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

FORM 10-Q

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

For the quarterly period ended September 30, 2002

Commission File Number 1-3924

MAXXAM INC.
(Exact name of Registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**95-2078752** (I.R.S. Employer Identification Number)
5847 San Felipe, Suite 2600 **Houston, Texas** (Address of Principal Executive Offices)	**77057** (Zip Code)

Registrant's telephone number, including area code: **(713) 975-7600**

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 ☐

Number of shares of common stock outstanding at November 8, 2002: 6,527,671

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MAXXAM INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEET
(In millions of dollars, except share information)

	September 30, 2002	December 31, 2001
	(Unaudited)	
Assets		
Current assets:		
Cash and cash equivalents	$ 59.7	$ 272.2
Marketable securities and other investments	149.1	152.8
Receivables:		
Trade, net of allowance for doubtful accounts of $3.3 and $10.0, respectively	13.2	140.5
Other	6.0	91.6
Inventories	34.1	364.7
Prepaid expenses and other current assets	52.9	134.2
Total current assets	315.0	1,156.0
Property, plant and equipment, net of accumulated depreciation of $138.1 and $1,094.7, respectively	287.8	1,499.5
Timber and timberlands, net of accumulated depletion of $201.8 and $193.6, respectively	229.3	235.1
Investments in and advances to unconsolidated affiliates	7.5	70.9
Deferred income taxes	120.7	109.6
Restricted cash, marketable securities and other investments	65.8	98.5
Long-term receivables and other assets	99.7	765.7
	$ 1,125.8	$ 3,935.3
Liabilities and Stockholders' Deficit		
Current liabilities:		
Accounts payable	$ 11.3	$ 180.4
Accrued interest	12.6	66.1
Accrued compensation and related benefits	19.1	168.3
Other accrued liabilities	28.3	248.6
Payable to affiliates	–	52.9
Short-term borrowings and current maturities of long-term debt, excluding $2.6 and $2.3, respectively, of repurchased Timber Notes held in the SAR Account	75.1	217.2
Total current liabilities	146.4	933.5
Long-term debt, less current maturities and excluding $52.8 and $55.4, respectively, of repurchased Timber Notes held in the SAR Account	902.3	1,706.8
Accrued postretirement medical benefits	10.6	652.4
Losses in excess of investment in Kaiser	498.2	–
Other noncurrent liabilities	113.4	999.7
Total liabilities	1,670.9	4,292.4
Commitments and contingencies (see Note 8)		
Minority interests	–	118.5
Stockholders' deficit:		
Preferred stock, $0.50 par value; 12,500,000 shares authorized; Class A $0.05 Non-Cumulative Participating Convertible Preferred Stock; 669,235 shares issued	0.3	0.3
Common stock, $0.50 par value; 28,000,000 shares authorized; 10,063,359 shares issued	5.0	5.0
Additional capital	225.3	225.3
Accumulated deficit	(593.6)	(524.2)
Accumulated other comprehensive loss	(66.4)	(66.3)
Treasury stock, at cost (shares held: preferred – 845; common – 3,535,688)	(115.7)	(115.7)
Total stockholders' deficit	(545.1)	(475.6)
	$ 1,125.8	$ 3,935.3

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

MAXXAM INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF OPERATIONS
(In millions of dollars, except share information)

	Three Months Ended September 30, 2002	Three Months Ended September 30, 2001	Nine Months Ended September 30, 2002	Nine Months Ended September 30, 2001
	(Unaudited)			
Net sales:				
Forest products	$ 51.8	$ 44.8	$ 154.0	$ 142.8
Real estate	13.7	20.8	37.8	41.5
Racing	8.1	8.2	23.0	23.0
Aluminum	–	430.3	167.5	1,357.4
	73.6	504.1	382.3	1,564.7
Costs and expenses:				
Cost of sales and operations:				
Forest products	32.3	36.9	103.8	119.6
Real estate	4.5	7.9	14.7	19.4
Racing	5.5	5.7	15.0	15.1
Aluminum	–	418.6	158.6	1,061.7
Selling, general and administrative expenses	17.7	39.7	69.4	120.3
Impairment of assets	–	0.7	–	0.7
Depreciation, depletion and amortization	8.8	28.9	36.3	83.1
	68.8	538.4	397.8	1,419.9
Operating income (loss):				
Forest products	5.4	(1.9)	15.3	(5.4)
Real estate	1.9	4.7	0.7	1.3
Racing	(0.5)	(0.3)	0.2	0.7
Aluminum	–	(34.7)	(23.6)	156.1
Corporate	(2.0)	(2.1)	(8.1)	(7.9)
	4.8	(34.3)	(15.5)	144.8
Other income (expense):				
Gain on sale of an interest in QAL	–	163.6	–	163.6
Investment, interest and other income (expense), net	2.6	21.9	7.2	(0.3)
Interest expense	(18.9)	(46.7)	(70.3)	(136.2)
Amortization of deferred financing costs	(0.8)	(1.9)	(2.6)	(6.4)
Income (loss) before income taxes and minority interests and extraordinary item	(12.3)	102.6	(81.2)	165.5
Benefit (provision) for income taxes	4.7	(48.3)	8.6	(73.5)
Minority interests	–	(24.9)	0.9	(43.6)
Income (loss) before extraordinary item	(7.6)	29.4	(71.7)	48.4
Extraordinary item:				
Gains on repurchases of debt, net of income tax provision of $0.1, $1.2 and $2.0, respectively	0.2	–	2.3	3.6
Net income (loss)	$ (7.4)	$ 29.4	$ (69.4)	$ 52.0
Basic earnings (loss) per common share:				
Income (loss) before extraordinary item	$ (1.17)	$ 4.09	$ (10.99)	$ 6.66
Extraordinary item	0.03	–	0.35	0.50
Net income (loss)	$ (1.14)	$ 4.09	$ (10.64)	$ 7.16
Diluted earnings (loss) per common and common equivalent share:				
Income (loss) before extraordinary item	$ (1.17)	$ 4.08	$ (10.99)	$ 6.64
Extraordinary item	0.03	–	0.35	0.50
Net income (loss)	$ (1.14)	$ 4.08	$ (10.64)	$ 7.14

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

MAXXAM INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CASH FLOWS
(In millions of dollars)

	Nine Months Ended September 30, 2002	2001
	(Unaudited)	
Cash flows from operating activities:		
Net income (loss)	$ (69.4)	$ 52.0
Adjustments to reconcile net income (loss) to net cash provided by (used for) operating activities:		
Depreciation, depletion and amortization	36.3	83.1
Non-cash impairment and restructuring charges	–	21.4
Extraordinary gains on repurchases of debt, net	(2.3)	(3.6)
Net gains on marketable securities	(1.8)	(8.7)
Net gains on other asset dispositions	(4.8)	(169.1)
Minority interests	(0.9)	43.6
Amortization of deferred financing costs and discounts on long-term debt	2.6	6.4
Equity in earnings of unconsolidated affiliates, net of dividends received	1.3	4.5
Increase (decrease) in cash resulting from changes in:		
Receivables	21.6	125.4
Inventories	15.7	49.3
Prepaid expenses and other assets	45.2	7.8
Accounts payable	9.8	(43.5)
Accrued and deferred income taxes	(13.2)	30.8
Payable to affiliates and other liabilities	(44.9)	(2.6)
Accrued interest	(7.8)	(32.0)
Long-term assets and long-term liabilities	(29.2)	7.9
Other	2.5	17.5
Net cash provided by (used for) operating activities	(39.3)	190.2
Cash flows from investing activities:		
Net proceeds from dispositions of property and investments	6.5	170.4
Net sales (purchases) of marketable securities and other investments	7.6	(94.2)
Capital expenditures	(17.5)	(295.5)
Decrease in cash attributable to deconsolidation of Kaiser	(130.4)	–
Other	0.3	(0.3)
Net cash used for investing activities	(133.5)	(219.6)
Cash flows from financing activities:		
Proceeds from issuances of long-term debt	6.8	132.4
Redemptions, repurchases of and principal payments on long-term debt	(61.1)	(86.5)
Borrowings (repayments) under revolving and short term credit facilities, net	(14.5)	(48.8)
Incurrence of deferred financing costs	–	(5.4)
Redemption of preference stock	–	(5.6)
Restricted cash withdrawals, net	30.4	8.2
Treasury stock repurchases	–	(2.9)
Other	(1.3)	–
Net cash used for financing activities	(39.7)	(8.6)
Net decrease in cash and cash equivalents	(212.5)	(38.0)
Cash and cash equivalents at beginning of period	272.2	353.2
Cash and cash equivalents at end of period	$ 59.7	$ 315.2
Supplemental disclosure of cash flow information:		
Interest paid, net of capitalized interest	$ 78.2	$ 168.3
Income taxes paid, net	–	41.6
Increase (decrease) in accounts payable attributable to capital expenditures	–	(29.9)

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

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. General

The information contained in the following notes to the consolidated financial statements is condensed from that which would appear in the annual consolidated financial statements; accordingly, the consolidated financial statements included herein should be reviewed in conjunction with the consolidated financial statements and related notes thereto contained in the Form 10-K. Any capitalized terms used but not defined in these Condensed Notes to Consolidated Financial Statements are defined in the "Glossary of Defined Terms" contained in Appendix A. All references to the "Company" include MAXXAM Inc. and its subsidiary companies unless otherwise noted (see "Deconsolidation of Kaiser" below) or the context indicates otherwise. Accounting measurements at interim dates inherently involve greater reliance on estimates than at year end. The results of operations for the interim periods presented are not necessarily indicative of the results to be expected for the entire year.

The consolidated financial statements included herein are unaudited; however, they include all adjustments of a normal recurring nature which, in the opinion of management, are necessary for a fair presentation of the consolidated financial position of the Company at September 30, 2002, and the consolidated results of operations for the three and nine months ended September 30, 2002 and 2001, and the consolidated cash flows for the nine months ended September 30, 2002 and 2001.

Deconsolidation of Kaiser

Under generally accepted accounting principles, consolidation is generally required for investments of more than 50% of the outstanding voting stock of an investee, except when control is not held by the majority owner. Under these principles, legal reorganization or bankruptcy represent conditions which can preclude consolidation in instances where control rests with the bankruptcy court, rather than the majority owner. As discussed below, on February 12, 2002, Kaiser and certain of its subsidiaries filed for reorganization under Chapter 11 of the Code. As a result, the Company deconsolidated Kaiser's financial results beginning February 12, 2002, and began reporting its investment in Kaiser using the cost method.

Through February 11, 2002, under generally accepted principles of consolidation, the Company had recognized losses in excess of its investment in Kaiser of $498.2 million. Since Kaiser's results are no longer consolidated and the Company believes that it is not probable that it will be obligated to fund losses related to its investment in Kaiser, any adjustments reflected in Kaiser's financial statements subsequent to February 12, 2002 (relating to the recoverability and classification of recorded asset amounts and classification of liabilities or the effects on existing stockholders' deficit as well as adjustments made to Kaiser's financial information for loss contingencies and other matters), are not expected to affect the Company's financial results.

As previously disclosed in its audited Consolidated Financial Statements for December 31, 2001, the Company expected it would reverse its losses in excess of its investment in Kaiser on February 12, 2002 and would recognize amounts previously reported as Other Comprehensive Income (a component of stockholders' deficit) in its income statement upon deconsolidation. However, subsequent to filing the Form 10-K, the Company determined that it should not reverse the losses or recognize in earnings the other comprehensive losses related to Kaiser at the time deconsolidation occurred. The Company expects it will consider reversal of these losses when either: (1) Kaiser's bankruptcy is resolved and the amount of the Company's remaining investment in Kaiser is determined or (2) the Company disposes of its shares of Kaiser common stock. Accordingly, these condensed consolidated financial statements do not reflect any adjustments related to the deconsolidation of Kaiser other than presenting the Company's investment in Kaiser using the cost method, which reflects the investment as a single amount on its balance sheet ($(498.2) million), and discontinuing the recording of earnings or losses from Kaiser after February 11, 2002. When either of the events described above occurs, the Company will re-evaluate the appropriate accounting treatment of its investment in Kaiser based upon the facts and circumstances at such time. No assurances can be given that the Company's ownership interest in Kaiser will not be significantly diluted or cancelled as a result of a plan of reorganization applicable to Kaiser.

The following financial data reflects the results of operations of the Company, excluding Kaiser, for the periods presented (in millions, except share data).

	Three Months Ended September 30, 2002	Three Months Ended September 30, 2001	Nine Months Ended September 30, 2002	Nine Months Ended September 30, 2001
Net sales	$ 73.6	$ 73.8	$ 214.8	$ 207.3
Costs and expenses	(68.8)	(73.4)	(206.7)	(218.6)
Operating income (loss)	4.8	0.4	8.1	(11.3)
Other income (expenses), net	2.6	5.6	15.3	27.8
Interest expense	(19.7)	(21.4)	(60.2)	(60.4)
Loss before income taxes and minority interests	(12.3)	(15.4)	(36.8)	(43.9)
Income tax benefit	4.7	2.0	13.3	12.4
Minority interests	–	–	0.2	–
Loss before extraordinary item	(7.6)	(13.4)	(23.3)	(31.5)
Extraordinary item	0.2	–	2.3	3.6
Net loss	$ (7.4)	$ (13.4)	$ (21.0)	$ (27.9)
Net loss per share:				
Basic	$ (1.14)	$ (1.88)	$ (3.22)	$ (3.84)
Diluted	(1.14)	(1.88)	(3.22)	(3.84)

Reorganization Proceedings

On February 12, 2002, Kaiser, KACC and 13 of KACC's wholly owned subsidiaries filed separate voluntary petitions in the Court for reorganization under Chapter 11 of the Code. On March 15, 2002, two additional wholly owned subsidiaries of KACC filed similar petitions. None of Kaiser's non-U.S. affiliates were included in the Cases. The Cases are being jointly administered by the Court with the Debtors managing their businesses in the ordinary course as debtors-in-possession subject to the control and supervision of the Court.

