

ALEXANDERS INC  
Form 10-K  
February 24, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 10 K**

x

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



**For the Fiscal Year Ended:December 31, 2013**

**OR**

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

**For the transition period from  
Commission File Number:**

**to  
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**

(IRS Employer Identification No.)

**210 Route 4 East, Paramus, New Jersey**

(Address of principal executive offices)

**07652**

(Zip Code)

Registrant's telephone number, including area **(201) 587-8541**  
code

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Name of each exchange on which registered</b>
Common Stock, \$1 par value per share	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: NONE

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

YES  NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15 (d) of the Act.

YES  NO

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 website, 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, 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 Act). YES  NO

The aggregate market value of the voting and non-voting shares of common stock held by non-affiliates of the registrant, (i.e., by persons other than officers and directors of Alexander's, Inc.) was \$619,995,000 at June 30, 2013.

As of January 31, 2014 there were 5,106,196 shares of the registrant's common stock outstanding.

## **DOCUMENTS INCORPORATED BY REFERENCE**

**Part III:** Portions of the Proxy Statement for the Annual Meeting of Stockholders to be held on May 22, 2014.

---

## INDEX

	<b>Item</b>	<b>Financial Information:</b>	<b>Page</b>
<b>Part I.</b>	1.	Business	4
	1A.	Risk Factors	6
	1B.	Unresolved Staff Comments	15
	2.	Properties	16
	3.	Legal Proceedings	18
	4.	Mine Safety Disclosures	18
<b>Part II.</b>	5.	Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	19
	6.	Selected Financial Data	21
	7.	Management's Discussion and Analysis of Financial Condition and Results of Operations	22
	7A.	Quantitative and Qualitative Disclosures about Market Risk	33
	8.	Financial Statements and Supplementary Data	34
	9.	Changes in and Disagreements With Accountants on Accounting and Financial Disclosure	53
	9A.	Controls and Procedures	53
	9B.	Other Information	56
<b>Part III.</b>	10.	Directors, Executive Officers and Corporate Governance <sup>(1)</sup>	56
	11.	Executive Compensation <sup>(1)</sup>	57
	12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters <sup>(1)</sup>	57
	13.	Certain Relationships and Related Transactions, and Director Independence <sup>(1)</sup>	57
	14.	Principal Accounting Fees and Services <sup>(1)</sup>	57
<b>Part IV.</b>	15.	Exhibits, Financial Statement Schedules	58
<b>Signatures</b>			59

---

(1) These items are omitted in part or in whole because the registrant will file a definitive Proxy Statement pursuant to Regulation 14A under the Securities Exchange Act of 1934 with the Securities and Exchange Commission no later than 120 days after December 31, 2013, portions of which are incorporated by reference herein.



## **FORWARD-LOOKING STATEMENTS**

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 represent our intentions, plans, expectations and beliefs and are subject to numerous assumptions, risks and uncertainties. Our future results, financial condition 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 Annual Report on Form 10-K. We also note the following forward-looking statements: in the case of our development projects, the estimated completion date, estimated project costs and costs to complete; and estimates of dividends on shares of our common stock. Many of the factors that will determine the outcome of these and our other forward-looking statements 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 this 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 our forward-looking statements, which speak only as of the date of this Annual Report on Form 10-K 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 occurring after the date of this Annual Report on Form 10-K.

## PART I

### ITEM 1. BUSINESS

#### GENERAL

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 six properties in the greater New York City metropolitan area consisting of:

#### Operating properties

- 731 Lexington Avenue, a 1,307,000 square foot multi-use building, comprising the entire square block bounded by Lexington Avenue, East 59<sup>th</sup> Street, Third Avenue and East 58<sup>th</sup> Street in Manhattan. The building contains 885,000 and 174,000 of net rentable square feet of office and retail space, respectively, which we own, and 248,000 square feet of residential space consisting of 105 condominium units, which we sold. Bloomberg L.P. ("Bloomberg") occupies all of the office space. The Home Depot (83,000 square feet), The Container Store (34,000 square feet) and Hennes & Mauritz (27,000 square feet) are the principal retail tenants;
- Rego Park I, a 343,000 square foot shopping center, located on Queens Boulevard and 63<sup>rd</sup> Road in Queens. The center is anchored by a 195,000 square foot Sears department store, a 50,000 square foot Burlington Coat Factory, a 46,000 square foot Bed Bath & Beyond and a 36,000 square foot Marshalls;
- Rego Park II, a 609,000 square foot shopping center, located adjacent to the Rego Park I shopping center in Queens. The center is anchored by a 145,000 square foot Costco, a 135,000 square foot Century 21 and a 133,000 square foot Kohl's. In addition, 47,000 square feet is leased to Toys "R" Us/Babies "R" Us, a one-third owned affiliate of Vornado;
- Paramus, located at the intersection of Routes 4 and 17 in Paramus, New Jersey, consists of 30.3 acres of land that is leased to IKEA Property, Inc.; and

## Edgar Filing: ALEXANDERS INC - Form 10-K

- Flushing, a 167,000 square foot building, located at Roosevelt Avenue and Main Street in Queens, that is sub-leased to New World Mall LLC for the remainder of our ground lease term.

