

UMH PROPERTIES, INC.
Form 10-Q
May 08, 2013

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

FORM 10-Q

(x)

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

For the quarterly period ended March 31, 2013

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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 001-12690

UMH PROPERTIES, INC.

(Exact name of registrant as specified in its charter)

Maryland 22-1890929

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
identification number)

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Juniper Business Plaza, 3499 Route 9 North, Suite 3-C, Freehold, NJ 07728

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code (732) 577-9997

(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 X 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 X No

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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 (Check one):

Large accelerated filer

Accelerated filer

X

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 Act).

Yes _____

No X

Indicate the number of shares outstanding of each issuer's class of common stock, as of the latest practicable date:

Class	Outstanding Common Shares as of May 1, 2013
Common Stock, \$.10 par value per share	18,055,141

UMH PROPERTIES, INC. AND SUBSIDIARIES

FORM 10-Q

FOR THE QUARTER ENDED MARCH 31, 2013

CONTENTS

	<u>Page No.</u>
PART I - FINANCIAL INFORMATION	
Item 1 - Financial Statements (Unaudited)	
Consolidated Balance Sheets	3
Consolidated Statements of Income	5
Consolidated Statements of Comprehensive Income	7
Consolidated Statements of Cash Flows	8
Notes To Consolidated Financial Statements	9
Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations	17
Item 3 - Quantitative and Qualitative Disclosures About Market Risk	24
Item 4 - Controls And Procedures	24
PART II - OTHER INFORMATION	25
Item 1 - Legal Proceedings	25
Item 1A - Risk Factors	25
Item 2 - Unregistered Sales of Equity Securities and Use of Proceeds	25
Item 3 - Defaults Upon Senior Securities	25
Item 4 - Mine Safety Disclosures	25
Item 5 - Other Information	25

Item 6 Exhibits

26

SIGNATURES

27

ITEM 1 FINANCIAL STATEMENTS**UMH PROPERTIES, INC. AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS****AS OF MARCH 31, 2013 AND DECEMBER 31, 2012**

	March 31, 2013 (Unaudited)	December 31, 2012
- ASSETS -		
INVESTMENT PROPERTY AND EQUIPMENT		
Land	\$ 30,150,714	\$ 22,010,714
Site and Land Improvements	235,937,193	186,474,330
Buildings and Improvements	10,870,291	7,176,980
Rental Homes and Accessories	48,830,683	37,828,031
Total Investment Property	325,788,881	253,490,055
Equipment and Vehicles	9,968,261	9,495,379
Total Investment Property and Equipment	335,757,142	262,985,434
Accumulated Depreciation	(75,578,048)	(73,270,257)
Net Investment Property and Equipment	260,179,094	189,715,177
OTHER ASSETS		
Cash and Cash Equivalents	8,486,631	11,035,824
Securities Available for Sale	49,038,142	57,325,440
Inventory of Manufactured Homes	11,756,413	11,855,080
Notes and Other Receivables, net	24,323,361	22,713,864
Unamortized Financing Costs	2,106,454	1,473,454
Prepaid Expenses and Other Assets	1,379,033	910,875
Land Development Costs	5,441,696	5,251,501
Total Other Assets	102,531,730	110,566,038
TOTAL ASSETS	\$362,710,824	\$ 300,281,215

See Accompanying Notes to Consolidated Financial Statements

UMH PROPERTIES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS CONTINUED
AS OF MARCH 31, 2013 AND DECEMBER 31, 2012

