ALEXANDERS INC
Form 10-Q
August 06, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-Q

(Mark one)

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

For the quarterly period ended: **June 30, 2012**

Or

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

For the transition period from: **to**

Commission File Number: **001-6064**

ALEXANDER'S, INC.

(Exact name of registrant as specified in its charter)

Delaware	**51-0100517**
	(I.R.S. Employer Identification Number)

(State or other jurisdiction of incorporation or organization)

210 Route 4 East, Paramus, New Jersey	**07652**
(Address of principal executive offices)	(Zip Code)

(201) 587-8541

(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. x Yes o No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). x Yes o No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

x Large Accelerated Filer	o Accelerated Filer
o Non-Accelerated Filer (Do not check if smaller reporting company)	o Smaller Reporting Company

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

As of July 31, 2012, there were 5,105,936 shares of common stock, par value $1 per share, outstanding.

ALEXANDER'S, INC.
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PART I. FINANCIAL INFORMATION

Item 1. ***Financial Statements***

ALEXANDER'S, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(UNAUDITED)
(Amounts in thousands, except share and per share amounts)

ASSETS	**June 30, 2012**	**December 31, 2011**
Real estate, at cost:		
Land	$ 74,974	$ 74,974
Buildings and leasehold improvements	988,486	985,637
Development and construction in progress	2,066	1,597
Total	1,065,526	1,062,208
Accumulated depreciation and amortization	(198,566)	(184,873)
Real estate, net	866,960	877,335
Cash and cash equivalents	488,779	506,619
Short-term investments	-	5,000
Restricted cash	89,624	88,769
Accounts receivable, net of allowance for doubtful accounts of $1,670 and $1,039, respectively	1,836	2,552
Receivable arising from the straight-lining of rents	190,953	188,289
Deferred lease and other property costs, net (including unamortized leasing fees to Vornado of $47,783 and $48,776, respectively)	64,258	66,237
Deferred debt issuance costs, net of accumulated amortization of $16,565 and $15,111, respectively	10,048	11,254
Other assets	48,967	25,252
	$ 1,761,425	$ 1,771,307
LIABILITIES AND EQUITY		
Notes and mortgages payable	$ 1,323,532	$ 1,330,932
Amounts due to Vornado	40,480	41,340
Accounts payable and accrued expenses	32,297	34,577
Other liabilities	1,212	1,213
Total liabilities	1,397,521	1,408,062
Commitments and contingencies		
Preferred stock: $1.00 par value per share; authorized, 3,000,000 shares; issued and outstanding, none	-	-
Common stock: $1.00 par value per share; authorized, 10,000,000 shares; issued, 5,173,450 shares; outstanding, 5,105,936 shares	5,173	5,173
Additional capital	32,101	31,801
Retained earnings	322,272	322,201
	359,546	359,175

Treasury stock: 67,514 shares, at cost		(375)		(375)
Total Alexander's equity		359,171		358,800
Noncontrolling interest in consolidated subsidiary		4,733		4,445
Total equity		363,904		363,245
	$	1,761,425	$	1,771,307

See notes to consolidated financial statements (unaudited).

ALEXANDER'S, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(UNAUDITED)
(Amounts in thousands, except share and per share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	**2011**	**2012**	**2011**
REVENUES				
Property rentals	$ 43,330	$ 43,424	$ 87,159	$ 86,889
Expense reimbursements	20,272	18,612	40,103	38,019
Total revenues	63,602	62,036	127,262	124,908
EXPENSES				
Operating (including fees to Vornado of $1,485, $1,217, $2,962, and $2,553, respectively)	21,199	19,951	42,461	41,138
Depreciation and amortization	8,667	8,577	17,364	16,811
General and administrative (including management fees to Vornado of $540 and $1,080 in each three and six-month period)	1,800	700	2,924	1,799
Total expenses	31,666	29,228	62,749	59,748
OPERATING INCOME	31,936	32,808	64,513	65,160
Interest and other income, net	44	1,715	78	1,820
Interest and debt expense	(12,751)	(14,319)	(25,819)	(29,124)
Income before income taxes	19,229	20,204	38,772	37,856
Income tax benefit (expense)	9	(9)	(110)	151
Net income	19,238	20,195	38,662	38,007
Net (income) loss attributable to the noncontrolling interest	(346)	(38)	(288)	357
Net income attributable to Alexander's	$ 18,892	$ 20,157	$ 38,374	$ 38,364
Net income per common share – basic and diluted	$ 3.70	$ 3.95	$ 7.51	$ 7.51
Weighted average shares outstanding – basic and diluted	5,107,415	5,106,351	5,107,199	5,106,144
Dividends per common share	$ 3.75	$ 3.00	$ 7.50	$ 6.00

See notes to consolidated financial statements (unaudited).