### Property under development

- Rego Park II Apartment Tower; We have commenced the construction of an apartment tower, which will contain approximately 300 units aggregating 250,000 square feet, above our Rego Park II shopping center. Construction is expected to be completed in 2015 and cost approximately \$125,000,000, of which \$2,265,000 has been incurred as of December 31, 2013. There can be no assurance that the project will be completed, or completed on schedule or within budget.

### Property to be developed

- Rego Park III, a 3.2 acre land parcel adjacent to the Rego Park II shopping center in Queens at the intersection of Junction Boulevard and the Horace Harding Service Road.



## **Relationship with Vornado**

We are managed by, and our properties are leased and developed by, Vornado, pursuant to agreements which expire in March of each year and are automatically renewable. Vornado is a fully-integrated REIT with significant experience in managing, leasing, developing, and operating retail and office properties.

At December 31, 2013, Vornado owned 32.4% of our outstanding common stock. Steven Roth is the Chairman of our Board of Directors and Chief Executive Officer, the Managing General Partner of Interstate Properties (“Interstate”), a New Jersey general partnership, and the Chairman of the Board of Trustees and Chief Executive Officer of Vornado. At December 31, 2013, Mr. Roth, Interstate and its other two general partners, David Mandelbaum and Russell B. Wight, Jr. (who are also directors of the Company and trustees of Vornado) owned, in the aggregate, 26.3% of our outstanding common stock, in addition to the 2.1% they indirectly own through Vornado. Joseph Macnow, our Executive Vice President and Chief Financial Officer, is the Executive Vice President – Finance and Chief Administrative Officer of Vornado.

## **Significant Tenants**

Bloomberg accounted for \$88,164,000, \$86,468,000 and \$84,526,000, or 45%, 45% and 46% of our total revenues in the years ended December 31, 2013, 2012 and 2011, respectively. No other tenant accounted for more than 10% of our total revenues in any of the last three years. If we were to lose Bloomberg as a tenant, or if Bloomberg were to fail or become unable to perform its obligations under its lease, it would adversely affect our results of operations and financial condition. We receive and evaluate certain confidential financial information and metrics from Bloomberg on a semi-annual basis. In addition, we access and evaluate financial information regarding Bloomberg from private sources, as well as publicly available data.

## **Competition**



We operate in a highly competitive environment. All of our properties are located in the greater New York City metropolitan area. We compete with a large number of property owners and developers. Principal factors of competition are the amount of rent charged, attractiveness of location and quality and breadth of services provided. Our success depends upon, among other factors, trends affecting national and local economies, the financial condition and operating results of current and prospective tenants, the availability and cost of capital, interest rates, construction and renovation costs, taxes, governmental regulations and legislation, population trends, zoning laws, and our ability to lease, sublease or sell our properties, at profitable levels. Our success is also subject to our ability to refinance existing debt on acceptable terms as it comes due.

## **Employees**

We currently have 72 employees.

## **Executive Office**

Our executive office is located at 210 Route 4 East, Paramus, New Jersey, 07652 and our telephone number is (201) 587-8541.

## **Available Information**

## Edgar Filing: ALEXANDERS INC - Form 10-K

Copies of our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports, as well as Reports on Forms 3, 4 and 5 regarding officers, directors, and 10% beneficial owners filed or furnished pursuant to Section 13(a), 15(d) or 16(a) of the Securities Exchange Act of 1934, are available free of charge on our website ([www.alx-inc.com](http://www.alx-inc.com)) as soon as reasonably practicable after they are electronically filed with, or furnished to, the Securities and Exchange Commission (“SEC”). Also available on our website are copies of our Audit Committee Charter, Compensation Committee Charter, Code of Business Conduct and Ethics and Corporate Governance Guidelines. In the event of any changes to these items, revised copies will be made available on our website. Copies of these documents are also available directly from us, free of charge.

