

ALEXANDERS INC  
Form 10-Q  
November 01, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 10-Q**

(Mark one)

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

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

**Or**

**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)

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**Delaware**

(State or other jurisdiction of incorporation or organization)

**51-0100517**

(I.R.S. Employer Identification Number)

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

**07652**  
(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.  Yes  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).  Yes  No

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

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer (Do not check if smaller reporting company)

Smaller Reporting Company

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

As of October 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)

| <b>ASSETS</b>   | <b>September 30,<br/>2012</b> | <b>December 31,<br/>2011</b> |
|---|-------------------------------|------------------------------|
| Real estate, at cost:   |                               |                              |
| Land  | \$ 44,971                     | \$ 44,971                    |
| Buildings and leasehold improvements  | 864,552                       | 860,833                      |
| Development and construction in progress  | 1,930                         | 1,103                        |
| Total   | 911,453                       | 906,907                      |
| Accumulated depreciation and amortization   | (154,717)                     | (136,460)                    |
| Real estate, net  | 756,736                       | 770,447                      |
| Cash and cash equivalents   | 508,363                       | 506,619                      |
| Short-term investments  | -                             | 5,000                        |
| Restricted cash   | 89,185                        | 88,769                       |
| Accounts receivable, net of allowance for doubtful accounts of \$2,306 and \$1,039, respectively                                    | 3,270                         | 2,552                        |
| Receivable arising from the straight-lining of rents  | 173,043                       | 169,536                      |
| Deferred lease and other property costs, net (including unamortized leasing fees to Vornado of \$40,768 and \$42,678, respectively) | 55,629                        | 58,244                       |
| Deferred debt issuance costs, net of accumulated amortization of \$16,250 and \$14,638, respectively                                | 6,107                         | 7,470                        |
| Assets related to discontinued operations   | 133,525                       | 137,418                      |
| Other assets  | 39,619                        | 25,252                       |
|   | <b>\$ 1,765,477</b>           | <b>\$ 1,771,307</b>          |
| <b>LIABILITIES AND EQUITY</b>   |                               |                              |
| Mortgages payable   | \$ 1,069,776                  | \$ 1,080,932                 |
| Amounts due to Vornado  | 39,794                        | 41,340                       |
| Accounts payable and accrued expenses   | 40,597                        | 34,577                       |
| Liabilities related to discontinued operations  | 250,000                       | 250,000                      |
| Other liabilities   | 1,213                         | 1,213                        |
| <b>Total liabilities</b>  | <b>1,401,380</b>              | <b>1,408,062</b>             |
| <b>Commitments and contingencies</b>  |                               |                              |
| 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                       |

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|  |              |              |
|--|--------------|--------------|
| Retained earnings                                  | 321,973      | 322,201      |
|  | 359,247      | 359,175      |
| Treasury stock: 67,514 shares, at cost             | (375)        | (375)        |
| Total Alexander's equity                           | 358,872      | 358,800      |
| Noncontrolling interest in consolidated subsidiary | 5,225        | 4,445        |
| <b>Total equity</b>                                | 364,097      | 363,245      |
|  | \$ 1,765,477 | \$ 1,771,307 |

See notes to consolidated financial statements (unaudited).

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**ALEXANDER'S, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**  
**(UNAUDITED)**

(Amounts in thousands, except share and per share amounts)

|  | <b>Three Months Ended</b> |               | <b>Nine Months Ended</b> |               |
|--|---------------------------|---------------|--------------------------|---------------|
|  | <b>September 30,</b>      |               | <b>September 30,</b>     |               |
|  | <b>2012</b>               | <b>2011</b>   | <b>2012</b>              | <b>2011</b>   |
| <b>REVENUES</b>  |                           |               |                          |               |
| Property rentals   | \$ 33,779                 | \$ 33,514     | \$ 101,034               | \$ 100,486    |
| Expense reimbursements   | 14,863                    | 13,435        | 41,787                   | 38,202        |
| Total revenues   | 48,642                    | 46,949        | 142,821                  | 138,688       |
| <b>EXPENSES</b>  |                           |               |                          |               |
| Operating (including fees to Vornado of \$1,146, \$917, \$3,231, and \$2,649, respectively)                                | 16,445                    | 14,463        | 45,184                   | 41,029        |
| Depreciation and amortization  | 7,225                     | 7,083         | 21,577                   | 20,931        |
| General and administrative (including management fees to Vornado of \$540 and \$1,620 in each three and nine-month period) | 1,177                     | 1,297         | 3,895                    | 2,899         |
| Total expenses   | 24,847                    | 22,843        | 70,656                   | 64,859        |
| <b>OPERATING INCOME</b>  | <b>23,795</b>             | <b>24,106</b> | <b>72,165</b>            | <b>73,829</b> |
| Interest and other income, net   | 41                        | 67            | 111                      | 217           |
| Interest and debt expense  | (11,422)                  | (9,230)       | (34,206)                 | (32,613)      |
| Income before income taxes   | 12,414                    | 14,943        | 38,070                   | 41,433        |
| Income tax (expense) benefit   | (4)                       | (2)           | (62)                     | 80            |
| Income from continuing operations  | 12,410                    | 14,941        | 38,008                   | 41,513        |
| Income from discontinued operations  | 6,938                     | 7,327         | 20,002                   | 18,762        |
| Net income   | 19,348                    | 22,268        | 58,010                   | 60,275        |
| Net income attributable to the noncontrolling interest   | (492)                     | (1,843)       | (780)                    | (1,486)       |
| Net income attributable to Alexander's   | \$ 18,856                 | \$ 20,425     | \$ 57,230                | \$ 58,789     |
| Income per common share – basic and diluted:   |                           |               |                          |               |
| Income from continuing operations  | \$ 2.43                   | \$ 2.93       | \$ 7.44                  | \$ 8.13       |
| Income from discontinued operations, net   | 1.26                      | 1.07          | 3.76                     | 3.38          |
| Net income per common share  | \$ 3.69                   | \$ 4.00       | \$ 11.20                 | \$ 11.51      |
| Weighted average shares outstanding  | 5,108,016                 | 5,106,984     | 5,107,474                | 5,106,427     |
| Dividends per common share   | \$ 3.75                   | \$ 3.00       | \$ 11.25                 | \$ 9.00       |