ALEXANDER'S, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(UNAUDITED)
(Amounts in thousands)

	Common Stock Shares	Common Stock Amount	Additional Capital	Retained Earnings	Treasury Stock	Alexander's Equity	Non-controlling Interest	Total Equity
Balance, December 31, 2010	5,173	$ 5,173	$ 31,501	$ 304,055	$ (375)	$ 340,354	$ 3,422	$ 343,776
Net income (loss)	-	-	-	38,364	-	38,364	(357)	38,007
Dividends paid	-	-	-	(30,636)	-	(30,636)	-	(30,636)
Distributions	-	-	-	-	-	-	(600)	(600)
Deferred stock unit grant	-	-	300	-	-	300	-	300
Balance, June 30, 2011	5,173	$ 5,173	$ 31,801	$ 311,783	$ (375)	$ 348,382	$ 2,465	$ 350,847
Balance, December 31, 2011	5,173	$ 5,173	$ 31,801	$ 322,201	$ (375)	$ 358,800	$ 4,445	$ 363,245
Net income	-	-	-	38,374	-	38,374	288	38,662
Dividends paid	-	-	-	(38,303)	-	(38,303)	-	(38,303)
Deferred stock unit grant	-	-	300	-	-	300	-	300
Balance, June 30, 2012	5,173	$ 5,173	$ 32,101	$ 322,272	$ (375)	$ 359,171	$ 4,733	$ 363,904

See notes to consolidated financial statements (unaudited).

ALEXANDER'S, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)
(Amounts in thousands)

	Six Months Ended June 30,	
CASH FLOWS FROM OPERATING ACTIVITIES	**2012**	**2011**
Net income	$ 38,662	$ 38,007
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization (including amortization of debt issuance costs)	18,970	18,254
Straight-lining of rental income	(2,664)	(7,082)
Stock-based compensation expense	300	300
Change in operating assets and liabilities:		
Accounts receivable, net	351	1,435
Other assets	(24,935)	(22,642)
Amounts due to Vornado	(860)	(469)
Accounts payable and accrued expenses	(577)	(3,709)
Income tax liability of taxable REIT subsidiary	14	34
Other liabilities	(15)	(15)
Net cash provided by operating activities	29,246	24,113
CASH FLOWS FROM INVESTING ACTIVITIES		
Construction in progress and real estate additions	(5,128)	(8,039)
Proceeds from maturing short-term investments	5,000	23,000
Restricted cash	(855)	(2,583)
Net cash (used in) provided by investing activities	(983)	12,378
CASH FLOWS FROM FINANCING ACTIVITIES		
Dividends paid	(38,303)	(30,636)
Debt repayments	(7,400)	(157,090)
Debt issuance costs	(400)	(4,435)
Proceeds from borrowings	-	250,000
Distributions to noncontrolling interests	-	(600)
Net cash (used in) provided by financing activities	(46,103)	57,239
Net (decrease) increase in cash and cash equivalents	(17,840)	93,730
Cash and cash equivalents at beginning of period	506,619	397,220
Cash and cash equivalents at end of period	$ 488,779	$ 490,950
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash payments for interest	$ 23,967	$ 28,516
NON-CASH TRANSACTIONS		
Non-cash additions to real estate included in accounts payable and accrued expenses	$ 1,349	$ 2,391
Write-off of fully amortized and depreciated assets	$ 624	$ 6,510

See notes to consolidated financial statements (unaudited).

ALEXANDER’S, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

1. Organization

Alexander’s, Inc. (NYSE: ALX) is a real estate investment trust (“REIT”), incorporated in Delaware, engaged in leasing, managing, developing and redeveloping its properties. All references to “we,” “us,” “our,” “Company” and “Alexander’s” refe Alexander’s, Inc. and its consolidated subsidiaries. We are managed by, and our properties are leased and developed by, Vornado Realty Trust (“Vornado”) (NYSE: VNO).