On April 11, 2000, Vornado and Interstate filed with the SEC, the 26<sup>th</sup> amendment to a Form 13D indicating that they, as a group, own in excess of 51% of our common stock. This ownership level makes us a “controlled” company for the purposes of the New York Stock Exchange, Inc.’s Corporate Governance Standards (the “NYSE Rules”). This means that we are not required to, among other things, have a majority of the members of our Board of Directors be independent under the NYSE Rules, have all of the members of our Compensation Committee be independent under the NYSE Rules or to have a Nominating Committee. While we have voluntarily complied with a majority of the independence requirements of the NYSE Rules, we are under no obligation to do so and this situation may change at anytime.

**ITEM 1a. risk factors**

Material factors that may adversely affect our business and operations are summarized below. The risks and uncertainties described herein may not be the only ones we face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business. See “Forward-Looking Statements” contained herein on page 3.

**REAL ESTATE INVESTMENTS’ VALUE AND INCOME FLUCTUATE DUE TO VARIOUS FACTORS.**

The value of real estate fluctuates depending on conditions in the general economy and the real estate business. These conditions may also adversely impact our revenues and cash flows.

The factors that affect the value of our real estate include, among other things:

- national, regional and local economic conditions;
- competition from other available space;
- local conditions such as an oversupply of space or a reduction in demand for real estate in the area;
- how well we manage our properties;
- changes in market rental rates;
- the timing and costs associated with property improvements and rentals;
- whether we are able to pass all or portions of any increases in operating costs through to tenants;
- changes in real estate taxes and other expenses;
- whether tenants and users such as customers and shoppers consider a property attractive;
- the financial condition of our tenants, including the extent of tenant bankruptcies or defaults;
- availability of financing on acceptable terms or at all;
- inflation or deflation;
- fluctuations in interest rates;
- our ability to obtain adequate insurance;

- changes in zoning laws and taxation;
- government regulation;
- consequences of any armed conflict involving, or terrorist attack against, the United States;
- potential liability under environmental or other laws or regulations;
- natural disasters;
- general competitive factors; and
- climate changes.

The rents we receive and the occupancy levels at our properties may decline as a result of adverse changes in any of these factors. If our rental revenues and/or occupancy levels decline, we generally would expect to have less cash available to pay our indebtedness and for distribution to our stockholders. In addition, some of our major expenses, including mortgage payments, real estate taxes and maintenance costs generally do not decline when the related rents decline.

***Capital markets and economic conditions can materially affect our liquidity, financial condition and results of operations, as well as the value of our debt and equity securities.***

There are many factors that can affect the value of our equity securities and any debt securities we may issue in the future, including the state of the capital markets and economy. Demand for office and retail space may decline nationwide as it did in 2008 and 2009, due to the economic downturn, bankruptcies, downsizing, layoffs and cost cutting. Government action or inaction may adversely affect the state of the capital markets. The cost and availability of credit may be adversely affected by illiquid credit markets and wider credit spreads may adversely affect our liquidity and financial condition, including our results of operations, and the liquidity and financial condition of our tenants. Our inability or the inability of our tenants to timely refinance maturing liabilities and access the capital markets to meet liquidity needs may materially affect our financial condition and results of operations and the value of our equity securities and any debt securities we may issue in the future.

***Real estate is a competitive business.***

We compete with a large number of property owners and developers, some of which may be willing to accept lower returns on their investments than we are. Principal factors of competition include rents charged, attractiveness of location, the quality of the property and breadth and quality of services provided. Our success depends upon, among other factors, trends affecting 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.

***We depend on leasing space to tenants on economically favorable terms and collecting rent from tenants who may not be able to pay.***

Our financial results depend significantly on leasing space in our properties to tenants on economically favorable terms. In addition, because a majority of our income is derived from renting real property, our income, funds available to pay indebtedness and funds available for distribution to stockholders will decrease if certain of our tenants cannot pay their rent or if we are not able to maintain our occupancy levels on favorable terms. If a tenant does not pay its rent, we might not be able to enforce our rights as landlord without delays and might incur substantial legal and other costs. During periods of economic adversity, there may be an increase in the number of tenants that cannot pay their rent and an increase in vacancy rates.

***Bankruptcy or insolvency of tenants may decrease our revenues, net income and available cash.***

From time to time, some of our tenants have declared bankruptcy, and other tenants may declare bankruptcy or become insolvent in the future. In the case of our shopping centers, the bankruptcy or insolvency of a major tenant could cause us to have difficulty leasing the remainder of the affected property. Our leases generally do not contain restrictions designed to ensure the creditworthiness of our tenants. As a result, the bankruptcy or insolvency of a major tenant could result in a lower level of net income and funds available to pay our indebtedness or make distributions to stockholders.

***731 Lexington Avenue accounts for a substantial portion of our revenues. Loss of or damage to the building would adversely affect our financial condition and results of operations.***

731 Lexington Avenue accounted for \$128,845,000, \$126,034,000 and \$123,195,000, or 66%, 66% and 67% of our total revenues in the years ended December 31, 2013, 2012 and 2011, respectively. Loss of or damage to the building in excess of our insurance coverage, including as a result of a terrorist attack, would adversely affect our results of operations and financial condition.

