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 Quarter Ended October 31, 2001

Georgia

Commission File No. 0-10146

ABRAMS INDUSTRIES, INC.

(Exact name of Registrant as specified in its charter)

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

58-0522129

1945 The Exchange, Suite 300, Atlanta, Georgia 30339

(Address of principal executive offices) (Zip Code)

(770) 953-0304

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [X] No []

The number of shares of \$1.00 par value Common Stock of the Registrant outstanding as of November 30, 2001, was 2,920,609.

TABLE OF CONTENTS

PART 1. FINANCIAI	L INFORMATION
-------------------	---------------

ITEM 1. FINANCIAL STATEMENTS

CONSOLIDATED BALANCE SHEETS

CONSOLIDATED STATEMENTS OF OPERATIONS

CONSOLIDATED STATEMENTS OF CASH FLOWS

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

PART II. OTHER INFORMATION

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

SIGNATURES

ITEM 1. FINANCIAL STATEMENTS

ABRAMS INDUSTRIES, INC. CONSOLIDATED BALANCE SHEETS (UNAUDITED)

CURRENT ASSETS		October 31, 2001	April 30, 2001
Cach and cach equivalents (note 2) \$ 6,146,744 \$ 11,487,50 Receivables (note 2) 22,543,855 1,510,253 Less: Allowance for doubtful accounts (973,777) (961,461) Costs and earnings in excess of billings 1,310,635 1,481,195 Property held for sale (note 3) 864,036 786,460 Other 944,147 785,799 Total current assets 43,700,586 29,086,400 INCOME-PRODUCING PROPERTIES, net 26,319,820 26,712,359 PROPERTY, PLANT AND EQUIPMENT, net 766,124 1,284,689 REAL ESTATE HELD FOR FUTURE SALE OR DEVELOPMENT (note 6) 23,562,661 36,100,308 OTHER ASSETS 1 1,741,831 2 Intagible assets, net (note 10) 2,198,458 1,220,47 Goodwill (notes 9 & 10) 1,741,831 2 Other \$10,1612,470 \$97,619,685 LABILITIES AND SHAREHOLDERS' EQUITY \$2,029,497 1,506,766 Current maturities of oosts and earnings \$14,511,706 \$8,803,760 Billings in excess of costs and earnings \$1,268,946 3,720,661			
Receivables (note 2)			
Costs and carrings in excess of billings 1,310,635 1,331,645 1,310,635			
Property held for sale (note 5)			
Property held for sale (note 5)	Less: Allowance for doubtful accounts	(973,777)	(961,461)
Deferred income taxes	Costs and earnings in excess of billings	1,310,635	1,483,195
Other 944,147 785,799 Total current assets 43,700,586 29,086,400 INCOME-PRODUCING PROPERTIES, net 26,319,820 26,712,359 PROPERTY, PLANT AND EQUIPMENT, net 766,124 1,284,689 REAL ESTATE HELD FOR FUTURE SALE OR DEVELOPMENT (note 6) 23,562,661 36,100,308 OTHER ASSETS 1,741,831 — Intagible assets, net (note 10) 1,741,831 — Other 3,322,990 3,215,782 Other 8101,612,470 897,619,685 LIABILITIES AND SHAREHOLDERS' EQUITY S101,612,470 897,619,685 URRENT LIABILITIES 1 4,000,606 Trade and subcontractors payables \$ 14,511,706 \$ 8,803,760 Billings in excess of costs and earnings 2,029,497 1,506,766 Accrued expenses 2,668,946 3,720,661 Net liabilities of discontinued operations (note 3) — 1,903,375 Current maturities of long-term debt (note 5) 13,831,769 1,709,490 Total current liabilities 3,949,986 3,372,824 OTHER LIABILITIES 3,495,986<	Property held for sale (note 5)	12,864,946	33,404
Total current assets	Deferred income taxes	864,036	786,460
INCOME-PRODUCING PROPERTIES, net 26,319,820 26,712,359 PROPERTY, PLANT AND EQUIPMENT, net 766,124 1,284,689 REAL ESTATE HELD FOR FUTURE SALE OR DEVELOPMENT (note 6) 23,562,661 36,100,308 OTHER ASSETS Intangible assets, net (note 10) 1,741,831 — Other 3,322,990 3,215,782	Other	944,147	785,799
PROPERTY, PLANT AND EQUIPMENT, net 766,124 1,284,688 REAL ESTATE HELD FOR FUTURE SALE OR DEVELOPMENT (note 6) 23,562,661 36,100,308 OTHER ASSETS 1 2,198,458 1,220,147 Goodwill (notes 9 & 10) 1,741,831 — Other 3,322,990 3,215,782 LIABILITIES AND SHAREHOLDERS' EQUITY \$101,612,470 \$97,619,685 Trade and subcontractors payables \$14,511,706 \$8,803,760 Billings in excess of costs and earnings 2,029,497 1,506,766 Accrued expenses 2,668,946 3,720,661 Net liabilities of discontinued operations (note 3) — 1,903,375 Current maturities of long-term debt (note 5) 13,831,769 1,709,490 Total current liabilities 33,041,918 17,644,052 DEFERRED INCOME TAXES 3,495,986 3,372,824 OTHER LIABILITIES 4,034,229 3,916,647 MORTGAGE NOTES PAYABLE, less current maturities (note 5) 20,351,191 32,915,932 OTHER LONG-TERM DEBT, less current maturities 77,765,200 75,114,142 SHAREHOLDERS' EQUITY	Total current assets	43,700,586	29,086,400
REAL ESTATE HELD FOR FUTURE SALE OR DEVELOPMENT (note 6) 23,562,661 36,100,308 OTHER ASSETS 1,1741,831 — Goodwill (notes 9 & 10) 1,741,831 — Other 3,322,990 3,215,782 \$10,612,470 \$97,619,685 LIABILITIES AND SHAREHOLDERS' EQUITY S CURRENT LIABILITIES \$14,511,706 \$8,803,760 Billings in excess of costs and earnings 2,029,497 1,506,766 Accrued expenses 2,668,946 3,720,661 Net liabilities of discontinued operations (note 3) — 1,903,375 Current maturities of long-term debt (note 5) 13,831,769 1,709,490 Total current liabilities 33,041,918 17,644,052 DEFERRED INCOME TAXES 3,495,986 3,372,824 OTHER LIABILITIES 4,034,229 3,916,647 MORTGAGE NOTES PAYABLE, less current maturities (note 5) 20,351,191 32,915,932 OTHER LIABILITIES 7,7765,200 75,114,142 SHAREHOLDERS' EQUITY 20,007,315 20,007,315 Common stock, \$1 par value; authorized 5,000,000 shares; 3,049,439 issued a	INCOME-PRODUCING PROPERTIES, net	26,319,820	26,712,359
OTHER ASSETS 1 (1741,831) 1 (220,147) Goodwill (notes 9 & 10) 1,741,831 — Other 3,322,990 3,215,782 \$101,612,470 \$97,619,685 LIABILITIES AND SHAREHOLDERS' EQUITY CURRENT LIABILITIES Trade and subcontractors payables \$14,511,706 \$8,803,760 Billings in excess of costs and earnings 2,029,497 1,506,766 Accrued expenses 2,668,946 3,720,661 Net liabilities of discontinued operations (note 3) — 1,903,375 Current maturities of long-term debt (note 5) 13,831,769 1,709,490 Total current liabilities 33,041,918 17,644,052 DEFERRED INCOME TAXES 3,495,986 3,372,824 OTHER LIABILITIES 4,034,229 3,916,647 MORTGAGE NOTES PAYABLE, less current maturities (note 5) 20,351,191 32,915,932 OTHER LONG-TERM DEBT, less current maturities 77,765,200 75,114,142 SHAREHOLDERS' EQUITY Common stock, \$1 par value; authorized 5,000,000 shares; 3,049,439 issued and 2,920,709 outstanding in April 2001 3,049,439 3,041,039	PROPERTY, PLANT AND EQUIPMENT, net	766,124	1,284,689
Intangible assets, net (note 10)		23,562,661	36,100,308
Condwill (notes 9 & 10)		2,198,458	1,220,147