2. Basis of Presentation

The accompanying consolidated financial statements are unaudited and include the accounts of Alexander’s and its consolidated subsidiaries. All intercompany amounts have been eliminated. In our opinion, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations and changes in cash flows have been made. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) have been condensed or omitted. These condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q of the Securities and Exchange Commission (the “SEC”) and should be read in conjunction with the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2011, as filed with the SEC. We have made estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

The results of operations for the three and six months ended June 30, 2012 are not necessarily indicative of the operating results for the full year.

We currently operate in one business segment.

3. Recently Issued Accounting Literature

In May 2011, the Financial Accounting Standards Board ("FASB") issued Update No. 2011-04, *Fair Value Measurements (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs* ("ASU No. 2011-04"). ASU No. 2011-04 provides a uniform framework for fair value measurements and related disclosures between GAAP and International Financial Reporting Standards ("IFRS") and requires additional disclosures, including: (i) quantitative information about unobservable inputs used, a description of the valuation processes used, and a qualitative discussion about the sensitivity of the measurements to changes in the unobservable inputs, for Level 3 fair value measurements; (ii) fair value of financial instruments not measured at fair value but for which disclosure of fair value is required, based on their levels in the fair value hierarchy; and (iii) transfers between Level 1 and Level 2 of the fair value hierarchy. The adoption of this update on January 1, 2012, did not have a material impact on our consolidated financial statements, but resulted in additional fair value measurement disclosures (see Note 8 - Fair Value Measurements).

ALEXANDER'S, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

4. Relationship with Vornado

At June 30, 2012, Vornado owned 32.4% of our outstanding common stock. We are managed by, and our properties are leased and developed by, Vornado, pursuant to the agreements described below which expire in March of each year and are automatically renewable.

Management and Development Agreements

We pay Vornado an annual management fee equal to the sum of (i) $3,000,000, (ii) 3% of gross revenue from the Kings Plaza Regional Shopping Center, (iii) 2% of gross revenue from the Rego Park II Shopping Center, (iv) $0.50 per square foot of the tenant-occupied office and retail space at 731 Lexington Avenue and (v) $264,000, escalating at 3% per annum, for managing the common area of 731 Lexington Avenue.

In addition, Vornado is entitled to a development fee of 6% of development costs, as defined, with minimum guaranteed fees of $750,000 per annum.

Leasing Agreements

Vornado also provides us with leasing services for a fee of 3% of rent for the first ten years of a lease term, 2% of rent for the eleventh through the twentieth year of a lease term, and 1% of rent for the twenty-first through thirtieth year of a lease term, subject to the payment of rents by tenants. In the event third-party real estate brokers are used, the fees to Vornado increase by 1% and Vornado is responsible for the fees to the third-party real estate brokers. Vornado is also entitled to a commission upon the sale of any of our assets equal to 3% of gross proceeds, as defined, for asset sales less than $50,000,000 and 1% of gross proceeds, as defined, for asset sales of $50,000,000 or more. The total of these amounts is payable in annual installments in an amount not to exceed $4,000,000, with interest on the unpaid balance at one-year LIBOR plus 1.0% (2.13% at June 30, 2012).

Other Agreements

We have also entered into agreements with Building Maintenance Services, a wholly owned subsidiary of Vornado, to (i) supervise cleaning, engineering and security services at our Lexington Avenue and Kings Plaza properties, and (ii) supervise security services at our Rego Park I and Rego Park II properties, for an annual fee of the cost for such services plus 6%.

The following is a summary of fees to Vornado under the various agreements discussed above.

	Three Months Ended June 30,		Six Months Ended June 30,	
(Amounts in thousands)	**2012**	**2011**	**2012**	**2011**
Company management fees	$ 750	$ 750	$ 1,500	$ 1,500
Development fees	187	188	375	376
Leasing fees	1,006	1,765	1,629	3,280
Property management fees and payments for cleaning, engineering and security services	1,275	1,007	2,542	2,133
	$ 3,218	$ 3,710	$ 6,046	$ 7,289

At June 30, 2012, we owed Vornado $39,838,000 for leasing fees and $642,000 for management, property management and cleaning fees.