***Bloomberg represents a significant portion of our revenues. Loss of Bloomberg as a tenant or deterioration in Bloomberg's credit quality could adversely affect our financial condition and results of operations.***

Bloomberg accounted for \$88,164,000, \$86,468,000 and \$84,526,000, or 45%, 45% and 46% of our total revenues in the years ended December 31, 2013, 2012 and 2011, respectively. No other tenant accounted for more than 10% of our total revenues in any of the last three years. If we were to lose Bloomberg as a tenant, or if Bloomberg were to fail or become unable to perform its obligations under its lease, it could adversely affect our results of operations and financial condition.

***We face risks associated with our tenants being designated “Prohibited Persons” by the Office of Foreign Assets Control.***

Pursuant to Executive Order 13224 and other laws, the Office of Foreign Assets Control of the United States Department of the Treasury (“OFAC”) maintains a list of persons designated as terrorists or who are otherwise blocked or banned (“Prohibited Persons”) from conducting business or engaging in transactions in the United States. Our leases, loans and other agreements may require us to comply with OFAC requirements. If a tenant or other party with whom we conduct business is placed on the OFAC list we may be required to terminate the lease or other agreement. Any such termination could result in a loss of revenue or otherwise negatively affect our financial results and cash flows.



***Our business and operations would suffer in the event of system failures.***

Despite system redundancy, the implementation of security measures and the existence of a disaster recovery plan for our internal information technology systems, our systems are vulnerable to damages from any number of sources, including computer viruses, unauthorized access, energy blackouts, natural disasters, terrorism, war and telecommunication failures. Any system failure or accident that causes interruptions in our operations could result in a material disruption to our business. We may also incur additional costs to remedy damages caused by such disruptions.

***The occurrence of cyber incidents, or a deficiency in our cybersecurity, could negatively impact our business by causing a disruption to our operations, a compromise or corruption of our confidential information, and/or damage to our business relationships, all of which could negatively impact our financial results.***

A cyber incident is considered to be any adverse event that threatens the confidentiality, integrity, or availability of our information resources. More specifically, a cyber incident is an intentional attack or an unintentional event that can include gaining unauthorized access to systems to disrupt operations, corrupt data, or steal confidential information. As our reliance on technology has increased, so have the risks posed to our systems, both internal and those we have outsourced. Our three primary risks that could directly result from the occurrence of a cyber incident include operational interruption, damage to our relationship with our tenants, and private data exposure. We have implemented processes, procedures and controls to help mitigate these risks, but these measures, as well as our increased awareness of a risk of a cyber incident, do not guarantee that our financial results will not be negatively impacted by such an incident.

***We may incur significant costs to comply with environmental laws and environmental contamination may impair our ability to lease and/or sell real estate.***

Our operations and properties are subject to various federal, state and local laws and regulations concerning the protection of the environment including air and water quality, hazardous or toxic substances and health and safety. Under some environmental laws, a current or previous owner or operator of real estate may be required to investigate and clean up hazardous or toxic substances released at a property. The owner or operator may also be held liable to a governmental entity or to third parties for property damage or personal injuries and for investigation and clean-up costs incurred by those parties because of the contamination. These laws often impose liability without regard to whether the owner or operator knew of the release of the substances or caused such release. The presence of contamination or the failure to remediate contamination may impair our ability to sell or lease real estate or to borrow using the real estate as collateral. Other laws and regulations govern indoor and outdoor air quality including those that can require the abatement or removal of asbestos-containing materials in the event of damage, demolition, renovation or remodeling and also govern emissions of and exposure to asbestos fibers in the air. The maintenance and removal of lead paint and certain electrical equipment containing polychlorinated biphenyls (PCBs) are also regulated by federal and state laws. We are also subject to risks associated with human exposure to chemical or biological contaminants such as molds, pollens, viruses and bacteria which, above certain levels, can be alleged to be connected to allergic or other health effects and symptoms in susceptible individuals. We could incur fines for environmental compliance and be held liable for the costs of remedial action with respect to the foregoing regulated substances or related claims arising out of environmental contamination or human exposure at or from our properties.

Each of our properties has been subjected to varying degrees of environmental assessment at various times. To date, these environmental assessments have not revealed any environmental condition material to our business. However, identification of new compliance concerns or undiscovered areas of contamination, changes in the extent or known scope of contamination, human exposure to contamination or changes in cleanup or compliance requirements could result in significant costs to us.

