

ALEXANDERS INC  
Form 10-Q  
November 02, 2009

**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, 2009**

**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)

**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)

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(212) 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 September 30, 2009, 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>September 30, 2009</b>	<b>December 31, 2008</b>
<b>ASSETS</b>		
Real estate, at cost:		
Land	\$ 74,974	\$ 74,974
Buildings, leaseholds and leasehold improvements	827,843	598,114
Construction in progress	112,473	294,887
Total	1,015,290	967,975
Accumulated depreciation and amortization	(127,153 )	(114,235 )
Real estate, net	888,137	853,740
Cash and cash equivalents	436,830	515,940
Restricted cash	88,610	5,057
Accounts receivable, net of allowance for doubtful accounts of \$1,434 and \$1,357, respectively	2,363	6,580
Receivable arising from the straight-lining of rents	153,890	137,117
Deferred lease and other property costs, net (including unamortized leasing fees to Vornado of \$50,090 and \$38,698, respectively)	71,515	61,525
Deferred debt issuance costs, net of accumulated amortization of \$14,500 and \$13,120, respectively	12,558	12,910
Other assets	29,572	10,699
<b>TOTAL ASSETS</b>	<b>\$ 1,683,475</b>	<b>\$ 1,603,568</b>
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
Debt	\$ 1,266,306	\$ 1,221,255
Accounts payable and accrued expenses	52,242	51,192
Amounts due to Vornado	57,197	44,086
Liability for income taxes and other	8,270	48,826
Liability for stock appreciation rights		57,458
<b>TOTAL LIABILITIES</b>	<b>1,384,015</b>	<b>1,422,817</b>
<b>COMMITMENTS AND CONTINGENCIES</b>		
<b>STOCKHOLDERS EQUITY</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 and 5,091,590 shares, respectively	5,173	5,173
Additional capital	31,501	30,647
Retained earnings	260,819	143,731
	297,493	179,551
Treasury stock 67,514 and 81,860 shares, at cost	(375 )	(455 )
Total Alexander s equity	297,118	179,096
Noncontrolling interest in consolidated subsidiary	2,342	1,655
<b>Total equity</b>	<b>299,460</b>	<b>180,751</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS EQUITY</b>	<b>\$ 1,683,475</b>	<b>\$ 1,603,568</b>

See notes to consolidated financial statements (unaudited).

## ALEXANDER S, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF OPERATIONS

(UNAUDITED)

(Amounts in thousands, except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	2008	2009	2008
<b>REVENUES</b>				
Property rentals	\$ 40,762	\$ 35,154	\$ 114,837	\$ 106,600
Expense reimbursements	17,648	17,799	51,538	49,597
Total revenues	58,410	52,953	166,375	156,197
<b>EXPENSES</b>				
Operating (including fees to Vornado of \$1,226, \$1,166, \$3,746 and \$3,565, respectively)	18,402	19,202	55,689	54,240
General and administrative (including a \$34,275 reversal of previously recognized stock appreciation rights ( SARs ) expense in the nine months ended September 30, 2009, and SARs expense of \$44,655 and \$23,330 in the three and nine months ended September 30, 2008, respectively, and management fees to Vornado of \$540 and \$1,620 in each three and nine-month period)	1,090	46,190	(29,408 )	27,517
Depreciation and amortization	7,328	5,698	19,886	16,907
Total expenses	26,820	71,090	46,167	98,664
<b>OPERATING INCOME (LOSS)</b>	31,590	(18,137 )	120,208	57,533
Interest and other income, net	758	2,973	2,390	12,996
Interest and debt expense	(10,924 )	(15,546 )	(41,770 )	(46,789 )
Income (loss) before income taxes	21,424	(30,710 )	80,828	23,740
Income tax benefit (expense)	37,065	(276 )	36,947	(1,400 )
Net income (loss)	58,489	(30,986 )	117,775	22,340
Net income attributable to the noncontrolling interest	(460 )	(457 )	(687 )	(177 )
Net income (loss) attributable to Alexander s	\$ 58,029	\$ (31,443 )	\$ 117,088	\$ 22,163
Net income (loss) per common share - basic	\$ 11.37	\$ (6.20 )	\$ 22.94	\$ 4.38
Net income (loss) per common share - diluted	\$ 11.37	\$ (6.20 )	\$ 22.94	\$ 4.35
Dividends declared per common share	\$	\$ 7.00	\$	\$ 7.00

See notes to consolidated financial statements (unaudited).





## ALEXANDERS, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(UNAUDITED)

(Amounts in thousands)

	<b>Common Stock</b>	<b>Additional Capital</b>	<b>Retained Earnings</b>	<b>Treasury Stock</b>	<b>Total Alexander's Equity</b>	<b>Noncontrolling Interest</b>	<b>Total Equity</b>
<b>Balance, December 31, 2007</b>	\$ 5,173	\$ 27,636	\$ 103,014	\$ (720 )	\$ 135,103	\$ 2,323	\$ 137,426
Net income			22,163		22,163	177	22,340
Special cash dividend (\$7.00 per share)			(35,571 )		(35,571 )		(35,571 )
Distributions						(675 )	(675 )
Common shares issued under option plan		2,375		203	2,578		2,578
<b>Balance, September 30, 2008</b>	\$ 5,173	\$ 30,011	\$ 89,606	\$ (517 )	\$ 124,273	\$ 1,825	\$ 126,098
<b>Balance, December 31, 2008</b>	\$ 5,173	\$ 30,647	\$ 143,731	\$ (455 )	\$ 179,096	\$ 1,655	\$ 180,751
Net income			117,088		117,088	687	117,775
Common shares issued under option plan		854		80	934		934
<b>Balance, September 30, 2009</b>	\$ 5,173	\$ 31,501	\$ 260,819	\$ (375 )	\$ 297,118	\$ 2,342	\$ 299,460

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 September 30,</b>	
	<b>2009</b>	<b>2008</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	\$ 117,775	\$ 22,340
Adjustments to reconcile net income to net cash provided by operating activities:		
Liability for stock appreciation rights	(34,275 )	23,330
Depreciation and amortization (including amortization of debt issuance costs)	22,198	18,897
Straight-lining of rental income	(16,773 )	(7,916 )
Reversal of income tax liability	(42,472 )	(625 )
Other non-cash adjustments	1,884	(1,872 )
Change in operating assets and liabilities:		
Accounts receivable, net	4,217	2,635
Other assets	(20,262 )	(3,388 )
Payment for stock appreciation rights	(22,838 )	(32,440 )
Liability for income taxes	1,986	1,734
Accounts payable and accrued expenses	5,839	4,248
Amounts due to Vornado	(182 )	3,048
Other liabilities	(70 )	(35 )
Net cash provided by operating activities	17,027	29,956
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Restricted cash	(83,553 )	(3,246 )
Construction in progress and real estate additions	(58,427 )	(96,702 )
Proceeds from the sale of real estate tax abatement certificates		2,986
Net cash used in investing activities	(141,980 )	(96,962 )
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from borrowings	134,518	87,785
Exercise of stock options	934	2,578
Debt repayments	(89,467 )	(10,997 )
Debt issuance costs	(142 )	
Distributions to the noncontrolling interest		(675 )
Net cash provided by financing activities	45,843	78,691
Net (decrease) increase in cash and cash equivalents	(79,110 )	11,685
Cash and cash equivalents at beginning of period	515,940	560,231
Cash and cash equivalents at end of period	\$ 436,830	\$ 571,916
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>		
Cash payments for interest (of which \$3,099 and \$7,575 have been capitalized)	\$ 43,946	\$ 50,858
Cash payments for income taxes	\$ 123	\$ 2,205
Special dividend declared	\$	\$ 35,571

See notes to consolidated financial statements (unaudited).



**ALEXANDERS, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(UNAUDITED)**

**1. Organization**

Alexanders, 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, or Company refer to Alexanders, 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. In our opinion, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations and 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 in accordance with Article 10 of Regulation S-X and the instructions to Form 10-Q. These consolidated financial statements 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, 2008, filed with the Securities and Exchange Commission ( SEC ). The results of operations for the three and nine months ended September 30, 2009 are not necessarily indicative of the operating results for the full year.

The accompanying consolidated financial statements include our accounts and those of our consolidated subsidiaries. All significant intercompany amounts have been eliminated. The preparation of financial statements in conformity with GAAP 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.