ALEXANDER'S, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

5. Notes and Mortgages Payable

The following is a summary of our outstanding notes and mortgages payable. We may refinance our maturing debt as it comes due or choose to repay it at maturity.

(Amounts in thousands)	Maturity	Interest Rate at June 30, 2012	Balance at June 30, 2012	Balance at December 31, 2011
First mortgage, secured by the Rego Park I Shopping Center (100% cash collateralized)	Mar. 2013	0.50 %	$ 78,246	$ 78,246
First mortgage, secured by the office space at the Lexington Avenue property	Feb. 2014	5.33 %	333,742	339,890
First mortgage, secured by the retail space at the Lexington Avenue property(1)	Jul. 2015	4.93 %	320,000	320,000
First mortgage, secured by the Kings Plaza Regional Shopping Center(2)	Jun. 2016	1.94 %	250,000	250,000
First mortgage, secured by the Paramus property	Oct. 2018	2.90 %	68,000	68,000
First mortgage, secured by the Rego Park II Shopping Center(3)	Nov. 2018	2.10 %	273,544	274,796
			$ 1,323,532	$ 1,330,932

(1) In the event of a substantial casualty, as defined, up to $75,000 of this loan may become recourse to us.
(2) This loan bears interest at LIBOR plus 1.70%.
(3) This loan bears interest at LIBOR plus 1.85%.

6. Interest and Other Income, net

In the second quarter of 2011, we recognized $1,657,000 of income from the collection of prior periods' tenant utility costs.

7. Significant Tenants

Bloomberg L.P. ("Bloomberg") accounted for $42,395,000 and $41,504,000, representing 33% of our consolidated revenues in each of the six-month periods ended June 30, 2012 and 2011, respectively. No other tenant accounted for more than 10% of our consolidated revenues. If we were to lose Bloomberg as a tenant, or if Bloomberg were to fail or become unable to perform its obligations under its lease, it would adversely affect our results of operations and financial condition. We receive and evaluate certain confidential financial information and metrics from Bloomberg on a semi-annual basis. In addition, we access and evaluate financial information regarding Bloomberg from private sources, as well as publicly available data.

ALEXANDER'S, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

8. Fair Value Measurements

Accounting Standards Codification Topic 820, *Fair Value Measurement and Disclosures* ("ASC 820") defines fair value and establishes a framework for measuring fair value. The objective of fair value is to determine the price that would be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (the exit price). ASC 820 establishes a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value into three levels: Level 1 – quoted prices (unadjusted) in active markets that are accessible at the measurement date for assets or liabilities; Level 2 – observable prices that are based on inputs not quoted in active markets, but corroborated by market data; and Level 3 – unobservable inputs that are used when little or no market data is available. The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs. In determining fair value, we utilize valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible as well as consider counterparty credit risk in our assessment of fair value.

Financial Assets and Liabilities Measured at Fair Value

Financial assets measured at fair value in our consolidated financial statements at December 31, 2011 consist of short-term investments (investments in Certificate of Deposit Account Registry Services "CDARS") classified as available-for-sale and are presented in the table below based on their level in the fair value hierarchy. There were no financial assets measured at fair value at June 30, 2012 and there were no financial liabilities measured at fair value at June 30, 2012 and December 31, 2011.

	As of December 31, 2011			
(Amounts in thousands)	**Total**	**Level 1**	**Level 2**	**Level 3**
Short-term investments	$ 5,000	$ 5,000	$ -	$ -

Financial Assets and Liabilities not Measured at Fair Value

Financial liabilities that are not measured at fair value in our consolidated financial statements consist of our notes and mortgages payable. The fair value of our notes and mortgages payable is calculated by discounting the future contractual cash flows of these instruments using current risk-adjusted rates available to borrowers with similar credit ratings, which are provided by a third-party specialist. The fair value of our notes and mortgages payable is classified as Level 2. As of June 30, 2012 and December 31, 2011, the estimated fair value of our notes and mortgages payable was $1,386,000,000 and $1,374,000,000, respectively. Our fair value estimates, which are made at the end of the reporting period, may be different from the amounts that may ultimately be realized upon the disposition of our financial instruments. All financial assets, if any, were measured at fair value at June 30, 2012 and December 31, 2011.

