

ALEXANDERS INC  
Form 10-Q  
November 02, 2015

**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 ended: **September 30, 2015**

**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:** **001-06064**

**ALEXANDER'S, INC.**

(Exact name of registrant as specified in its charter)

**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 30, 2015, there were 5,106,196 shares of common stock, par value \$1 per share, outstanding.



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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>September 30,</b> | <b>December 31,</b> |
|--|----------------------|---------------------|
| <b>ASSETS</b>  | <b>2015</b>          | <b>2014</b>         |
| Real estate, at cost:  |                      |                     |
| Land   | \$ 44,971            | \$ 44,971           |
| Buildings and leasehold improvements   | 950,416              | 873,667             |
| Development and construction in progress   | 40,189               | 75,289              |
| Total  | 1,035,576            | 993,927             |
| Accumulated depreciation and amortization  | (229,498)            | (210,025)           |
| Real estate, net   | 806,078              | 783,902             |
| Cash and cash equivalents  | 252,866              | 227,815             |
| Short-term investments   | -                    | 24,998              |
| Restricted cash  | 84,770               | 84,602              |
| Marketable securities  | 41,119               | 44,646              |
| Tenant and other receivables, net of allowance for doubtful accounts of \$1,051 and \$1,544, respectively                          | 2,772                | 2,213               |
| Receivable arising from the straight-lining of rents   | 181,215              | 179,939             |
| Deferred lease and other property costs, net, including unamortized leasing fees to Vornado of \$31,796 and \$33,974, respectively | 43,756               | 46,561              |
| Deferred debt issuance costs, net of accumulated amortization of \$3,626 and \$11,295, respectively                                | 6,964                | 4,824               |
| Other assets   | 37,161               | 23,716              |
|  | \$ 1,456,701         | \$ 1,423,216        |
| <b>LIABILITIES AND EQUITY</b>  |                      |                     |
| Mortgages payable  | \$ 1,060,408         | \$ 1,032,780        |
| Amounts due to Vornado   | 5,966                | 3,922               |
| Accounts payable and accrued expenses  | 42,238               | 35,127              |
| Other liabilities  | 2,965                | 2,988               |
| Total liabilities  | 1,111,577            | 1,074,817           |

Commitments and contingencies

Preferred stock: \$1.00 par value per share; authorized, 3,000,000 shares;

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|   |              |              |
|---|--------------|--------------|
| issued and outstanding, none  | -            | -            |
| Common stock: \$1.00 par value per share; authorized,<br>10,000,000 shares;<br>issued, 5,173,450 shares; outstanding, 5,106,196<br>shares | 5,173        | 5,173        |
| Additional capital  | 30,739       | 30,139       |
| Retained earnings   | 298,664      | 299,004      |
| Accumulated other comprehensive income  | 10,922       | 14,457       |
| Treasury stock: 67,254 shares, at cost  | 345,498      | 348,773      |
|   | (374)        | (374)        |
| Total equity  | 345,124      | 348,399      |
|   | \$ 1,456,701 | \$ 1,423,216 |

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)

|   | <b>Three Months Ended</b> |               | <b>Nine Months Ended</b> |               |
|---|---------------------------|---------------|--------------------------|---------------|
|   | <b>September 30,</b>      |               | <b>September 30,</b>     |               |
|   | <b>2015</b>               | <b>2014</b>   | <b>2015</b>              | <b>2014</b>   |
| <b>REVENUES</b>   |                           |               |                          |               |
| Property rentals  | \$ 34,599                 | \$ 33,984     | \$ 103,654               | \$ 102,166    |
| Expense reimbursements  | 17,815                    | 16,093        | 51,442                   | 47,362        |
| Total revenues  | 52,414                    | 50,077        | 155,096                  | 149,528       |
| <b>EXPENSES</b>   |                           |               |                          |               |
| Operating, including fees to<br>Vornado of \$1,081, \$1,223,<br>\$3,298 and \$3,369,<br>respectively  | 19,390                    | 17,299        | 55,985                   | 50,939        |
| Depreciation and amortization   | 8,092                     | 7,271         | 22,783                   | 21,812        |
| General and administrative,<br>including management fees<br>to Vornado of \$595 and<br>\$1,785 in each three and<br>nine<br>month period,<br>respectively | 1,091                     | 1,127         | 4,261                    | 3,872         |
| Total expenses  | 28,573                    | 25,697        | 83,029                   | 76,623        |
| <b>OPERATING INCOME</b>   | <b>23,841</b>             | <b>24,380</b> | <b>72,067</b>            | <b>72,905</b> |
| Interest and other income, net  | 427                       | 409           | 1,237                    | 1,235         |
| Interest and debt expense   | (6,094)                   | (7,446)       | (19,963)                 | (24,720)      |
| Income before income taxes  | 18,174                    | 17,343        | 53,341                   | 49,420        |
| Income tax (expense) benefit  | (2)                       | 349           | (6)                      | 344           |
| Net income  | \$ 18,172                 | \$ 17,692     | \$ 53,335                | \$ 49,764     |
| Net income per common share – basic and<br>diluted  | \$ 3.55                   | \$ 3.46       | \$ 10.43                 | \$ 9.74       |
| Weighted average shares outstanding –<br>basic and diluted  | 5,113,077                 | 5,111,201     | 5,112,108                | 5,110,435     |
| Dividends per common share  | \$ 3.50                   | \$ 3.25       | \$ 10.50                 | \$ 9.75       |

See notes to consolidated financial statements (unaudited).