	March 31, 2013 (Unaudited)	December 31, 2012
- LIABILITIES AND SHAREHOLDERS EQUITY -		
LIABILITIES:		
MORTGAGES PAYABLE	\$ 161,742,478	\$ 108,871,352
OTHER LIABILITIES		
Accounts Payable	1,174,743	1,070,021
Loans Payable	12,142,185	10,441,605
Accrued Liabilities and Deposits	3,106,375	3,609,615
Tenant Security Deposits	1,861,258	1,303,374
Total Other Liabilities	18,284,561	16,424,615
Total Liabilities	180,027,039	125,295,967
COMMITMENTS AND CONTINGENCIES		
SHAREHOLDERS EQUITY:		
Series A 8.25% Cumulative Redeemable Preferred Stock, par value \$0.10 per share, 3,663,800 shares authorized, issued and outstanding as of March 31, 2013 and December 31, 2012, respectively	91,595,000	91,595,000
Common Stock \$.10 par value per share, 42,000,000 shares authorized, 17,803,826 and 17,111,882 shares issued and outstanding as of March 31, 2013 and December 31, 2012, respectively	1,780,383	1,711,188
Excess Stock - \$.10 par value per share, 3,000,000 shares authorized; no shares issued or outstanding	-0-	-0-
Additional Paid-In Capital	82,959,865	76,110,692
Accumulated Other Comprehensive Income	7,911,573	6,236,161
Accumulated Deficit	(1,563,036)	(667,793)
Total Shareholders Equity	182,683,785	174,985,248
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	\$362,710,824	\$ 300,281,215

See Accompanying Notes to Consolidated Financial Statements

UMH PROPERTIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

FOR THE THREE MONTHS ENDED

MARCH 31, 2013 AND 2012

	THREE MONTHS ENDED	
	2013	2012
INCOME:		
Rental and Related Income	\$11,642,186	\$8,760,043
Sales of Manufactured Homes	1,784,109	2,130,903
Total Income	13,426,295	10,890,946
EXPENSES:		
Community Operating Expenses	5,947,365	4,794,270
Cost of Sales of Manufactured Homes	1,522,532	1,972,326
Selling Expenses	508,902	431,063
General and Administrative Expenses	1,215,236	1,221,094
Franchise Taxes	66,000	33,000
Acquisition Costs	591,068	82,657
Depreciation Expense	2,389,854	1,609,291
Total Expenses	12,240,957	10,143,701
OTHER INCOME (EXPENSE):		
Interest Income	538,132	477,949
Dividend Income	850,793	776,866
Gain on Securities Transactions, net	3,310,028	1,212,712
Other Income	29,080	19,404
Interest Expense	(1,679,809)	(1,431,698)
Amortization of Financing Costs	(71,190)	(65,913)
Total Other Income	2,977,034	989,320
Income before (Loss) Gain on Sales of		
Investment Property and Equipment	4,162,372	1,736,565
(Loss) Gain on Sales of Investment		
Property and Equipment	(12,861)	13,132

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Net Income	4,149,511	1,749,697
Less: Preferred Dividend	1,889,147	690,319
Net Income Attributable to		
Common Shareholders	\$2,260,364	\$1,059,378

See Accompanying Notes to Consolidated Financial Statements

UMH PROPERTIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME CONTINUED (UNAUDITED)
FOR THE THREE MONTHS ENDED
MARCH 31, 2013 AND 2012

THREE MONTHS ENDED
2013 2012

Basic Income Per Share:

Net Income	\$0.24	\$0.11
Less: Preferred Dividend	0.11	0.04
Net Income Attributable to Common Shareholders	\$0.13	\$0.07

Diluted Income Per Share:

Net Income	\$0.24	\$0.11
Less: Preferred Dividend	0.11	0.04
Net Income Attributable to Common Shareholders	\$0.13	\$0.07

Weighted Average Common Shares Outstanding:

Basic	17,441,001	15,495,431
Diluted	17,501,510	15,553,723

See Accompanying Notes to Consolidated Financial Statements

UMH PROPERTIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)
FOR THE THREE MONTHS ENDED
MARCH 31, 2013 AND 2012

	THREE MONTHS ENDED	
	2013	2012
Net Income	\$4,149,511	\$1,749,697
Other Comprehensive Income:		
Unrealized Holding Gain Arising During the Period	4,933,341	5,303,301
Reclassification Adjustment for Net Gains Realized in Income	(3,310,028)	(1,212,712)
Change in Fair Value of Interest Rate Swap Agreement	52,099	(29,892)
Comprehensive Income	5,824,923	5,810,394
Less: Preferred Dividend	(1,889,147)	(690,319)
Comprehensive Income Attributable to Common Shareholders	\$3,935,776	\$5,120,075