9. Stock-Based Compensation

We account for stock-based compensation in accordance with ASC 718, *Compensation – Stock Compensation*. Our Omnibus Stock Plan (the “Plan”) provides for grants of incentive and non-qualified stock options, restricted stock, stock appreciation rights, deferred stock units (“DSUs”) and performance shares, as defined, to the directors, officers and employees of the Company and Vornado.

In May 2012, the Company granted each of the members of its Board of Directors 129 DSUs with a grant date fair value of $37,500 per grant, or $300,000 in the aggregate. The DSUs entitle the holder to receive shares of the Company’s common stock without the payment of any consideration. The DSUs vested immediately and accordingly were expensed on the date of grant, but the shares of common stock underlying the units are not deliverable to the grantee until the grantee is no longer serving on the Company’s Board of Directors.

ALEXANDER'S, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

10. Commitments and Contingencies

Insurance

We maintain general liability insurance with limits of $300,000,000 per occurrence and all-risk property and rental value insurance coverage with limits of $1.7 billion per occurrence, including coverage for terrorist acts, with sub-limits for certain perils such as floods and earthquakes on each of our properties.

Fifty-Ninth Street Insurance Company, LLC ("FNSIC"), our wholly owned consolidated subsidiary, acts as a direct insurer for coverage for acts of terrorism, including nuclear, biological, chemical and radiological ("NBCR") acts, as defined by the Terrorism Risk Insurance Program Reauthorization Act of 2007. Coverage for acts of terrorism (including NBCR acts) is up to $1.7 billion per occurrence. Coverage for acts of terrorism (excluding NBCR acts) is fully reinsured by third party insurance companies with no exposure to FNSIC. For NBCR acts, FNSIC is responsible for a $275,000 deductible and 15% of the balance of a covered loss and the Federal government is responsible for the remaining 85% of a covered loss. We are ultimately responsible for any loss borne by FNSIC.

There can be no assurance that we will be able to maintain similar levels of insurance coverage in the future in amounts and on terms that are commercially reasonable. We are responsible for deductibles and losses in excess of our insurance coverage, which could be material.

Our mortgage loans are non-recourse to us, except for $75,000,000 of the $320,000,000 mortgage on our 731 Lexington Avenue property, in the event of a substantial casualty, as defined. Our mortgage loans contain customary covenants requiring us to maintain insurance. If lenders insist on greater coverage than we are able to obtain, it could adversely affect our ability to finance our properties.

Flushing Property

In 2002 Flushing Expo, Inc. ("Expo") agreed to purchase the stock of the entity which owns the Flushing property from us ("Purchase of the Property") and gave us a non-refundable deposit of $1,875,000. Pursuant to a stipulation of settlement, we settled the action Expo brought against us regarding the Purchase of the Property and in June 2011, deposited the settlement amount with the Court, in exchange for which we received a stipulation of discontinuance, with prejudice, as well as general releases. In November 2011, Expo filed another action, this time against our tenant at the Flushing property asserting, among other things, that such tenant interfered with Expo's Purchase of the Property from us. In this new action Expo is seeking $50,000,000 in damages from our tenant, who is seeking indemnification from us for such amount. We believe, after consultation with counsel, that the new claim is without merit. The amount or range of reasonably possible losses, if any, cannot be estimated.

Environmental Remediation

In July 2006, we discovered an oil spill at our Kings Plaza Regional Shopping Center. We have notified the New York State Department of Environmental Conservation ("NYSDEC") about the spill and have developed a remediation plan. The NYSDEC has approved a portion of the remediation plan and clean up is ongoing. The estimated costs associated with the clean up will aggregate approximately $3,000,000. We have paid $500,000 of such amount and the remainder is covered under our insurance policy.