The necessity for filing the Cases was attributable to the liquidity and cash flow problems of Kaiser arising in late 2001 and early 2002. Kaiser was facing significant near-term debt maturities at a time of unusually weak aluminum industry business conditions, depressed aluminum prices and a broad economic slowdown that was further exacerbated by the events of September 11, 2001. In addition, Kaiser had become increasingly burdened by the asbestos litigation and growing legacy obligations for retiree medical and pension costs. The confluence of these factors created the prospect of continuing operating losses and negative cash flow, resulting in lower credit ratings and an inability to access the capital markets.

The outstanding principal of, and accrued interest on, all long-term debt of the Debtors became immediately due and payable as a result of the commencement of the Cases. However, the vast majority of the claims in existence at the Filing Date (including claims for principal and accrued interest and substantially all legal proceedings) are stayed (deferred) during the pendency of the Cases. In connection with the filing of the Cases, the Court, upon motion by the Debtors, authorized the Debtors to pay or otherwise honor certain unsecured pre-Filing Date claims, including employee wages and benefits and customer claims in the ordinary course of business, subject to certain limitations. In July 2002, the Court also issued a final order authorizing Kaiser to fund the cash requirements of its foreign joint ventures in the ordinary course of business and to continue using Kaiser's existing cash management systems. The Debtors also have the right to assume or reject executory contracts existing prior to the Filing Date, subject to Court approval and certain other limitations. In this context, "assumption" means that the Debtors agree to perform their obligations and cure certain existing defaults under an executory contract and "rejection" means that the Debtors are relieved from their obligations to perform further under an executory contract and are subject only to a claim for damages for the breach thereof. Any claim for damages resulting from the rejection of an executory contract is treated as a general unsecured claim in the Cases.

Generally, pre-Filing Date claims, including certain contingent or unliquidated claims, against the Debtors will fall into two categories: secured and unsecured. Under the Code, a creditor's claim is treated as secured only to the extent of the value of the collateral securing such claim, with the balance of such claim being treated as unsecured. Unsecured and partially secured claims do not accrue interest after the Filing Date. A fully secured claim, however, does accrue interest after the Filing Date until the amount due and owing to the secured creditor, including interest accrued after the Filing Date, is equal to the value of the collateral securing such claim. The amount and validity of pre-Filing Date contingent or unliquidated claims, although presently unknown, ultimately may be established by the Court or by agreement of the parties. As a result of the Cases, additional pre-Filing Date claims and liabilities may be asserted, some of which may be significant.

On October 29, 2002, the Court set January 31, 2003, as the last date by which holders of pre-Filing Date claims against the Debtors (other than asbestos-related personal injury claims and certain hearing loss claims) must file their claims. Any holder of a claim that is required to file a claim by such date and does not do so may be barred from asserting such claim against any of the Debtors and, accordingly, may not be able to participate in any distribution in any of the Cases on account of such claim. Because the January 31, 2003 bar date has not yet occurred, no provision has been included in the accompanying financial statements or the financial data and information of Kaiser included herein for claims that may be filed. The January 31, 2003 bar date does not apply to asbestos-related personal injury claims, for which the Debtors reserve the right to establish a separate bar date at a later time. A separate bar date of June 30, 2003, has been set for certain hearing loss claims.

Kaiser's objective in the Cases is to achieve the highest possible recoveries for all creditors and stockholders, and to continue the operation of their businesses. However, there can be no assurance that the Debtors will be able to attain these objectives or achieve a successful reorganization. Further, there can be no assurance that the liabilities of the Debtors will not be found to exceed the fair value of their assets. This could result in claims being paid at less than 100% of their face value and the equity of Kaiser's stockholders, including the Company, being diluted or cancelled.

Under the Code, the rights of and ultimate payments to pre-Filing Date creditors and stockholders may be substantially altered. At this time, it is not possible to predict the outcome of the Cases, in general, or the effect of the Cases on the businesses of the Debtors or on the interests of creditors and stockholders.

Two creditors' committees, one representing the unsecured creditors and the other representing the asbestos claimants, have been appointed in the Cases and, in accordance with the provisions of the Code, will have the right to be heard on all matters that come before the Court. The Debtors expect that the appointed committees, together with a legal representative of potential future asbestos claimants to be appointed by the Court, will play important roles in the Cases and the negotiation of the terms of any plan or plans of reorganization. The Debtors are required to bear certain of the committees' costs and expenses, including those of their counsel and other advisors.

The Debtors anticipate that substantially all liabilities of the Debtors as of the Filing Date will be resolved under one or more plans of reorganization to be proposed and voted on in the Cases in accordance with the provisions of the Code. Although the Debtors intend to file and seek confirmation of such a plan or plans, there can be no assurance as to when the Debtors will file such a plan or plans, or that such plan or plans will be confirmed by the Court and consummated.

As provided by the Code, the Debtors had the exclusive right to propose a plan of reorganization for 120 days following the Filing Date. The Court has subsequently approved an extension of the exclusivity period through December 12, 2002. Kaiser intends to ask the Court for a further extension of the exclusivity period to April 30, 2003. Kaiser believes that extensions of this nature are routine in complex cases such as the Debtors' Cases. However, no assurance can be given that such extension, or any future extension requests, will be granted by the Court. If the Debtors fail to file a plan of reorganization during the exclusivity period, or if such plan is not accepted by the requisite number of creditors and equity holders entitled to vote on the plan, other parties in interest in the Cases may be permitted to propose their own plan(s) of reorganization for the Debtors.

In March 2002, the Company filed a suit with the Court asking the Court to find that it has no further obligations to the Debtors under certain tax allocation agreements. The Company's suit is based on the assertion that the agreements are personal contracts and financial accommodations which cannot be assumed under the Code.

On April 12, 2002, Kaiser filed with the Court a motion seeking an order of the Court prohibiting the Company (or MGHI), without first seeking Court relief, from making any disposition of its stock of Kaiser, including any sale, transfer, or exchange of such stock or treating any of its Kaiser stock as worthless for federal income tax purposes. Kaiser indicated in its Court filing that it was concerned that such a transaction could have the effect of depriving Kaiser of the ability to utilize the full value of its net operating losses, foreign tax credits and minimum tax credits. On July 22, 2002, the Company agreed with Kaiser that it would not dispose of any of its Kaiser shares prior to a hearing on the April 12, 2002 motion. The Company and Kaiser also agreed that the Company (or MGHI) may upon 10 days written notice to Kaiser (a) request the Court to hear the matter at a special hearing or (b) have the matter heard at one of Kaiser's scheduled monthly bankruptcy hearings.

As of November 8, 2002 the Company owns 50,000,000 shares of the common stock of Kaiser. Kaiser's common stock is publicly traded on the OTC Bulletin Board under the trading symbol "KLUCQ." The market value for the Kaiser Shares based on the price per share quoted at the close of business on November 8, 2002 was $3.0 million. There can be no assurance that such value would be realized should the Company dispose of its investment in the Kaiser shares.

The financial information of Kaiser contained herein has been prepared in accordance with SOP 90-7, and on a going concern basis, which contemplates the realization of assets and the liquidation of liabilities in the ordinary course of business. However, as a result of the Cases, such realization of assets and liquidation of liabilities are subject to a significant number of uncertainties. Since Kaiser's results will no longer be consolidated with the Company's results, and the Company believes it is not probable that it will be obligated to fund losses related to its investment in Kaiser under principles of consolidation, the material uncertainties related to Kaiser are not expected to impact the Company's financial results.

The following tables contain summarized financial information of Kaiser (in millions).

	September 30, 2002	December 31, 2001
Current assets	$ 594.3	$ 759.2
Property, plant and equipment, net	1,160.7	1,215.4
Other assets	746.6	769.1
Total assets	$ 2,501.6	$ 2,743.7
Liabilities not subject to compromise:		
Current liabilities	$ 323.4	$ 803.4
Long-term debt, less current maturities	42.8	700.8
Other liabilities	94.9	1,562.1
Liabilities subject to compromise	2,592.2	–
Minority interests	119.9	118.5
Stockholders' deficit	(671.6)	(441.1)
Total liabilities and stockholders' deficit	$ 2,501.6	$ 2,743.7

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2002	2001	2002	2001
Net sales	$ 348.0	$ 430.3	$ 1,104.9	$ 1,357.4
Costs and expenses	(413.7)	(466.4)	(1,244.0)	(1,205.7)
Other income (expenses), net	(12.1)	152.7	(41.7)	53.3
Income (loss) before income taxes and minority interests	(77.8)	116.6	(180.8)	205.0
Benefit (provision) for income taxes	(7.0)	(49.4)	(21.4)	(83.9)
Minority interests	1.4	1.2	4.3	2.8
Net income (loss)	$ (83.4)	$ 68.4	$ (197.9)	$ 123.9

Comprehensive Income (Loss)

The following table sets forth comprehensive income (loss) (in millions).

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2002	2001	2002	2001
Net income (loss)	$ (7.4)	$ 29.4	$ (69.4)	$ 52.0
Cumulative effect of accounting change, net of income tax provision of $0.3	–	–	–	1.1
Unrealized net gains on derivative instruments arising during the period, net of income tax provision of $13.1 and $10.4, respectively	–	22.4	–	17.8
Less reclassification adjustment for realized net gains on derivative instruments included in net income (loss), net of income tax provision of $0.0 and $0.6, respectively	–	(0.2)	–	(1.8)
Change in value of available-for-sale investments, net of income tax provision (benefit) of $0.2, $0.4, $(0.1) and $0.6, respectively	0.2	0.7	(0.1)	0.9
Comprehensive income (loss)	$ (7.2)	$ 52.3	$ (69.5)	$ 70.0

New Accounting Standards

In June 2001, the FASB issued SFAS Nos. 141 and SFAS No. 142. SFAS No. 141 requires all business combinations initiated after June 30, 2001, to be accounted for using the purchase method. Under SFAS No. 142, goodwill is no longer subject to amortization over its estimated useful life. Instead, goodwill will be subject to at least an annual assessment for impairment by applying a fair-value-based test. Separable intangible assets that have finite lives will continue to be amortized over their useful lives. The provisions of SFAS No. 142 apply to all business combinations initiated after June 30, 2001, and are required to be implemented effective January 1, 2002. As of December 31, 2001, unamortized goodwill (which was attributable solely to subsidiaries of Kaiser) was approximately $11.4 million and was included in long-term receivables and other assets in the accompanying consolidated balance sheet. This unamortized goodwill was eliminated upon deconsolidation of Kaiser on February 12, 2002. The adoption of SFAS No. 141 and 142 did not have a material impact on the Company's financial statements.

In June 2001, the FASB issued SFAS No. 143, which addresses accounting and reporting standards for obligations associated with the retirement of tangible long-lived assets and the related asset retirement costs. The Company is required to adopt SFAS No. 143 beginning on January 1, 2003. In general, SFAS No. 143 requires the recognition of a liability resulting from anticipated asset retirement obligations, offset by an increase in the value of the associated productive asset for such anticipated costs. Over the life of the asset, depreciation expense is to include the ratable expensing of the retirement cost included with the asset value. The statement applies to all legal obligations associated with the retirement of a tangible long-lived asset that results from the acquisition, construction, or development and/or the normal operation of a long-lived asset, except for certain lease obligations. Excluded from this statement are obligations arising solely from a plan to dispose of a long-lived asset and obligations that result from the improper operation of an asset (i.e. certain types of environmental obligations). The Company is continuing its evaluation of SFAS No. 143. However, the Company does not currently expect the adoption of SFAS No. 143 to have a material impact on its future financial statements.

In August 2001, the FASB issued SFAS No. 144, which sets forth new guidance for accounting and reporting for impairment or disposal of long-lived assets. The provisions of SFAS No. 144 were effective for the Company beginning on January 1, 2002. Based on presently available estimates, the new impairment and disposal rules did not result in the recognition of impairment losses in 2002 beyond those reported as of December 31, 2001 (see Note 2). In addition to the new guidance on impairments, SFAS No. 144 broadens the applicability of the provisions of Accounting Principles Board Opinion 30 for the presentation of discontinued operations in the income statement to include a component of an entity (rather than a segment of a business). A component of an entity comprises operations and cash flows that can be clearly distinguished, operationally and for financial reporting purposes, from the rest of the entity. Effective after December 31, 2001, when the Company commits to a plan of sale of a component of an entity, such component will be presented as a discontinued operation if the operations and cash flows of the component will be eliminated from the ongoing operations of the entity and the entity will not have any significant continuing involvement in the operations of the component. Although this provision will not affect the total amount reported for net income, the income statements for prior periods will be reclassified to report the results of operations of the component separately when a component of an entity is reported as a discontinued operation. The Company does not currently expect the adoption of SFAS No. 144 to have a material impact on its financial statements.

In April 2002, the FASB issued SFAS No. 145, which rescinds the previous guidance for debt extinguishments. This statement also amends other existing authoritative pronouncements to make various technical corrections, clarify meanings, or describe applicability under changed conditions. SFAS No. 145 eliminates the requirement that gains and losses from extinguishment of debt be aggregated and, if material, classified as an extraordinary item, net of related income tax effect. However, transactions would not be prohibited from extraordinary item classification if they meet the criteria in APB Opinion 30, "Reporting the Results of Operations – Reporting the Effects of Disposal of a Segment of a Business, and Extraordinary, Unusual and Infrequently Occurring Events and Transactions." Applying the provisions of APB 30 will distinguish transactions that are part of an entity's recurring operations from those that are unusual or infrequent or that meet the criteria for classification as an extraordinary item. This statement is effective for the Company's fiscal year beginning January 1, 2003. The Company does not expect the adoption of SFAS No. 145 to have a material impact on its financial statements.