See Accompanying Notes to Consolidated Financial Statements

UMH PROPERTIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

FOR THE THREE MONTHS ENDED

MARCH 31, 2013 AND 2012

	2013	2012
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Income	\$4,149,511	\$1,749,697
Non-Cash Adjustments:		
Depreciation	2,389,854	1,609,291
Amortization of Financing Costs	71,190	65,913
Stock Compensation Expense	132,580	107,972
Increase in Provision for Uncollectible Notes and Other Receivables	147,205	100,939
Gain on Securities Transactions, net	(3,310,028)	(1,212,712)
Loss (Gain) on Sales of Investment Property and Equipment	12,861	(13,132)
Changes in Operating Assets and Liabilities:		
Inventory of Manufactured Homes	98,667	650,283
Notes and Other Receivables	(1,756,702)	653,176
Prepaid Expenses and Other Assets	(468,158)	(415,723)
Accounts Payable	104,722	(464,787)
Accrued Liabilities and Deposits	(451,141)	(133,083)
Tenant Security Deposits	557,884	57,668
Net Cash Provided by Operating Activities	1,678,445	2,755,502
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of Manufactured Home Communities	(67,500,000)	(2,100,000)
Purchase of Investment Property and Equipment	(5,534,035)	(3,003,915)
Proceeds from Sales of Assets	167,403	323,880
Additions to Land Development	(190,195)	(72,340)
Purchase of Securities Available for Sale	(2,018,694)	(3,483,571)
Proceeds from Sales of Securities Available for Sale	15,239,333	4,424,151
Net Cash Used in Investing Activities	(59,836,188)	(3,911,795)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from Mortgages	53,760,000	11,400,000
Net Proceeds on short term borrowing	1,700,580	-0-
Principal Payments of Mortgages and Loans	(888,874)	(11,713,210)
Financing Costs on Debt	(704,190)	(234,520)
Proceeds from Issuance of Common Stock, net of reinvestments	6,444,772	4,893,545
Preferred Dividends Paid	(1,889,147)	(690,319)
Dividends Paid, net of amount reinvested	(2,814,591)	(2,468,650)
Net Cash Provided by Financing Activities	55,608,550	1,186,846

NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(2,549,193)	30,553
CASH AND CASH EQUIVALENTS-BEGINNING	11,035,824	8,798,023
CASH AND CASH EQUIVALENTS-ENDING	\$8,486,631	\$8,828,576

See Accompanying Notes to Consolidated Financial Statements

UMH PROPERTIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

MARCH 31, 2013 (UNAUDITED)

NOTE 1 ORGANIZATION AND ACCOUNTING POLICIES

UMH Properties, Inc. (we , our , us or the Company) owns and operates sixty-seven manufactured home communities containing approximately 12,500 developed homesites. In April 2013, we acquired Holiday Mobile Village, a 274-site community in Nashville, Tennessee (See Note 10). With this acquisition, we now own sixty-eight communities consisting of approximately 12,800 sites. The communities are located in New Jersey, New York, Ohio, Pennsylvania, Tennessee, Indiana and Michigan. The Company, through its wholly-owned taxable subsidiary, UMH Sales and Finance, Inc. (S&F), conducts manufactured home sales in its communities. S&F was established to enhance the occupancy of the communities. The consolidated financial statements of the Company include S&F and all of its other wholly-owned subsidiaries. All intercompany transactions and balances have been eliminated in consolidation. The Company also invests in securities of other REITs.