ALEXANDER'S, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

10. Commitments and Contingencies - continued

Paramus

In 2001, we leased 30.3 acres of land located in Paramus, New Jersey to IKEA Property, Inc. The lease has a 40-year term with a purchase option in 2021 for $75,000,000. The property is encumbered by a $68,000,000 interest-only mortgage loan with a fixed rate of 2.90%, which matures in October 2018. The annual triple-net rent is the sum of $700,000 plus the amount of debt service on the mortgage loan. If the purchase option is exercised, we will receive net cash proceeds of approximately $7,000,000 and recognize a gain on sale of land of approximately $62,000,000. If the purchase option is not exercised, the triple-net rent for the last 20 years would include debt service sufficient to fully amortize $68,000,000 over the remaining 20-year lease term.

Letters of Credit

Approximately $3,998,000 of standby letters of credit were outstanding as of June 30, 2012.

Other

There are various other legal actions against us in the ordinary course of business. In our opinion, the outcome of such matters in the aggregate will not have a material effect on our financial condition, results of operations or cash flows.

11. Earnings Per Share

The following table sets forth the computation of basic and diluted income per share, including a reconciliation of net income and the number of shares used in computing basic and diluted earnings per share. Basic income per share is determined using the weighted average shares of common stock outstanding during the period, including deferred stock units. Diluted income per share is determined using the weighted average shares of common stock outstanding during the period, including deferred stock units, and assumes all potentially dilutive securities were converted into common shares at the earliest date possible. There were no potentially dilutive securities outstanding during the three and six months ended June 30, 2012 and 2011.

	Three Months Ended June 30,		**Six Months Ended June 30,**	
(Amounts in thousands, except share and per share amounts)	**2012**	**2011**	**2012**	**2011**
Net income attributable to common stockholders – basic and diluted	$ 18,892	$ 20,157	$ 38,374	$ 38,364
Weighted average shares outstanding – basic and diluted	5,107,415	5,106,351	5,107,199	5,106,144
Net income per common share – basic and diluted	$ 3.70	$ 3.95	$ 7.51	$ 7.51

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of

Alexander’s, Inc.

Paramus, New Jersey

We have reviewed the accompanying consolidated balance sheet of Alexander’s, Inc. and subsidiaries (the “Company”) as of June 30, 2012, and the related consolidated statements of income for the three-month and six-month periods ended June 30, 2012 and 2011, and the consolidated statements of changes in equity and cash flows for the six-month periods ended June 30, 2012 and 2011. These interim financial statements are the responsibility of the Company’s management.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to such consolidated interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Alexander’s, Inc. and subsidiaries as of December 31, 2011, and the related consolidated statements of income, changes in equity and cash flows for the year then ended (not presented herein); and in our report dated February 27, 2012, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated balance sheet as of December 31, 2011 is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ DELOITTE & TOUCHE LLP

Parsippany, New Jersey
August 6, 2012

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

Certain statements contained in this Quarterly Report constitute forward-looking statements as such term is defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are not guarantees of future performance. They involve risks, uncertainties and assumptions. Our future results, financial condition, results of operations and business may differ materially from those expressed in these forward-looking statements. You can find many of these statements by looking for words such as "approximates," "believes," "expects," "anticipates," "estimates," "intends," "plans," "would," "may" or other similar in this Quarterly Report on Form 10 Q. These forward-looking statements represent our intentions, plans, expectations and beliefs and are subject to numerous assumptions, risks and uncertainties. Many of the factors that will determine these items are beyond our ability to control or predict. For a further discussion of factors that could materially affect the outcome of our forward-looking statements, see "Item 1A - Risk Factors" in our Annual Report on Form 10 K for the year ended December 31, 2011. For these statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. You are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date of this Quarterly Report on Form 10-Q or the date of any document incorporated by reference. All subsequent written and oral forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. We do not undertake any obligation to release publicly, any revisions to our forward-looking statements to reflect events or circumstances after the date of this Quarterly Report on Form 10-Q.

Management's Discussion and Analysis of Financial Condition and Results of Operations include a discussion of our consolidated financial statements for the three and six months ended June 30, 2012 and 2011. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

Critical Accounting Policies

A summary of our critical accounting policies is included in our Annual Report on Form 10-K for the year ended December 31, 2011 in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Note 2 – Summary of Significant Accounting Policies" to the consolidated financial statements included therein. There have been no significant changes to these policies during 2012.