In July 2002, the FASB issued SFAS No. 146. The standard requires companies to recognize costs associated with exit or disposal activities when they are incurred rather than at the date of a commitment to an exit or disposal plan. Costs covered by the standard include lease termination costs and certain employee severance costs that are associated with a restructuring, discontinued operation, plant closing, or other exit or disposal activity. This statement is to be applied prospectively to exit or disposal activities initiated after December 31, 2002.

2. Segment Information

Net sales and operating income (loss) for each reportable segment is presented in the Consolidated Statement of Operations. Operating income (loss) for "Corporate" represents general and administrative expenses not directly attributable to the reportable segments. The amounts reflected in "Corporate" also serve to reconcile the total of the reportable segments' amounts to totals in the Company's consolidated financial statements.

The following table presents certain other unaudited financial information by reportable segment (in millions).

	Reportable Segments						
	Forest Products	Real Estate	Racing Operations	Corporate	Consolidated Total Excluding Aluminum Operations	Aluminum Operations [1]	Consolidated Total
Depreciation, depletion and amortization for the three months ended:							
September 30, 2002	$ 5.8	$ 2.5	$ 0.4	$ 0.1	$ 8.8	$ –	$ 8.8
September 30, 2001	4.2	2.5	0.4	0.1	7.2	21.7	28.9
Depreciation, depletion and amortization for the nine months ended:							
September 30, 2002	17.6	7.5	1.2	0.3	26.6	9.7	36.3
September 30, 2001	14.4	5.1	1.1	0.3	20.9	62.2	83.1
Total assets as of:							
September 30, 2002	547.8	291.4	37.8	248.8	1,125.8	– [2]	1,125.8
December 31, 2001	610.8	300.0	40.4	285.0	1,236.2	2,699.1	3,935.3

(1) Amounts attributable to the aluminum segment are for the period from January 1, 2002, through February 11, 2002.
(2) As a result of the deconsolidation of Kaiser, the aluminum segment's balance sheet amounts are not included in the consolidated total as of September 30, 2002.

Special Items

Forest Products

During 2001, comprehensive external and internal reviews were conducted of Pacific Lumber's business operations. These reviews were conducted in an effort to identify ways in which Pacific Lumber could operate on a more efficient and cost effective basis. Based upon the results of these reviews, Pacific Lumber, among other things, closed two of its four sawmills, eliminated certain of its operations, including its soil amendment and concrete block activities, began utilizing more efficient harvesting methods and adopted certain other cost saving measures. Most of these changes were implemented by Pacific Lumber in the last quarter of 2001, or the first quarter of 2002. Pacific Lumber also ended its internal logging operations (which historically performed approximately half of its logging) as of March 31, 2002, and now relies exclusively on contract loggers to conduct these activities. In connection with these changes, the Company recorded an impairment charge to operating costs of $2.2 million in the fourth quarter of 2001. Further actions may be taken during the next year as a result of Pacific Lumber's continuing evaluation process, and additional writedowns of certain assets may be required.

As a result of the changes described above, the Company identified machinery and equipment that it no longer needed for its current or future operations and in 2001 committed to a plan for disposal of these assets during 2002. During the third quarter of 2002, machinery and equipment with a carrying value of $1.2 million was sold, resulting in a loss of $0.4 million. During the nine months ended September 30, 2002, machinery and equipment with a carrying value of $2.2 million was sold, resulting in a gain of $1.0 million.

A $2.6 million restructuring charge was recorded in the fourth quarter of 2001 reflecting cash termination benefits associated with the separation of approximately 305 employees as part of an involuntary termination plan. As of June 30, 2002, all of the affected employees had left the Company, and the entire amount of the related liability had been paid.

Real Estate

The real estate segment's investment, interest and other income (expense) includes the following (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2002	2001	2002	2001
Equity in earnings from real estate joint ventures	$ (0.4)	$ 0.8	$ 2.4	$ 3.8

Aluminum

The aluminum segment's operating income for the period from January 1, 2002 to February 11, 2002, and the three and nine months ended September 30, 2001, includes the impact of certain special items shown in the following table (in millions). These items are included in cost of sales and operations in the Consolidated Statement of Operations.

	Period from January 1, 2002, to February 11, 2002	Three Months Ended September 30, 2001	Nine Months Ended September 30, 2001
Net gains on power sales	$ –	$ 6.5	$ 229.2
Restructuring charges	(1.3)	(24.5)	(27.0)
Contractual labor costs related to smelter curtailment	–	(3.3)	(3.3)
	$ (1.3)	$ (21.3)	$ 198.9

The aluminum segment's income before income taxes and minority interests for the period from January 1, 2002 to February 11, 2002, and the three and nine months ended September 30, 2001, include the net impact of certain non-recurring amounts included in investment, interest and other income (expense), net, as shown in the following table (in millions):

	Period from January 1, 2002, to February 11, 2002	Three Months Ended September 30, 2001	Nine Months Ended September 30, 2001
Asbestos-related charges	$ –	$ –	$ (53.3)
Mark-to-market gains	(0.4)	13.9	32.3
Adjustment to environmental liabilities	–	(1.0)	(9.0)
All other, net	2.2	3.4	1.9
	$ 1.8	$ 16.3	$ (28.1)

3. Cash, Marketable Securities and Other Investments

Restricted Cash, Marketable Securities and Other Investments

Cash, marketable securities and other investments include the following amounts which are restricted (in millions):

	September 30, 2002	December 31, 2001
Current assets:		
Restricted cash and cash equivalents	$ 5.2	$ 42.8
Marketable securities, restricted:		
Amounts held in SAR Account	19.3	17.1
Long-term restricted cash, marketable securities and other investments:		
Amounts held in SAR Account	102.9	137.8
Other amounts restricted under the Timber Notes Indenture	2.6	2.8
Other long-term restricted cash	10.7	10.9
Less: Amounts attributable to Timber Notes held in SAR Account	(50.4)	(53.0)
	65.8	98.5
Total restricted cash, marketable securities and other investments	$ 90.3	$ 158.4

On March 5, 2002, Scotia LLC notified the trustee for the Timber Notes that it had met all of the requirements of the SAR Reduction Date, as defined in the Timber Notes Indenture (e.g., certain harvest, THP inventory and Scotia LLC Line of Credit requirements). Accordingly, on March 20, 2002, Scotia LLC released $29.4 million from the SAR Account and distributed this amount to Pacific Lumber.

Other Investments

Cash, marketable securities and other investments include interests in several limited partnerships which invest in diversified portfolios of common stocks and other equity securities. These investments are not consolidated, but are accounted for under the equity method. The following table shows the Company's investment in these partnerships, including restricted amounts held in the SAR Account (in millions).

	September 30, 2002	December 31, 2001
Restricted	$ 13.7	$ 15.7
Unrestricted	26.1	135.5
	$ 39.8	$ 151.2

4. Inventories

Inventories consist of the following (in millions):

	September 30, 2002	December 31, 2001
Forest products operations:		
Lumber	$ 24.2	$ 29.3
Logs	9.9	22.1
	34.1	51.4
Aluminum operations:		
Finished fabricated products	–	30.4
Primary aluminum and work in process	–	108.3
Bauxite and alumina	–	77.7
Operating supplies and repair and maintenance parts	–	96.9
	–	313.3
	$ 34.1 [1]	$ 364.7

[1] As a result of the deconsolidation of Kaiser, inventory amounts for Kaiser are not included in the consolidated total as of September 30, 2002.

Substantially all product inventories are stated at last-in, first-out (LIFO) cost, not in excess of market.

5. Short-term Borrowings

At September 30, 2002, $14.0 million of letters of credit and no borrowings were outstanding under the Pacific Lumber Credit Agreement. Unused availability was limited to $18.0 million at September 30, 2002. On July 24, 2002, a letter agreement was signed extending the maturity date of the Pacific Lumber Credit Agreement from August 14, 2003, to August 13, 2004. In connection with such extension, the facility commitment amount was reduced from $50.0 million to $45.0 million. On October 28, 2002, a new credit agreement was entered into which incorporated these changes and allowed for syndication of the facility.

The Scotia LLC Line of Credit allows Scotia LLC to borrow up to one year's interest on the Timber Notes. On May 31, 2002, the Scotia LLC Line of Credit was extended for an additional year to July 11, 2003. Annually, Scotia LLC will request that the Scotia LLC Line of Credit be extended for a period of not less than 364 days. If not extended, Scotia LLC may draw upon the full amount available. The amount drawn would be repayable in 12 semiannual installments on each note payment date (after the payment of certain other items, including the Aggregate Minimum Principal Amortization Amount, as defined, then due), commencing approximately two and one-half years following the date of the draw. On the note payment date in July 2002, Scotia LLC borrowed $13.9 million under the Scotia LLC Line of Credit to pay interest on the Timber Notes. At September 30, 2002, Scotia LLC could have borrowed a maximum of $54.3 million under the Scotia LLC Line of Credit, and there was $5.5 million outstanding under the Scotia LLC Line of Credit.

6. Long-term Debt

Long-term debt consists of the following (in millions):

	September 30, 2002	December 31, 2001
12% MGHI Notes due August 1, 2003	$ 43.2	$ 88.2
6.55% Scotia LLC Timber Notes due July 20, 2028	103.2	120.3
7.11% Scotia LLC Timber Notes due July 20, 2028	243.2	243.2
7.71% Scotia LLC Timber Notes due July 20, 2028	463.3	463.3
7.56% Lakepointe Notes	120.1	121.7
Other notes and contracts, primarily secured by receivables, buildings, real estate and equipment	54.3	52.4
	1,027.3	1,089.1
Aluminum segment debt [1]:		
9⅞% KACC Senior Notes due February 15, 2002, net of discount	–	172.8
10⅞% KACC Senior Notes due October 15, 2006, including premium	–	225.4
12¾% KACC Senior Subordinated Notes due February 1, 2003	–	400.0
Alpart CARIFA Loans	–	22.0
Other aluminum operations debt	–	54.1
	1,027.3	1,963.4
Less: current maturities	(69.6)	(198.9)
Timber Notes held in SAR Account	(55.4)	(57.7)
	$ 902.3	$ 1,706.8

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[1] As a result of the deconsolidation of Kaiser, the aluminum segment long-term debt amounts are not included in the consolidated total as of September 30, 2002.

The amount attributable to the Timber Notes held in the SAR Account of $50.4 million as of September 30, 2002, reflected in Note 3 above represents the amount paid to acquire $55.4 million principal amount of Timber Notes.

During the nine months ended September 30, 2002, MGHI repurchased $45.0 million principal amount of the MGHI Notes, resulting in an extraordinary gain of $2.3 million (net of tax). Subsequent to September 30, 2002, an additional $11.6 million principal amount of the MGHI Notes were repurchased, resulting in a small gain.

7. Income Taxes

Subsequent to the deconsolidation of Kaiser, the Company re-evaluated the appropriateness of recognizing a deferred tax benefit with respect to the excess of its tax basis over its financial reporting basis ($(498.2) million as of September 30, 2002) in Kaiser, which is now accounted for under the cost method. The Company concluded that it should not recognize a deferred tax benefit with respect to its investment in Kaiser, and recorded a full valuation allowance against this deferred tax asset. The Company considered all appropriate factors in determining the realizability of this deferred tax asset, including the potential timing of a disposition, the character of the resulting loss, the limitations on the use of such loss, and the impact on the realizability of other remaining tax attributes.

8. Contingencies

Forest Products Operations

Regulatory and environmental matters play a significant role in the Company's forest products business, which is subject to a variety of California and federal laws and regulations, as well as the HCP and SYP, dealing with timber harvesting practices, threatened and endangered species and habitat for such species, and air and water quality.

The SYP complies with regulations of the California Board of Forestry and Fire Protection requiring timber companies to project timber growth and harvest on their timberlands over a 100-year planning period and to demonstrate that their projected average annual harvest for any decade within a 100-year planning period will not exceed the average annual harvest level during the last decade of the 100-year planning period. The SYP is effective for 10 years (subject to review after five years) and may be amended by Pacific Lumber, subject to approval by the CDF. Revised SYPs will be prepared every decade that address the harvest level based upon assessment of changes in the resource base and other factors. The HCP and the Permits related to the HCP allow incidental "take" of certain species located on the Company's timberlands which species have been listed as endangered or threatened under the ESA and/or the CESA so long as there is no "jeopardy" to the continued existence of such species. The HCP identifies the measures to be instituted in order to minimize and mitigate the anticipated level of take to the greatest extent practicable. The SYP is also subject to certain of these provisions. The HCP and related Permits have a term of 50 years.

Since the consummation of the Headwaters Agreement in March 1999, there has been a significant amount of work required in connection with the implementation of the Environmental Plans, and this work is expected to continue for several more years. Nevertheless, the rate of approvals of THPs during 2001 improved over that for the prior year, and further improvements had been experienced in 2002 prior to the recent developments in the *EPIC-SYP/Permits lawsuit* described below. Despite the improvements in the THP approval process, other factors such as actions by the North Coast Water Board and pending litigation discussed below may adversely impact the Company's ability to meet its harvesting goals.