The Company has elected to be taxed as a real estate investment trust (REIT) under Sections 856-860 of the Internal Revenue Code (the Code), and intends to maintain its qualification as a REIT in the future. As a qualified REIT, with limited exceptions, the Company will not be taxed under Federal and certain state income tax laws at the corporate level on taxable income that it distributes to its shareholders. For special tax provisions applicable to REITs, refer to Sections 856-860 of the Code. The Company is subject to franchise taxes in some of the states in which the Company owns property.

The interim consolidated financial statements furnished herein have been prepared in accordance with accounting principles generally accepted in the United States of America (US GAAP) applicable to interim financial information, the instructions to Form 10-Q, and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by US GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three months ended March 31, 2013 are not necessarily indicative of the results that may be expected for the year ending December 31, 2013. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's annual report on Form 10-K for the year ended December 31, 2012.

Use of Estimates

In preparing the consolidated financial statements in accordance with US GAAP, management is required to make estimates and assumptions that affect the reported amounts of

assets and liabilities, as well as contingent assets and liabilities as of the dates of the consolidated balance sheets and revenue and expenses for the years then ended. Actual results could differ significantly from these estimates and assumptions.

Stock Based Compensation

The Company accounts for awards of stock options and restricted stock in accordance with ASC 718-10, Compensation-Stock Compensation. ASC 718-10 requires that compensation cost for all stock awards be calculated and amortized over the service period (generally equal to the vesting period). The compensation cost for stock option grants is determined using option pricing models, intended to estimate the fair value of the awards at the grant date less estimated forfeitures. The compensation expense for restricted stock is recognized based on the fair value of the restricted stock awards less estimated forfeitures. The fair value of restricted stock awards is equal to the fair value of the Company's stock on the grant date. Compensation costs of \$132,580 and \$107,972 have been recognized for the three months ended March 31, 2013 and 2012, respectively.

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option pricing model with the following weighted-average assumptions used for grants during the three months ended March 31, 2013:

MCC is organized under the laws of the state of Delaware and is the parent company of, among other entities, (a) MCCE and (b) the Fund's investment manager, Moore, Clayton Capital Advisors Inc. ("MCCA"). MCC's principal office is located at 10757 South River Front Pkwy, Suite 125, South Jordan, Utah 84095.

MCC Global is organized under the laws of The Netherlands and is the parent company of MCC. MCC Global's principal office is located at 10757 South River Front Pkwy, Suite 125, South Jordan, Utah 84095. The firm is an international private equity investment and advisory firm with offices in London, Amsterdam and Salt Lake City.

Anthony R. Moore is the Chairman of the Supervisory Board of MCC Global and owns 11.82% of the voting equity in MCC Global. Mr. Moore's business address is 10757 South River Front Pkwy, Suite 125, South Jordan, Utah 84095. Mr. Moore is a citizen of the United Kingdom and the United States of America.

Sharon Clayton is Chairman of the Management Board of MCC Global and owns 12.02% of the voting equity in MCC Global. Her business address is 10757 South River Front Pkwy, Suite 125, South Jordan, Utah 84095. Ms. Clayton is a citizen of the United States of America.

Kenneth I. Denos is the CEO of MCC Global and the CEO of the Fund and MCCA. He owns 7.53% of the voting equity in MCC Global. His business address is 10757 South River Front Pkwy, Suite 125, South Jordan, Utah 84095. Mr. Denos is a citizen of the United States of America.

Pursuant to General Instruction C and the instructions to Item 2 of this statement, set forth in Exhibit A are the respective names, business addresses, principal present occupations and citizenships of Mr. Moore, Ms. Clayton, Mr. Denos and the other executive officers, directors and control persons of each of MCC Global, MCCE and MCC.

None of the Reporting Persons has, during the last five years, been convicted in a criminal proceeding. In addition, none of the Reporting Persons has, during the last five years, been a party to a civil proceeding of a judicial or

administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

7

Item 3. Source and Amount of Funds or Other Consideration

The Common Stock was received as dividends in the 4th and 1st quarters of 2008 and 2009 respectively.

