629 | (2,607,153) | 175,895 |
| Receivables from employees | (4,004) | 31,377 | 17,834 |
| Receivables from affiliates | 886,699 | | |
| Prepaid expenses and other assets | (840,029) | (114,680) | (68,627) |
| Investments in joint venture | (158,236) | (576,886) | |
| Accounts payable and accrued liabilities | (161,616) | 5,598,715 | (1,187) |
| Accounts payable to related party | (956,767) | 995,000 | (44,921) |
| State income taxes payable | (231,446) | (50,715) | |
| <hr/> | | | |
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| <hr/> | | | |
| Net cash provided by (used in) operating activities | 25,611,344 | (4,414,712) | (3,372,084) |
| <hr/> | | | |
| <hr/> | | | |
| <hr/> | | | |
| Investing activities | | | |

Purchase of property and equipment
(1,124,571) (1,363,979) (767,803)

Net cash used in investing activities
(1,124,571) (1,363,979) (767,803)

Financing activities

Proceeds from advances on construction and
development loans
41,265,783 108,650,655 81,955,153
Principal payments on construction and development
loans
(45,924,919) (93,671,646) (72,844,392)
Partners distributions
(11,069,120) (5,879,231) (4,710,487)

Net cash provided by (used in) financing activities
(15,728,256) 9,099,778 4,400,274

Net increase in cash and cash equivalents
8,758,517 3,321,087 260,387
Cash and cash equivalents at beginning of year
5,511,149 2,190,062 1,929,675

Cash and cash equivalents at end of year
\$14,269,666 \$ 5,511,149 \$2,190,062

Supplemental disclosure of cash flow information

Cash paid for:

Interest
\$4,691,343 \$4,970,843 \$3,266,347
Income taxes
\$ \$ \$251,714

See independent auditor s report and accompanying notes to the financial statements.

HAMMONDS HOMES, LTD. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE A SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Consolidation The consolidated financial statements include the accounts of Hammonds Homes, Ltd. (the Company), and its wholly-owned subsidiaries, R. H. Development Company, Inc., and R. H. Development/Park West CC, Inc. for the year ended December 31, 2000. All intercompany accounts and transactions have been eliminated in consolidation. R.H. Development Company, Inc. was incorporated in the State of Texas in 1997. R.H. Development/Park West CC, Inc., was incorporated in the State of Texas in 1999.

In August 2001, R.H. Development Company, Inc. and R.H. Development/Park West CC, Inc. were converted to limited partnerships. The net assets of these subsidiaries were distributed and contributed to the new partnerships. The new partnerships are controlled by the majority partner of Hammonds Homes, Ltd.

The 2001 financial statements of the company include the activity of its subsidiaries for the eight months through August 31, 2001. At December 31, 2001 the balance sheet of the company does not include any of the accounts of its former subsidiaries.

Organization Hammonds Homes, Inc., incorporated in Texas in 1987, was wholly-owned by a single stockholder. During 1999, Hammonds Homes, Inc., converted to a Texas limited partnership, Hammonds Homes, Ltd. Hammonds Homes Ltd., continues to be engaged in the construction and sale of single family homes in Houston, Dallas, and Austin, Texas.

Critical Accounting Policies and Estimates The preparation of the consolidated financial statements required management to make a number of estimates and assumptions that affect the reported amounts and disclosures in the consolidated financial statements. On an ongoing basis, management evaluates these estimates and assumptions based upon historical experience and various other factors and circumstances. Management believes that these estimates and assumptions are reasonable in the circumstances; however, actual results may differ from these estimates and assumptions under different future conditions.

The accounting policies that management deems most critical and involve the most difficult, subjective or complex judgments, include estimates of costs to complete individual developments, the ultimate recoverability (or impairment) of these costs, the likelihood of closing lots held under option or contract and the ability to estimate expenses and accruals, including legal and warranty reserves. Should management under or over estimate costs to complete individual projects, gross margins in a particular period could be misstated and the ultimate recoverability of costs related to a project from individual home sales may be uncertain. Furthermore, non-refundable deposits paid for land options or contracts may have no economic value to us if the land is not ultimately purchased. Finally, the inability to accurately estimate expenses or accruals could result in charges or income in the future results of operations related to activities or transactions in a preceding period.

HAMMONDS HOMES, LTD. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE A SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue Recognition Revenue from sales of houses is recognized at the time of closing, when sufficient down payment has been received, any financing has been arranged, title, possession, and other attributes of ownership have been transferred to the buyer, and the Company is not obligated to perform additional significant activities related to the sale.

Estimated future warranty costs are charged to cost of sales in the period when the revenues from related home closings are recognized. These estimated warranty costs are approximately \$500 per home.

Inventory Real estate inventories include land acquisition costs, construction costs, and related indirect costs and expenditures. Interest on indebtedness and real estate taxes are capitalized until substantial completion of construction. Cost of sales is determined by lot with specific identification of land, direct construction and closing costs, and an allocation of indirect construction costs.

Property and Equipment Property and equipment, consisting principally of model home furnishings, sales office fixtures, and computer equipment, are carried at cost and depreciated using the straight-line method over estimated useful lives ranging from two to five years.

Receivables From Title and Mortgage Companies Receivables from title and mortgage companies consist of sales proceeds due from houses sold and closed but not yet funded.