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

|   | <b>Three Months Ended</b> |             | <b>Nine Months Ended</b> |             |
|---|---------------------------|-------------|--------------------------|-------------|
|   | <b>September 30,</b>      |             | <b>September 30,</b>     |             |
|   | <b>2015</b>               | <b>2014</b> | <b>2015</b>              | <b>2014</b> |
| Net income  | \$ 18,172                 | \$ 17,692   | \$ 53,335                | \$ 49,764   |
| Other comprehensive income:                                       |                           |             |                          |             |
| Change in unrealized net gain on<br>available-for-sale securities | 1,188                     | (1,563)     | (3,527)                  | 2,644       |
| Change in value of interest rate cap                              | 2                         | (30)        | (8)                      | (183)       |
| Comprehensive income  | \$ 19,362                 | \$ 16,099   | \$ 49,800                | \$ 52,225   |

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 | Accumulated<br>Other<br>Comprehensive<br>Income | Treasury<br>Stock | Total<br>Equity |
|---|------------------------|------------------------|-----------------------|----------------------|---|-------------------|-----------------|
| <b>Balance, December 31,<br/>2013</b>                                   | 5,173                  | \$ 5,173               | \$ 29,745             | \$ 297,515           | \$ 1,522  | \$ (374)          | \$ 333,581      |
| Net income  | -                      | -                      | -                     | 49,764               | -   | -                 | 49,764          |
| Dividends paid  | -                      | -                      | -                     | (49,825)             | -   | -                 | (49,825)        |
| Change in unrealized net<br>gain on<br>available-for-sale<br>securities | -                      | -                      | -                     | -                    | 2,644   | -                 | 2,644           |
| Change in value of<br>interest rate cap                                 | -                      | -                      | -                     | -                    | (183)   | -                 | (183)           |
| Deferred stock unit grants  | -                      | -                      | 394                   | -                    | -   | -                 | 394             |
| <b>Balance, September 30,<br/>2014</b>                                  | 5,173                  | \$ 5,173               | \$ 30,139             | \$ 297,454           | \$ 3,983  | \$ (374)          | \$ 336,375      |
| <b>Balance, December 31,<br/>2014</b>                                   | 5,173                  | \$ 5,173               | \$ 30,139             | \$ 299,004           | \$ 14,457                                       | \$ (374)          | \$ 348,399      |
| Net income  | -                      | -                      | -                     | 53,335               | -   | -                 | 53,335          |
| Dividends paid  | -                      | -                      | -                     | (53,675)             | -   | -                 | (53,675)        |
| Change in unrealized net<br>gain on<br>available-for-sale<br>securities | -                      | -                      | -                     | -                    | (3,527)   | -                 | (3,527)         |
| Change in value of<br>interest rate cap                                 | -                      | -                      | -                     | -                    | (8)   | -                 | (8)             |
| Deferred stock unit grants  | -                      | -                      | 600                   | -                    | -   | -                 | 600             |
| <b>Balance, September 30,<br/>2015</b>                                  | 5,173                  | \$ 5,173               | \$ 30,739             | \$ 298,664           | \$ 10,922                                       | \$ (374)          | \$ 345,124      |

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>2015</b>              | <b>2014</b> |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>   |                          |             |
| Net income  | \$ 53,335                | \$ 49,764   |
| Adjustments to reconcile net income to net cash provided by operating activities:             |                          |             |
| Depreciation and amortization, including amortization of debt issuance costs                  | 24,725                   | 23,838      |
| Straight-lining of rental income  | (1,276)                  | (1,905)     |
| Stock-based compensation expense  | 600                      | 394         |
| Reversal of income tax liability  | -                        | (420)       |
| Change in operating assets and liabilities:   |                          |             |
| Tenant and other receivables, net   | (559)                    | 538         |
| Other assets  | (13,969)                 | (14,345)    |
| Amounts due to Vornado  | (102)                    | 872         |
| Accounts payable and accrued expenses   | 9,527                    | 7,686       |
| Other liabilities   | (23)                     | (13)        |
| Net cash provided by operating activities   | 72,258                   | 66,409      |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>   |                          |             |
| Construction in progress and real estate additions  | (41,919)                 | (39,957)    |
| Change in restricted cash   | (168)                    | 5,294       |
| Proceeds from maturing short-term investments   | 24,998                   | -           |
| Net cash used in investing activities   | (17,089)                 | (34,663)    |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>   |                          |             |
| Debt repayments   | (322,372)                | (316,418)   |
| Proceeds from borrowing   | 350,000                  | 300,000     |
| Dividends paid  | (53,675)                 | (49,825)    |
| Debt issuance costs   | (4,071)                  | (4,245)     |
| Net cash used in financing activities   | (30,118)                 | (70,488)    |
| Net increase (decrease) in cash and cash equivalents  | 25,051                   | (38,742)    |
| Cash and cash equivalents at beginning of period  | 227,815                  | 347,718     |
| Cash and cash equivalents at end of period  | \$ 252,866               | \$ 308,976  |
| <b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>                                       |                          |             |
| Cash payments for interest, excluding capitalized interest of \$1,420 and \$265, respectively | \$ 18,065                | \$ 24,062   |
| <b>NON-CASH TRANSACTIONS</b>  |                          |             |
| Liability for real estate additions (including \$5,540 due to Vornado in 2015)                | \$ 13,259                | \$ 14,296   |

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|  |       |        |
|--|-------|--------|
| Write-off of fully amortized and/or depreciated assets | 9,600 | 10,569 |
|--|-------|--------|

See notes to consolidated financial statements (unaudited).

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**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, 2014, 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, 2015 are not necessarily indicative of the operating results for the full year.

We currently operate in one business segment.

**3. Significant Accounting Policy**

***Development and Construction in Progress*** – We are constructing an apartment tower, The Alexander, above our Rego Park II shopping center, containing 312 units aggregating 255,000 square feet. The estimated cost of this project,

including initial leasing costs to achieve stabilized occupancy, is approximately \$125,000,000, of which \$113,000,000 has been incurred as of September 30, 2015. We capitalize all property operating expenses directly associated with and attributable to, the development and construction of a project, including interest expense. The capitalization period begins when development activities are underway and ends when it is determined that the asset is substantially complete and ready for its intended use, which is typically evidenced by the receipt of a temporary certificate of occupancy (“TCO”). In the third quarter of 2015, we received a TCO for certain floors of the apartment tower where construction has been substantially completed. Accordingly, this portion of the apartment tower has been placed in service. Construction of the remaining floors is expected to be substantially completed during the fourth quarter of 2015 and we expect to receive the related TCO by December 31, 2015.

