

Comstock Homebuilding Companies, Inc.

Form 10-Q/A

December 01, 2011

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 1 on
FORM 10-Q/A

x **Quarterly Report Pursuant To Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the quarterly period ended June 30, 2011

.. **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 1-32375

Comstock Homebuilding Companies, Inc.

(Exact name of registrant as specified in its charter)

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Delaware
(State or other jurisdiction of
incorporation or organization)

20-1164345
(I.R.S. Employer
Identification No.)

11465 Sunset Hills Road

Suite 410

Reston, Virginia 20190

(703) 883-1700

(Address zip code, and telephone number, including area code, of principal executive offices)

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 website, if any, every interactive data file required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405) 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

Smaller reporting company

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

As of August 11, 2011, 17,220,462 shares of the Class A common stock, par value \$.01 per share, and 2,733,500 shares of Class B common stock, par value \$0.01, of the Registrant were outstanding.

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EXPLANATORY NOTE

We are filing this amendment to our Quarterly Report on Form 10-Q for the quarter ended June 30, 2011, originally filed with the Securities Exchange Commission on August 12, 2011 (the Original Form 10-Q), for the sole purpose of refurnishing Exhibit 32.1 to correct a typographical error appearing in the EDGAR version of the originally furnished Exhibit 32.1. No other changes have been made to the Original Form 10-Q. This amendment speaks as of the filing date of the Original Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date and does not otherwise modify or update in any way disclosures made in the Original Form 10-Q.

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COMSTOCK HOMEBUILDING COMPANIES, INC. AND SUBSIDIARIES

FORM 10-Q

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(Amounts in thousands, except per share data)

	June 30, 2011	December 31, 2010
ASSETS		
Cash and cash equivalents	\$ 609	\$ 475
Restricted cash	3,089	5,201
Real estate held for development and sale	26,687	34,008
Construction in process - Variable Interest Entity	8,559	0
Property, plant and equipment, net	40	50
Other assets	3,520	1,194
TOTAL ASSETS	\$ 42,504	\$ 40,928
LIABILITIES AND SHAREHOLDERS' EQUITY		
Accounts payable and accrued liabilities	\$ 5,925	\$ 5,884
Notes payable - secured by real estate held for development and sale	14,062	18,853
Notes payable - Variable Interest Entity	6,205	0
Notes payable - due to affiliates, unsecured	5,008	5,008
Notes payable - unsecured	4,383	4,515
TOTAL LIABILITIES	35,583	34,260
Commitments and contingencies (Note 9)		
SHAREHOLDERS' EQUITY		
Class A common stock, \$0.01 par value, 77,266,500 shares authorized, 17,405,474 and 17,120,467 issued and outstanding, respectively	174	171
Class B common stock, \$0.01 par value, 2,733,500 shares authorized, 2,733,500 issued and outstanding	27	27
Additional paid-in capital	167,051	166,700
Treasury stock, at cost (391,400 shares Class A common stock)	(2,439)	(2,439)
Accumulated deficit	(160,492)	(157,791)
TOTAL COMSTOCK HOMEBUILDING EQUITY	4,321	6,668
Non-controlling interest - Variable Interest Entity	2,600	0
TOTAL EQUITY	6,921	6,668
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 42,504	\$ 40,928

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

Table of Contents**COMSTOCK HOMEBUILDING COMPANIES, INC. AND SUBSIDIARIES****UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS**

(Amounts in thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Revenues				
Revenue - homebuilding	\$ 3,120	\$ 5,919	\$ 6,139	\$ 11,613
Revenue - apartment buildings and real estate services	2,783	509	4,350	3,955
Total revenue	5,903	6,428	10,489	15,568
Expenses				
Cost of sales - homebuilding	2,736	5,673	5,458	11,364
Cost of sales - apartment buildings and real estate services	2,628	413	3,901	3,285
Impairments and write-offs	0	0	0	0
Selling, general and administrative	1,933	1,405	3,318	2,861
Interest, real estate taxes and indirect costs related to inactive projects	451	821	820	1,670
Operating loss	(1,845)	(1,884)	(3,008)	(3,612)
Gain on debt restructuring	0	0	(146)	0
Other (income) loss, net	(287)	(41)	(411)	(877)
Loss before income taxes	(1,558)	(1,843)	(2,451)	(2,735)
Income taxes expense	0	0	0	0
Net loss	(1,558)	(1,843)	(2,451)	(2,735)
Less: Net income attributable to non-controlling interests	118	0	250	0
Net loss attributable to Comstock Homebuilding Co., Inc.	\$ (1,676)	\$ (1,843)	\$ (2,701)	\$ (2,735)
Basic loss per share	\$ (.09)	\$ (.10)	\$ (.15)	\$ (.15)
Diluted loss per share	\$ (.09)	\$ (.10)	\$ (.15)	\$ (.15)
Basic weighted average shares outstanding	18,784	18,365	18,407	18,231
Diluted weighted average shares outstanding	18,784	18,365	18,407	18,231

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

Table of Contents**COMSTOCK HOMEBUILDING COMPANIES, INC. AND SUBSIDIARIES****UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN****SHAREHOLDERS EQUITY**

(Amounts in thousands, except per share data)

	Class A		Class B		Additional paid-in capital	Treasury stock	Non-controlling interest	Retained earnings (deficit)	Total
	Shares	Amount	Shares	Amount					
Balance at December 31, 2009	15,609	\$ 156	2,733	\$ 27	\$ 157,418	\$ (2,439)	\$ 0	\$ (151,029)	\$ 4,133
Cumulative effect of a change in accounting principle								936	936
Stock compensation and issuances	470	5			539				544
Stonehenge capital contribution					7,689				7,689
Warrants					101				101
Net loss								(2,735)	(2,735)
Balance at June 30, 2010	16,079	\$ 161	2,733	\$ 27	\$ 165,747	\$ (2,439)	\$ 0	\$ (152,828)	\$ 10,668
Balance at December 31, 2010	17,120	\$ 171	2,733	\$ 27	\$ 166,700	\$ (2,439)	\$ 0	\$ (157,791)	\$ 6,668
Stock compensation and issuances	285								