Cash Equivalents The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

Use of Estimates The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and contingent assets and liabilities at the balance sheet dates and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

HAMMONDS HOMES, LTD. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE B INVENTORY

Inventory at December 31, 2001 and 2000 consists of the following:

| | 2001 | | 2000 | |
|-------------------------------|------------|--------------|------------|--------------|
| | # of Units | Amount | # of Units | Amount |
| Lots | 159 | \$5,875,995 | 170 | \$5,252,796 |
| Houses completed: | | | | |
| Under contract for sale | | | | |
| 23 3,211,314 28 3,648,690 | | | | |
| Unsold | | | | |
| 42 6,217,475 39 5,313,819 | | | | |
| Model homes | | | | |
| 36 5,059,353 41 6,315,023 | | | | |
| Houses under construction: | | | | |
| Under contract for sale | | | | |
| 222 20,994,942 350 26,618,482 | | | | |
| Unsold | | | | |
| 131 12,183,141 167 12,179,111 | | | | |
| <hr/> | | | | |
| <hr/> | | | | |
| <hr/> | | | | |
| <hr/> | | | | |
| Total | 613 | \$53,542,220 | 795 | \$59,327,921 |
| <hr/> | | | | |
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A summary of interest for the years ended December 31, 2001 and 2000 is as follows:

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| | 2001 | 2000 |
|---|--------------|--------------|
| Interest capitalized at beginning of year | \$ 1,518,213 | \$ 1,036,714 |
| Interest incurred | | |
| 4,691,343 4,970,843 | | |
| Interest expensed | | |
| (1,420,138) (1,360,868) | | |
| Interest included in cost of houses sold | | |
| (3,685,215) (3,128,476) | | |
| <hr/> | | |
| <hr/> | | |
| Interest capitalized at end of year | | |
| \$1,104,203 \$1,518,213 | | |

NOTE C PROPERTY AND EQUIPMENT

Property and equipment at December 31, 2001 and 2000 consist of the following:

| | 2001 | 2000 |
|--|-------------|-------------|
| Model home furnishings | \$4,065,719 | \$3,261,375 |
| Sales office fixtures | | |
| 1,132,514 933,462 | | |
| Computer equipment | | |
| 720,880 511,344 | | |
| Office furniture and other | | |
| 399,152 498,094 | | |
| Construction trailers | | |
| 70,202 70,202 | | |
| Leasehold improvements | | |
| 96,755 86,173 | | |
| <hr/> | | |
| <hr/> | | |
| 6,485,222 5,360,650 | | |
| Less accumulated depreciation and amortization | | |
| (4,693,379) (3,678,492) | | |
| <hr/> | | |
| <hr/> | | |

\$1,791,843 \$1,682,158

HAMMONDS HOMES, LTD. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE D CONSTRUCTION AND DEVELOPMENT LOANS PAYABLE

Construction loans payable to financial institutions at December 31, 2001 and 2000 are collateralized by inventory. The construction loans are payable by Hammonds Homes, Ltd. R.H. Development Company, Inc. and R.H Development/Park West CC. Inc. have no liability for these loans. The interest on all loans is payable monthly and bears interest as follows:.

| | <u>2001</u> | <u>2000</u> |
|---------------------------------|--------------|-------------|
| Interest rate | | |
| Prime rate | | |
| \$19,720,778 | \$15,101,784 | |
| Prime rate plus .25% | | |
| 14,548,974 | 27,609,195 | |
| Prime rate plus .75% | | |
| 2,258,529 | 3,885,222 | |
| 30-day Libor plus 2.90% | | |
| 7,871,799 | 265,578 | |
| <hr/> | | |
| <hr/> | | |
| \$44,400,080 | \$46,861,779 | |
| Unsecured note, prime plus .50% | | |
| 145,500 | | |
| <hr/> | | |
| <hr/> | | |
| \$44,545,580 | \$46,861,779 | |
| <hr/> | | |
| <hr/> | | |

The Company believes carrying amounts of its construction loans payable approximate their fair value.

Development loans payable to financial institutions at December 31, 2001 and 2000 are collateralized by land held for future development by the Company. The loans bear interest at prime at December 31, 2001 and prime to prime plus 3% at December 31, 2000. The loans will be repaid as lots are developed and sold. The development loans are payable by Hammonds Homes, Ltd., at December 31, 2001 and by R.H. Development Company, Inc. and R.H. Development/Park West CC, Inc. at December 31, 2000.

At December 31, 2001 and 2000, the Company had unused lines of credit, subject to the terms of the related loan documents, aggregating \$65,678,957 and \$16,939,598, respectively. These lines of credit are generally available for one year.

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At the time of the initial loan draw for a house, the Company usually pays a loan fee for the individual loan amount. Construction loans are generally repaid as individual units are sold and closed. Construction loans mature within 6 to 12 months or, at the discretion of the lender, are extended.

Certain of the Company's loan agreements require, among other things, that the Company maintain minimum net worth, limit distributions, and retain certain percentages of net income.

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HAMMONDS HOMES, LTD. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE E FEDERAL AND STATE INCOME TAXES

The stockholder of the Company had elected under Subchapter S of the Internal Revenue Code to include the Company's income in his own income for federal income tax purposes through 1998. As a result of the conversion of the Company to a limited partnership as described in Note A, the Partnership has elected, under Internal Revenue Service Regulations, to continue under Subchapter S of the Internal Revenue Code to include the Company's income in the partners' federal income tax return. As a result, the Company is not generally subject to federal income taxes.

The Company was subject to Texas state franchise taxes through August 1999. As a result of the conversion of the Company to a limited partnership, the Company will no longer be subject to a Texas franchise tax.

There are no significant temporary differences between income for financial reporting purposes and income calculated for income tax purposes.

NOTE F COMMITMENTS AND CONTINGENCIES

The Company's contingent liabilities include warranty obligations and disputes arising in the ordinary course of business, which management believes will not have a material adverse effect on the Company's financial position.

In the ordinary course of business, the Company enters into lot option contracts. At December 31, 2001, the Company had nonrefundable deposits aggregating \$1,836,462 for the purchase of lots relating to these contracts. The Company's liability for nonperformance under these lot option contracts is limited to forfeiture of the deposits.

At December 31, 2001, future minimum payments under noncancelable operating leases are as follows:

December 31

2002
\$219,694
2003
70,133
Thereafter
-0-

\$289,827

Rental expense for the years ended December 31, 2001, 2000, and 1999 aggregated \$264,731, \$248,416, and \$176,962, respectively.