Item 4. Purpose of Transaction

The Common Stock share transfer was pursuant to an obligation of MCCE to pay to Barbara A. Eldridge, as Trustee of the 1983 Lehmann Children's Trust, Lehmann Investments LP, Sam P. Douglass as Trustee of the Douglass Trust IV: For the benefit of S. Preston Douglass, Jr. and Sam P. Douglass as Trustee of the Douglass Trust IV: For the Benefit of Brooke Douglass a percentage of all dividends received by MCCE on certain shares of EQS held by MCCE. The obligation arose in connection with an agreement between MCCE and its parent company, Moore Clayton & Co., Inc. ("MCC"), effective June 30, 2005, wherein MCC acquired Equus Capital Management Company, Inc., the former investment adviser to EQS. All of the shares disposed of were originally acquired by MCCE for investment purposes. Except as set forth in this Statement, the Reporting Persons have no present plans or proposals which relate to or could result in any of the matters referred to in paragraphs (a) through (j), inclusive, of Item 4 of Schedule 13D (although they reserve the right to develop any such plans or proposals).

Item 5. Interests in Securities of the Issuer

(a) The Reporting Persons beneficially own 889,138 shares of Common Stock, which represent approximately 10.6% of the issued and outstanding shares of Common Stock.

(b) The Reporting Persons have the power to vote, or direct the vote, and dispose of, or direct the disposition of, 889,138 shares of Common Stock, which represent approximately 10.6% of the outstanding shares of Common Stock.

(c) During the past 60 days, the Reporting Person have not purchased any shares of the Fund.

(d) No other person is known by any Reporting Person to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock beneficially owned by any Reporting Person.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with respect to Securities of the Issuer.

MCCA is the investment adviser to the Fund pursuant to an investment management agreement dated June 30, 2005.

Item 7. Materials to be filed as Exhibits.

Exhibit A. Officers and Directors of MCC and MCCE

Exhibit B. Joint Filing Agreement

9

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

MCC GLOBAL N.V.

By: /s/ Kenneth I. Denos*
Name: Kenneth I. Denos
Title: Chief Executive Officer

MCC EUROPE LIMITED

By: /s/ Kenneth I. Denos*
Name: Kenneth I. Denos
Title: Director

MOORE, CLAYTON & CO., INC.

By: /s/ Kenneth I. Denos*
Name: Kenneth I. Denos
Title: Chief Executive Officer

ANTHONY R. MOORE

By: /s/ Anthony R. Moore*

SHARON CLAYTON

By: /s/ Sharon Clayton*

KENNETH I. DENOS

By: /s/ Kenneth I. Denos*

EXHIBIT A

Officers and Directors of MCC Global, MCC and MCCE

MCCE and MCC are wholly-owned subsidiaries of MCC Global, and therefore MCC Global ultimately controls MCC and MCCE. The name, business address, present principal occupation, and citizenship of each director, executive officer and control person of MCCE, and each executive officer and director of MCC Global, are set forth below.

Name and Business Address	Principal Occupation and Name, Principal Business and Address of the Employing Organizations	Citizenship
Anthony R. Moore 10757 River Front Pkwy. Suite 125 South Jordan, Utah 84095	MCC GLOBAL Chairman of the Supervisory Board. Mr. Moore owns 16.37% of the voting equity in MCC Global. MCC Global is an international private equity investment and advisory firm. MCC Global's principal office is 10757 River Front Parkway, Suite 125, South Jordan, Utah 84095.	United Kingdom and United States of America

MCC

Chairman of the Board. MCC is a wholly owned subsidiary of MCC Global. MCC's principal office is located at 10757 South River Front Pkwy, Suite 125, South Jordan, Utah 84095.

MCCE

Chairman of the Board. MCCE provides business consulting services in the United Kingdom. MCCE is wholly owned by MCC. MCCE's principal office is located at 10757 South River Front Pkwy, Suite 125, South Jordan, Utah 84095.