#### **4. Recently Issued Accounting Literature**

In April 2014, the Financial Accounting Standards Board (“FASB”) issued an update (“ASU 2014-08”) *Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity* to Accounting Standards Codification (“ASC”) Topic 205, *Presentation of Financial Statements* and ASC Topic 360, *Property Plant and Equipment*. Under ASU 2014-08, only disposals that represent a strategic shift that has (or will have) a major effect on the entity’s results and operations qualify as discontinued operations. In addition, ASU 2014-08 expands the disclosure requirements for disposals that meet the definition of a discontinued operation and requires entities to disclose information about disposals of individually significant components that do not meet the definition of discontinued operations. ASU 2014-08 was effective for interim and annual reporting periods in fiscal years that begin after December 15, 2014. The adoption of this update on January 1, 2015 did not have any impact on our consolidated financial statements.

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

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

**(UNAUDITED)**

**4. Recently Issued Accounting Literature - continued**

In May 2014, the FASB issued an update (“ASU 2014-09”) establishing ASC Topic 606 *Revenue from Contracts with Customers*. ASU 2014-09 establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most of the existing revenue recognition guidance. ASU 2014-09 requires an entity to recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services and also requires certain additional disclosures. ASU 2014-09 is effective for interim and annual reporting periods in fiscal years that begin after December 15, 2017. We are currently evaluating the impact of the adoption of ASU 2014-09 on our consolidated financial statements.

In April 2015, the FASB issued an update (“ASU 2015-03”) *Simplifying the Presentation of Debt Issuance Costs* to ASC Topic 835, *Interest*. ASU 2015-03 requires that debt issuance costs be presented in the balance sheet as a direct deduction from the carrying amount of the debt liability to which they relate, consistent with debt discounts, as opposed to being presented as assets. ASU 2015-03 is effective for interim and annual reporting periods in fiscal years that begin after December 15, 2015. The adoption of this update on January 1, 2016 will not have a material impact on our consolidated financial statements.

**5. Relationship with Vornado**

As of September 30, 2015, 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) \$2,800,000, (ii) 2% of gross revenue from the Rego Park II shopping center, (iii) \$0.50 per square foot of the tenant-occupied office and retail space at 731 Lexington Avenue and (iv) \$280,000, escalating at 3% per annum, for managing the common area of 731 Lexington Avenue. Vornado is also entitled to a development fee equal to 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. Prior to December 22, 2014, the total of these amounts was 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%. On December 22, 2014, the leasing agreements with Vornado were amended to eliminate the annual installment cap of \$4,000,000 and we paid the accrued balance of leasing commissions of \$40,353,000 to Vornado.

Other Agreements

We also have agreements with Building Maintenance Services, a wholly owned subsidiary of Vornado, to supervise (i) cleaning, engineering and security services at our 731 Lexington Avenue property and (ii) security services at our Rego Park I and Rego Park II properties, for an annual fee equal to the cost of such services plus 6%.

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

**ALEXANDER'S, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****(UNAUDITED)****5. Relationship with Vornado - continued**

| (Amounts in thousands)  | <b>Three Months Ended</b> |             | <b>Nine Months Ended</b> |             |
|---|---------------------------|-------------|--------------------------|-------------|
|   | <b>September 30,</b>      |             | <b>September 30,</b>     |             |
|   | <b>2015</b>               | <b>2014</b> | <b>2015</b>              | <b>2014</b> |
| Company management fees   | \$ 700                    | \$ 700      | \$ 2,100                 | \$ 2,100    |
| Development fees  | 517                       | 1,714       | 2,176                    | 2,463       |
| Leasing fees  | 21                        | 911         | 419                      | 1,275       |
| Property management fees and payments<br>for cleaning, engineering<br>and security services | 838                       | 1,012       | 2,621                    | 2,723       |
|   | \$ 2,076                  | \$ 4,337    | \$ 7,316                 | \$ 8,561    |

As of September 30, 2015, the amounts due to Vornado were \$5,540,000 for development fees; \$411,000 for management, property management, cleaning and security fees; and \$15,000 for leasing fees. As of December 31, 2014, the amounts due to Vornado were \$3,394,000 for development fees and \$528,000 for management, property management and cleaning fees.

**6. Marketable Securities**

As of September 30, 2015 and December 31, 2014, we owned 535,265 common shares of The Macerich Company ("Macerich") (NYSE: MAC), which were received in connection with the sale of the Kings Plaza Regional Shopping Center ("Kings Plaza") to Macerich in November 2012. These shares have an economic cost of \$56.05 per share, or \$30,000,000 in the aggregate. As of September 30, 2015 and December 31, 2014, the fair value of these shares was \$41,119,000 and \$44,646,000, respectively, based on Macerich's closing share price of \$76.82 per share and \$83.41 per share, respectively. These shares are included in "marketable securities" on our consolidated balance sheets and are classified as available-for-sale. Available-for-sale securities are presented at fair value and unrealized gains and losses resulting from the mark-to-market of these securities are included in "other comprehensive income."

**7. Significant Tenants**

Bloomberg L.P. (“Bloomberg”) accounted for revenue of \$70,702,000 and \$67,488,000, representing approximately 45% of our total revenues in each of the nine-month periods ended September 30, 2015 and 2014, respectively. No other tenant accounted for more than 10% of our total revenues. If we were to lose Bloomberg as a tenant, or if Bloomberg were to be unable to fulfill its obligations under its lease, it would adversely affect our results of operations and financial condition. In order to assist us in our continuing assessment of Bloomberg’s creditworthiness, we receive certain confidential financial information and metrics from Bloomberg. In addition, we access and evaluate financial information regarding Bloomberg from other private sources, as well as publicly available data.