HAMMONDS HOMES, LTD. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE G RELATED PARTY TRANSACTIONS

During the year ending December 31, 2001, the Company purchased approximately \$540,429 of lots from a company in which the majority partner of Hammonds Homes, Ltd. has a 50% interest.

Receivables from affiliates consist of amounts due to the Company from limited partnerships, described in Note A, that are controlled by the sole owner of the Company. Receivables for 2001 are \$883,555 and are advances made to the Partnership for land development.

Accounts payable to related party consist of amounts due the partner of the Company. Related party payables for 2001 and 2000 are \$636,409 and \$1,593,176 respectively.

NOTE H 401(k) PLAN

The Company has a 401(k) plan that covers all qualified employees. Contributions to the plan are at the discretion of the Board of Directors. There were no contributions made for 2001, 2000, or 1999.

NOTE I JOINT VENTURES

The Company has invested in several joint ventures, which are accounted for using the equity method of accounting, that are in the business of land development, homebuilding and originating and selling residential mortgage loans. Income from these joint ventures for the years ended December 31, 2001, 2000, and 1999 aggregated \$615,079, \$330,034, and \$242,176, respectively and is included in other income.

Independent Auditors Report

To the Partners
Crystal City Land & Cattle, Ltd.

We have audited the consolidated balance sheet of Crystal City Land & Cattle, Ltd. and Subsidiaries as of December 31, 2001, and the related consolidated statements of income and partners' capital and cash flows from August 23, 2001 (date of inception) to December 31, 2001. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Crystal City Land & Cattle, Ltd. and Subsidiaries as of December 31, 2001, and the results of its operations and its cash flows from August 23, 2001 (date of inception) to December 31, 2001 in conformity with accounting principles generally accepted in the United States of America.

/s/ Kolkhorst & Kolkhorst

Houston, Texas
March 25, 2002

CRYSTAL CITY LAND AND CATTLE, LTD. AND SUBSIDIARIES

Consolidated Balance Sheet

December 31, 2001

Assets

Inventory
\$3,172,550
Cash and cash
equivalents
1,134,279
Deposits
227,611
Land and land
development costs
1,584,825
Reimbursable costs
350,000
Other assets
7,146

\$6,476,411

Liabilities and partners
capital

Liabilities

Development loans
\$1,958,720
Accounts payable and
accrued liabilities
735,480
Due to affiliates
883,555

Total liabilities
3,577,755

Commitments and
contingencies

Partners capital

2,898,656

\$6,476,411

See independent auditor's report and accompanying notes to the financial statements.

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CRYSTAL CITY LAND & CATTLE, LTD. AND SUBSIDIARIES

Consolidated Statement of Income and Partners' Capital

From August 23, 2001 (date of inception) to December 31, 2001

Revenue

Sale of land and lots
\$829,426
Cost of land and lots sold
(645,849)

Gross profit
183,577
Other income
512

184,089

Operating expenses

Interest
53,449
General and administrative
133,954

187,403

Net income (loss)
(3,314)
Partners' Capital-contributed
2,901,970
Distributions

Partners' capital
\$2,898,656

See independent auditor's report and accompanying notes to the financial statements.

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CRYSTAL CITY LAND & CATTLE, LTD. AND SUBSIDIARIES

Consolidated Statement of Cash Flows

From August 23, 2001 (date of inception) to December 31, 2001

Operating activities

Net income (loss)

\$(3,314)

Adjustments to reconcile
net income to net cash
used in operating
activities:

Changes in operating
assets and liabilities

Inventory and land and
development costs

(4,757,375)

Deposits

(227,611)

Reimbursable costs

(350,000)

Other assets

(7,146)

Accounts payable and
accrued liabilities

1,619,035

Net cash used in operating
activities

(3,726,411)

Financing activities

Proceeds from advances
on construction and
development loans

1,958,720

Partners contributions

2,901,970

Net cash provided by
financing activities

4,860,690

Net increase in cash and
cash equivalents
1,134,279
Cash and cash equivalents
at beginning of year

Cash and cash equivalents
at end of year
\$1,134,279

Supplemental disclosure
of cash flow information

Cash paid for

Interest
\$338,902

See independent auditor's report and accompanying notes to the financial statements.

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CRYSTAL CITY LAND & CATTLE, LTD. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE A SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Consolidation The consolidated financial statements include the accounts of Crystal City Land & Cattle, Ltd. (the Company), and its subsidiaries, CCLC Development, LLC, R.H. Development/Park West CC, Ltd., R.H. Development Company, Ltd., Avery R. Development Ltd., Gleannloch Lot, Ltd., and Ashford Lot Development, Ltd. All intercompany accounts and transactions have been eliminated in consolidation. CCLC Development, LLC became a limited liability company in the State of Texas in 2001. R.H. Development Company, Ltd. became a partnership in the state of Texas September 1, 2001. R.H. Development/Park West CC Company, Ltd. became a partnership in the State of Texas September 1, 2001. Gleannloch Lot, Ltd. became a partnership in the State of Texas in 2001. Avery R. Development Ltd. became a partnership in the State of Texas in 2001. Ashford Lot Development, Ltd. became a partnership in the State of Texas in 2001.

Organization Crystal City Land & Cattle, Ltd. became a limited partnership in Texas in 2001. The company is engaged in the business of real estate development in Houston, Dallas, and Austin, Texas.

Revenue Recognition Revenue from sales of lots is recognized at the time of closing, when sufficient down payment has been received, any financing has been arranged, title, possession, and other attributes of ownership have been transferred to the buyer, and the Company is not obligated to perform additional significant activities related to the sale.

Inventory Real estate inventories include land acquisition costs, construction costs, and related indirect costs and expenditures. Interest on indebtedness and real estate taxes are capitalized until substantial completion of development. Cost of sales is determined by lot with specific identification of land and closing costs.

Reimbursable Costs Reimbursable costs consist of funds due the company for development costs incurred.