Effective July 1, 2009, the Financial Accounting Standards Board ("FASB") established the Accounting Standards Codification ("ASC") as the primary source of authoritative GAAP recognized by the FASB to be applied to nongovernmental entities. Although the establishment of the ASC did not change current GAAP, it did change the way we refer to GAAP throughout this document to reflect the updated referencing convention.

Certain prior year balances have been reclassified in order to conform to current year presentation as a result of an update to ASC 810, *Consolidation*.

We currently operate in one business segment.

**3. Recently Issued Accounting Literature**

In December 2007, the FASB issued an update to ASC 805, *Business Combinations*. The amended guidance contained in ASC 805 applies to all transactions and other events in which one entity obtains control over one or more other businesses. It broadens the fair value measurement and recognition of assets acquired, liabilities assumed, and interests transferred as a result of business combinations; and acquisition related costs will generally be expensed rather than included as part of the basis of the acquisition. The amended guidance also expands required disclosures to improve the ability to evaluate the nature and financial effects of business combinations. The amended guidance became effective for all transactions entered into, on or after January 1, 2009. The adoption of this guidance on January 1, 2009, did not have any effect on our consolidated financial statements.

In December 2007, the FASB issued an update to ASC 810, *Consolidation*. The amended guidance contained in ASC 810 requires a noncontrolling interest in a subsidiary to be reported as equity and the amount of consolidated net income specifically attributable to the noncontrolling interest to be identified in the consolidated financial statements. It also calls for consistency in the manner of reporting changes in the parent's ownership interest and requires fair value measurement of any noncontrolling equity investment retained in a deconsolidation. The amended guidance became effective on January 1, 2009 and resulted in (i) the reclassification of our minority interest in consolidated subsidiary to noncontrolling interest in consolidated subsidiary, a component of permanent equity on our consolidated balance sheets, and (ii) the reclassification of minority interest expense to net income attributable to the noncontrolling interest on our consolidated statements of operations.

ALEXANDER S, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

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

On May 28, 2009, the FASB issued ASC 855, *Subsequent Events*. Although ASC 855 does not significantly change current practice surrounding the disclosure of subsequent events, it provides guidance on management's assessment of subsequent events and the requirement to disclose the date through which subsequent events have been evaluated. ASC 855 became effective on June 30, 2009. We have evaluated subsequent events through November 1, 2009 for this quarterly report on Form 10-Q for the quarter ended September 30, 2009.

On June 12, 2009, the FASB issued Statement No. 167, *Amendments to FASB Interpretation No. 46(R)* ( SFAS 167 ). SFAS 167 modifies the existing quantitative guidance used in determining the primary beneficiary of a variable interest entity ( VIE ) by requiring entities qualitatively assess whether an enterprise is a primary beneficiary, based on whether the entity has (i) power over the significant activities of the VIE, and (ii) an obligation to absorb losses or the right to receive benefits that could be potentially significant to the VIE. SFAS 167 becomes effective for all new and existing VIEs on January 1, 2010. The adoption of SFAS 167 will not have a material affect on our consolidated financial statements.

**4. Relationship with Vornado**

At September 30, 2009, 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 income from the Kings Plaza Regional Shopping Center, (iii) \$0.50 per square foot of the tenant-occupied office and retail space at 731 Lexington Avenue and (iv) \$241,000, escalating at 3% per annum, for managing the common area of 731 Lexington Avenue.

In addition, Vornado is entitled to a development fee of 6% of development costs, as defined, with minimum guaranteed fees of \$750,000 per annum. The development fee for the Rego Park II project (see Note 5) is estimated to be approximately \$17,500,000, of which \$3,184,000 has been paid as of September 30, 2009. The balance is due on substantial completion of the construction.

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% (3.02% at September 30, 2009).



## ALEXANDER S, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

**4. Relationship with Vornado - continued**Other Agreements

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

The following is a summary of fees to Vornado that were incurred under the agreements discussed above.

(Amounts in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	2008	2009	2008
Company management fees	\$ 750	\$ 750	\$ 2,250	\$ 2,250
Development fees	633	1,933	2,782	5,083
Leasing fees	430	664	14,719	1,768
Property management fees and payments for cleaning, engineering and security services	1,016	956	3,116	2,935
	\$ 2,829	\$ 4,303	\$ 22,867	\$ 12,036

At September 30, 2009, we owed Vornado \$41,995,000 for leasing fees, \$13,710,000 for the earned portion of the Rego II development fee discussed above, and \$1,492,000 for management, property management and cleaning fees.

**5. Rego Park II Project**

We own approximately 6.6 acres of land adjacent to our Rego Park I property in Queens, New York, which comprises the entire square block bounded by the Horace Harding Service Road (of the Long Island Expressway), 97<sup>th</sup> Street, 62<sup>nd</sup> Drive and Junction Boulevard. The development at Rego Park II consists of a 600,000 square foot shopping center on four levels and a parking deck containing approximately 1,400 spaces. Construction is expected to be substantially completed by the end of this year and estimated to cost approximately \$410,000,000, of which \$344,351,000 has been expended as of September 30, 2009. As of September 30, 2009, we have leased 138,000 square feet to Home Depot (which was assigned to Costco in October 2009), 134,000 square feet to Century 21 department store, and 132,000 square feet to Kohl's, (collectively, the anchor tenants). During the second quarter of 2009, we tendered possession to our anchor tenants and placed that portion of the asset into service; accordingly, we transferred approximately \$222,000,000 from Construction in progress to Buildings, leaseholds and leasehold improvements. There can be no assurance that the balance of the project will be completed, completed on time, or completed for the budgeted amount.



**6. 731 Lexington Avenue**

On March 25, 2009, Citibank N.A. assigned its lease aggregating 176,000 square feet to Bloomberg L.P., which now occupies all of the office space at this property.

**7. Flushing**

In February 2009, we sub-leased the Flushing property to a developer for the remainder of our ground lease term.

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## ALEXANDER S, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

**8. Debt**

The following is a summary of our outstanding debt.

(Amounts in thousands)	Maturity	Interest Rate at September 30, 2009	Balance at September 30, 2009	December 31, 2008
\$350,000 construction loan, secured by the Rego Park II Shopping Center <sup>(1)</sup>	Dec. 2010	1.46%	\$ 237,968	\$ 181,695
First mortgage, secured by the Paramus property	Oct. 2011	5.92%	68,000	68,000
First mortgage, secured by the Kings Plaza Regional Shopping Center	Jun. 2011	7.46%	196,374	199,537
First mortgage, secured by the Rego Park I Shopping Center	Mar. 2012	0.75%	78,246	(2) 78,386
First mortgage, secured by the office space at the Lexington Avenue property	Feb. 2014	5.33%	365,718	373,637
First mortgage, secured by the retail space at the Lexington Avenue property <sup>(3)</sup>	Jul. 2015	4.93%	320,000	320,000
			\$ 1,266,306	\$ 1,221,255

(1) This loan bears interest at LIBOR plus 1.20% and has a one-year extension option.

(2) On March 10, 2009, we repaid the \$78,246 outstanding balance of the Rego Park I mortgage loan which was scheduled to mature in June 2009 and simultaneously completed a refinancing in the same amount. The new loan bears interest at 75 basis points, is secured by the property and is 100% cash collateralized. The proceeds of the new loan were placed in a non-interest bearing restricted mortgage escrow account. The loan is prepayable at any time without penalty.

(3) In the event of a substantial casualty, as defined, up to \$75,000 of this loan may become recourse to us.

The fair value of our consolidated debt is calculated by discounting the future contractual cash flows of our existing debt using the current rates available to borrowers with similar credit ratings for the remaining terms of such debt. As of September 30, 2009, and December 31, 2008, the estimated fair value of our consolidated debt was less than its carrying amount by approximately \$176,484,000 and \$118,485,000, respectively. Such fair value estimates are not necessarily indicative of the amounts that would be realized upon disposition of our financial instruments.

**9. Liability for Income Taxes**

As of September 30, 2009 and December 31, 2008, we had \$7,382,000 and \$47,868,000, respectively, of unrecognized tax benefits included as a component of liability for income taxes and other on our consolidated balance sheets, that if recognized, would result in non-cash income and reduce our effective tax rate. These amounts include \$6,423,000 and \$9,888,000 of accrued interest as of September 30, 2009 and December 31, 2008, respectively.