See notes to consolidated financial statements (unaudited).

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

(Amounts in thousands)

|  | Common Stock<br>Shares | Common Stock<br>Amount | Additional<br>Capital | Retained<br>Earnings | Treasury<br>Stock | Alexander's<br>Equity | Non-<br>controlling<br>Interest | Total<br>Equity |
|--|------------------------|------------------------|-----------------------|----------------------|-------------------|-----------------------|---------------------------------|-----------------|
| <b>Balance,<br/>December 31,<br/>2010</b>  | 5,173                  | \$ 5,173               | \$ 31,501             | \$ 304,055           | \$ (375)          | \$ 340,354            | \$ 3,422                        | \$ 343,776      |
| Net income                                 | -                      | -                      | -                     | 58,789               | -                 | 58,789                | 1,486                           | 60,275          |
| Dividends paid                             | -                      | -                      | -                     | (45,956)             | -                 | (45,956)              | -                               | (45,956)        |
| Distributions                              | -                      | -                      | -                     | -                    | -                 | -                     | (600)                           | (600)           |
| Deferred stock<br>unit grant               | -                      | -                      | 300                   | -                    | -                 | 300                   | -                               | 300             |
| <b>Balance,<br/>September 30,<br/>2011</b> | 5,173                  | \$ 5,173               | \$ 31,801             | \$ 316,888           | \$ (375)          | \$ 353,487            | \$ 4,308                        | \$ 357,795      |
| <b>Balance,<br/>December 31,<br/>2011</b>  | 5,173                  | \$ 5,173               | \$ 31,801             | \$ 322,201           | \$ (375)          | \$ 358,800            | \$ 4,445                        | \$ 363,245      |
| Net income                                 | -                      | -                      | -                     | 57,230               | -                 | 57,230                | 780                             | 58,010          |
| Dividends paid                             | -                      | -                      | -                     | (57,458)             | -                 | (57,458)              | -                               | (57,458)        |
| Deferred stock<br>unit grant               | -                      | -                      | 300                   | -                    | -                 | 300                   | -                               | 300             |
| <b>Balance,<br/>September 30,<br/>2012</b> | 5,173                  | \$ 5,173               | \$ 32,101             | \$ 321,973           | \$ (375)          | \$ 358,872            | \$ 5,225                        | \$ 364,097      |

See notes to consolidated financial statements (unaudited).