Cash Equivalents The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

Use of Estimates The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and contingent assets and liabilities at the balance sheet dates and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

CRYSTAL CITY LAND & CATTLE, LTD. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE B INVENTORY AND LAND AND LAND DEVELOPMENT COSTS

Inventory at December 31, 2001 consists of fully developed lots ready for sale. Land and land development costs at December 31, 2001 consists of land being developed and land being held for future development.

A summary of interest for the period ended December 31, 2001 is as follows:

| | |
|--|------------|
| Interest incurred | \$ 338,902 |
| Interest expensed (53,449) | |
| Interest included in cost of land and lots sold (281,506) | |

Interest capitalized at end of year
\$3,947

NOTE C DEVELOPMENT LOANS PAYABLE

Development loans payable to financial institutions at December 31, 2001 are collateralized by land held for future development by the Company. The loans bear interest at 8%, prime plus .75%, and at prime plus 3% and is payable monthly. The loans will be repaid as lots are developed and sold. The development loans are payable by R.H. Development Company, Ltd., R.H Development/Park West CC, Ltd. and Ashford Lot Development, Ltd.

At December 31, 2001, the Company had unused lines of credit, subject to the terms of the related loan documents, aggregating \$1,783,804. These lines of credit are generally available for one year.

Certain of the Company's loan agreements require, among other things, that the Company maintain minimum net worth, limit distributions, and retain certain percentages of net income.

The Company believes carrying amounts of its development loans payable approximate their fair value.

NOTE D FEDERAL AND STATE INCOME TAXES

Federal income taxes are not payable by, or provided for, the Partnership. All tax effects of the Partnership's income or loss are passed through to the partners.

The Company is not subject to a Texas franchise tax.

There are no significant temporary differences between income for financial reporting purposes and income calculated for income tax purposes.

CRYSTAL CITY LAND & CATTLE, LTD. AND SUBSIDIARIES

Notes To Consolidated Financial Statements

NOTE E COMMITMENTS AND CONTINGENCIES

The Company's contingent liabilities include obligations and disputes arising in the ordinary course of business which management believes will not have a material adverse effect on the Company's financial position.

In the ordinary course of business, the Company enters into option contracts. At December 31, 2001, the Company had nonrefundable deposits aggregating \$227,611 for the purchase of land relating to these contracts. The Company's liability for nonperformance under these option contracts is limited to forfeiture of the deposits.

NOTE F RELATED PARTY TRANSACTIONS

During the period ending December 31, 2001, \$341,065 of lots were sold to an affiliated company, which is included in sales of land and lots.

In addition, the Company owes its affiliate company \$883,555 for advances made to the Company for expenses relating to land development.

Liabilities

| | | | | | | | | |
|---------------------------------------|---------|---------|-----------|---------|----------|---------|---------|----------|
| Accounts payable and accrued expenses | \$9,330 | \$1,905 | \$(1,373) | \$9,862 | \$10,904 | \$1,619 | \$(884) | \$11,639 |
| Home sale deposits | 2,011 | 2,011 | | | | | | |
| Revolving credit facilities | 49,960 | 1,061 | 51,021 | 44,986 | 1,959 | 46,945 | | |
| Other liabilities | | 636 | 636 | | | | | |

| | | | | | | | | |
|-------------------|--------|-------|---------|--------|--------|-------|-------|--------|
| Total liabilities | 61,301 | 2,966 | (1,373) | 62,894 | 56,526 | 3,578 | (884) | 59,220 |
|-------------------|--------|-------|---------|--------|--------|-------|-------|--------|

| | | | | | | | | |
|------------------|--------|-------|--------|--------|-------|--------|--|--|
| Partners capital | 19,890 | 3,292 | 23,182 | 19,939 | 2,898 | 22,837 | | |
|------------------|--------|-------|--------|--------|-------|--------|--|--|

\$81,191 \$6,258 \$(1,373) \$86,076 \$76,465 \$6,476 \$(884) \$82,057

See accompanying notes to financial statements.

HAMMONDS HOMES, LTD. AND SUBSIDIARIES
AND CRYSTAL CITY LAND & CATTLE, LTD. AND SUBSIDIARIES

Unaudited Combined Statements of Income
Six Month Period Ended June 30, 2002 and 2001

| | | | | | | Six Months Ended June 30, | | | | |
|-------------------------------------|----------|---------|-----------|----------|----------|---------------------------|-----------------|------------------------------|---|---|
| | | | | | | 2002 | | | 2001(1) | |
| | | | | | | Hammonds | Crystal City | Intercompany Eliminations | Combined Hammonds & Crystal City | Combined Hammonds & Crystal City |
| Revenue | | | | | | | | | | |
| Home and land sales revenue | | | | | | | | | | |
| | \$79,015 | \$3,043 | \$(2,887) | \$79,171 | \$84,959 | | | | | |
| Cost of home and land sales | | | | | | | | | | |
| | 62,708 | 2,115 | (2,376) | 62,447 | 68,461 | | | | | |
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| Gross profit | | | | | | | | | | |
| | 16,307 | 928 | (511) | 16,724 | 16,498 | | | | | |
| Selling, general and administrative | | | | | | | | | | |
| | 11,425 | 534 | 11,959 | 8,733 | | | | | | |
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| Net income | | | | | | | | | | |
| | \$4,882 | \$394 | \$(511) | \$4,765 | \$7,765 | | | | | |
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(1) Crystal City was consolidated with Hammonds until August 2001.

See accompanying notes to financial statements.