In October 2014, Bloomberg exercised its option to extend leases that were scheduled to expire in December 2015 covering 188,608 square feet of office space at our 731 Lexington Avenue property for a term of five years. We are currently in negotiations with Bloomberg to determine the rental rate for the extension period.

## **8. Stock-Based Compensation**

We account for stock-based compensation in accordance with ASC 718, *Compensation – Stock Compensation*. Our Omnibus Stock 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.

## ALEXANDER'S, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

**8. Stock-Based Compensation - continued**

In May 2015, we granted each of the members of our Board of Directors 176 DSUs with a grant date fair value of \$56,250 per grant, or \$450,000 in the aggregate. In addition, 468 DSUs, constituting an initial award with a grant date fair value of \$150,000, were granted to a newly appointed Director. The DSUs entitle the holders 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 DSUs are not deliverable to the grantee until the grantee is no longer serving on the Company's Board of Directors.

**9. Mortgages Payable**

On August 5, 2015, we completed a \$350,000,000 refinancing of the retail portion of 731 Lexington Avenue. The interest-only loan is at LIBOR plus 1.40% and matures in August 2020, with two one-year extension options.

The following is a summary of our outstanding mortgages payable as of September 30, 2015 and December 31, 2014.

| (Amounts in thousands)  | Maturity <sup>(1)</sup> | Interest Rate<br>at<br>September<br>30, 2015 | Balance at             |                      |
|---|-------------------------|--|------------------------|----------------------|
|   |                         |  | September 30,<br>2015  | December 31,<br>2014 |
| First mortgages secured by:   |                         |  |                        |                      |
| Rego Park I shopping center<br>(100% cash<br>collateralized) <sup>(2)</sup>                         | Mar. 2016               | 0.40 %                                       | \$ 78,246              | \$ 78,246            |
| Paramus   | Oct. 2018               | 2.90 %                                       | 68,000                 | 68,000               |
| Rego Park II shopping center <sup>(3)</sup><br>731 Lexington Avenue, office<br>space <sup>(4)</sup> | Nov. 2018               | 2.04 %                                       | 264,162                | 266,534              |
| 731 Lexington Avenue, retail<br>space   | Mar. 2021               | 1.16 %                                       | 300,000                | 300,000              |
|   | Aug. 2022               | 1.61 %                                       | 350,000 <sup>(5)</sup> | 320,000              |

\$ 1,060,408 \$ 1,032,780

- (1) Represents the extended maturity where we have the unilateral right to extend.
- (2) Extended for one year from March 10, 2015.
- (3) Interest at LIBOR plus 1.85%.
- (4) Interest at LIBOR plus 0.95%.
- (5) Interest at LIBOR plus 1.40%.

## 10. Fair Value Measurements

ASC 820, *Fair Value Measurements and Disclosures* defines fair value and establishes a framework for measuring fair value. 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 on our consolidated balance sheets as of September 30, 2015 and December 31, 2014, consist of marketable securities, short-term investments (treasury bills classified as available-for-sale) and an interest rate cap, which are presented in the table below, based on their level in the fair value hierarchy. There were no financial liabilities measured at fair value as of September 30, 2015 and December 31, 2014.

## ALEXANDER'S, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

## 10. Fair Value Measurements - continued

| (Amounts in thousands) | Total     | As of September 30, 2015 |         |         |
|------------------------|-----------|--------------------------|---------|---------|
|                        |           | Level 1                  | Level 2 | Level 3 |
| Marketable securities  | \$ 41,119 | \$ 41,119                | \$ -    | \$ -    |
| Total assets           | \$ 41,119 | \$ 41,119                | \$ -    | \$ -    |

  

| (Amounts in thousands)                       | Total     | As of December 31, 2014 |         |         |
|--|-----------|-------------------------|---------|---------|
|  |           | Level 1                 | Level 2 | Level 3 |
| Marketable securities                        | \$ 44,646 | \$ 44,646               | \$ -    | \$ -    |
| Short-term investments                       | 24,998    | 24,998                  | -       | -       |
| Interest rate cap (included in other assets) | 11        | -                       | 11      | -       |
| Total assets                                 | \$ 69,655 | \$ 69,644               | \$ 11   | \$ -    |

*Financial Assets and Liabilities not Measured at Fair Value*

Financial assets and liabilities that are not measured at fair value on our consolidated balance sheets include cash equivalents, mortgages payable and leasing commissions due to Vornado. Cash equivalents are carried at cost, which approximates fair value due to their short-term maturities. 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 leasing commissions due to Vornado are carried at cost plus interest at variable rates, which approximate fair value. The fair value of cash equivalents is classified as Level 1 and the fair values of mortgages payable and leasing commissions due to Vornado are classified as Level 2. The table below summarizes the carrying amounts and fair value of these financial instruments as of September 30, 2015 and December 31, 2014.

| (Amounts in thousands) | As of September 30, 2015 |              | As of December 31, 2014 |              |
|------------------------|--------------------------|--------------|-------------------------|--------------|
|                        | Carrying Amount          | Fair Value   | Carrying Amount         | Fair Value   |
| Assets:                |                          |              |                         |              |
| Cash equivalents       | \$ 221,539               | \$ 221,539   | \$ 111,590              | \$ 111,590   |
| Liabilities:           |                          |              |                         |              |
| Mortgages payable      | \$ 1,060,408             | \$ 1,054,200 | \$ 1,032,780            | \$ 1,025,000 |

|   |              |              |              |              |
|---|--------------|--------------|--------------|--------------|
| Leasing commissions (included<br>in amounts due to Vornado) | 15           | 15           | -            | -            |
|   | \$ 1,060,423 | \$ 1,054,215 | \$ 1,032,780 | \$ 1,025,000 |

**11. 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 acts of terrorism, with sub-limits for certain perils such as floods and earthquakes on each of our properties.