We recognize interest related to the unrecognized tax benefits in interest and debt expense in our consolidated statements of operations. In the three months ended September 30, 2009 and 2008, we recognized \$392,000 and \$457,000, respectively, and in the nine months ended

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September 30, 2009 and 2008, we recognized \$1,700,000 and \$1,734,000, respectively, of interest related to the unrecognized tax benefits.

On September 30, 2009, we reversed a portion of our liability for income taxes due to the expiration of the applicable statute of limitations and recognized an aggregate of \$42,472,000 of income, of which \$37,307,000 was included as a component of income tax benefit (expense) and \$5,165,000 was included as a reduction of interest and debt expense on our consolidated statement of operations. In addition, we anticipate a \$4,817,000 reduction in the liability for unrecognized tax benefits in the third quarter of 2010, as a result of the expiration of the applicable statute of limitations.

As of September 30, 2009, Taxable REIT Subsidiary ( TRS ) tax returns for the years 2003 through 2008 and REIT tax returns for the years 2006 through 2008 remain open to examination by the major taxing jurisdictions to which we are subject.

ALEXANDER S, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

**10. Stock Appreciation Rights**

Stock appreciation rights ( SARs ) were granted at 100% of the market price of our common stock on the date of grant. Compensation expense for each SAR was measured by the excess of stock price at the current balance sheet date over the stock price at the previous balance sheet date. If the stock price was lower at the current balance sheet date, previously recognized expense was reversed but not below zero. On March 2, 2009, Steven Roth, the Chairman of our Board of Directors and Chief Executive Officer and Michael Fascitelli, our President, each exercised 150,000 SARs, which were scheduled to expire on March 4, 2009. Mr. Roth and Mr. Fascitelli each received gross proceeds of \$11,419,000. As a result of the March 2, 2009 exercises, we reversed \$34,275,000 of previously recognized SARs compensation expense. As of September 30, 2009, there were no SARs outstanding. In the three and nine months ended September 30, 2008, we recognized \$44,655,000 and \$23,330,000, respectively, of SARs compensation expense, based on our closing stock price of \$400.00 at September 30, 2008, compared to \$310.60 at June 30, 2008 and \$353.25 at December 31, 2007, and the exercise of 100,000 of SARs by Mr. Roth on September 15, 2008.

**11. Commitments and Contingencies**

Insurance

We carry commercial liability with limits of \$300,000,000 per location and all risk property insurance for (i) fire, (ii) flood, (iii) rental loss, (iv) extended coverage, and (v) acts of terrorism, as defined in the Terrorism Risk Insurance Program Reauthorization Act ( TRIPRA ) of 2007, with respect to our assets, with limits of \$1.7 billion per occurrence for all of our properties. To the extent that we incur losses in excess of our insurance coverage, these losses would be borne by us and could be material.

Our debt instruments, consisting of mortgage loans secured by our properties (which are generally non-recourse to us), contain customary covenants requiring us to maintain insurance. Although we believe that we have adequate insurance coverage for the purposes of these agreements, we may not be able to obtain an equivalent amount of coverage at reasonable costs in the future. Further, if lenders insist on greater coverage than we are able to obtain, it could adversely affect our ability to finance and/or refinance our properties.

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 \$2,500,000. We have paid \$500,000 of such amount and the remainder is covered under our insurance policy.

Flushing Property

In the fourth quarter of 2003, we recognized \$1,289,000 of income representing a non-refundable deposit of \$1,875,000, net of \$586,000 of costs associated with the transaction, from a party that had agreed to purchase this property, as such party had not met its obligations under a May 30, 2002 purchase contract. On September 10, 2002, November 7, 2002, and July 8, 2004, we received letters from the party demanding return of the deposit. On December 28, 2005, the party filed a complaint against us in the Supreme Court of the State of New York alleging that we failed to honor the terms and conditions of the agreement. The complaint seeks specific performance and, if specific performance is denied, it seeks the return of the deposit plus interest and \$50,000 in costs. In our opinion, after consultation with legal counsel, we do not believe the party is entitled to either specific performance or a return of the deposit and we are defending against the action. Accordingly, we have not recorded a

loss contingency for this matter.

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## ALEXANDER S, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

**11. 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. We have a \$68,000,000 interest only, non-recourse mortgage loan on the property from a third party lender. The fixed interest rate on the loan is 5.92% with interest payable monthly until maturity in October 2011. 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 must include the debt service sufficient to fully amortize \$68,000,000 over the remaining 20-year lease term.

Letters of Credit

At September 30, 2009, we had approximately \$7,998,000 of standby letters of credit that were issued and outstanding.

Other

There are various legal proceedings pending against us that arise in the ordinary course of our 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.

**12. Income 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 earning per share. Basic earnings per share is determined using the weighted average shares of common stock outstanding during the period. Diluted earnings 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.

(Amounts in thousands, except share and per share amounts)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	2008	2009	2008
Net income (loss) attributable to common stockholders basic and diluted	\$ 58,029	\$(31,443)	) \$ 117,088	\$ 22,163
Weighted average shares outstanding basic	5,105,936	5,069,920	5,103,066	5,059,783
Dilutive effect of stock options			2,072	36,781
Weighted average shares outstanding diluted	5,105,936	5,069,920	5,105,138	5,096,564
Net income (loss) per common share - basic	\$ 11.37	\$(6.20)	) \$ 22.94	\$ 4.38
Net income (loss) per common share - diluted	\$ 11.37	\$(6.20)	) \$ 22.94	\$ 4.35



**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, 2009, and the related consolidated statements of operations, for the three-month and nine-month periods ended September 30, 2009 and 2008 and statements of changes in equity and cash flows for the nine-month periods ended September 30, 2009 and 2008. 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.

As discussed in Notes 2 and 3 to the consolidated financial statements, in 2009 the Company changed its method of accounting for minority interest to conform to the new accounting guidance on the accounting for noncontrolling interest, and, retrospectively, adjusted the 2008 consolidated financial statements for the changes.

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, 2008, and the related consolidated statements of operations, stockholders' equity, and cash flows for the year then ended prior to retrospective adjustments for the adoption of the aforementioned new guidance, (not presented herein); and in our report dated February 23, 2009, 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, 2008 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, 2009

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

Certain statements contained herein 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 expressions in this Quarterly Report on Form 10-Q. We also note the following forward-looking statements: in the case of our development project, the estimated completion date, estimated project costs and costs to complete. 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 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 includes a discussion of our consolidated financial statements for the three and nine months ended September 30, 2009 and 2008. 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.

## 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, or Company 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 ). We have seven properties in the greater New York City metropolitan area including the 731 Lexington Avenue property, a 1.3 million square foot multi-use building in Manhattan, and the Kings Plaza Regional Shopping Center located in Brooklyn.

We compete with a large number of real estate property owners and developers, some of which may be willing to accept lower returns on their investments. Principal factors of competition are rents charged, attractiveness of the location, the quality of the property and breadth and quality of the services provided. Our success depends upon, among other factors, trends of national and local economies, the financial condition and operating results of current and prospective tenants and customers, availability and cost of capital, construction and renovation costs, taxes, governmental regulations, legislation and population trends.

In the second half of 2007 the residential mortgage and capital markets began showing signs of stress, primarily in the form of escalating default rates on sub-prime mortgages, declining home values and increasing inventory nationwide. In 2008, the credit crisis spread to the broader commercial credit and financial markets resulting in illiquidity and volatility in the bond and equity markets. These trends and the related economic recession have continued in 2009. This economic recession has negatively affected substantially all businesses, including ours. Real estate transactions have diminished significantly and capitalization rates have risen. The commercial real estate industry may continue to be affected by declining demand for office and retail space due to bankruptcies, layoffs, downsizing, cost cutting as well as general economic conditions, which would result in lower occupancy rates and effective rents and a corresponding decrease in net income, funds from operations and cash flow. It is not possible for us to quantify the impact of the above trends, which may persist for the remainder of 2009 and beyond, on our future financial results.

### Stock Appreciation Rights ( SARs )

On March 2, 2009, Steven Roth, the Chairman of our Board of Directors and Chief Executive Officer and Michael Fascitelli, our President, each exercised 150,000 SARs, which were scheduled to expire on March 4, 2009. Mr. Roth and Mr. Fascitelli each received gross proceeds of \$11,419,000. As a result of the March 2, 2009 exercises, we reversed \$34,275,000 of previously recognized SARs compensation expense. As of September 30, 2009, there were no SARs outstanding. In the three and nine months ended September 30, 2008, we recognized \$44,655,000 and \$23,330,000, respectively, of SARs compensation expense, based on our closing stock price of \$400.00 at September 30, 2008, compared to \$310.60 at June 30, 2008 and \$353.25 at December 31, 2007, and the exercise of 100,000 of SARs by Mr. Roth on September 15, 2008.