Other 3,322,990 3,215,782 LIABILITIES AND SHAREHOLDERS' EQUITY \$101,612,470 \$97,619,685 URRENT LIABILITIES Trade and subcontractors payables \$ 14,511,706 \$ 8,803,760 Billings in excess of costs and earnings 2,029,497 1,506,766 Accrued expenses 2,668,946 3,720,661 Net liabilities of discontinued operations (note 3) — 1,903,375 Current maturities of long-term debt (note 5) 13,831,769 1,709,490 Total current liabilities 3,495,986 3,372,824 OTHER LIABILITIES 4,034,229 3,916,647 MORTGAGE NOTES PAYABLE, less current maturities (note 5) 20,351,191 32,915,932 OTHER LONG-TERM DEBT, less current maturities 16,841,876 17,264,687 Total liabilities 77,765,200 75,114,142 SHAREHOLDERS' EQUITY 2000 75,114,142 SHAREHOLDERS' EQUITY 3,049,439 issued and 2,920,709 outstanding in October 2001, 3,041,039 issued and 2,923,303 3,049,439 3,041,039 Additional paid-in capital 21,20,502 2,097,315 2,097,315 Deferred stock compensation <td></td> <td>, ,</td> <td>_</td>		, ,	_
CURRENT LIABILITIES			3,215,782
CURRENT LIABILITIES Trade and subcontractors payables \$ 14,511,706 \$ 8,803,760,766 Billings in excess of costs and earnings 2,029,497 1,506,766 Accrued expenses 2,668,946 3,720,661 Net liabilities of discontinued operations (note 3) — 1,903,375 Current maturities of long-term debt (note 5) 13,831,769 1,709,490 Total current liabilities 33,041,918 17,644,052 DEFERRED INCOME TAXES 3,495,986 3,372,824 OTHER LIABILITIES 4,034,229 3,916,647 MORTGAGE NOTES PAYABLE, less current maturities (note 5) 20,351,191 32,915,932 OTHER LONG-TERM DEBT, less current maturities 16,841,876 17,264,687 Total liabilities 77,765,200 75,114,142 SHAREHOLDERS' EQUITY Common stock, \$1 par value; authorized 5,000,000 shares; 3,049,439 issued and 2,920,709 outstanding in October 2001, 3,041,039 issued and 2,943,303 3,049,439 3,041,039 Outstanding in April 2001 3,049,439 3,041,039 2,120,502 2,097,315 Deferred stock compensation (36,073) (75,094) <t< td=""><td></td><td>\$101,612,470</td><td>\$97,619,685</td></t<>		\$101,612,470	\$97,619,685
CURRENT LIABILITIES Trade and subcontractors payables \$ 14,511,706 \$ 8,803,760,766 Billings in excess of costs and earnings 2,029,497 1,506,766 Accrued expenses 2,668,946 3,720,661 Net liabilities of discontinued operations (note 3) — 1,903,375 Current maturities of long-term debt (note 5) 13,831,769 1,709,490 Total current liabilities 33,041,918 17,644,052 DEFERRED INCOME TAXES 3,495,986 3,372,824 OTHER LIABILITIES 4,034,229 3,916,647 MORTGAGE NOTES PAYABLE, less current maturities (note 5) 20,351,191 32,915,932 OTHER LONG-TERM DEBT, less current maturities 16,841,876 17,264,687 Total liabilities 77,765,200 75,114,142 SHAREHOLDERS' EQUITY Common stock, \$1 par value; authorized 5,000,000 shares; 3,049,439 issued and 2,920,709 outstanding in October 2001, 3,041,039 issued and 2,943,303 3,049,439 3,041,039 Outstanding in April 2001 3,049,439 3,041,039 2,120,502 2,097,315 Deferred stock compensation (36,073) (75,094) <t< td=""><td>LIABILITIES AND SHAREHOLDERS' FOLUTY</td><td></td><td></td></t<>	LIABILITIES AND SHAREHOLDERS' FOLUTY		
Trade and subcontractors payables \$ 14,511,706 \$ 8,803,760 Billings in excess of costs and earnings 2,029,497 1,506,766 Accrued expenses 2,668,946 3,720,661 Net liabilities of discontinued operations (note 3) — 1,903,375 Current maturities of long-term debt (note 5) 13,831,769 1,709,490 Total current liabilities 33,041,918 17,644,052 DEFERRED INCOME TAXES 3,495,986 3,372,824 OTHER LIABILITIES 4,034,229 3,916,647 MORTGAGE NOTES PAYABLE, less current maturities (note 5) 20,351,191 32,915,932 OTHER LONG-TERM DEBT, less current maturities 16,841,876 17,264,687 Total liabilities 77,765,200 75,114,142 SHAREHOLDERS' EQUITY Common stock, \$1 par value; authorized 5,000,000 shares; 3,049,439 issued and 2,943,033 3,049,439 3,041,039 outstanding in April 2001 3,049,439 3,041,039 Additional paid-in capital 2,120,502 2,097,315 Deferred stock compensation (36,073) (75,094) Retained earnings 19,321,772			
Billings in excess of costs and earnings 2,029,497 1,506,766 Accrued expenses 2,668,946 3,720,661 Net liabilities of discontinued operations (note 3) — 1,903,375 Current maturities of long-term debt (note 5) 13,831,769 1,709,490 Total current liabilities 33,041,918 17,644,052 DEFERRED INCOME TAXES 3,495,986 3,372,824 OTHER LIABILITIES 4,034,229 3,916,647 MORTGAGE NOTES PAYABLE, less current maturities (note 5) 20,351,191 32,915,932 OTHER LONG-TERM DEBT, less current maturities 16,841,876 17,264,687 Total liabilities 77,765,200 75,114,142 SHAREHOLDERS' EQUITY 20,207,090 outstanding in October 2001, 3,041,039 issued and 2,943,303 3,049,439 3,041,039 additional paid-in capital 2,120,502 2,097,315 Deferred stock compensation (36,073) (75,094) Retained earnings 19,321,772 17,930,914 Less cost of treasury stock 608,370 488,631 Total shareholders' equity 23,847,270 22,505,543		\$ 14 511 706	\$ 8 803 760
Accrued expenses 2,668,946 3,720,661 Net liabilities of discontinued operations (note 3) — 1,903,375 Current maturities of long-term debt (note 5) 13,831,769 1,709,490 Total current liabilities 33,041,918 17,644,052 DEFERRED INCOME TAXES 3,495,986 3,372,824 OTHER LIABILITIES 4,034,229 3,916,647 MORTGAGE NOTES PAYABLE, less current maturities (note 5) 20,351,191 32,915,932 OTHER LONG-TERM DEBT, less current maturities 16,841,876 17,264,687 Total liabilities 77,765,200 75,114,142 SHAREHOLDERS' EQUITY Common stock, \$1 par value; authorized 5,000,000 shares; 3,049,439 issued and 2,920,709 outstanding in October 2001, 3,041,039 issued and 2,943,303 outstanding in April 2001 3,049,439 3,041,039 Additional paid-in capital 2,120,502 2,097,315 Deferred stock compensation (36,073) (75,094) Retained earnings 19,321,772 17,930,914 Less cost of treasury stock 608,370 488,631 Total shareholders' equity 23,847,270 22,505,543			
Net liabilities of discontinued operations (note 3) — 1,903,375 Current maturities of long-term debt (note 5) 13,831,769 1,709,490 Total current liabilities 33,041,918 17,644,052 DEFERRED INCOME TAXES 3,495,986 3,372,824 OTHER LIABILITIES 4,034,229 3,916,647 MORTGAGE NOTES PAYABLE, less current maturities (note 5) 20,351,191 32,915,932 OTHER LONG-TERM DEBT, less current maturities 16,841,876 17,264,687 Total liabilities 77,765,200 75,114,142 SHAREHOLDERS' EQUITY Common stock, \$1 par value; authorized 5,000,000 shares; 3,049,439 issued and 2,920,709 outstanding in October 2001, 3,041,039 issued and 2,943,303 3,049,439 3,041,039 Additional paid-in capital 2,120,502 2,097,315 Deferred stock compensation (36,073) (75,094) Retained earnings 19,321,772 17,930,914 Less cost of treasury stock 608,370 488,631 Total shareholders' equity 23,847,270 22,505,543			