MCCA

Chairman of the Board and President. MCCA is an SEC-registered investment adviser, and provides investment management services to the Fund. MCCA's principal office is located at 2727 Allen Parkway, 13th Floor, Houston, TX 77019.

Name and Business Address	Principal Occupation and Name, Principal Business and Address of the Employing Organizations	Citizenship
Sharon Clayton 10757 South River Front Pkwy, Suite 125, South Jordan, Utah 84095	MCC GLOBAL Chairman of the Management Board. Ms. Clayton owns 17.68% of the voting equity in MCC Global. MCC Global is an international private equity investment and advisory firm. MCC Global's principal office is 10757 South River Front Pkwy, Suite 125, South Jordan, Utah 84095.	United States of America
	MCC Director. MCC is a wholly owned subsidiary of MCC Global. MCC's principal office is located at 10757 South River Front Pkwy, Suite 125, South Jordan, Utah 84095.	
	MCCE Director. MCCE provides business consulting services in the United Kingdom. MCCE is wholly owned by MCC. MCCE's principal office is located at 10757 South River Front Pkwy, Suite 125, South Jordan, Utah 84095.	
	MCCA Director and Executive Vice-President. MCCA is an SEC-registered investment adviser, and provides investment management services to the Fund. MCCA's principal office is located at 2727 Allen Parkway, 13th Floor, Houston, Texas 77019.	

Name and Business Address	Principal Occupation and Name, Principal Business and Address of the Employing Organizations	Citizenship
Kenneth I. Denos 10757 South River Front Pkwy, Suite 125, South Jordan, Utah 84095	MCC Global Chief Executive Officer and Management Board Director. Mr. Denos owns 8.62% of the voting equity in MCC Global. MCC Global is an international private equity investment and advisory firm. MCC Global's principal office is 10757 South River Front Pkwy, Suite 125, South Jordan, Utah 84095.	United States of America
	MCC Chief Executive Officer and Director. MCC is a wholly owed subsidiary of MCC Global. MCC's principal office is located at 10757 South River Front Pkwy, Suite 125, South Jordan, Utah 84095.	
	MCCE Director. MCCE provides business consulting services in the United Kingdom. MCCE's principal office is located at 10757 South River Front Pkwy, Suite 125, South Jordan, Utah 84095.	
	MCCA Chief Executive Officer and Director. MCCA is an SEC-registered investment adviser, and provides investment management services to the Fund. MCCA's principal office is located at 2727 Allen Parkway, 13th Floor, Houston, TX 77019.	
	Equus Total Return, Inc. Chief Executive Officer and Director. Equus Total Return, Inc. is a closed-end fund, business development company, and is listed on the New York Stock Exchange. Equus Total Return's principal office is located at 2727 Allen Parkway, 13th Floor, Houston, TX 77019.	

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, the undersigned hereby agree to the joint filing with all other persons signatory below of a statement on Schedule 13D or any amendments thereto, with respect to the common stock of Equus Total Return, Inc. and that this Agreement be included as an attachment to such filing.

This Agreement may be executed in any number of counterparts each of which shall be deemed an original and all of which together shall be deemed to constitute one and the same Agreement.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement on April 24, 2009.

MCC GLOBAL N.V.

By: /s/ Kenneth I. Denos*
Name: Kenneth I. Denos
Title: Chief Executive Officer

MCC EUROPE LIMITED

By: /s/ Kenneth I. Denos*
Name: Kenneth I. Denos
Title: Director

MOORE, CLAYTON & CO., INC.

By: /s/ Kenneth I. Denos*
Name: Kenneth I. Denos
Title: Chief Executive Officer

ANTHONY R. MOORE

By: /s/ Anthony R. Moore*

SHARON CLAYTON

By: /s/ Sharon Clayton*

KENNETH I. DENOS

By: /s/ Kenneth I. Denos*