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

|   | <b>Nine Months Ended</b> |             |
|---|--------------------------|-------------|
|   | <b>September 30,</b>     |             |
|   | <b>2012</b>              | <b>2011</b> |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>   |                          |             |
| Net income  | \$ 58,010                | \$ 60,275   |
| Adjustments to reconcile net income to net cash provided by operating activities:   |                          |             |
| Depreciation and amortization (including amortization of debt issuance costs)       | 28,488                   | 27,614      |
| Straight-lining of rental income  | (3,824)                  | (9,961)     |
| Reversal of income tax liability  | -                        | (2,561)     |
| Stock-based compensation expense  | 300                      | 300         |
| Change in operating assets and liabilities:   |                          |             |
| Accounts receivable, net  | (1,083)                  | 1,493       |
| Other assets  | (15,703)                 | (15,225)    |
| Amounts due to Vornado  | (1,546)                  | (477)       |
| Accounts payable and accrued expenses   | 8,034                    | 6,408       |
| Income tax liability of taxable REIT subsidiary                                     | 22                       | 80          |
| Other liabilities   | (22)                     | (23)        |
| Net cash provided by operating activities   | 72,676                   | 67,923      |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>   |                          |             |
| Construction in progress and real estate additions                                  | (6,502)                  | (10,226)    |
| Proceeds from maturing short-term investments                                       | 5,000                    | 23,000      |
| Restricted cash   | (416)                    | (2,465)     |
| Purchases of short-term investments   | -                        | (5,000)     |
| Net cash (used in) provided by investing activities                                 | (1,918)                  | 5,309       |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>   |                          |             |
| Dividends paid  | (57,458)                 | (45,956)    |
| Debt repayments   | (11,156)                 | (160,037)   |
| Debt issuance costs   | (400)                    | (4,269)     |
| Proceeds from borrowings  | -                        | 250,000     |
| Distributions to the noncontrolling interest  | -                        | (600)       |
| Net cash (used in) provided by financing activities                                 | (69,014)                 | 39,138      |
| Net increase in cash and cash equivalents   | 1,744                    | 112,370     |
| Cash and cash equivalents at beginning of period                                    | 506,619                  | 397,220     |
| Cash and cash equivalents at end of period  | \$ 508,363               | \$ 509,590  |
| <b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>                             |                          |             |
| Cash payments for interest  | \$ 36,058                | \$ 40,528   |
| <b>NON-CASH TRANSACTIONS</b>  |                          |             |
| Non-cash additions to real estate included in accounts payable and accrued expenses | \$ 1,038                 | \$ 3,789    |
| Write-off of fully amortized and depreciated assets                                 | \$ 648                   | \$ 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” refer to 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 nine months ended September 30, 2012 are not necessarily indicative of the operating results for the full year. Certain prior year balances have been reclassified in order to conform to current year presentation.

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 9 - *Fair Value Measurements*).

**ALEXANDER'S, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**(UNAUDITED)**

**4. Relationship with Vornado**

At September 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 (see Note 5 - *Discontinued Operations*), (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.

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 September 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 (see Note 5 – *Discontinued Operations*), 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.

| (Amounts in thousands)  | Three Months Ended<br>September 30, |          | Nine Months Ended<br>September 30, |          |
|---|-------------------------------------|----------|------------------------------------|----------|
|   | 2012                                | 2011     | 2012                               | 2011     |
| Company management fees   | \$ 750                              | \$ 750   | \$ 2,250                           | \$ 2,250 |
| Development fees  | 63                                  | 187      | 438                                | 563      |
| Leasing fees  | 320                                 | 539      | 1,949                              | 3,819    |
| Property management fees and payments for cleaning,<br>engineering<br>and security services | 1,369                               | 1,131    | 3,911                              | 3,264    |
|   | \$ 2,502                            | \$ 2,607 | \$ 8,548                           | \$ 9,896 |

At September 30, 2012, we owed Vornado \$39,059,000 for leasing fees and \$735,000 for management, property management and cleaning fees.

## ALEXANDER'S, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

**5. Discontinued Operations**

On October 21, 2012, we entered into an agreement to sell the Kings Plaza Regional Shopping Center located in Brooklyn, New York, to The Macerich Company (NYSE: MAC) ("MAC"), for \$751,000,000. We may elect to receive up to \$30,000,000 of the consideration in MAC common shares. Net proceeds from the sale will be approximately \$481,000,000, after repaying the existing loan and closing costs. The sale, which is subject to customary closing conditions, is expected to be completed in the fourth quarter. The financial statement gain will be approximately \$602,000,000. The tax gain will be approximately \$624,000,000, which is expected to be paid out to stockholders as a special long-term capital gain dividend.

We have reclassified the revenues and expenses of the Kings Plaza Regional Shopping Center to "income from discontinued operations" and the related assets and liabilities to "assets related to discontinued operations" and "liabilities related to discontinued operations" for all of the periods presented in the accompanying financial statements. The tables below set forth the assets and liabilities related to discontinued operations at September 30, 2012 and December 31, 2011 and their combined results of operations for the three and nine months ended September 30, 2012 and 2011.

|                                      | Assets Related to<br>Discontinued Operations as of |                         | Liabilities Related to<br>Discontinued Operations as of |                         |
|--------------------------------------|--|-------------------------|---|-------------------------|
|                                      | September<br>30,<br>2012                           | December<br>31,<br>2011 | September<br>30,<br>2012                                | December<br>31,<br>2011 |
| (Amounts in thousands)               |  |                         |   |                         |
| Kings Plaza Regional Shopping Center | \$ 133,525   | \$ 137,418              | \$ 250,000  | \$ 250,000              |
|                                      | Three Months<br>Ended September 30,                |                         | Nine Months<br>Ended September 30,                      |                         |
| (Amounts in thousands)               | 2012   | 2011                    | 2012  | 2011                    |
| Total revenues                       | \$ 17,518  | \$ 17,788               | \$ 50,601   | \$ 50,957               |
| Total expenses <sup>(1)</sup>        | 10,580   | 10,461                  | 30,599  | 32,195                  |
| Income from discontinued operations  | \$ 6,938   | \$ 7,327                | \$ 20,002   | \$ 18,762               |

(1) Includes fees to Vornado of \$433 and \$424 for the three months ended September 30, 2012 and 2011, respectively, and \$1,310 and \$1,245 for the nine months ended September 30, 2012 and 2011,

respectively.