Current maturities of long-term debt (note 5) 13,831,769 1,709,490 Total current liabilities 33,041,918 17,644,052 DEFERRED INCOME TAXES 3,495,986 3,372,824 OTHER LIABILITIES 4,034,229 3,916,647 MORTGAGE NOTES PAYABLE, less current maturities (note 5) 20,351,191 32,915,932 OTHER LONG-TERM DEBT, less current maturities 16,841,876 17,264,687 Total liabilities 77,765,200 75,114,142 SHAREHOLDERS' EQUITY 20,20,709 outstanding in October 2001, 3,041,039 issued and 2,943,303 3,049,439 3,041,039 Additional paid-in capital 2,120,502 2,097,315 Deferred stock compensation (36,073) (75,094) Retained earnings 19,321,772 17,930,914 Less cost of treasury stock 608,370 488,631 Total shareholders' equity 23,847,270 22,505,543		2,000,940	
Total current liabilities 33,041,918 17,644,052		12 921 760	
DEFERRED INCOME TAXES OTHER LIABILITIES OTHER LIABILITIES OTHER LONG-TES PAYABLE, less current maturities (note 5) OTHER LONG-TERM DEBT, less current maturities Total liabilities 77,765,200 75,114,142 SHAREHOLDERS' EQUITY Common stock, \$1 par value; authorized 5,000,000 shares; 3,049,439 issued and 2,920,709 outstanding in October 2001, 3,041,039 issued and 2,943,303 outstanding in April 2001 Additional paid-in capital Deferred stock compensation Retained earnings 19,321,772 17,930,914 Less cost of treasury stock Total shareholders' equity 23,847,270 22,505,543	Current maturities of long-term debt (note 5)	13,831,709	1,709,490
OTHER LIABILITIES 4,034,229 3,916,647 MORTGAGE NOTES PAYABLE, less current maturities (note 5) 20,351,191 32,915,932 OTHER LONG-TERM DEBT, less current maturities 16,841,876 17,264,687 Total liabilities 77,765,200 75,114,142 SHAREHOLDERS' EQUITY Common stock, \$1 par value; authorized 5,000,000 shares; 3,049,439 issued and 2,920,709 outstanding in October 2001, 3,041,039 issued and 2,943,303 3,049,439 3,041,039 Additional paid-in capital 2,120,502 2,097,315 Deferred stock compensation (36,073) (75,094) Retained earnings 19,321,772 17,930,914 Less cost of treasury stock 608,370 488,631 Total shareholders' equity 23,847,270 22,505,543	Total current liabilities	33,041,918	17,644,052
MORTGAGE NOTES PAYABLE, less current maturities (note 5) 20,351,191 32,915,932 OTHER LONG-TERM DEBT, less current maturities 16,841,876 17,264,687 Total liabilities 77,765,200 75,114,142 SHAREHOLDERS' EQUITY Common stock, \$1 par value; authorized 5,000,000 shares; 3,049,439 issued and 2,920,709 outstanding in October 2001, 3,041,039 issued and 2,943,303 3,049,439 3,041,039 Additional paid-in capital 2,120,502 2,097,315 Deferred stock compensation (36,073) (75,094) Retained earnings 19,321,772 17,930,914 Less cost of treasury stock 608,370 488,631 Total shareholders' equity 23,847,270 22,505,543	DEFERRED INCOME TAXES	3,495,986	3,372,824
OTHER LONG-TERM DEBT, less current maturities 16,841,876 17,264,687 Total liabilities 77,765,200 75,114,142 SHAREHOLDERS' EQUITY Common stock, \$1 par value; authorized 5,000,000 shares; 3,049,439 issued and 2,920,709 outstanding in October 2001, 3,041,039 issued and 2,943,303 outstanding in April 2001 Additional paid-in capital Deferred stock compensation Retained earnings 19,321,772 17,930,914 Less cost of treasury stock 608,370 488,631 Total shareholders' equity 23,847,270 22,505,543	OTHER LIABILITIES	4,034,229	3,916,647
Total liabilities 77,765,200 75,114,142 SHAREHOLDERS' EQUITY Common stock, \$1 par value; authorized 5,000,000 shares; 3,049,439 issued and 2,920,709 outstanding in October 2001, 3,041,039 issued and 2,943,303 outstanding in April 2001 3,049,439 3,041,039 Additional paid-in capital 2,120,502 2,097,315 Deferred stock compensation (36,073) (75,094) Retained earnings 19,321,772 17,930,914 Less cost of treasury stock 608,370 488,631 Total shareholders' equity 23,847,270 22,505,543	MORTGAGE NOTES PAYABLE, less current maturities (note 5)	20,351,191	32,915,932
SHAREHOLDERS' EQUITY Common stock, \$1 par value; authorized 5,000,000 shares; 3,049,439 issued and 2,920,709 outstanding in October 2001, 3,041,039 issued and 2,943,303 outstanding in April 2001 3,049,439 3,041,039 Additional paid-in capital 2,120,502 2,097,315 Deferred stock compensation (36,073) (75,094) Retained earnings 19,321,772 17,930,914 Less cost of treasury stock 608,370 488,631 Total shareholders' equity 23,847,270 22,505,543	OTHER LONG-TERM DEBT, less current maturities	16,841,876	17,264,687
Common stock, \$1 par value; authorized 5,000,000 shares; 3,049,439 issued and 2,920,709 outstanding in October 2001, 3,041,039 issued and 2,943,303 outstanding in April 2001 3,049,439 3,041,039 Additional paid-in capital 2,120,502 2,097,315 Deferred stock compensation (36,073) (75,094) Retained earnings 19,321,772 17,930,914 Less cost of treasury stock 608,370 488,631 Total shareholders' equity 23,847,270 22,505,543	Total liabilities	77,765,200	75,114,142
2,920,709 outstanding in October 2001, 3,041,039 issued and 2,943,303 3,049,439 3,041,039 Additional paid-in capital 2,120,502 2,097,315 Deferred stock compensation (36,073) (75,094) Retained earnings 19,321,772 17,930,914 Less cost of treasury stock 608,370 488,631 Total shareholders' equity 23,847,270 22,505,543			
outstanding in April 2001 3,049,439 3,041,039 Additional paid-in capital 2,120,502 2,097,315 Deferred stock compensation (36,073) (75,094) Retained earnings 19,321,772 17,930,914 Less cost of treasury stock 608,370 488,631 Total shareholders' equity 23,847,270 22,505,543			
Additional paid-in capital 2,120,502 2,097,315 Deferred stock compensation (36,073) (75,094) Retained earnings 19,321,772 17,930,914 Less cost of treasury stock 608,370 488,631 Total shareholders' equity 23,847,270 22,505,543			
Deferred stock compensation (36,073) (75,094) Retained earnings 19,321,772 17,930,914 Less cost of treasury stock 22,994,174 Less cost of treasury stock 608,370 488,631 Total shareholders' equity 23,847,270 22,505,543			
Retained earnings 19,321,772 17,930,914 24,455,640 22,994,174 Less cost of treasury stock 608,370 488,631 Total shareholders' equity 23,847,270 22,505,543			
Less cost of treasury stock 24,455,640	•	* * *	` ' '
Less cost of treasury stock 608,370 488,631 Total shareholders' equity 23,847,270 22,505,543	Retained earnings	19,321,772	17,930,914
Total shareholders' equity 23,847,270 22,505,543		24,455,640	22,994,174
	Less cost of treasury stock	608,370	488,631
\$\frac{101,612,470}{} \\$97,619,685	Total shareholders' equity	23,847,270	22,505,543
		\$101,612,470	\$97,619,685