**ALEXANDER'S, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(UNAUDITED)**

**11. Commitments and Contingencies – continued**

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, which expires in December 2020. Coverage for acts of terrorism (including NBCR acts) is up to \$1.7 billion per occurrence and in the aggregate. 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 (16% effective January 1, 2016) of a covered loss, and the Federal government is responsible for the remaining 85% (84% effective January 1, 2016) of a covered loss. We are ultimately responsible for any loss incurred by FNSIC.

We continue to monitor the state of the insurance market and the scope and costs of coverage for acts of terrorism. However, we cannot anticipate what coverage will be available on commercially reasonable terms in the future. 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 and contain customary covenants requiring us to maintain insurance. Although we believe that we have adequate insurance coverage for purposes of these agreements, we may not be able to obtain an equivalent amount of coverage at reasonable costs in the future. If lenders insist on greater coverage than we are able to obtain, it could adversely affect our ability to finance our properties.

#### Rego Park I Litigation

On June 24, 2014, Sears Roebuck and Co. (“Sears”) filed a lawsuit in the Supreme Court of the State of New York against Vornado and us (and certain of our subsidiaries) with regard to space that Sears leases at our Rego Park I property. Sears alleges that the defendants are liable for harm that Sears has suffered as a result of (a) water intrusions into the premises, (b) two fires in February 2014 that caused damages to those premises, and (c) alleged violations of the Americans with Disabilities Act in the premises’ parking garage. Sears asserts various causes of actions for damages and seeks to compel compliance with landlord’s obligations to repair the premises and to provide security, and to compel us to abate a nuisance that Sears claims was a cause of the water intrusions into its premises. In addition to injunctive relief, Sears seeks, among other things, damages of not less than \$4 million and future damages it estimates will not be less than \$25 million. We intend to defend the claims vigorously. The amount or range of reasonably possible losses, if any, cannot be estimated.

#### Paramus

In 2001, we leased 30.3 acres of land located in Paramus, New Jersey to IKEA Property, Inc. The lease has 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 \$60,000,000. 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 \$2,074,000 of standby letters of credit were outstanding as of September 30, 2015.



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

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

**(UNAUDITED)**

**11. Commitments and Contingencies – continued**

Other

On October 15, 2015, the New York City Department of Finance (“NYC DOF”) issued a Notice of Determination to us assessing an additional \$20,300,000 of transfer taxes (including interest and penalties) in connection with the sale of Kings Plaza in November 2012. We believe that the NYC DOF’s claim is without merit and intend to vigorously contest this assessment. We have determined that the likelihood of a loss related to this issue is not probable and, after consultation with legal counsel, that the outcome of this assessment is not expected to have a material adverse effect on our financial position, results of operations or cash flows.

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 position, results of operations or cash flows.

**12. 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 income per share. Basic income per share is determined using the weighted average shares of common stock outstanding during the period. Diluted income per share is determined using the weighted average shares of common stock outstanding during the period, 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, 2015 and 2014.

| (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>2015</b>                                 | <b>2014</b> | <b>2015</b>                                | <b>2014</b> |
| Net income   | \$ 18,172                                   | \$ 17,692   | \$ 53,335                                  | \$ 49,764   |
| Weighted average shares outstanding – basic and diluted    | 5,113,077                                   | 5,111,201   | 5,112,108                                  | 5,110,435   |
| Net income per common share – basic and diluted            | \$ 3.55                                     | \$ 3.46     | \$ 10.43                                   | \$ 9.74     |

# 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, 2015, and the related consolidated statements of income and comprehensive income for the three and nine month periods ended September 30, 2015 and 2014, and changes in equity and cash flows for the nine month periods ended September 30, 2015 and 2014. 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, 2014, and the related consolidated statements of income, comprehensive income, changes in equity and cash flows for the year then ended (not presented herein); and in our report dated February 17, 2015, 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, 2014 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 2, 2015

## **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, 2014. 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, 2015 and 2014. 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. The results of operations for the three and nine months ended September 30, 2015 are not necessarily indicative of the operating results for the full year.

### *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, 2014 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 2015.





## Overview

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). 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 the world, national and local economies, the financial condition and operating results of current and prospective tenants and customers, the availability and cost of capital, construction and renovation costs, taxes, governmental regulations, 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.

### Quarter Ended September 30, 2015 Financial Results Summary

Net income for the quarter ended September 30, 2015 was \$18,172,000, or \$3.55 per diluted share, compared to \$17,692,000, or \$3.46 per diluted share for the quarter ended September 30, 2014. Funds from operations ("FFO") for the quarter ended September 30, 2015 was \$26,140,000, or \$5.11 per diluted share, compared to \$24,928,000, or \$4.88 per diluted share for the quarter ended September 30, 2014.

### Nine Months Ended September 30, 2015 Financial Results Summary

Net income for the nine months ended September 30, 2015 was \$53,335,000, or \$10.43 per diluted share, compared to \$49,764,000, or \$9.74 per diluted share for the nine months ended September 30, 2014. FFO for the nine months ended September 30, 2015 was \$75,918,000, or \$14.85 per diluted share, compared to \$71,472,000, or \$13.99 per diluted share for the nine months ended September 30, 2014.

### Square Footage, Occupancy and Leasing Activity

As of September 30, 2015, our portfolio was comprised of seven properties aggregating 2,178,000 square feet that had an occupancy rate of 99.7%.

Financing

On March 10, 2015, we completed a one-year extension of the 100% cash collateralized loan on Rego Park I. The interest-only loan has a fixed rate of 0.40% and matures in March 2016.