Overview

Alexander’s, Inc. (NYSE: ALX) is a real estate investment trust (“REIT”), incorporated in Delaware, engaged in leasing, managing, developing and redeveloping properties. All references to “we,” “us,” “our,” “Company,” and “Alexander’s”, refer Alexander’s, Inc. and its consolidated subsidiaries. We are managed by, and our properties are leased and developed by, Vornado Realty Trust (“Vornado”) (NYSE: VNO). We have seven properties in the greater New York City metropolitan area.

We compete with a large number of property owners and developers. Our success depends upon, among other factors, trends of national and local economies, the financial condition and operating results of current and prospective tenants, the availability and cost of capital, interest rates, construction and renovation costs, taxes, governmental regulations and legislation, population trends, zoning laws, and our ability to lease, sublease or sell our properties, at profitable levels. Our success is also subject to our ability to refinance existing debt on acceptable terms as it comes due.

We have engaged the services of a real estate broker to sell the 1.2 million square foot Kings Plaza Regional Shopping Center, located in Brooklyn, NY. There can be no assurance that these efforts will result in a sale of the property.

Quarter Ended June 30, 2012 Financial Results Summary

Net income attributable to common stockholders for the quarter ended June 30, 2012 was $18,892,000, or $3.70 per diluted share, compared to $20,157,000, or $3.95 per diluted share, for the quarter ended June 30, 2011. Funds from operations attributable to common stockholders (“FFO”) for the quarter ended June 30, 2012 was $27,402,000, or $5.37 per diluted share, compared to $28,596,000, or $5.60 per diluted share, for the prior year’s quarter.

Six Months Ended June 30, 2012 Financial Results Summary

Net income attributable to common stockholders for the six months ended June 30, 2012 was $38,374,000, or $7.51 per diluted share, compared to $38,364,000, or $7.51 per diluted share, for the six months ended June 30, 2011. FFO for the six months ended June 30, 2012 was $55,432,000, or $10.85 per diluted share, compared to $54,900,000, or $10.75 per diluted share, for the prior year's six months.

Recently Issued Accounting Literature

In May 2011, the Financial Accounting Standards Board ("FASB") issued Update No. 2011-04, *Fair Value Measurements (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs* ("ASU No. 2011-04"). ASU No. 2011-04 provides a uniform framework for fair value measurements and related disclosures between accounting principles generally accepted in the United States of America ("GAAP") and International Financial Reporting Standards ("IFRS") and requires additional disclosures, including: (i) quantitative information about unobservable inputs used, a description of the valuation processes used, and a qualitative discussion about the sensitivity of the measurements to changes in the unobservable inputs, for Level 3 fair value measurements; (ii) fair value of financial instruments not measured at fair value but for which disclosure of fair value is required, based on their levels in the fair value hierarchy; and (iii) transfers between Level 1 and Level 2 of the fair value hierarchy. The adoption of this update on January 1, 2012, did not have a material impact on our consolidated financial statements, but resulted in additional fair value measurement disclosures.

Leasing Activity

The table below reflects property square footage, occupancy and leasing activity for our business. The leasing activity presented below is based on leases signed during the period and is not intended to coincide with the commencement of rental revenue in accordance with GAAP. Second generation relet space referred to in the table below represents square footage that has not been vacant for more than nine months.

For the Quarter and Six Months Ended June 30, 2012:	**Quarter**	**Six Months**
Total square feet leased (all retail)	19,483	74,938
Initial rent[1]	$ 60.69	$ 59.06
Weighted average lease term (years)	12.6	6.0
Second generation relet space (all retail):		
Square feet	1,768	24,649
Cash basis:		
Initial rent[1]	$ 134.98	$ 83.34
Prior escalated rent	$ 130.03	$ 82.75
Percentage increase	3.8%	0.7%
GAAP basis:		
Straight-line rent[2]	$ 140.79	$ 84.45
Prior straight-line rent	$ 120.25	$ 79.18
Percentage increase	17.1%	6.7%
Tenant improvements and leasing commissions:		
Per square foot	$ 8.24	$ 12.26
Per square foot per annum:	$ 0.65	$ 2.04
Percentage of initial rent	0.5%	2.4%
Square Footage and Occupancy Rates:		
As of June 30, 2012:		
Total square feet		3,389,000
Number of properties		7
Occupancy rate		98.0%
As of December 31, 2011:		
Total square feet		