See accompanying notes to consolidated financial statements.

ABRAMS INDUSTRIES, INC. CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

	SECOND QUARTER ENDED OCTOBER 31,			IONTHS ENDED OBER 31,
	2001	2000	2001	2000
REVENUES Construction Real estate	\$28,979,970 3,188,194	\$50,415,128 3,050,763	\$64,905,126 6,428,045	\$ 98,025,853 6,225,186
Energy management	796,616	_	1,615,928	_
Interest Other	32,964,780 43,250 28,709	53,465,891 127,132 11,825	72,949,099 127,509 42,623	104,251,039 256,437 23,281
	33,036,739	53,604,848	73,119,231	104,530,757
COSTS AND EXPENSES Applicable to REVENUES— Construction Rental property operating expenses, excluding interest Energy management	28,215,507 1,632,269 433,995	46,917,840 1,783,143	63,115,704 3,257,585 849,364	92,040,379 3,378,008
	30,281,771	48,700,983	67,222,653	95,418,387
Selling, general and administrative Construction Real estate Energy management Parent	810,802 105,033 336,767 629,500	1,679,936 224,365 — 643,254	1,546,794 243,954 647,325 1,355,307	2,696,147 640,874 — 1,270,556
	1,882,102	2,547,555	3,793,380	4,607,577
Interest	1,117,222	1,285,590	2,269,686	2,578,454
	33,281,095	52,534,128	73,285,719	102,604,418
EARNINGS (LOSS) FROM CONTINUING OPERATIONS BEFORE INCOME TAXES INCOME TAX EXPENSE	(244,356) (98,000)	1,070,720 421,000	(166,488) (72,000)	1,926,339 754,000
EARNINGS (LOSS) FROM CONTINUING OPERATIONS DISCONTINUED OPERATIONS (note 3) Earnings from discontinued operations, adjusted for	(146,356)	649,720	(94,488)	1,172,339
applicable income tax expense of \$1,056,000, \$59,000, \$1,056,000, and \$81,000, respectively	1,720,749	92,756	1,720,749	130,237
NET EARNINGS	\$ 1,574,393	\$ 742,476	\$ 1,626,261	\$ 1,302,576
NET EARNINGS (LOSS) PER SHARE FROM: Continuing Operations-Basic and Diluted Discontinued Operations-Basic and Diluted	\$ (.05) .59	\$.22 .03	\$ (.03) .59	\$.40 .04
NET EARNINGS PER SHARE-BASIC AND DILUTED	\$.54	\$.25	\$.56	\$44
DIVIDENDS PER SHARE	\$.04	\$.04	\$.08	\$.08
WEIGHTED AVERAGE SHARES OUTSTANDING	2,928,627	2,935,451	2,935,776	2,935,903

See accompanying notes to consolidated financial statements.