**6. Significant Tenants**



Bloomberg L.P. (“Bloomberg”) accounted for \$64,651,000 and \$63,289,000, or 45% and 46% of our Total Revenues in the nine-month periods ended September 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)**

**7. Mortgages Payable**

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

| (Amounts in thousands)  | <b>Maturity</b> | <b>Interest Rate<br/>at<br/>September<br/>30, 2012</b> | <b>Balance at</b>             |                              |
|---|-----------------|--|-------------------------------|------------------------------|
|   |                 |  | <b>September 30,<br/>2012</b> | <b>December 31,<br/>2011</b> |
| 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 %   | 330,629                       | 339,890                      |
| First mortgage, secured by the retail space at the Lexington Avenue property <sup>(1)</sup> | Jul. 2015       | 4.93 %   | 320,000                       | 320,000                      |
| 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 <sup>(2)</sup>                  | Nov. 2018       | 2.06 %   | 272,901                       | 274,796                      |
|   |                 |  | \$ 1,069,776                  | \$ 1,080,932                 |

(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 1.85%.

**8. 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)**

**9. 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 September 30, 2012 and there were no financial liabilities measured at fair value at September 30, 2012 and December 31, 2011.

| (Amounts in thousands) | Total    | As of December 31, 2011 |         |         |
|------------------------|----------|-------------------------|---------|---------|
|                        |          | 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 mortgages payable. The fair value of our 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 mortgages payable is classified as Level 2. As of September 30, 2012 and December 31, 2011, the estimated fair value of our mortgages payable was \$1,136,000,000. 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 September 30, 2012 and December 31, 2011.

**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 and sought \$50,000,000 in damages from our tenant, who sought indemnification from us for such amount. In August 2012, the Court entered judgment denying Expo’s claim for damages. Expo has appealed the Court’s decision and filed a motion to re-argue the decision. We believe, after consultation with counsel, that 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 September 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 nine months ended September 30, 2012 and 2011.

| (Amounts in thousands, except share and per share amounts)                                     | <b>Three Months Ended<br/>September 30,</b> |             | <b>Nine Months Ended<br/>September 30,</b> |             |
|--|---|-------------|--|-------------|
|  | <b>2012</b>                                 | <b>2011</b> | <b>2012</b>                                | <b>2011</b> |
| Income from continuing operations  | \$ 12,410                                   | \$ 14,941   | \$ 38,008                                  | \$ 41,513   |
| Income from discontinued operations, net of income attributable to the noncontrolling interest | 6,446                                       | 5,484       | 19,222                                     | 17,276      |
| Net income attributable to common stockholders – basic and diluted                             | \$ 18,856                                   | \$ 20,425   | \$ 57,230                                  | \$ 58,789   |
| Weighted average shares outstanding – basic and diluted  | 5,108,016                                   | 5,106,984   | 5,107,474                                  | 5,106,427   |
| Income from continuing operations  | \$ 2.43                                     | \$ 2.93     | \$ 7.44                                    | \$ 8.13     |
| Income from discontinued operations, net   | 1.26  | 1.07        | 3.76                                       | 3.38        |
| Net income per common share – basic and diluted  | \$ 3.69                                     | \$ 4.00     | \$ 11.20                                   | \$ 11.51    |

**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 September 30, 2012, and the related consolidated statements of income for the three-month and nine-month periods ended September 30, 2012 and 2011, and the consolidated statements of changes in equity and cash flows for the nine-month periods ended September 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  
November 1, 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 words 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 nine months ended September 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. Certain prior year balances have been reclassified in order to conform to current year presentation.

### *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 to 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 six 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.

On October 21, 2012, we entered into an agreement to sell the Kings Plaza Regional Shopping Center located in Brooklyn, New York, to The Macerich Company (NYSE: MAC) ("MAC"), for \$751,000,000. We may elect to receive up to \$30,000,000 of the consideration in MAC common shares. Net proceeds from the sale will be approximately \$481,000,000, after repaying the existing loan and closing costs. The sale, which is subject to customary closing conditions, is expected to be completed in the fourth quarter. The financial statement gain will be approximately \$602,000,000. The tax gain will be approximately \$624,000,000, which is expected to be paid out to stockholders as a special long-term capital gain dividend.

### Quarter Ended September 30, 2012 Financial Results Summary

Net income attributable to common stockholders for the quarter ended September 30, 2012 was \$18,856,000, or \$3.69 per diluted share, compared to \$20,425,000, or \$4.00 per diluted share for the quarter ended September 30, 2011. The quarter ended September 30, 2012 includes income from continuing operations of \$12,410,000, or \$2.43 per diluted share, compared to \$14,941,000, or \$2.93 per diluted share for the quarter ended September 30, 2011.