In late May 2002, the Company completed its timber cruise, its first since 1986. The results of the timber cruise provided the Company with an estimate of the volume of merchantable timber on the Company's timberlands. The new cruise data reflected a 0.1 million MBF decrease in estimated overall timber volume as compared to the estimated volumes reported as of December 31, 2001 using the 1986 cruise data (adjusted for harvest and estimated growth), with an increase in young growth timber volume almost equal to the decrease in old growth timber volume. This shift in timber volume between classifications decreased the overall timber volume reported in Mbfe by 0.2 million to 2.9 million. The new cruise data indicates that there is significantly less old growth timber available for harvest than estimated as of December 31, 2001, using the 1986 cruise data. This change in mix could potentially result in a decrease in the Company's revenues. However, because there are many variables that affect revenues and profitability, the Company cannot quantify the effect of the above changes on current and future cash flows. The new timber volumes are now being utilized in various aspects of the Company's operations, including estimating volumes on THPs and determining depletion expense.

Under the CWA, the EPA is required to establish TMDLs in water courses that have been declared to be "water quality impaired." The EPA and the North Coast Water Board are in the process of establishing TMDLs for 17 northern California rivers and certain of their tributaries, including nine water courses that flow within the Company's timberlands. The Company expects this process to continue into 2010. In December 1999, the EPA issued a report dealing with TMDLs on two of the nine water courses. The agency indicated that the requirements under the HCP would significantly address the sediment issues that resulted in TMDL requirements for these two water courses. The North Coast Water Board has begun the process of establishing the TMDL requirements applicable to two other water courses on the Company's timberlands. The North Coast Water Board has targeted the fall of 2003 as the completion date of the TMDL process for these four water courses. The final TMDL requirements applicable to the Company's timberlands may require aquatic protection measures that are different from or in addition to those in the HCP or that result from the prescriptions to be developed pursuant to the watershed analysis process provided for in the HCP.

Effective January 1, 2003, a California statute eliminates a waiver previously granted to, among others, timber companies. This waiver had been in effect for a number of years and waived the requirement under California water quality regulations for timber companies to follow certain waste discharge requirements in connection with their timber harvesting and related operations. The new statute provides, however, that regional water boards such as the North Coast Water Board are authorized to renew the waiver. If a regional water board decides not to renew the waiver by January 1, 2003, it may notify a company that the board will require such company to follow certain waste discharge requirements in order to conduct harvesting operations on a THP. The waste discharge requirements may include aquatic protection measures that are different from or in addition to those provided for in the THP approved by the CDF. Harvesting activities could be delayed and/or adversely affected, as a separate, additional regulatory process would be required for harvesting under THPs.

In August 2002, the North Coast Water Board issued the Company an order requiring reports of waste discharge in connection with the Company's winter operations in the Elk River basin to be conducted under THPs approved by CDF. This order currently impacts an estimated 18,000 Mbfe of timber covered by a number of THPs. This order prohibits sediment discharges caused by Company operations during the winter period in the watershed until the reports are submitted by the Company and a determination is made by the North Coast Water Board regarding what, if any, waste discharge requirements are to be imposed. The Company submitted a report of waste discharge, and on November 7, 2002, the North Coast Water Board approved waste discharge requirements that the Company believes will allow it to operate within this basin during the winter months.

Lawsuits are pending and threatened which seek to prevent the Company from implementing the HCP and/or the

SYP, implementing certain of the Company's approved THPs, or carrying out certain other operations.

On January 28, 1997, the *ERF lawsuit* was filed against Pacific Lumber. This action alleges that Pacific Lumber has discharged pollutants into federal waterways, and seeks to enjoin these activities, remediation, civil penalties of up to $25,000 per day for each violation, and other damages. On June 5, 2002, the Company settled this lawsuit for $0.5 million.

On December 2, 1997, the *Wrigley lawsuit* was filed. This action alleges, among other things, that the defendants' logging practices have contributed to an increase in flooding and damage to domestic water systems in a portion of the Elk River watershed. On September 20, 2002, an agreement was reached to settle this litigation, and the parties are proceeding to implement that agreement.

On March 31, 1999, the *EPIC-SYP/Permits lawsuit* was filed alleging, among other things, various violations of the CESA and the California Environmental Quality Act, and challenging, among other things, the validity and legality of the SYP and the Permits issued by California. On March 31, 1999, the *USWA lawsuit* was filed also challenging the validity and legality of the SYP. The trial judge has issued a stay of the effectiveness of the Permits but has not issued an injunction against harvesting on the Company's lands under THPs that were previously approved consistently with the Permits. The stay does, however, prevent CDF from approving certain new THPs that rely upon the Permits, and unless the stay can be vacated or amended, as the Company has requested, it could force the Company to modify its pending THPs in accordance with alternative Board of Forestry rules that do not depend upon an approved SYP. This procedure could cause reductions in 2003 harvest levels and could have an adverse impact on the Company. A trial date is set for January 20, 2003. The judge has indicated that he expects to rule on this matter no earlier than July 2003. The Company believes that appropriate procedures were followed throughout the public review and approval process concerning the HCP and the SYP, the Company is working with the relevant government agencies to defend these challenges, and does not believe the resolution of these matters should result in a material adverse effect on its financial condition, results of operations or the ability to harvest timber. However, in addition to the potential short-term adverse impacts described above, these matters could have a long-term negative impact if they are decided adversely to the Company.

On July 24, 2001, the *Bear Creek lawsuit* was filed. The lawsuit alleges that Pacific Lumber's harvesting and other activities under certain of its approved and proposed THPs will result in discharges of pollutants in violation of the CWA. The plaintiff asserts that the CWA requires the defendants to obtain a permit from the North Coast Water Board before beginning timber harvesting and road construction activities in the Bear Creek watershed, and is seeking to enjoin these activities until such permit has been obtained. The plaintiff also seeks civil penalties of up to $27,000 per day for the defendant's alleged continued violation of the CWA. The EPA has been joined as a defendant in this case. The Company believes that the requirements under the HCP are adequate to ensure that sediment and pollutants from its harvesting activities will not reach levels harmful to the environment. Furthermore, EPA regulations specifically provide that such activities are not subject to CWA permitting requirements. The Company believes that it has strong legal defenses in this matter; however, there can be no assurance that this lawsuit will not have a material adverse effect on its consolidated financial condition or results of operations.

On April 3, 2002, the Environmental Protection Information Association filed a 60-day notice letter threatening suit against the Company and certain federal agencies under the ESA. The threatened suit would seek to require the federal agencies to consider new information obtained since the approval of the HCP concerning marbled murrelets and salmon and to require a cessation of certain harvesting operations. No suit has yet been filed. The Company believes that it has strong factual and legal defenses with respect to this matter; however, there can be no assurance that such a suit would not have a material adverse effect on the Company's financial position, results of operations, or liquidity.

While the Company expects environmentally focused objections and lawsuits to continue, it believes that the HCP, the SYP and the Permits should enhance its position in connection with these continuing challenges and, over time, reduce or minimize such challenges.

OTS Contingency and Related Matters

On December 26, 1995, the OTS initiated the *OTS action* against the Company and others by filing the Notice. The Notice alleged, among other things, misconduct by the Respondents with respect to the failure of USAT, a wholly owned subsidiary of UFG. At the time of receivership, the Company owned approximately 13% of the voting stock of UFG. The Notice claimed, among other things, that the Company was a savings and loan holding company, that with others it controlled USAT, and that, as a result of such status, it was obligated to maintain the net worth of USAT.

The OTS claimed, among other things, that the remaining Respondents, Mr. Hurwitz, the Company and Federated, were jointly and severally liable to pay either $821.3 million in restitution or reimbursement of $362.6 million for alleged unjust enrichment. On September 12, 2001, the administrative law judge issued a recommended decision in favor of the Respondents on each claim made by the OTS. On October 17, 2002, the *OTS action* was settled for $0.2 million and with no admission of wrongdoing on the part of the Respondents. The OTS agreed to drop its administrative action and not pursue any further legal action against the Respondents with regard to the *OTS action*. The Company agreed that it would not pursue legal action against the OTS or its employees as part of the *FDIC counterclaim* (see below).

On August 2, 1995, the FDIC filed the *FDIC action*. The original complaint was against Mr. Hurwitz and alleged damages in excess of $250.0 million based on the allegation that Mr. Hurwitz was a controlling shareholder, *de facto* senior officer and director of USAT, and was involved in certain decisions which contributed to the insolvency of USAT. The original complaint further alleged, among other things, that Mr. Hurwitz was obligated to ensure that UFG, Federated and the Company maintained the net worth of USAT. The FDIC and Mr. Hurwitz have stipulated to a dismissal of the *FDIC action*. This stipulation does not affect the *FDIC counterclaim* or motion for sanctions described in the following paragraph.

On May 31, 2000, the Company, Federated and Mr. Hurwitz filed the *FDIC counterclaim* to the *FDIC action*. The *FDIC counterclaim* states that the FDIC illegally paid the OTS to bring claims against the Company, Federated and Mr. Hurwitz. The Company, Federated and Mr. Hurwitz are asking that the FDIC be ordered to not make any further payments to the OTS to fund the administrative proceedings described above, and seek reimbursement of attorneys' fees and damages from the FDIC. As of September 30, 2002, such fees, which have been recorded in the Company's Consolidated Statement of Operations as incurred, were in excess of $37.0 million. On November 8, 2002, the Company, Federated and Mr. Hurwitz filed an amended counterclaim and amended motion for sanctions. The Company, Federated and Mr. Hurwitz intend to pursue this claim vigorously.

In September 1997, the Company filed suit against a group of its insurers after unsuccessful negotiations with certain of the insurers regarding coverage related to the *OTS action* under the terms of certain directors and officers liability policies. The insurers requested arbitration and the lawsuit was dismissed in April 1998. Binding arbitration with one of the insurers in this matter was held October 1-4, 2002.

The Company's bylaws provide for indemnification of its officers and directors to the fullest extent permitted by Delaware law. The Company is obligated to advance defense costs to its officers and directors, subject to the individual's obligation to repay such amount if it is ultimately determined that the individual was not entitled to indemnification. In addition, the Company's indemnity obligation can, under certain circumstances, include amounts other than defense costs, including judgments and settlements.

On January 16, 2001, the *Kahn lawsuit* was filed against the Company, Federated and certain of the Company's directors. The plaintiff purports to bring this action as a stockholder of the Company derivatively on behalf of the Company. The lawsuit concerns the *OTS* and *FDIC action*s, and the Company's advancement of fees and expenses on behalf of Federated and certain of the Company's directors in connection with these actions. It alleges that the defendants have breached their fiduciary duties to the Company, and have wasted corporate assets, by allowing the Company to bear all of the costs and expenses of Federated and certain of the Company's directors related to the *OTS* and *FDIC* actions. The plaintiff seeks to require Federated and certain of the Company's directors to reimburse the Company for all costs and expenses incurred by the Company in connection with the *OTS* and *FDIC actions*, and to enjoin the Company from advancing to Federated or certain of the Company's directors any further funds for costs or expenses associated with these actions. The parties to the *Kahn lawsuit* have agreed to an indefinite extension of the defendants' obligations to respond to the plaintiffs' claims. Although it is impossible to assess the ultimate outcome of the *Kahn lawsuit*, the Company believes that the resolution of this matter should not result in a material adverse effect on its consolidated financial position, results of operations or liquidity.

Other Matters

The Company is involved in various other claims, lawsuits and other proceedings relating to a wide variety of matters. While uncertainties are inherent in the final outcome of such matters and it is presently impossible to determine the actual costs that ultimately may be incurred, management believes that the resolution of such uncertainties and the incurrence of such costs should not result in a material adverse effect on the Company's consolidated financial position, results of operations or liquidity.

9. Per Share Information

Basic earnings per share is calculated by dividing net income by the weighted average number of common shares outstanding during the period, including the weighted average impact of the shares of Common Stock issued and treasury stock acquired during the year from the date of issuance or repurchase and the dilutive effect of Class A Preferred Stock (which is convertible into Common Stock). Diluted earnings per share calculations also include the dilutive effect of common and preferred stock options.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2002	2001	2002	2001
Weighted average shares outstanding:				
Common Stock	6,527,671	6,527,671	6,527,671	6,600,281
Effect of dilution:				
Class A Preferred Stock	– [1]	668,390	– [1]	668,421
Weighted average number of common and common equivalent shares - Basic	6,527,671	7,196,061	6,527,671	7,268,702
Effect of dilution:				
Stock options	– [1]	26,164 [2]	– [1]	15,808 [2]
Weighted average number of common and common equivalent shares - Diluted	6,527,671	7,222,225	6,527,671	7,284,510

[1] The Company had losses for the three months and nine months ended September 30, 2002; therefore the Class A Preferred Stock and options were not included in the computation of earnings per share for these periods.

[2] Options to purchase 466,275 shares of Common Stock outstanding during the three and nine months ended September 30, 2001, were not included in the computation of diluted earnings per share because the options' exercise prices were greater than the average market price of the Common Stock.

10. Pension Plan Matters

The assets of the pension plans sponsored by the Company and certain subsidiaries, like numerous other companies' plans, are, to a substantial degree, invested in equity trust funds which are managed by a third party. Given the year-to-date performance of the capital markets, it is likely that, barring a material improvement during the remainder of 2002, the Company may be required to reflect an increase in its minimum pension liability in its year-end financial statements as a result of a decline in the value of the assets held by company-sponsored pension plans. Such an increase in the minimum pension liability would be a non-cash adjustment that would be reflected as an increase in pension liability with an offsetting charge to stockholders' deficit (net of income tax) through comprehensive income (rather than net income). The ultimate amount of such additional adjustment cannot be determined until year-end 2002. However, such amount could be material.