ABRAMS INDUSTRIES, INC. CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

SIX MONTHS ENDED OCTOBER 31,

	SIM MONTHS EN	DED GCTOBER 51,
	2001	2000
Cash flows from operating activities:	* 1.626.261	\$ 1.202.55 (
Net income	\$ 1,626,261	\$ 1,302,576
Adjustments to reconcile net income to net cash used in operating activities:		
Discontinued operations, net of tax	(1,221,731)	671,625
Depreciation and amortization	1,173,143	1,579,338
Changes in assets and liabilities:		
Receivables, net	(7,084,517)	(9,341,189)
Costs and earnings in excess of billings	172,560	(2,235,877)
Other current assets	124,687	67,494
Other assets	(125,429)	(281,282)
Trade and subcontractors payable	5,707,946	5,895,881
Accrued expenses	(1,954,330)	(1,204,993)
Billings in excess of costs and earnings	522,731	1,125,601
Other liabilities	30,269	101,997
Other habilities		
Net cash used in operating activities	(1,028,410)	(2,318,829)
Cash flows from investing activities:		
Additions to properties, property, plant and equipment, net	(69,799)	(276,744)
Changes in intangible assets	(31,661)	(270,711)
Acquisition, net of cash acquired	(2,971,663)	
		62.464
Repayments received on notes receivable	67,732	62,464
Net cash used in investing activities	(3,005,391)	(214,280)
Cash flows from financing activities:		
Debt repayments	(921,962)	(603,306)
Repurchase of capital stock	(110,839)	(14,833)
Cash dividends	(235,404)	(234,908)
Net cash used in financing activities	(1,268,205)	(853,047)
Net decrease in cash and cash equivalents	(5,302,006)	(3,386,156)
Cash and cash equivalents at beginning of period	11,448,750	7,268,974
Cash and cash equivalents at end of period	\$ 6,146,744	\$ 3,882,818
Supplemental disclosure of noncash investing activities:		
Transfer of Real estate held for future development or sale to Property held		
for sale	\$12,831,542	\$
Transfer of Property to Real estate held for future development or sale	\$ 321,710	\$
Supplemental schedule of cash flow information		
Interest paid, net of amounts capitalized	\$ 2,124,627	\$ 2,475,279
Income taxes paid (refunded), net	\$ 143,452	\$ (198,856)
F ((170,000)

See accompanying notes to consolidated financial statements.

ABRAMS INDUSTRIES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS OCTOBER 31, 2001, AND APRIL 30, 2001 (UNAUDITED)

NOTE 1. UNAUDITED STATEMENTS

The accompanying unaudited consolidated financial statements have been prepared by the Company in accordance with generally accepted accounting principles, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements have been condensed or omitted pursuant to such rules and regulations, although management believes that the disclosures are adequate to make the information presented not misleading. In the opinion of management, the accompanying financial statements contain all adjustments, which consist solely of normal recurring accruals, necessary for a fair statement of the results for the interim periods presented. These financial statements should be read in conjunction with the consolidated financial statements and the notes thereto included in the Company's Annual Report to Shareholders for the year ended April 30, 2001. Results of operations for interim periods are not necessarily indicative of annual results.

NOTE 2. RECEIVABLES

All net contract and trade receivables are expected to be collected within one year.

NOTE 3. DISCONTINUED OPERATIONS

During the quarter ended January 31, 2000, the Board of Directors of the Company decided to discontinue the operations of the Manufacturing Segment. The remaining assets and liabilities of the Manufacturing Segment were consolidated and presented as Net liabilities of discontinued operations on the Consolidated Balance Sheet at April 30, 2001, which included a \$2.76 million deferred gain, a current liability, related to the amount awarded to the Company in connection with the Georgia World Congress Center Authority's condemnation of the Company's former manufacturing facility. The award was under appeal by both parties at April 30, 2001, and was settled in October 2001. Earnings from discontinued operations for the quarter and six-month period ended October 31, 2001, represent the gain related to the condemnation.

At October 31, 2001, Cash on the Consolidated Balance Sheet includes \$526,345 formerly included in discontinued operations.

NOTE 4. OPERATING SEGMENTS

In May 2001, the Company formed a third operating segment, Energy Management, and subsequently acquired substantially all of the assets of Servidyne Systems, Inc., an energy management and engineering services company. Through this new segment, the Company offers its institutional customers energy efficiency products and engineering services that reduce energy consumption, labor, equipment maintenance, and capital costs in commercial buildings.

The table below exhibits selected financial data on a segment basis. Earnings (loss) from continuing operations before income taxes is total revenue less operating expenses of continuing operations, including depreciation and interest. Parent expenses have not been allocated to the subsidiaries.

For the Quarter Ended October 31, 2001	Construction	Real Estate	Energy Management	Parent	Eliminations	Consolidated
Revenues from unaffiliated customers Interest and other income Intersegment revenue	\$28,979,970 8,092 —	\$3,188,194 58,180 122,845	\$ 796,616 — —	\$ — 48,921 —	\$ — (43,234) (122,845)	\$ 32,964,780 71,959
Total revenues from continuing operations	\$28,988,062	\$3,369,219	\$ 796,616	\$ 48,921	\$(166,079)	\$ 33,036,739
Earnings (loss) from continuing operations before income taxes	\$ (107,620)	\$ 519,478	\$ 23,600	\$ (659,315)	\$ (20,499)	\$ (244,356)
For the Quarter Ended October 31, 2000	Construction	Real Estate	Energy Management	Parent	Eliminations	Consolidated
Revenues from unaffiliated customers Interest and other income Intersegment revenue	\$50,415,128 45,303	\$3,050,763 90,339 86,649	\$ 	\$ 3,315 	(86,649)	\$ 53,465,891 138,957
Total revenues from continuing operations	\$50,460,431	\$3,227,751	\$	\$ 3,315	\$ (86,649)	\$ 53,604,848
Earnings (loss) from continuing operations before income taxes	\$ 1,800,329	\$ (66,660)	\$	\$ (674,561)	\$ 11,612	\$ 1,070,720
For the Six Months Ended October 31, 2001	Construction	Real Estate	Energy Management	Parent	Eliminations	Consolidated
Revenues from unaffiliated customers Interest and other income Intersegment revenue	\$64,905,126 50,598	\$6,428,045 103,779 243,148	\$1,615,928 — —	\$ — 106,375 —	\$ — (90,620) (243,148)	\$ 72,949,099 170,132
Total revenues from continuing operations	\$64,955,724	\$6,774,972	\$1,615,928	\$ 106,375	\$(333,768)	\$ 73,119,231
Earnings (loss) from continuing operations before income taxes	\$ 160,054	\$1,007,786	\$ 114,869	\$(1,470,535)	\$ 21,338	\$ (166,488)
For the Six Months Ended October 31, 2000	Construction	Real Estate	Energy Management	Parent	Eliminations	Consolidated
Revenues from unaffiliated customers Interest and other income Intersegment revenue	\$98,025,853 114,814 —	\$6,225,186 158,795 171,539	\$ 	\$ — 6,109 —	\$ — (171,539)	\$104,251,039 279,718
Total revenues from continuing operations	\$98,140,667	\$6,555,520	\$	\$ 6,109	\$(171,539)	\$104,530,757
Earnings (loss) from continuing operations before income taxes	\$ 3,269,368	\$ (38,172)	\$ —	\$(1,327,532)	\$ 22,675	\$ 1,926,339