### Liability for Income Taxes

On September 30, 2009, we reversed a portion of our liability for income taxes due to the expiration of the applicable statute of limitations and recognized an aggregate of \$42,472,000 of income, of which \$37,307,000 was included as a component of income tax benefit (expense) and \$5,165,000 was included on a reduction of interest and debt expense on our consolidated statement of operations.



**Overview - continued**

Flushing

In February 2009, we sub-leased the Flushing property to a developer for the remainder of our ground lease term.

Rego Park I

On March 10, 2009, we repaid the \$78,246,000 outstanding balance of the Rego Park I mortgage loan which was scheduled to mature in June 2009, and simultaneously completed a refinancing in the same amount. The new loan bears interest at 75 basis points, is secured by the property and is 100% cash collateralized. The proceeds of the new loan were placed in a non-interest bearing restricted mortgage escrow account. The loan is prepayable at any time without penalty.

731 Lexington Avenue

On March 25, 2009, Citibank N.A. completed the assignment of its lease aggregating 176,000 square feet to Bloomberg L.P., which now occupies all of the office space at this property.

Rego Park II

The development at Rego Park II consists of a 600,000 square foot shopping center on four levels and a parking deck containing approximately 1,400 spaces. As of September 30, 2009, we have leased 138,000 square feet to Home Depot (which was assigned to Costco in October 2009), 134,000 square feet to Century 21 department store, and 132,000 square feet to Kohl's, (collectively, the anchor tenants). During the second quarter of 2009, we tendered possession to our anchor tenants and placed that portion of the asset into service; accordingly, we transferred approximately \$222,000,000 from Construction in progress to Buildings, leaseholds and leasehold improvements.

**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, 2008 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 those policies during 2009.



### Recently Issued Accounting Literature

In December 2007, the FASB issued an update to ASC 805, *Business Combinations*. The amended guidance contained in ASC 805 applies to all transactions and other events in which one entity obtains control over one or more other businesses. It broadens the fair value measurement and recognition of assets acquired, liabilities assumed, and interests transferred as a result of business combinations; and acquisition related costs will generally be expensed rather than included as part of the basis of the acquisition. The amended guidance also expands required disclosures to improve the ability to evaluate the nature and financial effects of business combinations. The amended guidance became effective for all transactions entered into, on or after January 1, 2009. The adoption of this guidance on January 1, 2009, did not have any effect on our consolidated financial statements.

In December 2007, the FASB issued an update to ASC 810, *Consolidation*. The amended guidance contained in ASC 810 requires a noncontrolling interest in a subsidiary to be reported as equity and the amount of consolidated net income specifically attributable to the noncontrolling interest to be identified in the consolidated financial statements. It also calls for consistency in the manner of reporting changes in the parent's ownership interest and requires fair value measurement of any noncontrolling equity investment retained in a deconsolidation. The amended guidance became effective on January 1, 2009 and resulted in (i) the reclassification of our minority interest in consolidated subsidiary to noncontrolling interest in consolidated subsidiary, a component of permanent equity on our consolidated balance sheets, and (ii) the reclassification of minority interest expense to net income attributable to the noncontrolling interest on our consolidated statements of operations.

On May 28, 2009, the FASB issued ASC 855, *Subsequent Events*. Although ASC 855 does not significantly change current practice surrounding the disclosure of subsequent events, it provides guidance on management's assessment of subsequent events and the requirement to disclose the date through which subsequent events have been evaluated. The ASC 855 became effective on June 30, 2009. We have evaluated subsequent events through November 1, 2009 for this quarterly report on Form 10-Q for the quarter ended September 30, 2009.

On June 12, 2009, the FASB issued Statement No. 167, *Amendments to FASB Interpretation No. 46(R)* ( SFAS 167 ). SFAS 167 modifies the existing quantitative guidance used in determining the primary beneficiary of a variable interest entity ( VIE ) by requiring entities qualitatively assess whether an enterprise is a primary beneficiary, based on whether the entity has (i) power over the significant activities of the VIE, and (ii) an obligation to absorb losses or the right to receive benefits that could be potentially significant to the VIE. SFAS 167 becomes effective for all new and existing VIEs on January 1, 2010. The adoption of SFAS 167 will not have a material affect on our consolidated financial statements.

### Significant Tenants

Bloomberg L.P. accounted for approximately 35% and 33% of our consolidated revenues in the three months ended September 30, 2009 and 2008, respectively, and 36% and 32% of our consolidated revenues in the nine months ended September 30, 2009 and 2008, respectively. No other tenant accounted for more than 10% of our consolidated revenues.





**Results of Operations for the Three Months Ended September 30, 2009 and 2008**

Net income attributable to common stockholders for the quarter ended September 30, 2009 was \$58,029,000, compared to a net loss of \$31,443,000 for the quarter ended September 30, 2008. Net income attributable to common stockholders for the quarter ended September 30, 2009 includes \$42,472,000 of income from the reversal of a portion of the liability for income taxes due to the expiration of the applicable statute of limitations. Net loss attributable to common stockholders for the quarter ended September 30, 2008 includes \$44,655,000 for an accrual of SARs compensation expense.

Property Rentals

Property rentals were \$40,762,000 in the quarter ended September 30, 2009, compared to \$35,154,000 in the prior year's quarter, an increase of \$5,608,000. This increase was primarily attributable to tendering possession to our anchor tenants at the Rego Park II property, whose space was placed into service during the second quarter of 2009.

Expense Reimbursements

Tenant expense reimbursements were \$17,648,000 in the quarter ended September 30, 2009, compared to \$17,799,000 in the prior year's quarter, a decrease of \$151,000. This decrease was primarily due to lower operating expenses.

Operating Expenses

Operating expenses were \$18,402,000 in the quarter ended September 30, 2009, compared to \$19,202,000 in the prior year's quarter, a decrease of \$800,000. This decrease was primarily due to lower operating costs at our Kings Plaza energy plant, partially offset by higher real estate taxes.

General and Administrative Expenses

General and administrative expenses decreased by \$33,000 from the prior year's quarter, excluding \$44,655,000 for an accrual of SARs compensation expense and \$412,000 for professional fees at our Kings Plaza energy plant joint venture in the quarter ended September 30, 2008.

Depreciation and Amortization

Depreciation and amortization was \$7,328,000 in the quarter ended September 30, 2009, compared to \$5,698,000 in the prior year's quarter, an increase of \$1,630,000. This increase was primarily due to depreciation on the portion of Rego Park II placed into service during the second quarter of 2009.

Interest and Other Income, net

Interest and other income, net was \$758,000 in the quarter ended September 30, 2009, compared to \$2,973,000 in the prior year's quarter, a decrease of \$2,215,000. This decrease was primarily comprised of \$2,072,000 from lower average yields on investments (0.55% in the quarter ended September 30, 2009 compared to 2.16% in the quarter ended September 30, 2008) and \$167,000 from lower average cash balances.

Interest and Debt Expense

Interest and debt expense was \$10,924,000 in the quarter ended September 30, 2009, compared to \$15,546,000 in the prior year's quarter, a decrease of \$4,622,000. This decrease was primarily due to (i) a \$5,165,000 reversal of a portion of the liability for income taxes in the current quarter (which was previously recognized as interest expense), due to the expiration of the applicable statute of limitations, (ii) \$1,292,000 of interest savings from the refinancing of the Rego Park I mortgage loan in March 2009, partially offset by (iii) \$2,362,000 of lower capitalized interest as a result of placing a portion of the Rego Park II property in service during the second quarter of 2009.

Income Tax Benefit (Expense)

In the quarter ended September 30, 2009, we had an income tax benefit of \$37,065,000, compared to an expense of \$276,000 in the prior year's quarter, a decrease of \$37,341,000. This decrease was primarily due to a \$37,307,000 reversal of a portion of the liability for income taxes in the current quarter, due to the expiration of the applicable statute of limitations.