On August 5, 2015, we completed a \$350,000,000 refinancing of the retail portion of 731 Lexington Avenue. The interest-only loan is at LIBOR plus 1.40% and matures in August 2020, with two one-year extension options. The Company realized net proceeds of approximately \$26,000,000 after repaying the existing loan and closing costs.

Significant Tenants

Bloomberg, L.P. (“Bloomberg”) accounted for revenue of \$70,702,000 and \$67,488,000, representing approximately 45% of our total revenues in each of the nine-month periods ended September 30, 2015 and 2014, respectively. No other tenant accounted for more than 10% of our total revenues. If we were to lose Bloomberg as a tenant, or if Bloomberg were to be unable to fulfill its obligations under its lease, it would adversely affect our results of operations and financial condition. In order to assist us in our continuing assessment of Bloomberg’s creditworthiness, we receive certain confidential financial information and metrics from Bloomberg. In addition, we access and evaluate financial information regarding Bloomberg from other private sources, as well as publicly available data.

In October 2014, Bloomberg exercised its option to extend leases that were scheduled to expire in December 2015 covering 188,608 square feet of office space at our 731 Lexington Avenue property for a term of five years. We are currently in negotiations with Bloomberg to determine the rental rate for the extension period.

## **Results of Operations – Three Months Ended September 30, 2015, compared to September 30, 2014**

### Property Rentals

Property rentals were \$34,599,000 in the quarter ended September 30, 2015, compared to \$33,984,000 in the prior year's quarter, an increase of \$615,000. This increase is primarily due to higher straight-line rental income of \$347,000 resulting from Bloomberg exercising its option to extend leases in October 2014 that were scheduled to expire in December 2015. In addition, there was higher rental income of \$147,000 from a new tenant at our Rego Park II property.

### Expense Reimbursements

Tenant expense reimbursements were \$17,815,000 in the quarter ended September 30, 2015, compared to \$16,093,000 in the prior year's quarter, an increase of \$1,722,000. This increase was primarily due to higher reimbursable real estate taxes and reimbursable operating expenses.

### Operating Expenses

Operating expenses were \$19,390,000 in the quarter ended September 30, 2015, compared to \$17,299,000 in the prior year's quarter, an increase of \$2,091,000. This increase was primarily comprised of higher reimbursable real estate taxes of \$1,211,000 and higher reimbursable operating expenses of \$956,000, partially offset by lower bad debt expense of \$76,000.

### Depreciation and Amortization

Depreciation and amortization was \$8,092,000 in the quarter ended September 30, 2015, compared to \$7,271,000 in the prior year's quarter, an increase of \$821,000. This increase was primarily due to depreciation related to the portion of The Alexander apartment tower that was placed in service during the current quarter.

### General and Administrative Expenses

General and administrative expenses were \$1,091,000 in the quarter ended September 30, 2015, compared to \$1,127,000 in the prior year's quarter, a decrease of \$36,000.

### Interest and Other Income, net

Interest and other income, net was \$427,000 in the quarter ended September 30, 2015, compared to \$409,000 in the prior year's quarter, an increase of \$18,000.

#### Interest and Debt Expense

Interest and debt expense was \$6,094,000 in the quarter ended September 30, 2015, compared to \$7,446,000 in the prior year's quarter, a decrease of \$1,352,000. This decrease was primarily due to savings of \$1,106,000 resulting from the refinancing of the retail portion of 731 Lexington Avenue on August 5, 2015 at LIBOR plus 1.40% (1.61% as of September 30, 2015). The prior loan had a fixed rate of 4.93%. In addition, there were higher capitalized interest costs of \$223,000 during the current quarter related to the development of The Alexander apartment tower.

#### Income Taxes

Income tax expense was \$2,000 in the quarter ended September 30, 2015 compared to an income tax benefit of \$349,000 in the prior year's quarter. The income tax benefit in the prior year's quarter resulted from a reversal of tax liabilities after the expiration of the applicable statute of limitations.

## **Results of Operations – Nine Months Ended September 30, 2015, compared to September 30, 2014**

### Property Rentals

Property rentals were \$103,654,000 in the nine months ended September 30, 2015, compared to \$102,166,000 in the prior year's nine months, an increase of \$1,488,000. This increase is primarily due to higher straight-line rental income of \$1,015,000 resulting from Bloomberg exercising its option to extend leases in October 2014 that were scheduled to expire in December 2015. In addition, there was higher rental income of \$236,000 from a new tenant at our Rego Park II property and an increase in parking income of \$224,000 at our Rego Park I property.

### Expense Reimbursements

Tenant expense reimbursements were \$51,442,000 in the nine months ended September 30, 2015, compared to \$47,362,000 in the prior year's nine months, an increase of \$4,080,000. This increase was primarily due to higher reimbursable real estate taxes and higher reimbursable operating expenses.

### Operating Expenses

Operating expenses were \$55,985,000 in the nine months ended September 30, 2015, compared to \$50,939,000 in the prior year's nine months, an increase of \$5,046,000. This increase was primarily due to (i) higher reimbursable real estate taxes of \$3,271,000, (ii) \$939,000 from the burn off of certain real estate tax benefits at our 731 Lexington Avenue property, and (iii) higher reimbursable operating expenses of \$1,453,000, partially offset by (iv) lower bad debt expense of \$617,000.

### Depreciation and Amortization

Depreciation and amortization was \$22,783,000 in the nine months ended September 30, 2015, compared to \$21,812,000 in the prior year's nine months, an increase of \$971,000. This increase was primarily due to depreciation related to the portion of The Alexander apartment tower that was placed in service during the third quarter of 2015.