NOTE 5. PROPERTY HELD FOR SALE

During the quarter ended October 31, 2001, the Company entered into an agreement to sell, at a gain, its shopping center in Englewood, Florida. The Company currently anticipates completing the sale during this fiscal year. As of October 31, 2001, the book basis of the property, \$12.5 million, has been reclassified as a current asset in Property held for sale; the related mortgage debt, \$12.3 million, has been reclassified as a current liability in Current maturities of long-term debt. The results of operations for the property are summarized below:

	SECOND QUARTER ENDED OCTOBER 31,		FIRST SIX MONTHS ENI OCTOBER 31,	
	2001	2000	2001	2000
Revenues Operating expenses, including depreciation for the quarter and six-month period ended October 31,	\$465,433	\$466,325	\$931,771	\$931,565
2000, and interest	429,051	491,096	831,879	936,393
Results of operations	\$ 36,382	\$ (24,771)	\$ 99,892	\$ (4,828)

Also, included in Property held for sale at October 31, 2001, was the book basis of an outlot at the Company's shopping center in North Ft. Myers, Florida. The outlot was sold at a gain in November 2001.

NOTE 6. REAL ESTATE HELD FOR FUTURE SALE OR DEVELOPMENT

As of October 31, 2001, the Company's shopping center, five outlots and expansion land in North Ft. Myers, Florida, were held for sale. The net book value of all of the combined property was \$22.1 million. The results of operations for the property are summarized below:

	SECOND QUARTER ENDED OCTOBER 31,		FIRST SIX MONTHS F OCTOBER 31,	
	2001	2000	2001	2000
Revenues	\$653,128	\$636,028	\$1,304,943	\$1,282,410
Operating expenses, including depreciation for the quarter and six-month period ended October 31,				
2000, and interest	398,077	671,355	805,364	1,260,738
Results of operations	\$255,051	\$ (35,327)	\$ 499,579	\$ 21,672

NOTE 7. EARNINGS PER SHARE

Basic earnings per share are computed by dividing net earnings by the weighted average shares outstanding during the reporting period. In May 2001, the Company issued 150,616 incentive stock options with an exercise price of \$4.00 per share to certain employees. The options issued are not currently dilutive.

NOTE 8. NEW ACCOUNTING PRONOUNCEMENTS

During June 2001, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 141, "Business Combinations" ("SFAS 141"). Under the provisions of SFAS 141, all business combinations initiated after June 30, 2001, must be accounted for using the purchase method of accounting. The adoption of SFAS 141 is not expected to have a material impact on the Company's financial statements.

Also during June 2001, the FASB issued Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangible Assets" ("SFAS 142"). Under the provisions of SFAS 142, there will be no amortization of goodwill and other intangible assets that have indefinite useful lives. Instead, these assets must be tested for impairment annually and when events or changes in

circumstances indicate that impairment may have occurred. The Company has elected to adopt SFAS 142 as of May 1, 2001, and therefore goodwill and a trademark with an indefinite useful life acquired in the transaction described below have not been amortized.

During August 2001, the FASB issued Statement of Financial Accounting Standards No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets" ("SFAS 144"). SFAS 144 supercedes FASB Statement No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed Of." In addition, SFAS 144 supercedes the accounting and reporting provisions of APB Opinion No. 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" for segments of a business to be disposed of. SFAS 144 addresses the treatment of assets held for sale or to be otherwise disposed of, the evaluation of impairment for long-lived assets, and the reporting of discontinued operations. The provisions of SFAS 144 are effective for financial statements issued for fiscal years beginning after December 15, 2001. The Company is currently evaluating the impact of SFAS 144.

NOTE 9. ACQUISITION

In May 2001, the Company acquired substantially all of the assets and employed all of the personnel of an energy management and engineering services company, Servidyne Systems, Inc., and acquired certain intellectual property from an affiliated company, Servidyne, Incorporated, for approximately \$3.1 million, including the costs associated with completing the acquisition, in an all cash transaction (the "Servidyne transaction"). This acquisition was accounted for as a purchase, and accordingly, the purchase price was allocated to the underlying assets acquired and liabilities assumed, based upon their estimated fair market values as of the date of acquisition. The results of operations related to the acquired assets have been included in the Company's financial statements since May 2001. Servidyne has offered its expertise, products and services to its institutional customers for more than 27 years. In pursuit of growth and improved shareholder returns, the Company will seek opportunities to leverage Servidyne's reservoir of knowledge in order to assist the now combined customer base in making building infrastructures more efficient.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the date of acquisition:

Current assets	\$ 149,163
Furniture, fixtures and equipment	13,321
Intangible assets	1,200,034
Goodwill	1,741,831
Total assets acquired	3,104,349
Current liabilities	(132,686)
Net assets acquired	\$2,971,663

Of the \$1,200,034 of acquired intangible assets, \$315,261 was assigned to a registered trademark that is not subject to amortization. The remainder of the intangible assets consists of computer-based work management products (5-year weighted-average useful life) in the amount of \$856,113, and other intangible assets of \$28,660 (10-year useful life). The weighted-average useful life of all acquired intangible assets subject to amortization is 5 years.

The goodwill amount has been assigned to the Energy Management Segment. All of the goodwill is expected to be amortized and deductible for tax purposes.