Net Income Attributable to the Noncontrolling Interest

Net income attributable to the noncontrolling interest was \$460,000 in the three months ended September 30, 2009, compared to \$457,000 in the three months ended September 30, 2008 and represents our venture partner's 75% pro rata share of income from our consolidated partially owned entity, the Kings Plaza energy plant joint venture.

**Results of Operations for the Nine Months Ended September 30, 2009 and 2008**

Net income attributable to common stockholders for the nine months ended September 30, 2009 was \$117,088,000, compared to \$22,163,000 for the nine months ended September 30, 2008. Net income attributable to common stockholders for the nine months ended September 30, 2009 includes \$42,472,000 of income from the reversal of a portion of the liability for income taxes, due to the expiration of the applicable statute of limitations, and \$34,275,000 of income from the reversal of a portion of previously recognized SARs compensation expense. Net income for the nine months ended September 30, 2008 includes \$23,330,000 for an accrual of SARs compensation expense.

Property Rentals

Property rentals were \$114,837,000 in the nine months ended September 30, 2009, compared to \$106,600,000 in the prior year's nine months, an increase of \$8,237,000. This increase was primarily attributable to tendering possession to our anchor tenants at the Rego Park II property, whose space was placed into service during the second quarter of 2009.

Expense Reimbursements

Tenant expense reimbursements were \$51,538,000 in the nine months ended September 30, 2009, compared to \$49,597,000 in the prior year's nine months, an increase of \$1,941,000. This increase was primarily due to reimbursements for higher real estate taxes.

Operating Expenses

Operating expenses were \$55,689,000 in the nine months ended September 30, 2009, compared to \$54,240,000 in the prior year's nine months, an increase of \$1,449,000. This increase was primarily due to higher real estate taxes.

General and Administrative Expenses

General and administrative expenses decreased by \$315,000 from the prior year's nine months, excluding (i) \$34,275,000 for the reversal of a portion of previously recognized SARs compensation expense in the current nine month period and \$23,330,000 for an accrual of SARs compensation expense in the prior year's nine month period, (ii) \$1,407,000 for the write-off of previously capitalized costs at our Flushing property in the current nine month period and (iii) \$412,000 for professional fees at our Kings Plaza energy plant joint venture in the prior year's nine month period.

Depreciation and Amortization

Depreciation and amortization was \$19,886,000 in the nine months ended September 30, 2009, compared to \$16,907,000 in the nine months ended September 30, 2008, an increase of \$2,979,000. This increase was primarily due to depreciation on the portion of Rego Park II placed into service during 2009.

Interest and Other Income, net

Interest and other income, net was \$2,390,000 in the nine months ended September 30, 2009, compared to \$12,996,000 in the prior year's nine months, a decrease of \$10,606,000. This decrease was primarily comprised of (i) \$7,197,000 from lower average yields on investments (0.58% in the nine months ended September 30, 2009 as compared to 2.58% in the nine months ended September 30, 2009), (ii) \$1,872,000 for the net gain on the sale of real estate tax abatement certificates in 2008 and (iii) \$1,518,000 from lower average cash balances.

Interest and Debt Expense

Interest and debt expense was \$41,770,000 in the nine months ended September 30, 2009, compared to \$46,789,000 in the prior year's nine months, a decrease of \$5,019,000. This decrease was primarily comprised of (i) a \$5,165,000 reversal of a portion of the liability for income taxes in the current quarter (which was previously recognized as interest expense), due to the expiration of the applicable statute of limitations, (ii) interest savings of \$2,933,000 from the refinancing of the Rego Park I mortgage loan in March 2009, and (iii) a \$422,000 decrease in interest on the leasing commissions due to Vornado, mainly due to a lower rate in the current period, partially offset by (iv) \$4,476,000 of lower capitalized interest as a result of placing a portion of the Rego Park II property into service during 2009.

**Results of Operations for the Nine Months Ended September 30, 2009 and 2008 - continued**

Income Tax Benefit (Expense)

In the nine months ended September 30, 2009, we had an income tax benefit of \$36,947,000, compared to an expense of \$1,400,000 in the nine months ended September 30, 2008, a decrease of \$38,347,000. This decrease was primarily due to a \$37,307,000 reversal of a portion of liability for income taxes in the current year, due to the expiration of the applicable statute of limitations.

Net Income Attributable to the Noncontrolling Interest

Net income attributable to the noncontrolling interest was \$687,000 in the nine months ended September 30, 2009, compared to \$177,000 in the nine months ended September 30, 2008, and represents our venture partner's 75% pro rata share of net income from our consolidated partially owned entity, the Kings Plaza energy plant joint venture.

**Liquidity and Capital Resources**

We anticipate that cash flow from operations, together with existing cash balances, will be adequate to fund our business operations, recurring capital expenditures, and debt amortization over the next twelve months.

Rego Park II Development Project

We own approximately 6.6 acres of land adjacent to our Rego Park I property in Queens, New York, which comprises the entire square block bounded by the Horace Harding Service Road (of the Long Island Expressway), 97<sup>th</sup> Street, 62<sup>nd</sup> Drive and Junction Boulevard. The development at Rego Park II consists of a 600,000 square foot shopping center on four levels and a parking deck containing approximately 1,400 spaces. Construction is expected to be substantially completed by the end of this year and estimated to cost approximately \$410,000,000, of which \$344,351,000 has been expended as of September 30, 2009. As of September 30, 2009, \$237,968,000 was drawn on the \$350,000,000 construction loan. The loan has an interest rate of LIBOR plus 1.20% (1.46% at September 30, 2009), and matures in December 2010, with a one-year extension option. As of September 30, 2009, we have leased 138,000 square feet to Home Depot (which was assigned to Costco in October 2009), 134,000 square feet to Century 21 department store, and 132,000 square feet to Kohls, (collectively, the anchor tenants). During the quarter ended June 30, 2009, we tendered possession to our anchor tenants and placed that portion of the asset into service. There can be no assurance that the balance of the project will be completed, completed on time, or completed for the budgeted amount.

Insurance

We carry commercial liability with limits of \$300,000,000 per location and all risk property insurance for (i) fire, (ii) flood, (iii) rental loss, (iv) extended coverage, and (v) acts of terrorism, as defined in the Terrorism Risk Insurance Program Reauthorization Act (TRIPRA) of 2007, with respect to our assets, with limits of \$1.7 billion per occurrence for all of our properties. To the extent that we incur losses in excess of our insurance coverage, these losses would be borne by us and could be material.

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Our debt instruments, consisting of mortgage loans secured by our properties (which are generally non-recourse to us), contain customary covenants requiring us to maintain insurance. Although we believe that we have adequate insurance coverage for the purposes of these agreements, we may not be able to obtain an equivalent amount of coverage at reasonable costs in the future. Further, if lenders insist on greater coverage than we are able to obtain, it could adversely affect our ability to finance and/or refinance our properties.

**Liquidity and Capital Resources - continued**

**Cash Flows**

Rental income from our properties is our principal source of operating cash flow. Our property rental income 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, non-development capital improvements and interest expense. Other sources of liquidity to fund our cash requirements include our existing cash, proceeds from debt financings, including mortgage or construction loans secured by our properties, and proceeds from asset sales.

*Nine Months Ended September 30, 2009*

Cash and cash equivalents were \$436,830,000 at September 30, 2009, compared to \$515,940,000 at December 31, 2008, a decrease of \$79,110,000. This decrease resulted from \$141,980,000 of net cash used in investing activities, partially offset \$45,843,000 of net cash provided by financing activities and \$17,027,000 of net cash provided by operating activities.

Net cash provided by operating activities of \$17,027,000 was comprised of net income of \$117,775,000, partially offset by adjustments for non-cash items of \$69,438,000 and the net change in operating assets and liabilities of \$31,310,000. The adjustments for non-cash items were comprised of (i) a \$42,472,000 reversal of a portion of the liability for income taxes as a result of the expiration of the applicable statute of limitations, (ii) a reversal of the liability for SARs compensation expense of \$34,275,000 and (iii) straight-lining of rental income of \$16,773,000, partially offset by (iv) depreciation and amortization of \$22,198,000 and (v) other non-cash adjustments of \$1,884,000, primarily due to a \$1,407,000 write-off of previously capitalized costs at our Flushing property. The net change in operating assets and liabilities of \$31,310,000 included a \$22,838,000 payment for SARs compensation expense.