11. Other Significant Events

In August 2002, Motel Assets entered into an agreement to acquire for approximately $53.0 million an interest in a trust which owns a portfolio of sixteen motel properties located in ten different states. Under the agreement, Motel Assets would make a cash payment of $3.0 million and assume the outstanding principal balance of approximately $50.0 million on the Motel Notes at the expected closing date in November 2002. The Motel Notes have an interest rate of 7.03% with a May 1, 2018, maturity date. Motel Assets would acquire the properties subject to an existing lease agreement with the current tenant, under which the properties are fully leased through April 2019, and under which all obligations are guaranteed by the parent company of the current tenant. Motel Assets expects to account for the lease as an operating lease. The Motel Notes are secured by the lease, the properties, and an $11.2 million residual value insurance contract.

In August 2002, Beltway Assets entered into an agreement to acquire an office building located in Houston, Texas, for a purchase price of approximately $32.0 million. The transaction would be financed with a cash payment of $2.0 million and proceeds of approximately $30.0 million from the issuance of the Beltway Notes. At the time of the acquisition, Beltway Assets would simultaneously lease the property back to the seller for a period of 22 years. Beltway Assets expects to account for the lease as an operating lease. The Beltway Notes would be secured by the building, the lease, and an $11.2 million residual value insurance contract.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following should be read in conjunction with the financial statements in Part I, Item 1 of this Report and Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Item 8. "Financial Statements and Supplementary Data" of the Form 10-K. Any capitalized terms used but not defined in this Item are defined in the "Glossary of Defined Terms" contained in Appendix A. Except as otherwise noted, all references to notes represent the Notes to the Condensed Consolidated Financial Statements included in Item 1.

This Quarterly Report on Form 10-Q contains statements which constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements appear in a number of places in this section and in Part II. Item 1. "Legal Proceedings." Such statements can be identified by the use of forward-looking terminology such as "believes," "expects," "may," "estimates," "will," "should," "plans" or "anticipates" or the negative thereof or other variations thereon or comparable terminology, or by discussions of strategy. Readers are cautioned that any such forward-looking statements are not guarantees of future performance and involve significant risks and uncertainties, and that actual results may vary materially from the forward-looking statements as a result of various factors. These factors include the effectiveness of management's strategies and decisions, general economic and business conditions, developments in technology, new or modified statutory or regulatory requirements, and changing prices and market conditions. This Form 10-Q and the Form 10-K identify other factors that could cause such differences between the forward-looking statements and actual results. No assurance can be given that these are all of the factors that could cause actual results to vary materially from the forward-looking statements.

Results of Operations

This section contains statements which constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. See above for cautionary information with respect to such forward-looking statements.

The Company operates in three industries: forest products, through MGI and its wholly owned subsidiaries, principally Pacific Lumber and Britt; real estate investment and development, managed through MPC; and racing operations through SHRP, Ltd. MGHI owns 100% of MGI and is a wholly owned subsidiary of the Company. In addition, the Company owns 62% of Kaiser, an integrated aluminum producer. All references to the "Company," "Kaiser," "MGHI," "MGI," "Pacific Lumber," "MPC" and "SHRP, Ltd." refer to the respective companies and their subsidiaries, unless otherwise indicated or the context indicates otherwise.

Deconsolidation of Kaiser

As a result of Kaiser's filing for bankruptcy, as discussed in Note 1 to the Condensed Consolidated Financial Statements, Kaiser's financial results were deconsolidated beginning February 12, 2002, and the Company began reporting its investment in Kaiser using the cost method. Since Kaiser's results are no longer consolidated and the Company believes that it is not probable that it will be obligated to fund losses related to its investment in Kaiser, any adjustments reflected in Kaiser's financial statements subsequent to February 12, 2002 (relating to the recoverability and classification of recorded asset amounts and classification of liabilities or the effects on existing stockholders' deficit as well as adjustments made to Kaiser's financial information for loss contingencies and other matters), are not expected to affect the Company's financial results.

The following financial data reflects the results of operations of the Company, excluding Kaiser, for the periods presented (in millions, except share data).

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2002	2001	2002	2001
Net sales	$ 73.6	$ 73.8	$ 214.8	$ 207.3
Costs and expenses	(68.8)	(73.4)	(206.7)	(218.6)
Operating income (loss)	4.8	0.4	8.1	(11.3)
Other income (expenses), net	2.6	5.6	15.3	27.8
Interest expense	(19.7)	(21.4)	(60.2)	(60.4)
Loss before income taxes and minority interests	(12.3)	(15.4)	(36.8)	(43.9)
Income tax benefit	4.7	2.0	13.3	12.4
Minority interests	–	–	0.2	–
Loss before extraordinary item	(7.6)	(13.4)	(23.3)	(31.5)
Extraordinary item	0.2	–	2.3	3.6
Net loss	$ (7.4)	$ (13.4)	$ (21.0)	$ (27.9)
Net loss per share:				
Basic	$ (1.14)	$ (1.88)	$ (3.22)	$ (3.84)
Diluted	(1.14)	(1.88)	(3.22)	(3.84)

See Note 1 to the Condensed Consolidated Financial Statements for further discussion of Kaiser's reorganization proceedings and other matters.

Forest Products Operations

Industry Overview and Selected Operational Data

The Company's forest products operations are conducted by MGI, through Pacific Lumber and Britt. The segment's business is somewhat seasonal, and its net sales have been historically higher in the months of April through November than in the months of December through March. Management expects that MGI's revenues and cash flows will continue to be somewhat seasonal. Accordingly, MGI's results for any one quarter are not necessarily indicative of results to be expected for the full year.

Regulatory and environmental matters play a significant role in the Company's forest products operations. See Item 1. "Business – Forest Products Operations – Regulatory and Environmental Matters" of the Form 10-K and Note 8 to the Condensed Consolidated Financial Statements for a discussion of these matters. Regulatory compliance and related litigation have caused delays in obtaining approvals of THPs and delays in harvesting on THPs once they are approved. This has resulted in a decline in harvest, an increase in the cost of logging operations and lower net sales.

Since the consummation of the Headwaters Agreement in March 1999, there has been a significant amount of work required in connection with the implementation of the Environmental Plans, and this work is expected to continue for several more years. The rate of approvals of THPs during 2001 improved over that for the prior year, and further improvements have been experienced thus far in 2002. As discussed in Note 8 to the Condensed Consolidated Financial Statements, other factors may adversely impact the Company's abilities to meet its harvesting goals. The North Coast Water Board is requiring the Company to apply certain waste discharge requirements to approved THPs covering winter harvesting operations in the Elk River basin, and beginning in 2003 the North Coast Water Board could require the Company to follow waste discharge requirements before harvesting operations are conducted on THPs in other watersheds. This requirement could cause further delays in harvesting. A stay issued in connection with the *EPIC-SYP/Permits lawsuit* could require the Company to follow an alternative THP approval process, resulting in delays in obtaining approvals of THPs which have already been submitted or are currently being prepared.

Furthermore, there can be no assurance that certain other pending legal, regulatory and environmental matters or future governmental regulations, legislation or judicial or administrative decisions, adverse weather conditions or low SBE prices, will not have a material adverse effect on the Company's financial position, results of operations or liquidity. See Part II. Item 1. "Legal Proceedings" and Note 8 to the Condensed Consolidated Financial Statements for further information regarding regulatory and legal proceedings affecting the Company's operations.

During 2001, comprehensive external and internal reviews were conducted of Pacific Lumber's business operations. These reviews were conducted in an effort to identify ways in which Pacific Lumber could operate on a more efficient and cost effective basis. Based upon the results of these reviews, Pacific Lumber, among other things, closed two of its four sawmills, eliminated certain of its operations, including its soil amendment and concrete block activities, began utilizing more efficient harvesting methods and adopted certain other cost saving measures. Most of these changes were implemented by Pacific Lumber in the last quarter of 2001, or the first quarter of 2002. Pacific Lumber also ended its internal logging operations (which historically performed approximately half of its logging) as of March 31, 2002, and now relies exclusively on contract loggers to conduct these activities. Further actions may be taken during the next year as a result of Pacific Lumber's continuing evaluation process, and additional writedowns of certain assets may be required.

Timber Cruise. In late May 2002, the Company completed its timber cruise, its first since 1986. The results of the timber cruise provided the Company with an estimate of the volume of merchantable timber on the Company's timberlands. The new cruise data reflected a 0.1 million MBF decrease in estimated overall timber volume as compared to the estimated volumes reported as of December 31, 2001 using the 1986 cruise data (adjusted for harvest and estimated growth), with an increase in young growth timber volume almost equal to the decrease in old growth timber volume. This shift in timber volume between classifications decreased the overall timber volume reported in Mbfe by 0.2 million to 2.9 million. The new cruise data indicates that there is significantly less old growth timber available for harvest than estimated as of December 31, 2001, using the 1986 cruise data. This change in mix could potentially result in a decrease in the Company's revenues. However, because there are many variables that affect revenues and profitability, the Company cannot quantify the effect of the above changes on current and future cash flows. The new timber volumes are now being utilized in various aspects of the Company's operations, including estimating volumes on THPs and determining depletion expense.

The following table presents selected operational and financial information for the three and nine months ended September 30, 2002 and 2001, for the Company's forest products operations.

	Three Months Ended September 30, 2002	Three Months Ended September 30, 2001	Nine Months Ended September 30, 2002	Nine Months Ended September 30, 2001
	(In millions of dollars, except shipments and prices)			
Shipments:				
Lumber: [1]				
Redwood upper grades	7.4	3.6	20.9	12.1
Redwood common grades	55.9	41.5	173.5	123.6
Douglas-fir upper grades	1.0	2.0	3.7	6.7
Douglas-fir common grades	7.3	11.4	12.9	44.2
Other	–	1.0	–	3.6
Total lumber	71.6	59.5	211.0	190.2
Wood chips [2]	19.2	29.6	51.7	90.2
Average sales price:				
Lumber: [3]				
Redwood upper grades	$ 1,291	$ 1,739	$ 1,327	$ 1,788
Redwood common grades	559	570	546	595
Douglas-fir upper grades	1,456	1,287	1,330	1,341
Douglas-fir common grades	336	357	336	343
Wood chips [4]	34	64	34	67
Net sales:				
Lumber, net of discount	$ 44.5	$ 36.5	$ 130.6	$ 119.2
Logs	3.4	3.0	12.2	5.2
Wood chips	0.6	1.9	1.7	6.1
Cogeneration power	2.5	2.0	7.2	9.4
Other	0.8	1.4	2.3	2.9
Total net sales	$ 51.8	$ 44.8	$ 154.0	$ 142.8
Operating income (loss)	$ 5.4	$ (1.9)	$ 15.3	$ (5.4)
Operating cash flow [5]	$ 11.2	$ 3.0	$ 32.9	$ 9.7
Loss before income taxes and minority interests	$ (8.2)	$ (14.8)	$ (22.8)	$ (41.7)

[1] Lumber shipments are expressed in millions of board feet.
[2] Wood chip shipments are expressed in thousands of bone dry units of 2,400 pounds.
[3] Dollars per thousand board feet.
[4] Dollars per bone dry unit.
[5] Operating income before depletion and depreciation, also referred to as "EBITDA."

Net Sales

Net sales increased for the third quarter and first nine months of 2002 as compared to the third quarter and first nine months of 2001, primarily due to increased shipments of redwood common grade lumber. Growth in net sales was negatively impacted by a decline in shipments of Douglas-fir lumber and lower average sales prices for redwood lumber.

Operating Income (Loss)

Segment operating results improved for the three and nine month periods ended September 30, 2002, as compared to the same periods of 2001. The Company was able to increase shipments while lowering cost of sales and operations. The decline in operating expenses primarily reflects the benefits of cost saving measures taken in late 2001 and early 2002. Selling, general and administrative expenses for the two periods increased, however, primarily as a result of an increase in administrative, litigation and other expenses.

Loss Before Income Taxes and Minority Interests

The loss before income taxes for the third quarter and first nine months of 2002 decreased from the loss in the comparable prior year periods, primarily as a result of the improved operating results discussed above.

Real Estate Operations

Industry Overview and Selected Operational Data

The Company, principally through its wholly owned subsidiaries, invests in and develops residential and commercial real estate primarily in Arizona, Puerto Rico, California and Texas.

The following table presents selected operational and financial information for the three and nine months ended September 30, 2002 and 2001, for the Company's real estate operations.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2002	2001	2002	2001
	(In millions of dollars)			
Net sales:				
Real estate:				
Fountain Hills	$ 1.1	$ 8.7	$ 6.0	$ 15.4
Mirada	–	–	0.2	–
Palmas del Mar	6.2	5.9	12.3	10.1
Other	1.0	0.2	1.4	1.3
Total	8.3	14.8	19.9	26.8
Resort, commercial and other:				
Fountain Hills	1.0	0.9	2.8	2.8
Mirada	–	–	–	0.2
Palmas del Mar	2.1	2.9	8.4	9.3
Lake Pointe	2.2	2.1	6.5	2.2
Other	0.1	0.1	0.2	0.2
Total	5.4	6.0	17.9	14.7
Total net sales	$ 13.7	$ 20.8	$ 37.8	$ 41.5
Operating income (loss):				
Fountain Hills	$ (0.2)	$ 5.4	$ (0.2)	$ 6.6
Mirada	(0.5)	(0.3)	(1.6)	(1.1)
Palmas del Mar	1.1	(0.9)	(0.3)	(4.9)
Lake Pointe	0.8	0.7	2.4	0.8
Other	0.7	(0.2)	0.4	(0.1)
Total operating income	$ 1.9	$ 4.7	$ 0.7	$ 1.3
Investment, interest and other income (expense), net:				
Equity in earnings from real estate joint ventures	$ (0.4)	$ 0.8	$ 2.4	$ 3.8
Other	1.1	1.5	3.5	6.5
	$ 0.7	$ 2.3	$ 5.9	$ 10.3
Income (loss) before income taxes and minority interests	$ (0.5)	$ 3.7	$ (2.9)	$ 6.3

Net Sales

Net sales decreased for the third quarter and first nine months of 2002 versus the third quarter and first nine months of 2001 primarily as a result of lower real estate sales at the Company's Fountain Hills development project. The decrease in net sales for the first nine months of 2002 as compared to the year ago period was offset somewhat by rental income from the Lake Pointe Plaza office complex acquired in June 2001.