Funds from operations attributable to common stockholders ("FFO") for the quarter ended September 30, 2012 was \$27,461,000, or \$5.38 per diluted share, compared to \$28,849,000, or \$5.65 per diluted share for the prior year's



quarter. The quarter ended September 30, 2012 includes FFO from continuing operations of \$19,615,000, or \$3.84 per diluted share, compared to \$21,982,000, or \$4.30 per diluted share for the prior year's quarter.

*Nine Months Ended September 30, 2012 Financial Results Summary*

Net income attributable to common stockholders for the nine months ended September 30, 2012 was \$57,230,000, or \$11.20 per diluted share, compared to \$58,789,000, or \$11.51 per diluted share for the nine months ended September 30, 2011. The nine months ended September 30, 2012 includes income from continuing operations of \$38,008,000, or \$7.44 per diluted share, compared to \$41,513,000, or \$8.13 per diluted share for the nine months ended September 30, 2011.

FFO for the nine months ended September 30, 2012 was \$82,893,000, or \$16.23 per diluted share, compared to \$83,749,000, or \$16.40 per diluted share for the prior year's nine months. The nine months ended September 30, 2012 includes FFO from continuing operations of \$59,453,000, or \$11.64 per diluted share, compared to \$62,318,000, or \$12.20 per diluted share for the prior year's nine months.

**Overview - continued****Leasing activity, Square Footage and Occupancy**

In the nine months ended September 30, 2012 we leased 9,799 square feet at our Rego Park II Shopping Center, that was placed into service, at an average rate of \$70.00 per square foot.

The table below reflects the property square footage and occupancy rates of our continuing businesses.

|                                  |           |
|----------------------------------|-----------|
| <b>As of September 30, 2012:</b> |           |
| Total square feet                | 2,179,000 |
| Number of properties             | 6         |
| Occupancy rate                   | 99.1%     |
| <b>As of December 31, 2011:</b>  |           |
| Total square feet                | 2,179,000 |
| Number of properties             | 6         |
| Occupancy rate                   | 98.7%     |
| <b>As of September 30, 2011:</b> |           |
| Total square feet                | 2,179,000 |
| Number of properties             | 6         |
| Occupancy rate                   | 98.1%     |

**Significant Tenants**

Bloomberg L.P. (“Bloomberg”) accounted for \$64,651,000 and \$63,289,000, or 45% and 46% of our Total Revenues in the nine-month periods ended September 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.

**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.

## **Results of Operations – Three Months Ended September 30, 2012 compared to September 30, 2011**

### Property Rentals

Property rentals were \$33,779,000 in the quarter ended September 30, 2012, compared to \$33,514,000 in the prior year's quarter, an increase of \$265,000.

### Expense Reimbursements

Tenant expense reimbursements were \$14,863,000 in the quarter ended September 30, 2012, compared to \$13,435,000 in the prior year's quarter, an increase of \$1,428,000. This increase was primarily due to higher real estate taxes and increased occupancy.

### Operating Expenses

Operating expenses were \$16,445,000 in the quarter ended September 30, 2012, compared to \$14,463,000 in the prior year's quarter, an increase of \$1,982,000. This increase was primarily due to higher real estate taxes of \$1,334,000 and higher bad debt and other non-reimbursable operating expenses of \$502,000.

### Depreciation and Amortization

Depreciation and amortization was \$7,225,000 in the quarter ended September 30, 2012, compared to \$7,083,000 in the prior year's quarter, an increase of \$142,000.

### General and Administrative Expenses

General and administrative expenses were \$1,177,000 in the quarter ended September 30, 2012, compared to \$1,297,000 in the prior year's quarter, a decrease of \$120,000. This decrease was primarily due to a \$200,000 write-off of previously capitalized legal costs in the prior year's quarter.

### Interest and Other Income, net

Interest and other income, net was \$41,000 in the quarter ended September 30, 2012, compared to \$67,000 in the prior year's quarter, a decrease of \$26,000. This decrease was primarily due to lower average yields on investments in

the current year's quarter.

#### Interest and Debt Expense

Interest and debt expense was \$11,422,000 in the quarter ended September 30, 2012, compared to \$9,230,000 in the prior year's quarter, an increase of \$2,192,000. This increase was primarily due to a \$2,561,000 reversal of previously recognized interest expense related to our income tax liability in the prior year's quarter, due to the expiration of the applicable statute of limitations.

#### Income Tax Expense

Income tax expense was \$4,000 in the quarter ended September 30, 2012, compared to \$2,000 in the prior year's quarter, an increase of \$2,000.

#### Income from Discontinued Operations

Income from discontinued operations was \$6,938,000 in the quarter ended September 30, 2012, compared to \$7,327,000 in the prior year's quarter, a decrease of \$389,000. This decrease was primarily due to higher bad debt expense.

#### Net Income Attributable to the Noncontrolling Interest

Net income attributable to the noncontrolling interest was \$492,000 in the quarter ended September 30, 2012, compared to \$1,843,000 in the prior year's quarter. This decrease was primarily due to our venture partner's 75% pro-rata share of a true-up in straight-line rental income at our consolidated partially owned entity, the Kings Plaza energy plant joint venture, in the prior year's quarter.