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HAMMONDS HOMES LTD. AND SUBSIDIARIES AND
CRYSTAL CITY LAND & CATTLE, LTD. AND SUBSIDIARIES

Unaudited Combined Statements of Cash Flows
Six Months Ended June 30, 2002 and 2001

(Dollars in thousands)

| | Six Months Ended June 30, | | | | 2001(1) |
|--|---------------------------|-----------------|---------------------------|----------------------------------|-----------------|
| | 2002 | | | | |
| | Hammonds | Crystal City | Intercompany Eliminations | Combined Hammonds & Crystal City | |
| Cash flows from operating activities: | | | | | |
| Net Income | \$ 4,892 | \$ 394 | \$ (511) | \$ 4,765 | \$ 7,794 |
| Adjustment to reconcile net income to net cash provided by (used in) operating activities: | | | | | |
| Depreciation and amortization | 94 | | | 94 | 74 |
| Decrease (increase) in real estate | (5,365) | 1,840 | | (3,525) | 2,252 |
| Increase in option deposits | (2,941) | | | (2,941) | (1,522) |
| (Increase) decrease in other receivables | (2,157) | (693) | 489 | (2,361) | 1,377 |
| Decrease in other assets | 2,148 | | | 2,155 | 1,196 |
| Increase in buyer deposits | 2,011 | | | 2,011 | |
| Increase (decrease) in accounts payable and accrued liabilities | (2,210) | 286 | (489) | (2,413) | (3,431) |
| Net cash provided by (used in) operating activities | (3,538) | 1,834 | (511) | (2,215) | 7,740 |
| Cash flows from investing activities: | | | | | |
| Purchases of property and equipment | (722) | | | (722) | (90) |
| Partners distributions | (4,420) | | | (4,420) | (4,886) |
| Investments in joint ventures | | | | | 25 |
| Net cash used in investing activities | (5,142) | | | (5,142) | (4,951) |
| Cash flows from financing activities: | | | | | |
| Borrowings, net | 4,974 | (898) | | 4,076 | 1,392 |
| Net cash used in financing activities | 4,974 | (898) | | 4,076 | 1,392 |
| Net increase (decrease) in cash and cash equivalents | (3,706) | 936 | (511) | (3,281) | 4,181 |
| Cash and cash equivalents at beginning of period | 14,270 | 1,134 | | 15,404 | 5,511 |
| Cash and cash equivalents at end of period | \$ 10,564 | \$ 2,070 | \$ (511) | \$ 12,123 | \$ 9,692 |

(1) Crystal City was consolidated with Hammonds until August 2001.

See accompanying notes to financial statements.

HAMMONDS HOMES, LTD. AND CRYSTAL CITY LAND & CATTLE, LTD.

Notes to Interim Financial Statements
(Unaudited)

NOTE A SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation The interim financial statements include the combined accounts of Hammonds Homes, Ltd. and Crystal City Land & Cattle, Ltd. (together, the Company) and their subsidiaries. All intercompany accounts and transactions have been eliminated.

Effective July 1, 2002, Meritage Corporation acquired substantially all of the homebuilding assets of Hammonds Homes, Ltd. and Crystal City Land & Cattle, Ltd. Meritage Corporation is filing the accompanying interim financial statements on Form 8-K for purposes of providing information about its acquisition of the Company s business. Accordingly, the interim financial statements combine the accounts of Hammonds Homes, Ltd. and Crystal City Land & Cattle, Ltd.

The accompanying interim financial statements have been prepared in accordance with generally accepted accounting principles generally accepted in the United States. The unaudited financial statements reflect all adjustments, consisting only of normal recurring adjustments, necessary to present fairly the Company s financial position and results of operations for the periods presented. The results of operations for any interim period are not necessarily indicative of results to be expected for a full fiscal year or for any future periods.

Organization Hammonds Homes, Inc., incorporated in Texas in 1987, was wholly-owned by a single stockholder. During 1999, Hammonds Homes, Inc., converted to a Texas limited partnership, Hammonds Homes, Ltd. Hammonds Homes Ltd., continues to be engaged in the construction and sale of single family homes in Houston, Dallas, and Austin, Texas. Crystal City Land & Cattle, Ltd. became a limited partnership in Texas in 2001. Crystal City is engaged in the business of real estate development in Houston, Dallas, and Austin, Texas.

Critical Accounting Policies and Estimates The preparation of the interim financial statements required management to make a number of estimates and assumptions that affect the reported amounts and disclosures in the interim financial statements. On an ongoing basis, management evaluates these estimates and assumptions based upon historical experience and various other factors and circumstances. Management believes that these estimates and assumptions are reasonable in the circumstances; however, actual results may differ from these estimates and assumptions under different future conditions.

HAMMONDS HOMES, LTD. AND CRYSTAL CITY LAND & CATTLE, LTD.

Notes to Interim Financial Statements
(Unaudited)

NOTE A SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue Recognition Revenue from sales of houses is recognized at the time of closing, when sufficient down payment has been received, any financing has been arranged, title, possession, and other attributes of ownership have been transferred to the buyer, and the Company is not obligated to perform additional significant activities related to the sale.

Estimated future warranty costs are charged to cost of sales in the period when the revenues from related home closings are recognized. These estimated warranty costs are approximately \$500 per home.

Inventory Real estate inventories include land acquisition costs, construction costs, and related indirect costs and expenditures. Interest on indebtedness and real estate taxes are capitalized until substantial completion of development or construction. Cost of sales is determined by lot with specific identification of land, direct construction and closing costs, and an allocation of indirect construction costs.

Property and Equipment Property and equipment, consisting principally of model home furnishings, sales office fixtures, and computer equipment, are carried at cost and depreciated using the straight-line method over estimated useful lives ranging from two to five years.

Receivables From Title and Mortgage Companies Receivables from title and mortgage companies consist of sales proceeds due from houses sold and closed but not yet funded.

Cash Equivalents The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

Use of Estimates The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and contingent assets and liabilities at the balance sheet dates and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

HAMMONDS HOMES, LTD. AND CRYSTAL CITY LAND & CATTLE, LTD.