The following table displays the consolidated unaudited current results for the quarter and six-month period ended October 31, 2001, and the consolidated unaudited proforma results for the quarter and six-month period ended October 31, 2000, as if the acquisition had been completed on May 1, 2000:

SECOND QUARTER ENDED FIRST SIX MONTHS ENDED OCTOBER 31, OCTOBER 31, 2001 2000 2001 2000 (actual) (proforma) (actual) (proforma) \$33,036,739 \$54,306,167 \$73,119,231 \$105,933,395 Revenues Net earnings \$ 1,574,393 \$ 806,202 \$ 1,626,261 \$ 1,430,028 Net earnings per share \$ \$ \$ \$.54 .27 .56 .49

NOTE 10. GOODWILL AND OTHER INTANGIBLE ASSETS

The following table illustrates the treatment of acquired intangible assets as of October 31, 2001:

	Gross Carrying Amount
Amortized intangible assets	
Computer-based work management products	\$ 856,113
Other	28,660
	\$ 884,773
Unamortized intangible assets	
Goodwill	\$1,741,831
Trademark	315,261
	\$2,057,092

The gross carrying amounts and accumulated amortization for all of the Company's intangible assets as of October 31, 2001, are as follows:

	Gross Carrying Amount	Accumulated Amortization
Amortized intangible assets		
Computer-based work management products	\$ 856,114	\$ 95,038
Computer software	304,956	212,549
Real estate lease costs	1,235,283	642,071
Deferred loan costs	819,875	410,600
Other	28,660	1,433
	\$3,244,888	\$1,361,691
Unamortized intangible assets		
Goodwill	\$1,741,831	
Trademark	315,261	
	\$2,057,092	
Aggregate amortization expense for all amortized intangible assets:		
For the quarter ended October 31, 2001	\$14	9,473
For the six months ended October 31, 2001	\$28	4,462
Estimated amortization expense for all amortized intangible assets:		
For the year ended April 30, 2003	\$448	3,647
For the year ended April 30, 2004	\$361	1,346
For the year ended April 30, 2005	\$289	9,446
For the year ended April 30, 2006),304
For the year ended April 30, 2007	\$ 85	5,184

As the acquisition which resulted in the recording of goodwill occurred during the current fiscal year, no goodwill or resulting amortization was recorded in the previous fiscal year, and therefore no proforma amounts are required to provide comparability.

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

Changes in CONSOLIDATED BALANCE SHEETS between April 30, 2001, and October 31, 2001.

Accounts receivable increased by \$7,033,602, Billings in excess of costs and earnings increased by \$522,731, and Trade and subcontractors payable increased by \$5,707,946, primarily because of the timing of the submission and payment of invoices for construction work performed.

Property held for sale increased by \$12,831,542 and Real estate held for future development or sale decreased by \$12,537,647, primarily as a result of the reclassification of the shopping center in Englewood, Florida, and an outlot at the shopping center in North Ft. Myers, Florida, as contracts have been executed for the sale of these properties. See Note 5 to the Consolidated Financial Statements.

Accrued expenses decreased by \$1,051,715, primarily due to the payment of year-end accruals.

Current maturities of long-term debt increased by \$12,122,279 and Mortgage notes payable decreased by \$12,564,741, primarily due to the reclassification of the mortgage debt related to the shopping center in Englewood, Florida, in connection with its planned sale, as discussed above.

Results of operations of second quarter and first six months of fiscal 2002 compared to second quarter and first six months of fiscal 2001.

REVENUES from Continuing Operations

For the second quarter 2002, Consolidated REVENUES from continuing operations, including Interest income and Other income, and net of intersegment eliminations, were \$33,036,739, compared to \$53,604,848 for the second quarter 2001, a decrease of 38%. For the first six months of fiscal 2002, Consolidated REVENUES from continuing operations were \$73,119,231, compared to \$104,530,757 for the first six months of fiscal 2001, a decrease of 30%.

The figures in Chart A are Segment revenues from continuing operations, net of Intersegment eliminations, and do not include Interest income or Other income.

CHART A REVENUE FROM CONTINUING OPERATIONS SUMMARY BY SEGMENT (Dollars in Thousands)

		ber 31	Amount Increase	Percent Increase		onths Ended ctober 31,	Amount Increase	Percent Increase
	2001	2000	(Decrease)	(Decrease)	2001	2000	(Decrease)	(Decrease)
Construction(1)	\$28,980	\$50,415	\$(21,435)	(43)	\$64,905	\$ 98,026	\$(33,121)	(34)
Real Estate	3,188	3,051	137	4	6,428	6,225	203	3
Energy Management(2)	797	_	797	_	1,616	_	1,616	_
	\$32,965	\$53,466	\$(20,501)	(38)	\$72,949	\$104,251	\$(31,302)	(30)

NOTES TO CHART A

- (1) REVENUES for the second quarter and first six months 2002 were lower than those of the same periods of 2001, primarily due to a reduction in the number of construction jobs available, which is the result of a decrease or elimination of current capital spending by most of the Construction Segment's existing customers. The Company anticipates this trend will continue in the short-term. During fiscal 2002, however, the Construction Segment has added several new institutional customers who already have awarded jobs to the Company, as it continues its efforts to expand and diversify its customer base.
- (2) The Energy Management Segment was formed in May 2001. See Note 9 to the Consolidated Financial Statements.

The following table indicates the backlog of contracts and rental income for the next twelve months by industry segment.

	October 31,			
	2001	2000		
Construction (1)	\$23,890,000	\$43,877,000		
Real Estate-rental income (2)	9,761,000	11,255,000		
Real Estate-sales	15,465,000	_		
Energy Management (3)	555,000	_		
Total Backlog	\$49,671,000	\$55,132,000		

- (1) See Note 1 to Chart A above.
- (2) Backlog decreased due to the anticipated sale of the Englewood, Florida, shopping center. See Note 5 to the Consolidated Financial Statements.
- (3) Any Energy Management contracts that can be cancelled with less than one year's notice are not included in backlog. As of October 31, 2001, such contracts total \$1.229 million in potential revenue over the next twelve months, assuming cancellation provisions are not invoked.

COSTS AND EXPENSES: Applicable to REVENUES from Continuing Operations

As a percentage of total Segment REVENUES from Continuing Operations (See Chart A) for the second quarter 2002 and 2001, the total applicable COSTS AND EXPENSES (See Chart B) were 92% and 91%, respectively. As a percentage of total Segment REVENUES from Continuing Operations (See Chart A) for the first six months 2002 and 2001, the total applicable COSTS AND EXPENSES were 92% for both periods.

The figures in Chart B are net of Intersegment eliminations.