## **Results of Operations – Nine Months Ended September 30, 2012 compared to September 30, 2011**

### Property Rentals

Property rentals were \$101,034,000 in the nine months ended September 30, 2012, compared to \$100,486,000 in the prior year's nine months, an increase of \$548,000.

### Expense Reimbursements

Tenant expense reimbursements were \$41,787,000 in the nine months ended September 30, 2012, compared to \$38,202,000 in the prior year's nine months, an increase of \$3,585,000. This increase was primarily due to higher real estate taxes, reimbursable operating expenses, and higher occupancy.

### Operating Expenses

Operating expenses were \$45,184,000 in the nine months ended September 30, 2012, compared to \$41,029,000 in the prior year's nine months, an increase of \$4,155,000. This increase was comprised of higher (i) real estate taxes of \$2,442,000, (ii) reimbursable operating expenses of \$813,000, (iii) non-reimbursable operating expenses of \$498,000 and (iv) bad debt expense of \$402,000.

### Depreciation and Amortization

Depreciation and amortization was \$21,577,000 in the nine months ended September 30, 2012, compared to \$20,931,000 in the prior year's nine months, an increase of \$646,000.

### General and Administrative Expenses

General and administrative expenses were \$3,895,000 in the nine months ended September 30, 2012, compared to \$2,899,000 in the prior year's nine months, an increase of \$996,000. This increase was primarily due to an \$807,000 reversal of a portion of the litigation loss accrual at our Flushing property in the prior year's nine months.

### Interest and Other Income, net

Interest and other income, net was \$111,000 in the nine months ended September 30, 2012, compared to \$217,000 in the prior year's nine months, a decrease of \$106,000. This decrease was primarily due to lower average yields on investments in the current year's nine months.

#### Interest and Debt Expense

Interest and debt expense was \$34,206,000 in the nine months ended September 30, 2012, compared to \$32,613,000 in the prior year's nine months, an increase of \$1,593,000. This increase was primarily due to (i) a \$2,561,000 reversal of previously recognized interest expense related to our income tax liability in the prior year's nine months, due to the expiration of the applicable statute of limitations, partially offset by (ii) savings of \$491,000 from lower average interest rates and (iii) \$460,000 from lower average outstanding debt balances.

#### Income Tax (Expense) Benefit

In the nine months ended September 30, 2012, we had an income tax expense of \$62,000, compared to an income tax benefit of \$80,000 in the prior year's nine months, an increase in expense of \$142,000. This increase resulted from a true-up of our estimated income tax liability in the prior year's nine months.

#### Income from Discontinued Operations

Income from discontinued operations was \$20,002,000 in the nine months ended September 30, 2012, compared to \$18,762,000 in the prior year's nine months, an increase of \$1,240,000. This increase was primarily due to \$2,738,000 of lower interest expense in the current year's nine months, partially offset by \$1,657,000 of income in the prior year's nine months, resulting from the collection of prior period tenant utility costs.

**Results of Operations – Nine Months Ended September 30, 2012 compared to September 30, 2011 - continued**

Net Income Attributable to the Noncontrolling Interest

Net income attributable to the noncontrolling interest was \$780,000 in the nine months ended September 30, 2012, compared to \$1,486,000 in the prior year's nine months. This decrease was primarily due to our venture partner's 75% pro-rata share of a true-up in straight-line rental income at our consolidated partially owned entity, the Kings Plaza energy plant joint venture, in the prior year's nine months.



## Liquidity and Capital Resources

### *Cash Flows*

Property rental income is our primary source of cash flow and is dependent on a number of factors including the occupancy level and rental rates of our properties, as well as our tenants' ability to pay their rents. Our properties provide us with a relatively consistent stream of cash flow that enables us to pay our operating expenses, interest expense, recurring capital expenditures and cash dividends to stockholders. Other sources of liquidity to fund cash requirements include our existing cash, proceeds from financings secured by our properties, and proceeds from asset sales. We anticipate that cash from operations over the next twelve months, together with existing cash balances, will be adequate to fund our business operations, regular cash dividends to stockholders, debt amortization and maturities, and recurring capital expenditures.

On October 21, 2012, we entered into an agreement to sell the Kings Plaza Regional Shopping Center located in Brooklyn, New York for \$751,000,000. We may elect to receive up to \$30,000,000 of the consideration in MAC common shares. Net proceeds from the sale of the property will be approximately \$481,000,000 after repaying the existing loan and closing costs. The tax gain will be approximately \$624,000,000, which is expected to be paid out to stockholders as a special long-term capital gain dividend.

### *Nine Months Ended September 30, 2012*

Cash and cash equivalents were \$508,363,000 at September 30, 2012, compared to \$506,619,000 at December 31, 2011, an increase of \$1,744,000. This increase resulted from \$72,676,000 of net cash provided by operating activities, partially offset by \$69,014,000 of net cash used in financing activities and \$1,918,000 of net cash used in investing activities.