Net cash used in investing activities of \$141,980,000 was primarily comprised of restricted cash of \$83,553,000, primarily related to the fully cash-collateralized mortgage at Rego Park I, and capital expenditures of \$58,427,000, primarily related to the development of our Rego Park II project.

Net cash provided by financing activities of \$45,843,000 was primarily comprised of borrowings under the construction loan to fund expenditures at our Rego Park II project. Financing activities also include the \$78,246,000 refinancing of the Rego Park I mortgage loan.

*Nine Months Ended September 30, 2008*

Cash and cash equivalents were \$571,916,000 at September 30, 2008, compared to \$560,231,000 at December 31, 2007, an increase of \$11,685,000. This increase resulted from \$29,956,000 of net cash provided by operating activities and \$78,691,000 of net cash provided by financing activities, partially offset by \$96,962,000 of net cash used in investing activities.

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Net cash provided by operating activities of \$29,956,000 was comprised of net income of \$22,340,000 and adjustments for non-cash items of \$31,814,000, partially offset by the net change in operating assets and liabilities of \$24,198,000. The adjustments for non-cash items were primarily comprised of (i) an accrual of stock appreciation rights compensation expense of \$23,330,000 and (ii) depreciation and amortization of \$18,897,000, partially offset by (iii) \$7,916,000 for the straight-lining of rental income and (iv) a net gain on the sale of real estate tax abatement certificates of \$1,872,000. The net change in operating assets and liabilities was primarily comprised of a \$32,440,000 payment for a portion of the liability for stock appreciation rights.

Net cash used in investing activities of \$96,962,000 was primarily comprised of capital expenditures of \$96,702,000, primarily related to the development of our Rego Park II project.

Net cash provided by financing activities of \$78,691,000 was primarily comprised of \$87,785,000 of borrowings under the construction loan to fund expenditures at our Rego Park II project and the exercise of share options of \$2,578,000, partially offset by repayments of borrowings of \$10,997,000.



**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 and GAAP extraordinary items, and to include depreciation and amortization expense from real estate assets 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 flows as a liquidity measure. FFO may not be comparable to similarly titled measures employed by other companies. The calculations of both the numerator and denominator used in the computation of income per share are disclosed in footnote 12 Income Per Share, in the notes to our consolidated financial statements on page 12 of this Quarterly Report on Form 10-Q.

*FFO Attributable to Common Stockholders for the Three and Nine Months Ended September 30, 2009 and 2008*

FFO attributable to common stockholders for the quarter ended September 30, 2009 was \$65,228,000, or \$12.77 per diluted share, compared to a negative \$25,856,000, or \$5.10 per diluted share, for the quarter ended September 30, 2008. FFO attributable to common stockholders for the quarter ended September 30, 2009 includes \$42,472,000, or \$8.32 per diluted share, of income from the reversal of a portion of the liability for income taxes, due to the expiration of the applicable statute of limitations. Negative FFO attributable to common stockholders for the quarter ended September 30, 2008 includes \$44,655,000 or \$8.81 per diluted share, for an accrual of SARs compensation expense.

FFO attributable to common stockholders for the nine months ended September 30, 2009 was \$136,588,000, or \$26.76 per diluted share, compared to \$38,761,000, or \$7.61 per diluted share, for the nine months ended September 30, 2008. FFO attributable to common stockholders for the nine months ended September 30, 2009 includes \$42,472,000, or \$8.32 per diluted share, of income from the reversal of a portion of the liability for income taxes, due to the expiration of the applicable statute of limitations and \$34,275,000, or \$6.71 per diluted share, of income from the reversal of previously recognized SARs compensation expense. FFO attributable to common stockholders for the nine months ended September 30, 2008 includes \$23,330,000, or \$4.58 per diluted share, for an accrual of SARs compensation expense.

The following table reconciles our net income to FFO (Negative FFO):

(Amounts in thousands, except share and per share amounts)	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30, 2009</b>	<b>2008</b>	<b>September 30, 2009</b>	<b>2008</b>
Net income (loss) attributable to Alexander's	\$58,029	\$(31,443)	) \$117,088	\$22,163
Depreciation and amortization of real property	7,199	5,587	) 19,500	16,598
FFO (Negative FFO) attributable to common stockholders	\$65,228	\$(25,856)	) \$136,588	\$38,761
FFO (Negative FFO) attributable to common stockholders per diluted share	\$12.77	\$(5.10)	) \$26.76	\$7.61
Weighted average shares used in computing FFO per diluted share	5,105,936	5,069,920	5,105,138	5,096,564



**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.

(Amounts in thousands, except per share amounts)	<b>Balance as of September 30, 2009</b>	<b>Weighted-Average Interest Rate</b>	<b>Effect of 1% Change in Base Rates</b>
Variable	\$295,165	1.76%	\$2,952
Fixed Rate	1,028,338	5.30%	\$2,952
	\$1,323,503		
Total effect on diluted earnings per share			\$0.58

As of September 30, 2009, the fair value of our debt, estimated by discounting the future contractual cash flows of our existing debt using the current rates available to borrowers with similar credit ratings for the remaining terms of such debt, was less than the aggregate carrying amount by approximately \$176,484,000. Such fair value estimates are not necessarily indicative of the amounts that would be realized upon 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 Rule 13a-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, after consultation with our legal counsel, 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, 2008.

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

None.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Submission of Matters to a Vote of Security Holders**

None.

**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.

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**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, 2009

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

**EXHIBIT INDEX**

**Exhibit No.**

- 3.1 - Amended and Restated Certificate of Incorporation. Incorporated herein by reference from Exhibit 3.1 to the registrant's Registration Statement on Form S-3 filed on September 20, 1995 \*
- 3.2 - By-laws, as amended. Incorporated herein by reference from Exhibit 10.1 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2000 \*
- 10.1 - Real Estate Retention Agreement dated as of July 20, 1992, between Vornado Realty Trust and Keen Realty Consultants, Inc., each as special real estate consultants, and the Company. Incorporated herein by reference from Exhibit 10(i)(O) to the registrant's Annual Report on Form 10-K for the fiscal year ended July 25, 1992 \*
- 10.2 - Extension Agreement to the Real Estate Retention Agreement, dated as of February 6, 1995, between the Company and Vornado Realty Trust. Incorporated herein by reference from Exhibit 10(i)(G)(2) to the registrant's Annual Report Form 10-K for the year ended December 31, 1994 \*
- 10.3 \*\* - Registrant's Omnibus Stock Plan, as amended, dated May 28, 1997. Incorporated herein by reference from Exhibit 10 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 1997, filed on August 13, 1997 \*
- 10.4 - Agreement of Lease dated as of April 30, 2001 between Seven Thirty One Limited Partnership, landlord, and Bloomberg L.P., tenant. Incorporated herein by reference from Exhibit 10(v) B to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2001, filed on August 2, 2001 \*
- 10.5 - Amended and Restated Consolidated Mortgage and Security Agreement dated as of May 31, 2001 among Alexander's Kings Plaza LLC as mortgagor, Alexander's of King LLC as mortgagor and Kings Parking LLC as mortgagor, collectively borrower, to Morgan Guaranty Trust Company of New York, as mortgagee. Incorporated herein by reference from Exhibit 10(v) A1 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2001, filed on August 2, 2001 \*
- 10.6 - Amended, Restated and Consolidated Promissory Note, dated as of May 31, 2001 by and between Alexander's Kings Plaza LLC, Alexander's of Kings LLC, and Kings Parking LLC collectively borrower, and Morgan Guaranty Trust Company of New York, lender. Incorporated herein by reference from Exhibit 10(v) A2 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2001, filed on August 2, 2001 \*
- 10.7 - Cash Management Agreement dated as of May 31, 2001 by and between Alexander's Kings Plaza LLC, Alexander's of Kings LLC, and Kings Parking LLC collectively borrower, and Morgan Guaranty Trust Company of New York, lender. Incorporated herein by reference from Exhibit 10(v) A3 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2001, filed on August 2, 2001 \*

\* Incorporated by reference.

\*\* Management contract or compensatory agreement.