Operating Income (Loss) and Income (Loss) Before Income Taxes and Minority Interests

Operating income for the third quarter and first nine months of 2002 decreased from the same periods of 2001 primarily as a result of lower real estate sales, as discussed above. Income (loss) before income taxes and minority interests decreased for the third quarter of 2002 as a result of the decrease in operating income discussed above, in addition to lower equity in earnings from the FireRock LLC real estate joint venture. Income (loss) before income taxes and minority interests decreased for the nine months ended September 30, 2002, as compared to the same period of 2001, primarily due to the decline in operating income discussed above, as well as increased interest expense as a result of borrowings related to the purchase of the Lake Pointe Plaza office complex in June 2001, and because 2001 results included approximately $2.5 million of gain from insurance recoveries from property damage resulting from the 1998 hurricane in Puerto Rico.

Racing Operations

Industry Overview and Selected Operational Data

The Company indirectly owns SHRP, Ltd., a Texas limited partnership, which owns and operates the Sam Houston Race Park, a Class 1 horse racing facility in Houston, Texas, and Valley Race Park, a greyhound racing facility located in Harlingen, Texas. Results of operations between periods are generally not comparable due to the timing, varying lengths and types of racing meets held. Historically, Sam Houston Race Park has derived a significant amount of its annual net pari-mutuel commissions from live racing and simulcasting. Net pari-mutuel commissions have typically been highest during the first and fourth quarters of the year, the time during which Sam Houston Race Park has historically conducted live thoroughbred racing. Live greyhound racing also contributes to higher net pari-mutuel commissions in the first and fourth quarters of the year.

The following table presents selected operational and financial information for the three and nine months ended September 30, 2002 and 2001, for the Company's racing operations.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2002	2001	2002	2001
	(In millions of dollars)			
Number of live race days:				
Sam Houston Race Park	42	47	94	98
Valley Race Park	–	–	84	78
Handle:				
Sam Houston Race Park:				
On-track handle	$ 40.0	$ 40.9	$ 111.7	$ 111.3
Off-track handle	23.4	26.9	128.4	133.8
Total	$ 63.4	$ 67.8	$ 240.1	$ 245.1
Valley Race Park:				
On-track handle	$ 5.0	$ 4.4	$ 17.5	$ 16.3
Off-track handle	–	–	2.9	3.6
Total	$ 5.0	$ 4.4	$ 20.4	$ 19.9
Net sales:				
Sam Houston Race Park:				
Net parimutuel commissions	$ 4.3	$ 4.3	$ 13.0	$ 13.0
Other revenues	2.9	3.2	6.6	6.7
Total	7.2	7.5	19.6	19.7
Valley Race Park:				
Net parimutuel commissions	0.6	0.5	2.4	2.3
Other revenues	0.3	0.2	1.0	1.0
Total	0.9	0.7	3.4	3.3
Total net sales	$ 8.1	$ 8.2	$ 23.0	$ 23.0
Operating income (loss):				
Sam Houston Race Park	$ (0.4)	$ (0.2)	$ 0.3	$ 0.9
Valley Race Park	(0.1)	(0.1)	(0.1)	(0.2)
Total operating income (loss)	$ (0.5)	$ (0.3)	$ 0.2	$ 0.7
Income (loss) before income taxes and minority interests	$ (0.5)	$ (0.3)	$ 0.2	$ 0.7

Net Sales

Net sales were substantially unchanged for the third quarter and first nine months of 2002 over the comparable prior year periods.

Operating Income (Loss) and Income (Loss) Before Income Taxes and Minority Interests

Operating results and income (loss) before income taxes and minority interests decreased slightly for the third quarter and the first nine months of 2002 versus the comparable prior year period due to increased marketing and administrative expenses.

Other Items Not Directly Related to Industry Segments

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2002	2001	2002	2001
	(In millions of dollars)			
Operating loss	$ (2.0)	$ (2.1)	$ (8.1)	$ (7.9)
Loss before income taxes and minority interests	(3.1)	(4.0)	(11.3)	(9.2)

The operating losses represent corporate general and administrative expenses that are not allocated to the

Company's industry segments. The losses before income taxes and minority interests include operating losses, investment, interest and other income (expense) and interest expense, including amortization of deferred financing costs, that are not attributable to the Company's industry segments. The decrease in the loss before income taxes and minority interests for the three months ended September 30, 2002, was primarily the result of lower interest expense on the MGHI Notes as a result of repurchases made in 2002. The increase in the loss before income taxes and minority interests for the nine months ended September 30, 2002 versus the comparable prior year period is primarily a result of lower investment income. This decline was partially offset by lower interest expense on the MGHI Notes.

Kaiser's Operations

Industry Overview and Selected Operational Data

Previous to the filing of the Cases, Kaiser's results accounted for a substantial portion of the Company's revenues and operating results. Kaiser, through its principal subsidiary, KACC, operates in the following business segments: bauxite and alumina, primary aluminum, flat-rolled products, engineered products and commodities marketing.

The following table presents selected operational and financial information with respect to Kaiser's operations for the three and nine months ended September 30, 2002 and 2001. The financial information of Kaiser contained herein and related discussions of financial condition and results of operations are based on the assumption that Kaiser will continue as a "going concern" which contemplates the realization of assets and the liquidation of liabilities in the ordinary course of business; however, as a result of the commencement of the Cases, such realization of assets and liquidation of liabilities are subject to a significant number of uncertainties. See Note 1 to the Condensed Consolidated Financial Statements for further discussion.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2002	2001	2002	2001
	(In millions of dollars, except shipments and prices)			
Shipments:[1]				
Alumina:				
Third party	566.1	680.2	1,839.7	2,009.1
Intersegment	53.8	51.2	240.1	286.0
Total alumina	619.9	731.4	2,079.8	2,295.1
Primary aluminum:				
Third party	49.2	59.7	145.2	186.4
Intersegment	0.1	0.3	1.7	2.3
Total primary aluminum	49.3	60.0	146.9	188.7
Flat-rolled products	9.6	17.0	37.2	59.8
Engineered products	32.5	28.0	95.0	92.2
Average realized third party sales price: [2]				
Alumina (per ton)	$ 169	$ 183	$ 168	$ 189
Primary aluminum (per pound)	$ 0.60	$ 0.63	$ 0.62	$ 0.69
Net sales	$ 348.0	$ 430.3	$ 1,104.9	$ 1,357.4
Operating income (loss) [3]	$ (65.7)	$ (36.1)	$ (139.1)	$ 151.7
Income (loss) before income taxes and minority interests [4]	$ (77.8)	$ 116.6	$ (180.8)	$ 205.0

(1) Shipments are expressed in thousands of metric tons. A metric ton is equivalent to 2,204.6 pounds.

(2) Average realized prices for the flat-rolled products and engineered products business units are not presented as such prices are subject to fluctuations due to changes in product mix.

(3) Operating loss for the three and nine months ended September 30, 2002 includes special items of $(3.8) million and $(11.3) million, respectively, for restructuring charges, and $(21.5) million and $(23.1) million, respectively, for impairment charges during the quarter ended September 30, 2002. Operating loss for the three months ended September 30, 2001, includes special items of $(21.3) million primarily consisting of restructuring charges. Operating income for the nine months ended September 30, 2001, includes special items of $198.9 million primarily consisting of net gains on power sales.

(4) In addition to the items discussed in (3) above, income (loss) before income taxes and minority interests for the three and nine months ended September 30, 2002, includes special items of $(1.4) million and $1.1 million, respectively. Income before income taxes and minority interests for the three and nine months ended September 30, 2001, includes special items of: $-0- and $(53.3) million for asbestos-related charges; $163.6 million for the gain on sale of an 8.3% interest in QAL; $13.9 million and $32.3 million, respectively, for mark-to-market gains; $(1.0) million and $(9.0) million for environmental remediation charges; and $3.4 million and $1.9 million for other special items (see Note 2 to the Condensed Consolidated Financial Statements).

Net Sales

Net sales for the quarter and nine months ended September 30, 2002, decreased from the year ago periods due to decrease in average realized prices for bauxite and alumina, primary aluminum, flat-rolled products and engineered products, in addition to a decline in shipments of bauxite and alumina, primary aluminum and flat-rolled products. Shipments of engineered products increased during the third quarter of 2002 as compared to the third quarter of 2001. The decrease in average realized prices was primarily due to a decrease in market prices for primary aluminum. The decrease in shipments resulted primarily from weather-related delays in the timing of shipments, the sale of an approximate 8.3% interest in QAL in the third quarter of 2001, the curtailment of certain potline operations in March 2002, and reduced demand due to a weak market. The increase in shipments of engineered products during the third quarter of 2002 was the result of increased ground transportation shipments due to increased market demand offset in part by reduced general aviation market shipments.

Operating Income (Loss)

After excluding the special items discussed in Note 3 to the table above, Kaiser had operating losses of $40.4 million and $104.7 million for the three and nine months ended September 30, 2002, respectively, as compared to operating losses of $14.8 million and $47.2 million for the same periods of 2001. The increase in operating losses was a result of lower net sales discussed above, an increase in general and administrative expenses related to higher pension and medical costs, charges related to a key employee retention program, and payments to a trust in respect of certain management compensation arrangements.

Income (Loss) Before Income Taxes and Minority Interests

After excluding the special items discussed in Notes 3 and 4 to the table above, Kaiser had income (losses) before income taxes and minority interests of $(51.1) million and $(147.5) million for the three and nine months ended September 30, 2002, respectively, as compared to $(42.0) million and $(129.4) million for the same periods of 2001. In addition, results also included reorganization items of $8.5 million (primarily professional fees) and $24.6 million (primarily professional fees and accelerated amortization of certain deferred financing costs) for the quarter and nine months ended September 30, 2002, respectively. The loss before income taxes and minority interests, after excluding special items, increased from 2001 as a result of the increase in operating losses. This was offset in part by the decline in interest expense which does not accrue on obligations of the Debtors during the bankruptcy.

Financial Condition and Investing and Financing Activities

This section contains statements which constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. See above for cautionary information with respect to such forward-looking statements.

Overview

The Company conducts its operations primarily through its subsidiaries. Creditors of subsidiaries of the Company have priority with respect to the assets and earnings of such subsidiaries over the claims of the creditors of the Company. Certain of the Company's subsidiaries, principally MGHI, MGI, Pacific Lumber and Scotia LLC, are restricted by their various debt instruments as to the amount of funds that can be paid in the form of dividends or loaned to affiliates. MGHI and its principal forest products companies are highly leveraged and have significant debt service requirements. **"MAXXAM Parent"** is used in this section to refer to the Company on a stand-alone basis without its subsidiaries.

As a result of the filing of the Cases, certain claims against Kaiser for principal and accrued interest on secured and unsecured indebtedness existing on the Filing Date are stayed while Kaiser and certain of its subsidiaries continue business operations as debtors-in-possession, subject to the control and supervision of the Court. See Note 1 to the Consolidated Financial Statements for additional discussion of the Cases. At this time, it is not possible to predict the effect of the Cases on the businesses of Kaiser.

The following table summarizes certain data related to financial condition and to investing and financing activities of the Company and its subsidiaries. As a result of the deconsolidation of Kaiser, the balances at September 30, 2002 exclude amounts attributable to Kaiser. For comparison purposes, such amounts have also been excluded from the balances at December 31, 2001 and from the selected information related to changes in cash and cash equivalents for the nine months ended September 30, 2002 and 2001, respectively.

The following table summarizes certain data related to financial condition and to investing and financing activities of the Company and its subsidiaries.