Net cash provided by operating activities was \$72,676,000, of which \$21,397,000 was related to discontinued operations. Net cash provided by operating activities was comprised of net income of \$58,010,000 and adjustments for non-cash items of \$24,964,000, partially offset by the net change in operating assets and liabilities of \$10,298,000. The adjustments for non-cash items were comprised of (i) depreciation and amortization of \$28,488,000 and (ii) stock-based compensation expense of \$300,000, partially offset by (iii) straight-lining of rental income of \$3,824,000.

Net cash used in investing activities of \$1,918,000 was comprised of (i) capital expenditures of \$6,502,000 (primarily Rego Park II) and (ii) an increase in restricted cash of \$416,000, partially offset by (iii) proceeds from maturing short-term investments of \$5,000,000.

Net cash used in financing activities of \$69,014,000 was primarily comprised of dividends paid on common stock of \$57,458,000 and debt amortization of \$11,156,000.

Nine Months Ended September 30, 2011

Cash and cash equivalents were \$509,590,000 at September 30, 2011, compared to \$397,220,000 at December 31, 2010, an increase of \$112,370,000. This increase resulted from \$67,923,000 of net cash provided by operating activities, \$5,309,000 of net cash provided by investing activities and \$39,138,000 of net cash provided by financing activities.

Net cash provided by operating activities was \$67,923,000, of which \$19,824,000 was related to discontinued operations. Net cash provided by operating activities was comprised of net income of \$60,275,000 and adjustments for non-cash items of \$15,392,000, partially offset by the net change in operating assets and liabilities of \$7,744,000. The adjustments for non-cash items were comprised of (i) depreciation and amortization of \$27,614,000, (ii) stock-based compensation expense of \$300,000, partially offset by (iii) straight-lining of rental income of \$9,961,000 and (iv) a \$2,561,000 reversal of a portion of the liability for income taxes as a result of the expiration of the applicable statute of limitations.

Net cash provided by investing activities of \$5,309,000 was comprised of (i) proceeds from maturing short-term investments of \$23,000,000, partially offset by (ii) capital expenditures of \$10,226,000 (primarily Rego Park II), (iii) purchases of short-term investments of \$5,000,000, and (iv) an increase in restricted cash of \$2,465,000.

Net cash provided by financing activities of \$39,138,000 was primarily comprised of (i) \$250,000,000 of proceeds from the refinancing of our Kings Plaza property, partially offset by (ii) repayments of borrowings of \$160,037,000 (primarily Kings Plaza) and (iii) dividends paid on common stock of \$45,956,000.

## Liquidity and Capital Resources – continued

### *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 and sought \$50,000,000 in damages from our tenant, who sought indemnification from us for such amount.

In August 2012, the Court entered judgment denying Expo's claim for damages. Expo has appealed the Court's decision and filed a motion to re-argue the decision. We believe, after consultation with counsel, that 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.

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.

**Liquidity and Capital Resources – continued**

*Commitments and Contingencies – continued*

Letters of Credit

Approximately \$3,998,000 of standby letters of credit were outstanding as of September 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.

**Funds from Operations (“FFO”)**

FFO is computed in accordance with the definition adopted by the Board of Governors of the National Association of Real Estate Investment Trusts (“NAREIT”). NAREIT defines FFO as GAAP net income or loss adjusted to exclude net gains from sales of depreciated real estate assets, real estate impairment losses, depreciation and amortization expense from real estate assets, extraordinary items and other specified non-cash items, including the pro rata share of such adjustments of unconsolidated subsidiaries. FFO and FFO per diluted share are used by management, investors and analysts to facilitate meaningful comparisons of operating performance between periods and among our peers because it excludes the effect of real estate depreciation and amortization and net gains on sales, which are based on historical costs and implicitly assume that the value of real estate diminishes predictably over time, rather than fluctuating based on existing market conditions. FFO does not represent cash generated from operating activities and is not necessarily indicative of cash available to fund cash requirements and should not be considered as an alternative to net income as a performance measure or cash flow as a liquidity measure. FFO may not be comparable to similarly titled measures employed by other companies. A reconciliation of our net income to FFO is provided below.

*FFO Attributable to Common Stockholders for the Three and Nine Months Ended September 30, 2012 and 2011*

FFO attributable to common stockholders for the quarter ended September 30, 2012 was \$27,461,000, or \$5.38 per diluted share, compared to \$28,849,000, or \$5.65 per diluted share for the prior year’s quarter. The quarter ended September 30, 2012 includes FFO from continuing operations of \$19,615,000, or \$3.84 per diluted share, compared to \$21,982,000, or \$4.30 per diluted share for the prior year’s quarter.

FFO attributable to common stockholders for the nine months ended September 30, 2012 was \$82,893,000, or \$16.23 per diluted share, compared to \$83,749,000, or \$16.40 per diluted share for the prior year’s nine months. The nine months ended September 30, 2012 includes FFO from continuing operations of \$59,453,000, or \$11.64 per diluted share, compared to \$62,318,000, or \$12.20 per diluted share for the prior year’s nine months.