***Some of our potential losses may not be covered by 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 2014. 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 of a covered loss, and the Federal government is responsible for the remaining 85% of a covered loss. We are ultimately responsible for any loss 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, except for \$75,000,000 of the \$320,000,000 mortgage on our 731 Lexington Avenue property, in the event of a substantial casualty, as defined. Our mortgage loans contain customary covenants requiring us to maintain insurance. 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.

***Compliance or failure to comply with the Americans with Disabilities Act or other safety regulations and requirements could result in substantial costs.***

The Americans with Disabilities Act (“ADA”) generally requires that public buildings, including our properties, meet certain federal requirements related to access and use by disabled persons. Noncompliance could result in the imposition of fines by the federal government or the award of damages to private litigants and/or legal fees to their counsel. If, under the ADA, we are required to make substantial alterations and capital expenditures in one or more of our properties, including the removal of access barriers, it could adversely affect our financial condition and results of operations, as well as the amount of cash available for distribution to stockholders.

Our properties are subject to various federal, state and local regulatory requirements, such as state and local fire and life safety requirements. If we fail to comply with these requirements, we could incur fines or private damage awards. We do not know whether existing requirements will change or whether compliance with future requirements will require significant unanticipated expenditures that will affect our cash flow and results of operations.

**OUR INVESTMENTS ARE CONCENTRATED IN THE GREATER NEW YORK CITY METROPOLITAN AREA. CIRCUMSTANCES AFFECTING THIS AREA GENERALLY COULD ADVERSELY AFFECT OUR BUSINESS.**

*All of our properties are in the greater New York City metropolitan area and are affected by the economic cycles and risks inherent in that area.*

All of our revenues come from properties located in the greater New York City metropolitan area. Real estate markets are subject to economic downturns and we cannot predict how economic conditions will impact this market in either the short or long term. Declines in the economy or declines in the real estate market in this area could hurt our financial performance and the value of our properties. In addition to the factors affecting the national economic condition generally, the factors affecting economic conditions in this area include:

- financial performance and productivity of the media, advertising, financial, technology, retail, insurance and real estate industries;
- unemployment levels;
- business layoffs or downsizing;
- industry slowdowns;
- relocations of businesses;
- changing demographics;
- increased telecommuting and use of alternative work places;
- infrastructure quality; and
- any oversupply of, or reduced demand for, real estate.

It is impossible for us to assess the future effects of trends in the economic and investment climates of the greater New York City metropolitan region, and more generally of the United States, on the real estate market in this area. Local, national or global economic downturns, would negatively affect our business and profitability.

*Terrorist attacks, such as those of September 11, 2001 in New York City, may adversely affect the value of our properties and our ability to generate cash flow.*

All of our properties are located in the greater New York City metropolitan area, and our most significant property, 731 Lexington Avenue, is located on Lexington Avenue and 59<sup>th</sup> Street in Manhattan. In the aftermath of a terrorist

attack, tenants in this area may choose to relocate their businesses to less populated, lower-profile areas of the United States that are not as likely to be targets of future terrorist activity and fewer customers may choose to patronize businesses in this area. This would trigger a decrease in the demand for space in these markets, which could increase vacancies in our properties and force us to lease our properties on less favorable terms. As a result, the value of our properties and the level of our revenues could decline materially.

***Natural Disasters could have a concentrated impact on the area which we operate and could adversely impact our results.***

Our investments are in the New York metropolitan area and since they are concentrated along the Eastern Seaboard, natural disasters, including hurricanes, could impact our properties. Potentially adverse consequences of “global warming” could similarly have an impact on our properties. As a result, we could become subject to significant losses and/or repair costs which may or may not be fully covered by insurance and to the risk of business interruption. The incurrence of these losses, costs or business interruptions may adversely affect our operating and financial results.

***We are subject to risks that affect the general retail environment.***

A portion of our properties are in the retail shopping center real estate market. This means that we are subject to factors that affect the retail environment generally, including the level of consumer spending and consumer confidence, unemployment rates, the threat of terrorism and increasing competition from discount retailers, outlet malls, retail websites and catalog companies. These factors could adversely affect the financial condition of our retail tenants and the willingness of retailers to lease space in our shopping centers.