Notes to Interim Financial Statements
(Unaudited)

NOTE B INVENTORY

Inventory at June 30, 2002 and December 31, 2001 consists of the following (dollars in thousands):

| | June 30, 2002 | | December 31, 2001 | |
|----------------------------|---------------|----------|-------------------|-----------|
| | # of Units | Amount | # of Units | Amount |
| Lots and land | 169 | \$ 8,623 | 241 | \$ 11,623 |
| Houses completed: | | | | |
| Under contract for sale | | | | |
| 18 2,831 23 3,211 | | | | |
| Unsold | | | | |
| 28 5,054 42 6,218 | | | | |
| Model homes | | | | |
| 36 212 36 5,059 | | | | |
| Houses under construction: | | | | |
| Under contract for sale | | | | |
| 324 29,449 222 20,995 | | | | |
| Unsold | | | | |
| 188 16,645 131 12,183 | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | 763 | \$62,814 | 695 | \$59,289 |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

A summary of interest for the six months ended June 30, 2002 and 2001 is as follows (in thousands):

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| | 2002 | 2001 |
|---|----------|----------|
| Interest capitalized at beginning of period | \$ 1,104 | \$ 1,518 |
| Interest incurred | | |
| 1,988 2,711 | | |
| Interest expensed | | |
| (480) (909) | | |
| Interest included in cost of houses sold | | |
| (1,251) (1,925) | | |

Interest capitalized at end of period
 \$1,361 \$1,395

NOTE C PROPERTY AND EQUIPMENT

Property and equipment at June 30, 2002 and December 31, 2001 consists of the following (in thousands):

| | June 30, 2002 | December 31, 2001 |
|----------------------------|---------------|-------------------|
| Model home furnishings | \$ 5,071 | \$ 4,066 |
| Sales office fixtures | | |
| 1,288 1,132 | | |
| Computer equipment | | |
| 700 721 | | |
| Office furniture and other | | |
| 240 399 | | |
| Construction trailers | | |
| 70 | | |
| Leasehold improvements | | |
| 103 97 | | |

7,402 6,485
 Less accumulated depreciation and amortization
 (4,982) (4,693)

\$2,420 \$1,792

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HAMMONDS HOMES, LTD. AND SUBSIDIARIES

Notes to Interim Financial Statements
(Unaudited)

NOTE D CONSTRUCTION AND DEVELOPMENT LOANS PAYABLE

Construction loans payable to financial institutions at June 30, 2002 and December 31, 2001 are collateralized by inventory. The interest on all loans is payable monthly and bears interest as follows (dollars in thousands):

| | June 30, 2002 | December 31, 2001 |
|-------------------------|------------------|----------------------|
| Interest rate: | | |
| Prime rate | | |
| \$32,455 | \$19,721 | |
| Prime rate plus .25% | | |
| 11,371 | 14,549 | |
| Prime rate plus .50% | | |
| 146 | | |
| Prime rate plus .75% | | |
| 866 | 2,259 | |
| 30-day Libor plus .75% | | |
| 9,271 | | |
| 30-day Libor plus 2.90% | | |
| 5,875 | | |
| Prime rate plus 3.0% | | |
| 454 | 799 | |
| 8% | | |
| 200 | | |
| | | |
| | | |
| \$51,021 | \$46,945 | |
| | | |
| | | |

Development loans payable to financial institutions are collateralized by land held for future development by the Company. The loans bear interest at rates varying from prime to prime + 3.0%. The loans are scheduled to be repaid as lots are developed and sold.

At the time of the initial loan draw for a house, the Company usually pays a loan fee for the individual loan amount. Construction loans are generally repaid as individual units are sold and closed. Construction loans mature within 6 to 12 months or, at the discretion of the lender, are extended.

HAMMONDS HOMES, LTD. AND CRYSTAL CITY LAND & CATTLE, LTD.

Notes to Interim Financial Statements
(Unaudited)

NOTE E FEDERAL AND STATE INCOME TAXES

Federal income taxes are not payable by, or provided for, the Company. All tax effects of the Company's income or loss are passed through to the partners.

NOTE F COMMITMENTS AND CONTINGENCIES

The Company's contingent liabilities include warranty obligations and disputes arising in the ordinary course of business, which management believes will not have a material adverse effect on the Company's financial position.

In the ordinary course of business, the Company enters into lot option contracts. At June 30, 2002, the Company had nonrefundable deposits aggregating approximately \$2.8 million for the purchase of lots relating to these contracts. The Company's liability for nonperformance under these lot option contracts is limited to forfeiture of the deposits.

HAMMONDS HOMES, LTD. AND SUBSIDIARIES

Notes to Consolidated Financial Statements
(Unaudited)

NOTE G JOINT VENTURES

The Company has invested in several joint ventures, which are accounted for using the equity method of accounting, that are in the business of land development, homebuilding and originating and selling residential mortgage loans. Income from these joint ventures for the six months ended June 30, 2002 and 2001 aggregated \$275,964 and \$187,107, respectively and is included in other income.

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(b) Pro Forma Information.

EXPLANATORY NOTE

The following unaudited pro forma financial statements are being amended and restated in their entirety to updated the pro forma combined statement of earnings for the twelve months ended December 31, 2002.

UNAUDITED PRO FORMA COMBINED FINANCIAL STATEMENTS

The following unaudited pro forma combined financial statements give effect to the acquisition of certain homebuilding and related assets of Hammonds Homes, Ltd. and subsidiaries (Hammonds) and Crystal City Land & Cattle, Ltd. and subsidiaries (Crystal City) as if it was consummated as of June 30, 2002 with respect to the unaudited pro forma combined balance sheet and on January 1, 2001 with respect to the unaudited pro forma combined statements of income.

The unaudited pro forma combined financial statements reflect the purchase method of accounting for the Hammonds acquisition. The Hammonds acquisition was accounted for as a purchase. Under the purchase method of accounting, the purchase price is allocated to assets acquired and liabilities assumed based on their estimated fair value at the time of the acquisition. Income of the combined company does not include income or loss of Hammonds prior to the effective date of the acquisition, which was July 1, 2002. The unaudited pro forma combined financial statements reflect adjustments made to combine Hammonds with Meritage using the purchase method of accounting. The unaudited pro forma combined financial statements are based upon available information and assumptions that we believe are reasonable.