The following table reconciles our net income to FFO:

| (Amounts in thousands, except share and per share amounts) | <b>Three Months Ended<br/>September 30,</b> |             | <b>Nine Months Ended<br/>September 30,</b> |             |
|--|---|-------------|--|-------------|
|  | <b>2012</b>                                 | <b>2011</b> | <b>2012</b>                                | <b>2011</b> |
| Net income attributable to Alexander’s                     | \$ 18,856                                   | \$ 20,425   | \$ 57,230                                  | \$ 58,789   |

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|   |           |           |           |           |
|---|-----------|-----------|-----------|-----------|
| Depreciation and amortization of real property                  | 8,605     | 8,424     | 25,663    | 24,960    |
| FFO attributable to common stockholders                         | \$ 27,461 | \$ 28,849 | \$ 82,893 | \$ 83,749 |
| FFO attributable to common stockholders per diluted share       | \$ 5.38   | \$ 5.65   | \$ 16.23  | \$ 16.40  |
| Weighted average shares used in computing FFO per diluted share | 5,108,016 | 5,106,984 | 5,107,474 | 5,106,427 |

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**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

We have exposure to fluctuations in interest rates, which are sensitive to many factors that are beyond our control. Our exposure to a change in interest rates is summarized in the table below.

|  | September 30, | 2012<br>Weighted<br>Average<br>Interest<br>Rate | Effect of<br>1%<br>Change in<br>Base Rates | December 31, | 2011<br>Weighted<br>Average<br>Interest<br>Rate |
|--|---------------|---|--|--------------|---|
| (Amounts in thousands, except per share amounts)                             | Balance       |   |  | Balance      |   |
| Variable Rate (including \$39,059 and \$40,728 due to Vornado, respectively) | \$ 311,960    | 2.07%   | \$ 3,120                                   | \$ 315,524   | 2.10%   |
| Fixed Rate   | 796,875       | 4.49%   | -  | 806,136      | 4.52%   |
|  | \$ 1,108,835  |   | \$ 3,120                                   | \$ 1,121,660 |   |
| Total effect on diluted earnings per share                                   |               |   | \$ 0.61                                    |              |   |

The fair value of our 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. As of September 30, 2012 and December 31, 2011, the estimated fair value of our mortgages payable was \$1,136,000,000. 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.

**Item 4. Controls and Procedures**

(a) Disclosure Controls and Procedures: Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, our disclosure controls and procedures are effective.



(b) Internal Control Over Financial Reporting: There have not been any changes in our internal control over financial reporting during the fiscal quarter to which this Quarterly Report on Form 10-Q relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **Item 1. Legal Proceedings**

We are from time to time involved in legal actions arising 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.

### **Item 1A. Risk Factors**

There have been no material changes in our “Risk Factors” as previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2011.

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

None.

### **Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

Exhibits required by Item 601 of Regulation S-K are filed herewith and are listed in the attached Exhibit Index.

**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.

**ALEXANDER'S, INC.**  
(Registrant)

Date: November 1, 2012

By: /s/ Joseph Macnow  
Joseph Macnow, Executive Vice President and  
Chief Financial Officer (duly authorized officer and  
principal financial and accounting officer)

**EXHIBIT INDEX**

| <b>Exhibit<br/>No.</b> |    |  |   |
|------------------------|----|--|---|
| 10.1                   | -  | First Amendment and Modification of Loan and Security Agreement and Other Loan Documents, dated as of June 20, 2012 by and between Rego II Borrower LLC as Borrower, and the Lender. Incorporated herein by reference from Exhibit 10.1 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012, filed on August 6, 2012 | * |
| 10.2                   | ** | Fourth Amendment to Amended and Restated Management and Development Agreement, dated as of August 1, 2012, by and between Alexander's, Inc., the subsidiaries party thereto and Vornado Management Corp  |   |
| 15.1                   | -  | Letter regarding unaudited interim financial information   |   |
| 31.1                   | -  | Rule 13a-14 (a) Certification of the Chief Executive Officer   |   |
| 31.2                   | -  | Rule 13a-14 (a) Certification of the Chief Financial Officer   |   |
| 32.1                   | -  | Section 1350 Certification of the Chief Executive Officer  |   |
| 32.2                   | -  | Section 1350 Certification of the Chief Financial Officer  |   |
| 101.INS                | -  | XBRL Instance Document   |   |
| 101.SCH                | -  | XBRL Taxonomy Extension Schema   |   |
| 101.CAL                | -  | XBRL Taxonomy Extension Calculation Linkbase   |   |
| 101.DEF                | -  | XBRL Taxonomy Extension Definition Linkbase  |   |
| 101.LAB                | -  | XBRL Taxonomy Extension Label Linkbase   |   |
| 101.PRE                | -  | XBRL Taxonomy Extension Presentation Linkbase  |   |
|                        | *  | Incorporated by reference.   |   |
|                        | ** | Management contract or compensatory agreement.   |   |