**WE MAY ACQUIRE OR SELL ASSETS OR DEVELOP PROPERTIES. OUR FAILURE OR INABILITY TO CONSUMMATE THESE TRANSACTIONS OR MANAGE THESE TRANSACTIONS COULD ADVERSELY AFFECT OUR OPERATIONS AND FINANCIAL RESULTS.**

*We may acquire or develop properties and this may create risks.*

Although our stated business strategy is not to engage in acquisitions, we may acquire or develop properties when we believe that an acquisition or development project is otherwise consistent with our business strategy. We may not, however, succeed in consummating desired acquisitions or in completing developments on time or within budget. In addition, we may face competition in pursuing acquisition or development opportunities that could increase our costs. When we do pursue a project or acquisition, we may not succeed in leasing newly-developed or acquired properties at rents sufficient to cover costs of acquisition or development and operations. Difficulties in integrating acquisitions may prove costly or time-consuming and could divert management's attention. Acquisitions or developments in new markets or types of properties where we do not have the same level of market knowledge may result in weaker than anticipated performance. We may abandon acquisition or development opportunities that we have begun pursuing and consequently fail to recover expenses already incurred and have devoted management time to a matter not consummated.

*It may be difficult to buy and sell real estate quickly, which may limit our flexibility.*

Real estate investments are relatively difficult to buy and sell quickly. Consequently, we may have limited ability to vary our portfolio promptly in response to changes in economic or other conditions. Moreover, our ability to buy, sell, or finance real estate assets may be adversely affected during periods of uncertainty or unfavorable conditions in the credit markets as we, or potential buyers of our assets, may experience difficulty in obtaining financing.

*We have an investment in marketable equity securities. The value of this investment may decline.*

We have an investment in Macerich, a retail shopping center company. As of December 31, 2013, this investment had a carrying amount of \$31,522,000. A significant decline in the value of this investment due to, among other reasons, Macerich's operating performance or economic or market conditions, may result in the recognition of an impairment loss, which could be material.

**OUR ORGANIZATIONAL AND FINANCIAL STRUCTURE GIVES RISE TO OPERATIONAL AND FINANCIAL RISKS.**

*We depend on dividends and distributions from our direct and indirect subsidiaries. The creditors of these subsidiaries are entitled to amounts payable to them by the subsidiaries before the subsidiaries may pay any dividends or distributions to us.*

Substantially all of our properties and assets are held through our subsidiaries. We depend on cash distributions and dividends from our subsidiaries for substantially all of our cash flow. The creditors of each of our direct and indirect subsidiaries are entitled to payment of that subsidiary's obligations to them when due and payable before that subsidiary may make distributions or dividends to us. Thus, our ability to pay dividends, if any, to our security holders depends on our subsidiaries' ability to first satisfy their obligations to their creditors and our ability to satisfy our obligations, if any, to our creditors.

In addition, our participation in any distribution of the assets of any of our direct or indirect subsidiaries upon the liquidation, reorganization or insolvency of the subsidiary, is only after the claims of the creditors, including trade creditors, and preferred security holders, if any, of the applicable direct or indirect subsidiaries are satisfied.

***Our existing financing documents contain covenants and restrictions that may restrict our operational and financial flexibility.***

At December 31, 2013, substantially all of the individual properties we own were encumbered by mortgages. These mortgages contain covenants that limit our ability to incur additional indebtedness on these properties, provide for lender approval of tenants' leases in certain circumstances, and provide for yield maintenance or defeasance premiums to prepay them. These mortgages may significantly restrict our operational and financial flexibility. In addition, if we were to fail to perform our obligations under existing indebtedness or become insolvent or were liquidated, secured creditors would be entitled to payment in full from the proceeds of the sale of the pledged assets prior to any proceeds being paid to other creditors or to any holders of our securities. In such an event, it is possible that we would have insufficient assets remaining to make payments to other creditors or to any holders of our securities.



***We have outstanding debt, and the amount of debt and its cost may increase and refinancing may not be available on acceptable terms.***

As of December 31, 2013, total debt outstanding was \$1,049,959,000 and our ratio of total debt to total enterprise value was 44.0%. “Enterprise value” means the market equity value of our common stock, plus debt, less cash and cash equivalents at such date. In addition, we have significant debt service obligations. For the year ended December 31, 2013, our scheduled cash payments for principal and interest were \$58,078,000. In the future, we may incur additional debt, and thus increase the ratio of total debt to total enterprise value. If our level of indebtedness increases, there may be an increased risk of default which could adversely affect our financial condition and results of operations. In addition, in a rising interest rate environment, the cost of refinancing our existing debt and any new debt or market rate security or instrument may increase. Continued uncertainty in the equity and credit markets may negatively impact our ability to obtain financing on reasonable terms or at all, which may negatively affect our ability to refinance our debt.

***We might fail to qualify or remain qualified as a REIT, and may be required to pay income taxes at corporate rates.***

Although we believe that we will remain organized and will continue to operate so as to qualify as a REIT for federal income tax purposes, we might fail to remain qualified. Our qualification as a REIT for federal income tax purposes is governed by highly technical and complex provisions of the Internal Revenue Code (the “Code”) for which there are only limited judicial or administrative interpretations. Our qualification as a REIT also depends on various facts and circumstances that are not entirely within our control. In addition, legislation, new regulations, administrative interpretations or court decisions might significantly change the relevant tax laws and/or the federal income tax consequences of qualifying as a REIT.