The unaudited pro forma combined financial statements are for informational purposes only and are not necessarily indicative of the results of our future operations or the actual results that would have been achieved had the Hammonds acquisition and related transactions been consummated during the periods indicated. You should read the unaudited pro forma combined financial statements in conjunction with the consolidated historical financial statements of:

(1) Meritage, included in its Annual Report on Form 10-K for the year ended December 31, 2002, and in its Quarterly Report on Form 10-Q for the quarter ended March 31, 2003, and

(2) the acquired Hammonds entities, which are included in this Current Report on Form 8-K/A.

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Meritage Corporation
 Unaudited Pro Forma Combined Consolidated Balance Sheet
 June 30, 2002
 (in thousands)

| | Historical | | | | |
|-----------------------------|--|----------|----------------------------------|---------------------------|--------------|
| | Consolidated Hammonds & Crystal Meritage | | Total Acquisition Adjustments | | Pro Forma |
| | Meritage | City | Historical | Adjustments | Pro Forma |
| Assets | | | | | |
| Cash and cash equivalents | \$14,481 | \$12,123 | \$26,604 | \$(25,475) ^(a) | \$1,129 |
| Real estate | 399,379 | 62,814 | 462,193 | | 462,193 |
| Deposits on real estate | 47,935 | 3,169 | 51,104 | | 51,104 |
| Other receivables | 6,992 | 4,848 | 11,840 | (3,338) ^(c) | 8,502 |
| Deferred tax assets | 4,419 | 4,419 | 4,419 | | 4,419 |
| Goodwill | 31,883 | 31,883 | 24,119 ^(b) | | 55,998 |
| Property and equipment, net | 9,928 | 2,420 | 12,348 | (131) ^(c) | 12,217 |
| Other assets | 11,156 | 702 | 11,858 | (93) ^(c) | 11,765 |
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| <hr/> | | | | | |
| <hr/> | | | | | |
| <hr/> | | | | | |
| Total assets | \$526,173 | \$86,076 | \$612,249 | \$(4,922) | \$607,327 |
| <hr/> | | | | | |
| <hr/> | | | | | |
| <hr/> | | | | | |
| <hr/> | | | | | |

Liabilities

Accounts payable and accrued expenses

\$64,556 \$9,862 \$74,418 \$(719)^(c) \$73,699

Home sale deposits

18,510 2,011 20,521 20,521

Revolving credit facilities

51,021 51,021 (51,021)⁹

Additional borrowings on revolving credit facilities

70,000 70,000

Senior notes

155,000 155,000 155,000

Other debt

1,286 1,286 1,286

Total liabilities

239,352 62,894 302,246 18,260 320,506

Stockholders' equity

Common stock

151 151 151

Additional paid-in capital

196,117 196,117 196,117

Retained earnings

101,776 23,182 124,958 (23,182)^(d) 101,776

Treasury stock

(11,223) (11,223) (11,223)

Total stockholders' equity
286,821 23,182 310,003 (23,182) 286,821

Total liabilities and stockholders' equity
\$526,173 \$86,076 \$612,249 \$(4,922) \$607,327

Meritage Corporation
Notes to Unaudited Pro Forma Combined Balance Sheet June 30, 2002
(in thousands)

The Unaudited Pro Forma Combined Balance Sheet reflects the transaction as if it had occurred on June 30, 2002.

(a) Reflects the following:

Cash paid for acquisition
of Hammonds and Crystal
City
\$(12,652)
Cash paid for transaction
costs
(709)
Hammonds and Crystal
City cash excluded from
purchase price
(12,114)

\$(25,475)

(b)

Reflects the following:

Borrowings on Meritage
credit facility to finance
acquisition
\$(70,000)

(c) The acquisition will be
accounted for as a
purchase in accordance
with Statements of
Financial Accounting
Standards No. 141

Business Combinations.
The purchase price is
being allocated first to the
tangible and identifiable
intangible assets and
liabilities based upon
preliminary estimates of
their fair market value,
with the remainder
allocated to goodwill:
Payment to seller
82,652

Book value of net assets
 acquired
 (23,182)
 Net assets/liabilities
 excluded or eliminated at
 acquisition:

Revolving credit
 facilities & other debt
 (51,021)

Receivable due from
 seller
 3,338

Payable due to title
 company
 (110)

Cash
 12,114

Payable due to seller
 (609)

Adjusted book value of
 net assets acquired
 (59,470)

Premium paid at closing
 23,182

Additional adjustments
 and transaction costs:

Writeoff of fixed assets
 acquired
 131

Bank fees and closing
 costs
 265

Professional fees
 532

Miscellaneous fees
 5

Increase in basis
 (goodwill)
 24,115

(d)

Reflects the elimination of
 Hammonds and Crystal
 City equity balances
 pursuant to purchase

accounting

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Meritage Corporation
 Unaudited Pro Forma Combined Statement of Earnings
 Twelve Months Ended December 31, 2001
 (in thousands, except per share data)

| | Historical | | | | |
|--|--------------|-------------------------------|---------------------|-----------------------------|------------|
| | Consolidated | | | | |
| | Meritage | Hammonds & Crystal City | Total Historical | Pro Forma Adjustments | Pro Forma |
| Home and land sales revenue | \$ 744,174 | \$ 182,026 | \$ 926,200 | | \$ 926,200 |
| Cost of home and land sales | 586,914 | 150,047 | 736,961 | 456 ^(a) | 737,417 |
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| Gross profit | 157,260 | 31,979 | 189,239 | (456) | 188,783 |
| Selling, general and administrative expenses(1) | 73,924 | 14,865 | 88,789 | 849 ^(b) | 89,638 |
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| <hr/> | | | | | |
| Earnings before income taxes and extraordinary items | 83,336 | 17,114 | 100,450 | (1,305) | 99,145 |
| Income taxes | 32,444 | 32,444 | 6,155 | | 38,599 |
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Earnings before extraordinary items
\$50,892 \$17,114 \$68,006 (7,460) \$60,546

Weighted average shares outstanding basic (2)
10,610

Weighted average shares outstanding diluted (2)
11,776

Pro forma basic earnings per share before extraordinary items
\$5.71

Pro forma diluted earnings per share before extraordinary
items
\$5.14

(1) We adopted the nonamortization of goodwill provisions of Statement of Financial Accounting Standards No. 142, Goodwill and other Intangible Assets, on January 1, 2002. Thus, the pro forma combined statement of income for the twelve month period ended December 31, 2001 includes goodwill amortization expense.