	Forest Products							
	Scotia LLC	Pacific Lumber	MGI and Other	Real Estate	Racing	MGHI	MAXXAM Parent	Total
	(in millions of dollars)							
Debt and credit facilities (excluding intercompany notes)								
Short-term borrowings and current maturities of long-term debt:								
September 30, 2002	$ 22.3	$ 0.3 [(2)]	$ –	$ 9.3	$ –	$ 43.2 [(1)]	$ –	$ 75.1
December 31, 2001	14.9	17.8	0.6	10.4	–	–	–	43.7
Long-term debt, excluding current maturities:								
September 30, 2002	$ 737.6 [(1)]	$ 0.4	$ –	$ 164.1	$ 0.2	$ – [(1)]	$ –	$ 902.3
December 31, 2001	754.5	0.5	–	162.6	0.2	88.2	–	1,006.0
Revolving credit facilities:								
Facility commitment amounts	59.8	45.0	2.5	14.0	–	–	–	121.3
September 30, 2002:								
Borrowings	5.5	–	–	–	–	–	–	5.5
Letters of credit	–	14.0	–	2.5	–	–	–	16.5
Unused and available credit	54.3	18.0	2.5	3.2	–	–	–	78.0

	Scotia LLC	Pacific Lumber	MGI and Other	Real Estate	Racing	MGHI	MAXXAM Parent	Total
Cash, cash equivalents, marketable securities and other investments								
September 30, 2002:								
Current amounts restricted for debt service	$ 19.3	$ –	$ –	$ 0.3	$ –	$ –	$ –	$ 19.6
Other current amounts	2.0	24.8	31.7	7.8	7.9	0.3	114.7	189.2
	21.3	24.8	31.7	8.1	7.9	0.3	114.7	208.8
Long-term amounts restricted for debt service	55.1 [(2)]	–	–	1.4	–	–	–	56.5
Other long-term restricted amounts	–	–	2.3	7.0	–	–	–	9.3
	55.1	–	2.3	8.4	–	–	–	65.8
	$ 76.4	$ 24.8	$34.0	$ 16.5	$ 7.9	$ 0.3	$ 114.7	$ 274.6
December 31, 2001:								
Current amounts restricted for debt service	$ 52.4	$ –	$ –	$ 0.4	$ –	$ –	$ –	$ 52.8
Other current amounts	2.5	2.3	26.6	16.0	7.5	35.7	128.3	218.9
	54.9	2.3	26.6	16.4	7.5	35.7	128.3	271.7
Long-term amounts restricted for debt service	87.6	–	–	1.3	–	–	–	88.9
Other long-term restricted amounts	–	–	2.2	7.4	–	–	–	9.6
	87.6	–	2.2	8.7	–	–	–	98.5
	$ 142.5	$ 2.3	$28.8	$ 25.1	$ 7.5	$ 35.7	$ 128.3	$ 370.2

Table and Notes continued on next page

	Forest Products							
	Scotia LLC	Pacific Lumber	MGI and Other	Real Estate	Racing	MGHI	MAXXAM Parent	Total
	(in millions of dollars)							
Changes in cash and cash equivalents								
Capital expenditures:								
September 30, 2002	$ 4.9	$ 3.8	$ 0.3	$ 3.1	$ 0.5	$ –	$ –	$ 12.6
September 30, 2001	4.2	4.9	1.2	133.0 [4]	1.5	–	0.7	145.5
Borrowings (repayments) of debt and credit facilities, net of financing costs:								
September 30, 2002	$ (9.4)[1]	$ (17.8)	$ (0.5)	$ 0.3	$ –	$(41.4)[1]	$ –	$ (68.8)
September 30, 2001	(14.2)	(19.2)	–	124.9 [4]	–	(25.1)	(3.1)	63.3
Dividends and advances received (paid):								
September 30, 2002	$ (29.4)[2]	$ 29.4 [2]	$ (0.1)	$ (1.1)	$ (1.7)	$ –	$ 2.9	$ –
September 30, 2001	(77.4)[3]	83.8 [3]	(23.7)	(9.5)	–	17.1	9.7	–

(1) The decrease in Scotia LLC's long-term debt between December 31, 2001, and September 30, 2002, was the result of principal payments on the Timber Notes of $14.8 million during the nine months ended September 30, 2002. The decrease in MGHI's long-term debt and increase in short-term debt was due to repurchases of $45.0 million principal amount of MGHI Notes and reclassification of the remaining balance of $43.2 million of the MGHI Notes from long-term to short-term maturities. Borrowings (repayments) of debt and credit facilities also includes $5.5 million outstanding on the Scotia LLC Line of Credit as of September 30, 2002.

(2) In March 2002, Scotia LLC released $29.4 million from the SAR Account and distributed this amount to Pacific Lumber. Pacific Lumber used these funds to repay the borrowings outstanding under the Pacific Lumber Credit Agreement.

(3) For the nine months ended September 30, 2001, $77.4 million of dividends were paid by Scotia LLC to Pacific Lumber, $63.9 million of which was made using proceeds from the sale of Scotia LLC's Owl Creek grove. In addition to the $77.4 million of dividends from Scotia LLC, Pacific Lumber received $6.4 million from MGI related to repayment of intercompany debt.

(4) Capital expenditures and borrowings for the Real Estate segment as of and for the period ended September 30, 2001, reflect the purchase of the Lake Pointe Plaza office complex.

MAXXAM Parent

MAXXAM Parent owns 22,061,750 shares of the common stock of Kaiser, representing a 27.3% interest. As a result of the Cases, the value of Kaiser common stock has declined substantially. The market value of the Kaiser shares owned by MAXXAM Parent, based on the price per share quoted at the close of business on November 8, 2002, was $1.3 million. It is possible that MAXXAM Parent's interest may be diluted or cancelled as a part of a plan of reorganization.

MAXXAM Parent believes that its existing resources, together with the cash available from subsidiaries, will be sufficient to fund its working capital requirements for the next year. With respect to its long-term liquidity, MAXXAM Parent believes that its existing cash and cash resources, together with distributions from its real estate and racing segments, should be sufficient to meet its working capital requirements. However, there can be no assurance that MAXXAM Parent's cash resources, together with distributions from its real estate and racing segments, will be sufficient for such purposes.

MGHI

During the nine months ended September 30, 2002, the Company repurchased $45.0 million principal amount of the MGHI Notes, resulting in an extraordinary gain of $2.3 million (net of tax). Subsequent to September 30, 2002, MGHI repurchased $11.6 million principal amount of the MGHI Notes, resulting in a small gain. MAXXAM Parent expects to pay MGHI the amount of the Intercompany Note necessary to enable MGHI to satisfy its obligations under the MGHI Notes, which are due August 1, 2003.

MGHI owns 27,938,250 shares of the common stock of Kaiser, representing a 34.6% interest. As a result of the Cases, the value of Kaiser common stock has declined substantially. The market value of the Kaiser shares owned by

MGHI based on the price per share quoted at the close of business on November 8, 2002, was $1.7 million. It is possible that MGHI's interest may be diluted or cancelled as a part of a plan of reorganization.

Forest Products Operations

At September 30, 2002, $14.0 million of letters of credit and no borrowings were outstanding under the Pacific Lumber Credit Agreement. Unused availability was limited to $18.0 million at September 30, 2002. On July 24, 2002, a letter agreement was signed extending the maturity date of the Pacific Lumber Credit Agreement from August 14, 2003, to August 13, 2004, subject to certain conditions such as completion of a new credit agreement. In connection with such extension, the facility commitment amount was reduced from $50.0 million to $45.0 million. On October 28, 2002, a new credit agreement was entered into which incorporated these changes and allowed for syndication of the facility.

The Scotia LLC Line of Credit allows Scotia LLC to borrow up to one year's interest on the Timber Notes. On May 31, 2002, the Scotia LLC Line of Credit was extended for an additional year to July 11, 2003. Annually, Scotia LLC will request that the Scotia LLC Line of Credit be extended for a period of not less than 364 days. If not extended, Scotia LLC may draw upon the full amount available. The amount drawn would be repayable in 12 semiannual installments on each note payment date (after the payment of certain other items, including the Aggregate Minimum Principal Amortization Amount, as defined, then due), commencing approximately two and one-half years following the date of the draw. At September 30, 2002, Scotia LLC could have borrowed a maximum of $54.3 million under the Scotia LLC Line of Credit, and there was $5.5 million outstanding under the Scotia LLC Line of Credit.

On March 5, 2002, Scotia LLC notified the trustee for the Timber Notes that it had met all of the requirements of the SAR Reduction Date, as defined in the Timber Notes Indenture (e.g., certain harvest, THP inventory and Scotia LLC Line of Credit requirements). Accordingly, on March 20, 2002, Scotia LLC released $29.4 million from the SAR Account and distributed this amount to Pacific Lumber.

On the note payment date in January 2002, Scotia LLC had $33.9 million set aside in the note payment account to pay the $28.4 million of interest due as well as $5.5 million of principal. Scotia LLC repaid an additional $6.1 million of principal on the Timber Notes using funds held in the SAR Account, resulting in a total principal payment of $11.6 million, an amount equal to Scheduled Amortization (as defined in the Timber Notes Indenture).

On the note payment date in July 2002, Scotia LLC had $15.1 million set aside in the note payment account and borrowed $13.0 million (net of $0.9 million for Timber Notes held by Scotia LLC) from the Scotia LLC Line of Credit to pay the $28.1 million of interest due. Scotia LLC repaid $3.2 million of principal on the Timber Notes (an amount equal to Scheduled Amortization) using funds held in the SAR Account.

Due to its highly leveraged condition, MGI is more sensitive than less leveraged companies to factors affecting its operations, including governmental regulation and litigation affecting its timber harvesting practices (see "—Results of Operations—Forest Products Operations" above and Note 8 to the Condensed Consolidated Financial Statements), increased competition from other lumber producers or alternative building products and general economic conditions.

Pacific Lumber's 2001 cash flows from operations were adversely affected by operating inefficiencies, lower lumber prices, an inadequate supply of logs and a related slowdown in lumber production. During 2001, comprehensive external and internal reviews were conducted of Pacific Lumber's business operations. These reviews were conducted in an effort to identify ways in which Pacific Lumber could operate on a more efficient and cost effective basis. Based upon the results of these reviews, Pacific Lumber, among other things, closed two of its four sawmills, eliminated certain of its operations, including its soil amendment and concrete block activities, began utilizing more efficient harvesting methods and adopted certain other cost saving measures. Most of these changes were implemented by Pacific Lumber in the last quarter of 2001, or the first quarter of 2002. Pacific Lumber also ended its internal logging operations (which historically performed approximately half of its logging) as of March 31, 2002, and now relies exclusively on contract loggers to conduct these activities. Further actions may be taken during the next year as a result of Pacific Lumber's continuing evaluation process, and additional writedowns of certain assets may be required.

The $29.4 million release from the SAR Account discussed above improved Pacific Lumber's liquidity during the nine months ended September 30, 2002. However, Pacific Lumber's cash flows from operations may be adversely affected by the availability of logs. See "Results of Operations—Forest Products Operations" above as well as Note 8 to the Condensed Consolidated Financial Statements for further discussion on the regulatory and environmental factors affecting harvest levels and the results of the timber cruise completed in 2002. Pacific Lumber may require funds available under the Pacific Lumber Credit Agreement and/or additional repayments by MGI of an intercompany loan in order to meet its working capital and capital expenditure requirements for the next year.

Scotia LLC's cash flows from operations are significantly impacted by harvest volumes and SBE Prices. On June 19, 2002, the State Board of Equalization adopted the new Harvest Value Schedule for the second half of 2002. The SBE Prices published in this schedule reflect an approximate 16% decline for small redwood logs and no price change for small Douglas fir logs. This decline in SBE Prices will continue to have an adverse impact on Scotia LLC's net sales and liquidity during the fourth quarter of 2002. With respect to the note payment due in January 2003, Scotia LLC expects that it will require funds from the Scotia LLC Line of Credit to pay a portion of the interest due, and that all of the funds used to pay the Scheduled Amortization amount will be provided from the SAR Account. With respect to short-term liquidity, Scotia LLC believes that existing cash available for principal payments from the SAR Account, and funds available under the Scotia LLC Line of Credit, together with cash flows from operations, should provide sufficient funds to meet its working capital, capital expenditures and required debt service obligations through 2003. However, cash flows from operations and funds available under the Scotia LLC Line of Credit may be insufficient to allow Scotia LLC to fulfill its interest and certain other payment obligations in the long-term if SBE Prices do not improve. In addition, cash flows from operations may continue to be adversely affected if harvest levels decline as a result of the factors discussed in "—Results of Operations—Forest Products Operations—Industry Overview and Selected Operational Data" above and Note 8 to the Condensed Consolidated Financial Statements.

With respect to long-term liquidity, although MGI and its subsidiaries expect that their existing cash and cash equivalents, lines of credit and ability to generate cash flows from operations should provide sufficient funds to meet their debt service, working capital and capital expenditure requirements, until such time as Pacific Lumber has adequate cash flows from operations and/or dividends from Scotia LLC and SBE Prices improve, there can be no assurance that this will be the case. Cash flows from operations in the long-term may continue to be adversely affected by the same factors discussed above which are affecting short-term cash flows from operations.

Real Estate Operations

In August 2002, Motel Assets entered into an agreement to acquire for approximately $53.0 million an interest in a trust which owns a portfolio of sixteen motel properties located in ten different states. Under the agreement, Motel Assets would make a cash payment of $3.0 million and assume the outstanding principal balance of approximately $50.0 million on the Motel Notes at the expected closing date in November 2002. The Motel Notes have an interest rate of 7.03% with a May 1, 2018, maturity date. Motel Assets would acquire the properties subject to an existing lease agreement with the current tenant, under which the properties are fully leased through April 2019, and under which all obligations are guaranteed by the parent company of the current tenant. Motel Assets expects to account for the lease as an operating lease. The Motel Notes are secured by the lease, the properties, and an $11.2 million residual value insurance contract.

In August 2002, Beltway Assets entered into an agreement to acquire an office building located in Houston, Texas, for a purchase price of approximately $32.0 million. The transaction would be financed with a cash payment of $2.0 million and proceeds of approximately $30.0 million from the issuance of the Beltway Notes. At the time of the acquisition, Beltway Assets would simultaneously lease the property back to the seller for a period of 22 years. Beltway Assets expects to account for the lease as an operating lease. The Beltway Notes would be secured by the building, the lease, and an $11.2 million residual value insurance contract.

The Company believes that the existing cash and credit facilities of its real estate subsidiaries, excluding PDMPI, are sufficient to fund the working capital and capital expenditure requirements of such subsidiaries for the next year. With respect to the long-term liquidity of such subsidiaries, the Company believes that their ability to generate cash from the sale of their existing real estate, together with their ability to obtain financing and joint venture partners, should provide sufficient funds to meet their working capital and capital expenditure requirements. PDMPI and its subsidiaries, however, have required advances during 2002 and 2001 to fund their operations, and PDMPI may require such advances in the future.

Racing Operations

With respect to short-term and long-term liquidity, SHRP, Ltd.'s management expects that SHRP, Ltd. will generate cash flows from operations.

Kaiser

As a result of the filing of the Cases, claims against the Debtors for principal and accrued interest on secured and unsecured indebtedness existing on the Filing Date are stayed while the Debtors continue business operations as debtors-in-possession, subject to the control and supervision of the Court. At this time, it is not possible to predict the effect of the Cases on the businesses of the Debtors.