If, with respect to any taxable year, we fail to maintain our qualification as a REIT and do not qualify under statutory relief provisions, we could not deduct distributions to stockholders in computing our taxable income and would have to pay federal income tax on our taxable income at regular corporate rates. The federal income tax payable would include any applicable alternative minimum tax. If we had to pay federal income tax, the amount of money available to distribute to stockholders and pay our indebtedness would be reduced for the year or years involved, and we would no longer be required to make distributions to stockholders. In addition, we would also be disqualified from treatment as a REIT for the four taxable years following the year during which qualification was lost, unless we were entitled to relief under the relevant statutory provisions.

***We face possible adverse changes in tax laws, which may result in an increase in our tax liability.***

From time to time changes in state and local tax laws or regulations are enacted, which may result in an increase in our tax liability. The shortfall in tax revenues for states and municipalities in recent years may lead to an increase in the frequency and size of such changes. If such changes occur, we may be required to pay additional taxes on our assets or income. These increased tax costs could adversely affect our financial condition and results of operations and the amount of cash available for payment of dividends.



***Loss of our key personnel could harm our operations and adversely affect the value of our common stock.***

We are dependent on the efforts of Steven Roth, our Chief Executive Officer. Although we believe that we could find a replacement for this key personnel, the loss of his services could harm our operations and adversely affect the value of our common stock.

**ALEXANDER'S CHARTER DOCUMENTS AND APPLICABLE LAW MAY HINDER ANY ATTEMPT TO ACQUIRE US.**

Provisions in Alexander's certificate of incorporation and by laws, as well as provisions of the Code and Delaware corporate law, may delay or prevent a change in control of the Company or a tender offer, even if such action might be beneficial to stockholders, and limit the stockholders' opportunity to receive a potential premium for their shares of common stock over then prevailing market prices.

Primarily to facilitate maintenance of its qualification as a REIT, Alexander's certificate of incorporation generally prohibits ownership, directly, indirectly or beneficially, by any single stockholder of more than 9.9% of the outstanding shares of preferred stock of any class or 4.9% of outstanding common stock of any class. The Board of Directors may waive or modify these ownership limits with respect to one or more persons if it is satisfied that ownership in excess of these limits will not jeopardize Alexander's status as a REIT for federal income tax purposes. In addition, the Board of Directors has, subject to certain conditions and limitations, exempted Vornado and certain of its affiliates from these ownership limitations. Stock owned in violation of these ownership limits will be subject to the loss of rights and other restrictions. These ownership limits may have the effect of inhibiting or impeding a change in control.

Alexander's Board of Directors is divided into three classes of directors. Directors of each class are chosen for three-year staggered terms. Staggered terms of directors may have the effect of delaying or preventing changes in control or management, even though changes in management or a change in control might be in the best interest of our stockholders.

In addition, Alexander's charter documents authorize the Board of Directors to:

- cause Alexander's to issue additional authorized but unissued common stock or preferred stock;
- classify or reclassify, in one or more series, any unissued preferred stock;
- set the preferences, rights and other terms of any classified or reclassified stock that Alexander's issues; and
- increase, without stockholder approval, the number of shares of beneficial interest that Alexander's may issue.

The Board of Directors could establish a series of preferred stock with terms that could delay, deter or prevent a change in control of Alexander's or other transaction that might involve a premium price or otherwise be in the best interest of our stockholders, although the Board of Directors does not, at present, intend to establish a series of preferred stock of this kind. Alexander's charter documents contain other provisions that may delay, deter or prevent a

change in control of the Company or other transaction that might involve a premium price or otherwise be in the best interest of our stockholders.

In addition, Vornado, Interstate and its three general partners (each of whom are both trustees of Vornado and Directors of Alexander's) together beneficially own approximately 58.7% of our outstanding shares of common stock. This degree of ownership is likely to reduce the possibility of a tender offer or an attempt to change control of the Company by a third party.

*We may change our policies without obtaining the approval of our stockholders.*

Our operating and financial policies, including our policies with respect to acquisitions of real estate or other assets, growth, operations, indebtedness, capitalization and dividends, are exclusively determined by our Board of Directors. Accordingly, our stockholders do not control these policies.