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- 10.8 -Note modification and Severance Agreement dated as of November 26, 2001, between Alexander s Kings Plaza LLC, Alexander s of Kings LLC, and Kings Parking LLC collectively borrower and JP Morgan Chase Bank of New York, lender. Incorporated herein by reference from Exhibit 10(v)(A)(4) to the registrant s Annual Report on Form 10-K for the year ended December 31, 2001, filed on March 13, 2002
- 10.9 -Loan Agreement dated as of October 2, 2001 by and between ALX of Paramus LLC as borrower, and SVENSKA HANDELSBANKEN AB (publ), as lender. Incorporated herein by reference from Exhibit 10(v)(C)(1) to the registrant s Annual Report on Form 10-K for the year ended December 31, 2001, filed on March 13, 2002 \*
- 10.10 -Mortgage, Security Agreement and Fixture Financing Statement dated as of October 2, 2001 by and between ALX of Paramus LLC as borrower, and SVENSKA HANDELSBANKEN AB (publ), as lender. Incorporated herein by reference from Exhibit 10(v)(C)(2) to the registrant s Annual Report on Form 10-K for the year ended December 31, 2001, filed on March 13, 2002 \*
- 10.11 -Environmental undertaking letter dated as of October 2, 2001 by and between ALX of Paramus LLC, as borrower, and SVENSKA HANDELSBANKEN AB (publ), as lender. Incorporated herein by reference from Exhibit 10(v)(C)(3) to the registrant s Annual Report on Form 10-K for the fiscal year ended December 31, 2001, filed on March 13, 2002 \*
- 10.12 -Lease dated as of October 2, 2001 by and between ALX of Paramus LLC, as Landlord, and IKEA Property, Inc. as Tenant. Incorporated herein by reference from Exhibit 10(v)(C)(4) to the registrant s Annual Report on Form 10-K for the year ended December 31, 2001, filed on March 13, 2002 \*
- 10.13 -First Amendment to Real Estate Retention Agreement, dated as of July 3, 2002, by and between Alexander s, Inc. and Vornado Realty, L.P. Incorporated herein by reference from Exhibit 10(i)(E)(3) to the registrant s Quarterly Report on Form 10-Q for the quarter ended June 30, 2002, filed on August 7, 2002 \*
- 10.14 -59<sup>th</sup> Street Real Estate Retention Agreement, dated as of July 3, 2002, by and between Vornado Realty, L.P., 731 Residential LLC and 731 Commercial LLC. Incorporated herein by reference from Exhibit 10(i)(E)(4) to the registrant s Quarterly Report on Form 10-Q for the quarter ended June 30, 2002, filed on August 7, 2002 \*
- 10.15 -Amended and Restated Management and Development Agreement, dated as of July 3, 2002, by and between Alexander s, Inc., the subsidiaries party thereto and Vornado Management Corp. Incorporated herein by reference from Exhibit 10(i)(F)(1) to the registrant s Quarterly Report on Form 10-Q for the quarter ended June 30, 2002, filed on August 7, 2002 \*
- 10.16 -Kings Plaza Management Agreement, dated as of May 31, 2001, by and between Alexander s Kings Plaza LLC and Vornado Management Corp. Incorporated herein by reference from Exhibit 10(i)(F)(3) to the registrant s Quarterly Report on Form 10-Q for the quarter ended June 30, 2002, filed on August 7, 2002 \*
- 10.17 -Limited Liability Company Operating Agreement of 731 Residential LLC, dated as of July 3, 2002, among 731 Residential Holding LLC, as the sole member, Domenic A. Borriello, as an Independent Manager and Kim Lutthang, as an Independent Manager. Incorporated herein by reference from Exhibit 10(i)(A)(1) to the registrant s Quarterly Report on Form 10-Q for the quarter ended June 30, 2002, filed on August 7, 2002 \*

\* Incorporated by reference.



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- 10.18 -Limited Liability Company Operating Agreement of 731 Commercial LLC, dated as of July 3, 2002, among 731 Commercial Holding LLC, as the sole member, Domenic A. Borriello, as an Independent Manager and Kim Lutthang, as an Independent Manager. Incorporated herein by reference from Exhibit 10(i)(A)(2) to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002, filed on August 7, 2002 \*
- 10.19 -Reimbursement Agreement, dated as of July 3, 2002, by and between Alexander's, Inc., 731 Commercial LLC, 731 Residential LLC and Vornado Realty, L.P. Incorporated herein by reference from Exhibit 10(i)(C)(8) to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002, filed on August 7, 2002 \*
- 10.20 -First Amendment of Lease, dated as of April 19, 2002, between Seven Thirty One Limited Partnership, landlord and Bloomberg L.P., tenant. Incorporated herein by reference from Exhibit 10(v)(B)(2) to the registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2002, filed on August 7, 2002 \*
- 10.21 -Loan and Security Agreement, dated as of February 13, 2004, between 731 Office One LLC, as Borrower and German American Capital Corporation, as Lender. Incorporated herein by reference from Exhibit 10.20 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2003, filed on March 2, 2004 \*
- 10.22 -Amended, Restated and Consolidated Mortgage, Security Agreement, Financing Statement and Assignment of Leases, Rent and Security Deposits by and between 731 Office One LLC as Borrower and German American Capital Corporation as Lender, dated as of February 13, 2004. Incorporated herein by reference from Exhibit 10.21 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2003, filed on March 2, 2004 \*
- 10.23 -Amended, Restated and Consolidated Note, dated as of February 13, 2004, by 731 Office One LLC in favor of German American Capital Corporation. Incorporated herein by reference from Exhibit 10.22 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2003, filed on March 2, 2004 \*
- 10.24 -Assignment of Leases, Rents and Security Deposits from 731 Office One LLC to German American Capital Corporation, dated as of February 13, 2004. Incorporated herein by reference from Exhibit 10.23 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2003, filed on March 2, 2004 \*
- 10.25 -Account and Control Agreement, dated as of February 13, 2004, by and among German American Capital Corporation as Lender, and 731 Office One LLC as Borrower, and JP Morgan Chase as Cash Management Bank. Incorporated herein by reference from Exhibit 10.24 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2003, filed on March 2, 2004 \*
- 10.26 -Manager's Consent and Subordination of Management Agreement dated February 13, 2004 by 731 Office One LLC and Alexander's Management LLC and German American Capital Corporation. Incorporated herein by reference from Exhibit 10.25 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2003, filed on March 2, 2004 \*
- 10.27 -Note Exchange Agreement dated as of February 13, 2004 by and between 731 Office One LLC and German American Capital Corporation. Incorporated herein by reference from Exhibit 10.26 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2003, filed on March 2, 2004 \*

\* Incorporated by reference.

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- 10.28 -Promissory Note A-1 dated as of February 13, 2004 and 731 Office One LLC in favor of German American Capital Corporation. \*  
Incorporated herein by reference from Exhibit 10.27 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2003, filed on March 2, 2004
- 10.29 -Promissory Note A-2 dated as of February 13, 2004 and 731 Office One LLC in favor of German American Capital Corporation. \*  
Incorporated herein by reference from Exhibit 10.28 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2003, filed on March 2, 2004
- 10.30 -Promissory Note A-3 dated as of February 13, 2004 and 731 Office One LLC in favor of German American Capital Corporation. \*  
Incorporated herein by reference from Exhibit 10.29 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2003, filed on March 2, 2004
- 10.31 -Promissory Note A-4 dated as of February 13, 2004, and 731 Office One LLC in favor of German American Capital Corporation. \*  
Incorporated herein by reference from Exhibit 10.30 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2003, filed on March 2, 2004
- 10.32 -Promissory Note A-X dated as of February 13, 2004, and 731 Office One LLC in favor of German American Capital Corporation. \*  
Incorporated herein by reference from Exhibit 10.31 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2003, filed on March 2, 2004
- 10.33 -Promissory Note B dated as of February 13, 2004, and 731 Office One LLC in favor of German American Capital Corporation. \*  
Incorporated herein by reference from Exhibit 10.32 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2003, filed on March 2, 2004
- 10.34 -Guaranty of Recourse Obligations dated as of February 13, 2004, by Alexander's, Inc. to and for the benefit of German American Capital Corporation. Incorporated herein by reference from Exhibit 10.33 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2003, filed on March 2, 2004
- 10.35 -Environmental Indemnity dated as of February 13, 2004, by Alexander's, Inc. and 731 Office One LLC for the benefit of German American Capital Corporation. Incorporated herein by reference from Exhibit 10.34 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2003, filed on March 2, 2004
- 10.36 -Loan Agreement dated as of July 6, 2005, between 731 Retail One LLC, as Borrower and Archon Financial, as Lender. \*  
Incorporated herein by reference from Exhibit 10.1 to the registrant's Current Report on Form 8-K, filed on July 12, 2005
- 10.37\*\* -Form of Stock Option Agreement between the Company and certain employees. Incorporated herein by reference from Exhibit 10.61 to the registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005, filed on October 27, 2005
- 10.38\*\* -Form of Restricted Stock Option Agreement between the Company and certain employees. Incorporated herein by reference from Exhibit 10.62 to the registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005, filed on October 27, 2005

\* Incorporated by reference.