As of September 30, 2002, $176.6 million was available to Kaiser under the DIP Facility (of which $87.7 million could be used for additional letters of credit) and no borrowings were outstanding under the revolving credit facility. At October 31, 2002, Kaiser's cash and cash equivalents were approximately $74.1 million, there were no outstanding borrowings under the revolving credit portion of the DIP Facility and outstanding letters of credit were approximately $40.7 million.

Critical Accounting Policies

In the second quarter of 2002, the Company completed its timber cruise which resulted in new and updated timber volume information (see also Note 8 to the Condensed Consolidated Financial Statements). Accordingly, the Company revised its estimated depletion rates beginning April 1, 2002. There was relatively no impact on depletion expense for the nine months ended September 30, 2002, as a result of using the updated timber volume information.

See Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies" of the Form 10-K for additional discussion of the Company's critical accounting policies.

New Accounting Pronouncements

See Note 1 to the Condensed Consolidated Financial Statements for a discussion of new accounting pronouncements and their potential impact on the Company.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

This item is not applicable for the Company and its consolidated subsidiaries.

ITEM 4. DISCLOSURE CONTROLS AND PROCEDURES

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company's Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Also, the Company has investments in certain unconsolidated entities. As the Company does not control or manage these entities, its disclosure controls and procedures with respect to such entities are necessarily substantially more limited than those it maintains with respect to its consolidated subsidiaries.

Within 90 days prior to the date of this report, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and the Company's Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on the foregoing, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective.

There have been no significant changes in the Company's internal controls or in other factors that could significantly affect the internal controls subsequent to the date the Company completed its evaluation.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The information set forth in Note 8 to the Condensed Consolidated Financial Statements in Part I, Item 1 of this Form 10-Q is incorporated herein by reference.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

As a result of the commencement of the Cases, the outstanding principal of and accrued interest on, all long-term debt of Kaiser became immediately due and payable. However, claims against the Debtors for principal and accrued interest are stayed while the Debtors continue business operations as debtors-in-possession. See Note 1 to the Condensed Consolidated Financial Statements for additional information regarding the effects of the commencement of the Cases on Kaiser's long-term debt. Such information is incorporated herein by reference.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

a. Exhibits:

4.1 Credit Agreement dated October 28, 2002, among Pacific Lumber, Bank of America, N.A., as Administrative Agent and L/C Issuer, and the Lenders from time to time party thereto (incorporated herein by reference to Exhibit 4.1 to the Quarterly Report on Form 10-Q of MAXXAM Group Holdings Inc. for the quarter ended September 30, 2002; File No. 333-18723)

b. Reports on Form 8-K:

On August 13, 2002, the Company filed a current report on Form 8-K dated August 13, 2002, related to the Certification of the Chief Executive and Chief Financial Officers pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

On October 4, 2002, the Company filed a current report on Form 8-K dated October 1, 2002, related to the *EPIC-SYP/Permits lawsuit*.

On October 18, 2002, the Company filed a current report on Form 8-K dated October 18, 2002, related to the settlement of the *OTS action*.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized, who have signed this report on behalf of the Registrant and as the principal financial and accounting officers of the Registrant, respectively.

MAXXAM INC.

Date: November 13, 2002

By: /S/ PAUL N. SCHWARTZ
Paul N. Schwartz
President, Chief Financial Officer and Director
(Principal Financial Officer)

Date: November 13, 2002

By: /S/ ELIZABETH D. BRUMLEY
Elizabeth D. Brumley
Controller
(Principal Accounting Officer)

CERTIFICATIONS

I, Charles E. Hurwitz, certify that:

1. I have reviewed this quarterly report on Form 10-Q of MAXXAM Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

   a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

   b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

   c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

   a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 13, 2002

By: /S/ CHARLES E. HURWITZ
Charles E. Hurwitz
Chairman of the Board and
Chief Executive Officer

I, Paul N. Schwartz, certify that:

1. I have reviewed this quarterly report on Form 10-Q of MAXXAM Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

   a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

   b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

   c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

   a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 13, 2002

By: /S/ PAUL N. SCHWARTZ
Paul N. Schwartz
President, Chief Financial Officer and Director
(Principal Financial Officer)

Glossary of Defined Terms

Alpart: Alumina Partners of Jamaica, a majority owned subsidiary of KACC

Bear Creek lawsuit: An action entitled *Environmental Protection Information Association v. Pacific Lumber, Scotia Pacific Company LLC* (No. C01-2821), filed July 24, 2001, in the U.S. District Court in the Northern District of California

Beltway Assets: Beltway Assets LLC, a limited liability company, which is an indirect wholly owned subsidiary of the Company

Beltway Notes: Beltway Assets' 6.31% notes due in November, 2024

Britt: Britt Lumber Co., Inc., a wholly owned subsidiary of MGI

CARIFA: Carribean Basin Projects Financing Authority

Cases: The Chapter 11 proceedings of Kaiser, KACC and 15 of KACC's subsidiaries

CDF: California Department of Forestry and Fire Protection

CESA: California Endangered Species Act

Class A Preferred Stock: Class A $.05 Non-Cumulative Participating Convertible Preferred Stock of the Company

Code: The United States Bankruptcy Code

Common Stock: $0.50 par value common stock of the Company

Company: MAXXAM Inc.

Court: The United States Bankruptcy Court for the District of Delaware

CWA: Federal Clean Water Act

Debtors: Kaiser, KACC, and the 15 subsidiaries of KACC that have filed petitions for reorganization

DIP Facility: Kaiser's post-petition credit agreement with a group of lenders for debtor-in-possession financing under which Kaiser is able to borrow by means of revolving credit advances and letters of credit (up to $125.0 million) in an aggregate amount equal to the lesser of $300.0 million or a borrowing base relating to eligible accounts receivable, eligible inventory, and eligible fixed assets

Environmental Plans: The HCP and the SYP

EPA: Environmental Protection Agency

EPIC–SYP/Permits lawsuit: An action entitled *Environmental Protection Information Association, Sierra Club v. California Department of Forestry and Fire Protection, California Department of Fish and Game, The Pacific Lumber Company, Scotia Pacific Company LLC, Salmon Creek Corporation, et al.* (No. 99CS00639) filed March 31, 1999 in the Superior Court of Sacramento County (Order Granting Change of Venue was filed on May 27, 1999, and assigned Case No. CV990452 in Humboldt County Superior Court)

ERF lawsuit: An action entitled *Ecological Rights Foundation, Mateel Environmental v. Pacific Lumber* (No. 97-0292) which was filed in the U.S. District Court in the Northern District of California on January 28, 1997

ESA: The federal Endangered Species Act

FASB: Financial Accounting Standards Board

FDIC: Federal Deposit Insurance Corporation

FDIC action: An action filed by the FDIC on August 2, 1995 entitled *Federal Deposit Insurance Corporation, as manager of the FSLIC Resolution Fund v. Charles E. Hurwitz* (No. H-95-3956) in the U.S. District Court for the Southern District of Texas

FDIC counterclaim: A counterclaim to the *FDIC action* filed on May 31, 2000, by the Company, Federated and Mr. Hurwitz

Federated: Federated Development, LLC (formerly Federated Development Company), a principal stockholder of the Company

Filing Date: The date, February 12, 2002, on which Kaiser, KACC, and certain of KACC's subsidiaries filed for Chapter 11 reorganization

Form 10-K: The Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission for the fiscal year ended December 31, 2001

Harvest Value Schedule: A schedule setting forth the SBE Prices published bi-annually by the California Board of Equalization for purposes of computing yield taxes on timber sales

HCP: The habitat conservation plan covering multiple species approved on March 1, 1999, in connection with the consummation of the Headwaters Agreement

Headwaters Agreement: The September 28, 1996, agreement between Pacific Lumber, Scotia LLC, Salmon Creek Corporation, the United States and California which provided the framework for the acquisition by the United States and California of the Headwaters Timberlands

Headwaters Timberlands: Approximately 5,600 acres of Pacific Lumber timberlands consisting of two forest groves commonly referred to as the Headwaters Forest and the Elk Head Springs Forest which were sold to the United States and California on March 1, 1999

Intercompany Note: Intercompany note issued by MAXXAM Parent to MGHI for an initial principal amount of $125.0 million

KACC: Kaiser Aluminum & Chemical Corporation, Kaiser's principal operating subsidiary

KACC 9⅞ % Senior Notes: KACC's $225.0 million senior notes due February 2002

KACC Senior Subordinated Notes: KACC's 12¾% Senior Subordinated Notes due February 2003

Kahn lawsuit: An action entitled *Alan Russell Kahn v. Federated Development Co., MAXXAM Inc., et. al.* (Civil Action 18623NC) filed in the Court of Chancery in the state of Delaware on January 16, 2001

Kaiser: Kaiser Aluminum Corporation, a subsidiary of the Company engaged in aluminum operations

Lakepointe Assets: Lakepointe Assets Holdings LLC, a limited liability company, and its subsidiaries, all of which are indirect wholly owned subsidiaries of the Company

Lakepointe Notes: Lakepointe Assets' 7.56% notes due June 8, 2021

MBF: One thousand board feet

Mbfe: A concept developed for use in structuring the Timber Notes; under this concept one thousand board feet, net

Scribner scale, of residual old growth redwood timber equates to one Mbfe

MGHI: MAXXAM Group Holdings Inc., a wholly owned subsidiary of the Company

MGHI Notes: MGHI's 12% Senior Secured Notes due August 1, 2003

MGI: MAXXAM Group Inc., a wholly owned subsidiary of MGHI

Motel Assets: Motel Assets Holdings LLC, a limited liability company, and its subsidiaries, all of which are indirect wholly owned subsidiaries of the Company

Motel Notes: Motel Assets' 7.03% notes due May 1, 2018

MPC: MAXXAM Property Company, a wholly-owned subsidiary of the Company

North Coast Water Board: North Coast Regional Water Quality Control Board

Notice: A Notice of Charges filed on December 26, 1995 by the OTS against the Respondents, including the Company and others with respect to the failure of USAT

OTS: The United States Department of Treasury's Office of Thrift Supervision

OTS Action: A formal administrative proceeding initiated by the OTS against the Company and others on December 26, 1995

Pacific Lumber: The Pacific Lumber Company, a wholly-owned subsidiary of MGI

Pacific Lumber Credit Agreement: The revolving credit agreement between Pacific Lumber and a bank which provides for borrowings of up to $45.0 million

PDMPI: Palmas del Mar Properties, Inc., a wholly owned subsidiary of the Company

Permits: The incidental take permits issued by the United States and California pursuant to the HCP

QAL: Queensland Alumina Limited, an aluminum refinery in Queensland, Australia, in which Kaiser owns a 20.0% interest

Respondents: The Company, Federated, Mr. Charles Hurwitz and others

Salmon Creek: Salmon Creek LLC, a wholly owned subsidiary of Pacific Lumber

SAR Account: Funds held in a reserve account to support principal payments on the Timber Notes

SBE Price: The applicable stumpage price for a particular species and size of log, as set forth in the most recent Harvest Value Schedule

Scheduled Amortization: The amount of principal which Scotia LLC must pay through each Timber Note payment date in order to avoid prepayment or deficiency premiums

Scotia LLC: Scotia Pacific Company LLC, a limited liability company wholly owned by Pacific Lumber

Scotia LLC Line of Credit: The agreement between a group of lenders and Scotia LLC pursuant to which it may borrow in order to pay up to one year's interest on the Timber Notes

SFAS No. 141: Statement of Financial Accounting Standards No. 141, "Business Combinations"

SFAS No. 142: Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangible Assets"

SFAS No. 143: Statement of Financial Accounting Standards No. 143, "Accounting for Asset Retirement Obligations"

SFAS No. 144: Statement of Financial Accounting Standards No. 144, "Accounting for the Impairment or Disposal of Long-lived Assets"

SFAS No. 145: Statement of Financial Accounting Standards No. 145, "Rescission of FASB Statements No. 4, 44, and 64, Amendment of FASB Statement No. 13, and Technical Corrections"

SFAS No. 146: Statement of Financial Accounting Standard No. 146, "Accounting for Costs Associated with Exit or Disposal Activities"

SHRP, Ltd.: Sam Houston Race Park, Ltd., a wholly-owned subsidiary of the Company

SOP 90-7: American Institute of Certified Public Accountants Statement of Position No. 90-7, "Financial Reporting by Entities in Reorganization Under the Bankruptcy Code"

SYP: The sustained yield plan approved on March 1, 1999, in connection with the consummation of the Headwaters Agreement

THP: Timber harvesting plan required to be filed with and approved by the CDF prior to the harvesting of timber

Timber Notes: Scotia LLC's $867.2 million original aggregate principal amount of 6.55% Series B Class A-1 Timber Collateralized Notes, 7.11% Series B Class A-2 Timber Collateralized Notes and 7.71% Series B Class A-3 Timber Collateralized Notes due July 20, 2028

Timber Notes Indenture: The indenture governing the Timber Notes

TMDLs: Total maximum daily load limits

UFG: United Financial Group, Inc.

USAT: United Savings Association of Texas

USWA lawsuit: An action entitled *United Steelworkers of America, AFL-CIO, CLC, and Donald Kegley v. California Department of Forestry and Fire Protection, The Pacific Lumber Company, Scotia Pacific Company LLC and Salmon Creek Corporation* (No. 99CS00626) filed March 31, 1999 in the Superior Court of Sacramento County

Wrigley lawsuit: An action entitled *Kristi Wrigley, et al. v. Charles Hurwitz, John Campbell, Pacific Lumber, MAXXAM Group Holdings Inc., Scotia Pacific Holding Company, MAXXAM Group Inc., MAXXAM Inc., Scotia Pacific Company LLC and Federated Development Company* (No. 9700399) filed December 2, 1997 in the Superior Court of Humboldt County