CHART B COSTS AND EXPENSES APPLICABLE TO REVENUES FROM CONTINUING OPERATIONS SUMMARY BY SEGMENT

(Dollars in Thousands)

	•	uarter Ended ober 31,	Revent Second Qua	f Segment ues For arter Ended per 31,		onths Ended tober 31,	Revent Six Mont	f Segment ues For ths Ended per 31,
	2001	2000	2001	2000	2001	2000	2001	2000
Construction(1)	\$28,216	\$46,918	97	93	\$63,116	\$92,040	97	— 94
Real Estate	1,632	1,783	51	58	3,258	3,378	51	54
Energy Management(2)	434		54	_	849		53	_
	\$30,282	\$48,701	92	91	\$67,223	\$95,418	92	92

NOTES TO CHART B

(1) The increase in the percentage of COSTS AND EXPENSES: Applicable to REVENUES for second quarter and first six months 2002 compared to the same period of 2001 was primarily

attributable to intense competitive pressure on margins, which is a result of a significant decrease in the number of potentially available construction jobs due to the decline or absence of current capital spending by the Company's customers. In addition, costs have increased due to certain subcontractors' defaults on their contractual obligations.

(2) The Energy Management Segment was formed in May 2001. See Note 9 to the Consolidated Financial Statements.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES FROM CONTINUING OPERATIONS

For the second quarter 2002 and 2001, Selling, general and administrative expenses from continuing operations, net of intersegment eliminations, were \$1,882,102 and \$2,547,555, respectively. As a percentage of Consolidated REVENUES from Continuing Operations, these expenses were 6% and 5%, respectively. For the first six months 2002 and 2001, Selling, general and administrative expenses from continuing operations, net of intersegment eliminations, were \$3,793,380 and \$4,607,577, respectively. As a percentage of Consolidated REVENUES from Continuing Operations, these expenses were 5% and 4%, respectively. In reviewing Chart C, the reader should recognize that the volume of revenues generally will affect the amounts and percentages. The percentages in Chart C are based upon expenses as they relate to Segment REVENUES from Continuing Operations (Chart A), except that Parent and Total expenses relate to Consolidated REVENUES from Continuing Operations.

CHART C SELLING, GENERAL AND ADMINISTRATIVE EXPENSES FROM CONTINUING OPERATIONS BY SEGMENT

(Dollars in Thousands)

		-	narter Ended ber 31,	Reven Second Qu	of Segment ues For arter Ended ber 31,		nths Ended ober 31,	Reven Six Mont	f Segment ues For ths Ended per 31,
		2001	2000	2001	2000	2001	2000	2001	2000
Construction(1)	\$	811	\$1,680	3	3	\$1,547	\$2,696	2	3
Real Estate(2)		105	225	3	7	244	641	4	10
Energy Management(3)		337	_	42	_	647	_	40	_
Parent		629	643	2	1	1,355	1,271	2	1
	\$1	,882	\$2,548	6	5	\$3,793	\$4,608	5	4

NOTES TO CHART C

- (1) On a dollar basis, Selling, general and administrative expenses were lower for second quarter and first six months 2002 compared to the same periods of 2001 primarily because of a decrease in incentive compensation costs.
- On a dollar and percentage basis, Selling, general and administrative expenses were lower for second quarter and first six months 2002 compared to the same periods of 2001 primarily due to a decrease in personnel costs associated with the Company's outsourcing of its asset and property management functions.

(3) The Energy Management Segment was formed in May 2001. See Note 9 to the Consolidated Financial Statements.

Liquidity and capital resources.

Between April 30, 2001, and October 31, 2001, working capital decreased by \$783,680. Operating activities used cash of \$1,028,410. Investing activities used cash of \$3,005,391. Financing activities used cash of \$1,268,205.

At October 31, 2001, the Company and its subsidiaries had available unsecured committed lines of credit totaling \$12,000,000, of which none was outstanding, \$11,500,000 was available, and \$500,000 was reserved for a letter of credit issued as security for a mortgage loan on an Income-producing property. The letter of credit has been extended until November 2002, at which time it may be used to pay down the mortgage loan if certain leasing requirements are not attained.

Cautionary statement regarding forward-looking statements.

Certain statements contained or incorporated by reference in this Quarterly Report on Form 10-Q, including without limitation statements containing the words "believes," "anticipates," "expects," and words of similar import, are forward-looking statements within the meaning of the federal securities laws. Such forward-looking statements involve known and unknown risks, uncertainties and other matters which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or uncertainties expressed or implied by such forward-looking statements. Many such risks, uncertainties and other matters are beyond the Company's control. They include, but are not limited to: the possibility of not achieving projected backlog revenues or not realizing earnings from such revenues; the potential impact of factors beyond the control of the Company on future revenues and costs; changes in laws and regulations, including changes in accounting standards; the timing and amount of earnings recognition related to the possible sale of real estate properties held for sale; delays in customer orders; the timing and amount of possible refinancings related to real estate properties; the level and volatility of interest rates; the potential loss of a significant customer; and the deterioration in the financial stability of an anchor tenant, significant subcontractor or significant customer.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

As of October 31, 2001, in connection with the contract to sell the Company's shopping center in Englewood, Florida (See Note 5 to the Company's Consolidated Financial Statements), approximately \$12.3 million of related fixed rate debt would be repaid in the current fiscal year upon the completion of the sale. As of April 30, 2001, approximately \$12.2 million of this debt was expected to mature in fiscal 2003.

In October 2001, the maturity dates of the loans related to the Company's shopping center in North Ft. Myers, Florida, and office building in Atlanta, Georgia, were extended to February 2003. Prior to that date, the Company plans to refinance the office building loan and sell the shopping center or refinance its loan.

There have been no other material changes since April 30, 2001.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

At the Company's Annual Meeting, held on August 22, 2001, the shareholders voted upon and approved the Nominees for the Board of Directors. The voting was as follows:

VOTES FOR	VOTES WITHHELD 14,900		
2,660,408			
2,660,408	14,900		
2,660,408	14,900		
2,660,408	14,900		
2,660,308	15,000		
2,660,408	14,900		
2,660,308	15,000		
2,660,408	14,900		
2,660,308	15,000		
2,660,408	14,900		
2,660,308	15,000		
	2,660,408 2,660,408 2,660,408 2,660,408 2,660,308 2,660,408 2,660,408 2,660,308 2,660,408		

PART II. OTHER INFORMATION

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) The Registrant has filed the following report on Form 8-K during the quarter ended October 31, 2001:

Form 8-K filed October 30, 2001, to report Changes in Registrant's Certifying Accountant.

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.

ABRAMS INDUSTRIES, INC.

(Registrant)

Date: December 12, 2001 /s/ Alan R. Abrams

Alan R. Abrams

Chief Executive Officer

Date: December 12, 2001 /s/ Melinda S. Garrett

Melinda S. Garrett Chief Financial Officer