### General and Administrative Expenses

General and administrative expenses were \$4,261,000 in the nine months ended September 30, 2015, compared to \$3,872,000 in the prior year's nine months, an increase of \$389,000. This increase was due to higher stock-based compensation expense in connection with the fair value of deferred stock units granted to a newly appointed member of our Board of Directors during the second quarter of 2015, comprised of an initial award of \$150,000 and a \$56,000 annual award.

Interest and Other Income, net

Interest and other income, net was \$1,237,000 in the nine months ended September 30, 2015, compared to \$1,235,000 in the prior year's nine months, an increase of \$2,000.

Interest and Debt Expense

Interest and debt expense was \$19,963,000 in the nine months ended September 30, 2015, compared to \$24,720,000 in the prior year's nine months, a decrease of \$4,757,000. This decrease was primarily due to (i) savings of \$1,977,000 resulting from the refinancing of the office portion of 731 Lexington Avenue on February 28, 2014 at LIBOR plus 0.95% (1.16% as of September 30, 2015). The prior loan had a fixed rate of 5.33%; (ii) savings of \$1,106,000 resulting from the refinancing of the retail portion of 731 Lexington Avenue on August 5, 2015 at LIBOR plus 1.40% (1.61% as of September 30, 2015). The prior loan had a fixed rate of 4.93%; and (iii) higher capitalized interest costs of \$1,155,000 during the current nine-month period related to the development of The Alexander apartment tower.

Income Taxes

Income tax expense was \$6,000 in the nine months ended September 30, 2015, compared to an income tax benefit of \$344,000 in the prior year's nine months. The income tax benefit in the prior year's nine months resulted from a reversal of tax liabilities after the expiration of the applicable statute of limitations.

## 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, including mortgage or construction loans secured by our properties and proceeds from asset sales. We anticipate that cash flows from continuing operations over the next twelve months, together with existing cash balances, will be adequate to fund our business operations, cash dividends to stockholders, debt amortization, recurring capital expenditures and development expenditures related to The Alexander apartment tower.

On August 5, 2015, we completed a \$350,000,000 refinancing of the retail portion of 731 Lexington Avenue. The interest-only loan is at LIBOR plus 1.40% and matures in August 2020, with two one-year extension options. The Company realized net proceeds of approximately \$26,000,000 after repaying the existing loan and closing costs.

### Development Project

We are constructing an apartment tower, The Alexander, above our Rego Park II shopping center, containing 312 units aggregating 255,000 square feet. The estimated cost of this project, including initial leasing costs to achieve stabilized occupancy, is approximately \$125,000,000, of which \$113,000,000 has been incurred as of September 30, 2015. In the third quarter of 2015, we received a temporary certificate of occupancy ("TCO") for certain floors of the apartment tower where construction has been substantially completed. Accordingly, this portion of the apartment tower has been placed in service. Construction of the remaining floors is expected to be substantially completed during the fourth quarter of 2015 and we expect to receive the related TCO by December 31, 2015.

### Nine Months Ended September 30, 2015

Cash and cash equivalents were \$252,866,000 as of September 30, 2015, compared to \$227,815,000 as of December 31, 2014, an increase of \$25,051,000. This increase resulted from (i) \$72,258,000 of net cash provided by operating activities partially offset by (ii) \$30,118,000 of net cash used in financing activities and (iii) \$17,089,000 of net cash used in investing activities.

Net cash provided by operating activities of \$72,258,000 was comprised of net income of \$53,335,000, adjustments for non-cash items of \$24,049,000 and the net change in operating assets and liabilities of \$5,126,000. The



adjustments for non-cash items were comprised of depreciation and amortization (including amortization of debt issuance costs) of \$24,725,000, stock-based compensation expense of \$600,000, partially offset by straight-lining of rental income of \$1,276,000.

Net cash used in investing activities of \$17,089,000 was primarily comprised of construction in progress and real estate additions of \$41,919,000 (primarily related to The Alexander apartment tower) partially offset by proceeds of \$24,998,000 from short-term investments that matured during the second quarter of 2015.

Net cash used in financing activities of \$30,118,000 was primarily comprised of (i) debt repayments of \$322,372,000 (primarily due to the repayment of the prior loan on the retail portion of 731 Lexington Avenue) and (ii) dividends paid of \$53,675,000, partially offset by (iii) proceeds of \$350,000,000 related to the August 2015 refinancing of the retail portion of 731 Lexington Avenue.

## Liquidity and Capital Resources – continued

### Nine Months Ended September 30, 2014

Cash and cash equivalents were \$308,976,000 at September 30, 2014, compared to \$347,718,000 at December 31, 2013, a decrease of \$38,742,000. This decrease resulted from \$70,488,000 of net cash used in financing activities and \$34,663,000 of net cash used in investing activities, partially offset by \$66,409,000 of net cash provided by operating activities.

Net cash provided by operating activities of \$66,409,000 was comprised of net income of \$49,764,000 and adjustments for non-cash items of \$21,907,000, partially offset by the net change in operating assets and liabilities of \$5,262,000. The adjustments for non-cash items were comprised of (i) depreciation and amortization of \$23,838,000 and (ii) stock-based compensation expense of \$394,000, partially offset by (iii) straight-lining of rental income of \$1,905,000 and (iv) a \$420,000 reversal of the liability for income taxes.

Net cash used in investing activities of \$34,663,000 was comprised of capital expenditures of \$39,957,000 (primarily related to The Alexander apartment tower), partially offset by a decrease in restricted cash of \$5,294,000.

Net cash used in financing activities of \$70,488,000 was primarily comprised of (i) debt repayments of \$316,418,000 (primarily due to the repayment of the prior loan on the office portion of 731 Lexington Avenue) and (ii) dividends paid of \$49,825,000, partially offset by (iii) \$300,000,000 of proceeds from the refinancing of the office portion of 731 Lexington Avenue.