(2) The weighted average shares outstanding have been adjusted to reflect the 2-for-1 stock split effective April 26, 2002.

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Meritage Corporation
 Unaudited Pro Forma Combined Statement of Earnings
 Six Months Ended June 30, 2002
 (in thousands, except per share data)

| | Historical | | | | Pro Forma | Pro Forma |
|---|--------------|-------------------------------|----------------------|----------------------|--------------|-----------|
| | Consolidated | | | | | |
| | Meritage | Hammonds & Crystal City | Total Historical | Adjustments | | |
| Home and land sales revenue | \$421,172 | \$79,171 | \$500,343 | | \$500,343 | |
| Cost of home and land sales | 339,444 | 62,447 | 401,891 | 161 ^(a) | 402,052 | |
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| Gross profit | 81,728 | 16,724 | 98,452 | (161) | 98,291 | |
| Selling, general and administrative expenses(1) | 42,879 | 11,959 | 54,838 | (179) ^(b) | 54,659 | |
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| Earnings before income taxes | 38,849 | 4,765 | 43,614 | 18 | 43,632 | |
| Income taxes | 15,345 | 15,345 | 1,889 ^(c) | | 17,234 | |
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Net earnings
 \$23,504 \$4,765 \$28,269 \$(1,871) \$26,398

Weighted average shares outstanding basic (2)
 11,401

Weighted average shares outstanding diluted (2)
 12,232

Pro forma basic earnings per share before extraordinary items
 \$2.32

Pro forma diluted earnings per share before extraordinary items
 \$2.16

(1) In June 2001, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. 142, Goodwill and Other Intangible Assets, effective for fiscal years beginning after December 15, 2001. Under the new rules, goodwill is no longer amortized but subject to transitional and annual impairment tests in accordance with SFAS No. 142. Thus, the pro forma combined statement of income for the six month period ended June 30, 2002 is exclusive of goodwill amortization expense.

(2) The weighted average shares outstanding have been adjusted to reflect the 2-for-1 stock split effective April 26, 2002.
 Meritage Corporation
 Unaudited Pro Forma Combined Statement of Earnings
 Twelve Month Period Ended December 31, 2002
 (dollars in thousands, except per share data)

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| | Historical | | | | Pro Forma | Pro Forma |
|---|--------------|-------------------------------|----------------------|----------------------|--------------|-----------|
| | Consolidated | | | | | |
| | Meritage | Hammonds & Crystal City | Total Historical | Adjustments | | |
| Home and land sales revenue | \$ 1,119,817 | \$ 79,171 | \$ 1,198,988 | | \$ 1,198,988 | |
| Cost of home and land sales | 904,921 | 62,447 | 967,368 | 161 ^(a) | 967,529 | |
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| Gross profit | 214,896 | 16,724 | 231,620 | (161) | 231,459 | |
| Selling, general and administrative expenses(1) | 101,352 | 11,959 | 113,311 | (179) ^(b) | 113,132 | |
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| Earnings before income taxes | 113,544 | 4,765 | 118,309 | 18 | 118,327 | |
| Income taxes | 43,607 | 43,607 | 1,837 ^(c) | | 45,444 | |
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| Net earnings | \$69,937 | \$4,765 | \$74,702 | \$(1,819) | \$72,883 | |

Weighted average shares outstanding basic (2)
12,405

Weighted average shares outstanding diluted (2)
13,171

Pro forma basic earnings per share
\$5.88

Pro forma diluted earnings per share
\$5.53

(1) In June 2001, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. 142, Goodwill and Other Intangible Assets, effective for fiscal years beginning after December 15, 2001. Under the new rules, goodwill is no longer amortized but subject to transitional and annual impairment tests in accordance with SFAS No. 142. Thus, the pro forma combined statement of income for the twelve month period ended December 31, 2002 is exclusive of goodwill amortization expense.

(2) The weighted average shares outstanding have been adjusted to reflect the 2-for-1 stock split effective April 26, 2002.
Meritage Corporation
Notes to Unaudited Pro Forma Combined Statement Earnings
(in thousands)

The Unaudited Pro Forma Combined Statement of Earnings for the twelve month periods ended December 31, 2002 and 2001 and for the six month period ended June 30, 2002 reflects the transaction as if it had occurred on January 1, 2001.

| Year Ended December 31, 2001 | Six Months Ended June 30, 2002 | Year Ended December 31, 2002 |
|--|--|--|
| <hr/> | <hr/> | <hr/> |

(a) Reflects the following:

Incremental amortization of capitalized
interest
\$456 \$161 \$161

(b)

Reflects the following:

Reversal of compensation paid to key
employees of Hammonds
\$(356) \$(179) \$(179)
Amortization of goodwill on purchase of
Hammonds
1,205

\$849 \$(179) \$(179)

(c)

Reflects the following:

Net additional income tax provision as a
result of the above adjustments
\$(508) \$7 \$7
Effect of applying Meritage's effective tax
rate on Hammonds's and Crystal City's
earnings
6,663 1,882 1,830

\$6,155 \$1,889 \$1,837

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 this 2nd day of July, 2003.

/s/ Larry W. Seay

MERITAGE CORPORATION

By: Larry W. Seay
Chief Financial Officer, Vice President
Finance (Principal Financial Officer and
Duly Authorized Officer) /s/ Vicki L. Biggs

By: Vicki L. Biggs
Vice President Corporate Controller
(Chief Accounting Officer)

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EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> | | |
|--------------------|----------------------------------|--|-------------------|
| 23.1 | Consent of Kolkhorst & Kolkhorst | | Previously filed. |

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