\*\* Management contract or compensatory agreement.

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- 10.39\*\* -Registrant s 2006 Omnibus Stock Plan dated April 4, 2006. Incorporated herein by reference from Annex B to Schedule 14A, filed \*  
by the registrant on April 28, 2006
- 10.40 -Second Amendment to Real Estate Retention Agreement, dated as of January 1, 2007, by and between Alexander s, Inc. and \*  
Vornado Realty L.P. Incorporated herein by reference from Exhibit 10.64 to the registrant s Annual Report on Form 10-K for the  
year ended December 31, 2006, filed on February 26, 2007
- 10.41 -Amendment to 59<sup>th</sup> Street Real Estate Retention agreement, dated as of January 1, 2007, by and among Vornado Realty L.P., 731 \*  
Retail One LLC, 731 Restaurant LLC, 731 Office One LLC and 731 Office Two LLC. Incorporated herein by reference from  
Exhibit 10.65 to the registrant s Annual Report on Form 10-K for the year ended December 31, 2006, filed on February 26, 2007
- 10.42 -Building Loan Agreement, dated as of December 21, 2007, among Alexander s of Rego Park II, Inc., as Borrower, PB Capital \*  
Corporation, as Lender, Norddeutsche Landesbank Girozentrale, New York Branch, as Lender, Wells Fargo Bank, National  
Association, as Lender, Landesbank Baden-Wurttemberg, New York Branch, as Lender, Bank of Ireland, Connecticut Branch, as  
Lender, PB Capital Corporation, as Administrative Agent, PB Capital Corporation and Norddeutsche Landesbank Girozentrale,  
New York Branch, as Co-Arrangers. Incorporated herein by reference from Exhibit 10.1 to the registrant s Current Report on Form  
8-K, filed on December 28, 2007
- 10.43 -Project Loan Agreement, dated as of December 21, 2007, among Alexander s of Rego Park II, Inc., as Borrower, PB Capital \*  
Corporation, as Lender, Norddeutsche Landesbank Girozentrale, New York Branch, as Lender, Wells Fargo Bank, National  
Association, as Lender, Landesbank Baden-Wurttemberg, New York Branch, as Lender, Bank of Ireland, Connecticut Branch, as  
Lender, PB Capital Corporation, as Administrative Agent, PB Capital Corporation and Norddeutsche Landesbank Girozentrale,  
New York Branch, as Co-Arrangers. Incorporated herein by reference from Exhibit 10.2 to the registrant s Current Report on Form  
8-K, filed on December 28, 2007
- 10.44 -Series I Building Loan Mortgage, Assignment of Leases and Rents and Security Agreement, dated as of December 21, 2007, from \*  
Alexander s of Rego Park II, Inc., as Mortgagor, to PB Capital Corporation, as Administrative Agent for the Lenders. Incorporated  
herein by reference from Exhibit 10.3 to the registrant s Current Report on Form 8-K, filed on December 28, 2007
- 10.45 -Series II Building Loan Mortgage, Assignment of Leases and Rents and Security Agreement, dated as of December 21, 2007, from \*  
Alexander s of Rego Park II, Inc., as Mortgagor, to PB Capital Corporation, as Administrative Agent for the Lenders. Incorporated  
herein by reference from Exhibit 10.4 to the registrant s Current Report on Form 8-K, filed on December 28, 2007
- 10.46 -Series I Project Loan Mortgage, Assignment of Leases and Rents and Security Agreement, dated as of December 21, 2007, from \*  
Alexander s of Rego Park II, Inc., as Mortgagor, to PB Capital Corporation, as Administrative Agent for the Lenders. Incorporated  
herein by reference from Exhibit 10.5 to the registrants Current Report on Form 8-K, filed on December 31, 2007
- 10.47 -Series II Project Loan Mortgage, Assignment of Leases and Rents and Security Agreement, dated as of December 21, 2007, from \*  
Alexander s of Rego Park II, Inc., as Mortgagor, to PB Capital Corporation, as Administrative Agent for the Lenders. Incorporated  
herein by reference from Exhibit 10.6 to the registrant s Current Report on Form 8-K, filed on December 28, 2007

\* Incorporated by reference.

\*\* Management contract or compensatory agreement.

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- 10.48 -Guaranty of Completion, dated as of December 21, 2007, executed by Alexander s, Inc. for the benefit of PB Capital Corporation, as Administrative Agent for itself and the other Lenders Incorporated herein by reference from Exhibit 10.7 to the registrant s Current Report on Form 8-K, filed on December 28, 2007 \*
- 10.49 -Guaranty of Payment, dated as of December 21, 2007, executed by Alexander s, Inc. for the benefit of PB Capital Corporation, as Administrative Agent for itself and the other Lenders. Incorporated herein by reference from Exhibit 10.8 to the registrant s Current Report on Form 8-K, filed on December 28, 2007 \*
- 10.50 -First Amendment to Amended and Restated Management and Development Agreement, dated as of July 6, 2005, by and between Alexander s, Inc., the subsidiaries party thereto and Vornado Management Corp. Incorporated herein by reference from Exhibit 10.52 to the registrant s Annual Report on Form 10-K, for the year ended December 31, 2007, filed on February 25, 2008 \*
- 10.51 -Second Amendment to Amended and Restated Management and Development Agreement, dated as of December 20, 2007, by and between Alexander s, Inc., the subsidiaries party thereto and Vornado Management Corp. Incorporated herein by reference from Exhibit 10.53 to the registrant s Annual Report on Form 10-K, for the year ended December 31, 2007, filed on February 25, 2008 \*
- 10.52 -Rego II Management and Development Agreement, dated as of December 20, 2007, by and between Alexander s of Rego Park II, Inc., and Vornado Realty L.P. Incorporated herein by reference from Exhibit 10.54 to the registrant s Annual Report on Form 10-K, for the year ended December 31, 2007, filed on February 25, 2008 \*
- 10.53 -Third Amendment to Real Estate Retention Agreement, dated as of December 20, 2007, by and between Alexander s, Inc., and Vornado Realty L.P. Incorporated herein by reference from Exhibit 10.55 to the registrant s Annual Report on Form 10-K, for the year ended December 31, 2007, filed on February 25, 2008 \*
- 10.54 -Rego II Real Estate Retention Agreement, dated as of December 20, 2007, by and between Alexander s, Inc., and Vornado Realty L.P. Incorporated herein by reference from Exhibit 10.56 to the registrant s Annual Report on Form 10-K, for the year ended December 31, 2007 filed on February 25, 2008 \*
- 10.55 -Loan Agreement dated as of March 10, 2009 between Alexander s Rego Park Shopping Center Inc., as Borrower and U.S. Bank National Association, as Lender. Incorporated herein by reference from Exhibit 10.55 to the registrant s Quarterly Report on for 10-Q for the quarter ended March 31, 2009, filed on May 4, 2009 \*
- 10.56 -Amended and Restated Mortgage, Security Agreement, Fixture Filing and Assignment of Leases and Rentals by and between Alexander s Rego Shopping Center, Inc. as Borrower and U.S. Bank National Association as Lender, dated as of March 10, 2009. Incorporated herein by reference from Exhibit 10.56 to the registrant s Quarterly Report on for 10-Q for the quarter ended March 31, 2009, filed on May 4, 2009 \*
- 10.57 -Amended and Restated Promissory Note dated as of March 10, 2009, by Alexander s Rego Shopping Center Inc., in favor of U.S. Bank National Association. Incorporated herein by reference from Exhibit 10.57 to the registrant s Quarterly Report on for 10-Q for the quarter ended March 31, 2009, filed on May 4, 2009 \*
- 10.58 -Cash Pledge Agreement dated as of March 10, 2009, executed by Alexander s Rego Shopping Center Inc. to and for the benefit of U.S. Bank National Association. Incorporated herein by reference from Exhibit 10.58 to the registrant s Quarterly Report on for 10-Q for the quarter ended March 31, 2009, filed on May 4, 2009 \*

\* Incorporated by reference.