### *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 acts of terrorism, 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, which expires in December 2020. Coverage for acts of terrorism (including NBCR acts) is up to \$1.7 billion per occurrence and in the aggregate. 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 (16% effective January 1, 2016) of a covered loss, and the Federal government is responsible for the remaining 85% (84% effective January 1, 2016) of a covered loss. We are ultimately responsible for any loss incurred by FNSIC.

We continue to monitor the state of the insurance market and the scope and costs of coverage for acts of terrorism. However, we cannot anticipate what coverage will be available on commercially reasonable terms in the future. 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 and contain customary covenants requiring us to maintain insurance. Although we believe that we have adequate insurance coverage for purposes of these agreements, we may not be able to obtain an equivalent amount of coverage at reasonable costs in the future. If lenders insist on greater coverage than we are able to obtain, it could adversely affect our ability to finance our properties.

## Liquidity and Capital Resources – continued

### Rego Park I Litigation

On June 24, 2014, Sears Roebuck and Co. (“Sears”) filed a lawsuit in the Supreme Court of the State of New York against Vornado and us (and certain of our subsidiaries) with regard to space that Sears leases at our Rego Park I property. Sears alleges that the defendants are liable for harm that Sears has suffered as a result of (a) water intrusions into the premises, (b) two fires in February 2014 that caused damages to those premises, and (c) alleged violations of the Americans with Disabilities Act in the premises’ parking garage. Sears asserts various causes of actions for damages and seeks to compel compliance with landlord’s obligations to repair the premises and to provide security, and to compel us to abate a nuisance that Sears claims was a cause of the water intrusions into its premises. In addition to injunctive relief, Sears seeks, among other things, damages of not less than \$4 million and future damages it estimates will not be less than \$25 million. We intend to defend the claims vigorously. The amount or range of reasonably possible losses, if any, cannot be estimated.

### Paramus

In 2001, we leased 30.3 acres of land located in Paramus, New Jersey to IKEA Property, Inc. The lease has 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 \$60,000,000. 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 \$2,074,000 of standby letters of credit were outstanding as of September 30, 2015.

### Other

On October 15, 2015, the New York City Department of Finance (“NYC DOF”) issued a Notice of Determination to us assessing an additional \$20,300,000 of transfer taxes (including interest and penalties) in connection with the sale of Kings Plaza in November 2012. We believe that the NYC DOF’s claim is without merit and intend to vigorously contest this assessment. We have determined that the likelihood of a loss related to this issue is not probable and, after consultation with legal counsel, that the outcome of this assessment is not expected to have a material adverse effect on our financial position, results of operations or cash flows.

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 position, 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 for the Three and Nine Months Ended September 30, 2015 and 2014*

FFO for the quarter ended September 30, 2015 was \$26,140,000, or \$5.11 per diluted share, compared to \$24,928,000, or \$4.88 per diluted share for the prior year’s quarter.

FFO for the nine months ended September 30, 2015 was \$75,918,000, or \$14.85 per diluted share, compared to \$71,472,000, or \$13.99 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>2015</b>                                 | <b>2014</b> | <b>2015</b>                                | <b>2014</b> |
| Net income  | \$ 18,172                                   | \$ 17,692   | \$ 53,335                                  | \$ 49,764   |
| Depreciation and amortization of real property                  | 7,968                                       | 7,236       | 22,583                                     | 21,708      |
| FFO   | \$ 26,140                                   | \$ 24,928   | \$ 75,918                                  | \$ 71,472   |
| FFO per diluted share   | \$ 5.11                                     | \$ 4.88     | \$ 14.85                                   | \$ 13.99    |
| Weighted average shares used in computing FFO per diluted share | 5,113,077                                   | 5,111,201   | 5,112,108                                  | 5,110,435   |



**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, | 2015<br>Weighted<br>Average<br>Interest<br>Rate | Effect of<br>1%<br>Change in<br>Base Rates | December 31, | 2014<br>Weighted<br>Average<br>Interest<br>Rate |
|--|---------------|---|--|--------------|---|
| (Amounts in thousands, except per share amounts)                     | Balance       |   |  | Balance      |   |
| Variable Rate (including \$15 and \$0, respectively, due to Vornado) | \$ 914,177    | 1.59%   | \$ 9,142                                   | \$ 566,534   | 1.54%   |
| Fixed Rate   | 146,246       | 1.56%   | -  | 466,246      | 3.87%   |
|  | \$ 1,060,423  |   | \$ 9,142                                   | \$ 1,032,780 |   |
| Total effect on diluted earnings per share                           |               |   | \$ 1.79                                    |              |   |

As of September 30, 2015 we have an interest rate cap with a notional amount of \$300,000,000 that caps LIBOR at a rate of 6.0%.

**Fair Value of Debt**

The fair value of our consolidated debt 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, 2015 and December 31, 2014, the estimated fair value of our consolidated debt was \$1,054,215,000 and \$1,025,000,000, 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.

**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.

For a discussion of the litigation concerning our Rego Park I property, see “Part I – Financial Information, Item 1 – Financial Statements, Note 11 – Commitments and Contingencies.”

### **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, 2014.

### **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 2, 2015

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                   | - | Third Omnibus Loan Modification and Extension Agreement, dated March 10, 2015, by and between Alexander's Rego Shopping Center, Inc., as Borrower and U.S. Bank National Association, as Lender   | * |
| 10.2                   | - | Third Mortgage Modification Agreement, dated March 10, 2015, by and between Alexander's Rego Shopping Center, Inc., as Mortgator and U. S. Bank National Association, as Mortgagee  | * |
| 10.3                   | - | Loan Agreement, dated as of August 5, 2015, by and between 731 Retail One LLC and 731 Commercial LLC, as Borrower, and JPMorgan Chase Bank, N.A., Wells Fargo Bank, N.A., and Landesbank Baden-Württemberg, New York Branch, as Lenders |   |
| 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   |   |

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\* Incorporated by reference from Form 10-Q filed on May 4, 2015.