**OUR OWNERSHIP STRUCTURE AND RELATED-PARTY TRANSACTIONS MAY GIVE RISE TO CONFLICTS OF INTEREST.**



***Steven Roth, Vornado and Interstate may exercise substantial influence over us. They and some of our other directors and officers have interests or positions in other entities that may compete with us.***

At December 31, 2013, Interstate and its partners owned approximately 6.6% of the common shares of beneficial interest of Vornado and approximately 26.3% of our outstanding common stock. Steven Roth, David Mandelbaum and Russell B. Wight, Jr. are the partners of Interstate. Mr. Roth is the Chairman of our Board of Directors and Chief Executive Officer, the Chairman of the Board of Trustees and Chief Executive Officer of Vornado and the Managing General Partner of Interstate. Mr. Wight and Mr. Mandelbaum are both trustees of Vornado and members of our Board of Directors. In addition, Vornado manages and leases the real estate assets of Interstate.

At December 31, 2013, Vornado owned 32.4% of our outstanding common stock, in addition to the 26.3% owned by Interstate and its partners. In addition to the relationships described in the immediately preceding paragraph, Dr. Richard West is a trustee of Vornado and a member of our Board of Directors and Joseph Macnow is our Executive Vice President and Chief Financial Officer and the Executive Vice President – Finance and Chief Administrative Officer of Vornado.

Because of their overlapping interests, Vornado, Mr. Roth, Interstate and the other individuals noted in the preceding paragraphs may have substantial influence over Alexander's, and on the outcome of any matters submitted to Alexander's stockholders for approval. In addition, certain decisions concerning our operations or financial structure may present conflicts of interest among Vornado, Messrs. Roth, Mandelbaum and Wight and Interstate and other security holders. Vornado, Mr. Roth and Interstate may, in the future, engage in a wide variety of activities in the real estate business which may result in conflicts of interest with respect to matters affecting us, such as, which of these entities or persons, if any, may take advantage of potential business opportunities, the business focus of these entities, the types of properties and geographic locations in which these entities make investments, potential competition between business activities conducted, or sought to be conducted, by us, competition for properties and tenants, possible corporate transactions such as acquisitions, and other strategic decisions affecting the future of these entities.

***There may be conflicts of interest between Vornado, its affiliates and us.***

Vornado manages, develops and leases our properties under agreements that have one-year terms expiring in March of each year, which are automatically renewable. Because we share common senior management with Vornado and because four of the trustees of Vornado also constitute the majority of our directors, the terms of the foregoing agreements and any future agreements may not be comparable to those we could have negotiated with an unaffiliated third party.

For a description of Interstate's ownership of Vornado and Alexander's, see "Steven Roth, Vornado and Interstate may exercise substantial influence over us. They and some of our other directors and officers have interests or positions in other entities that may compete with us." above.



**THE NUMBER OF SHARES OF ALEXANDER'S COMMON STOCK AND THE MARKET FOR THOSE SHARES GIVE RISE TO VARIOUS RISKS.**

*The price of our common shares has been volatile and may fluctuate.*

The trading price of our common shares has been volatile and may continue to fluctuate widely as a result of a number of factors, many of which are outside of our control. In addition, the stock market is subject to fluctuations in the share prices and trading volumes that affect the market prices of the shares of many companies. These broad market fluctuations have in the past and may in the future adversely affect the market price of our common shares. Among the factors that could affect the price of our common shares are:

- our financial condition and performance;
- the financial condition of our tenants, including the extent of tenant bankruptcies or defaults;
- actual or anticipated quarterly fluctuations in our operating results and financial condition;
- our dividend policy;
- the reputation of REITs and real estate investments generally and the attractiveness of REIT equity securities in comparison to other equity securities, including securities issued by other real estate companies, and fixed income securities;
- uncertainty and volatility in the equity and credit markets;
- fluctuations in interest rates;
- changes in revenue or earnings estimates or publication of research reports and recommendations by financial analysts or actions taken by rating agencies with respect to our securities or those of other REITs;
- failure to meet analysts' revenue or earnings estimates;
- speculation in the press or investment community;
- strategic actions by us or our competitors, such as acquisitions or restructurings;
- the extent of institutional investor interest in us;
- the extent of short-selling of our common shares and the shares of our competitors;
- fluctuations in the stock price and operating results of our competitors;
- general financial and economic market conditions and, in particular, developments related to market conditions for REITs and other real estate related companies;
- domestic and international economic factors unrelated to our performance; and

- all other risk factors addressed elsewhere in this annual report on form 10-K.

A significant decline in our stock price could result in substantial losses for stockholders.

*Alexander's has additional shares of its common stock available for future issuance, which could decrease the market price of the common stock currently outstanding.*

The interest of our current stockholders could be diluted if we issue additional equity securities. As of December 31, 2013, we had authorized but unissued 4,826,550 shares of common stock, par value of \$1.00 per share and 3,000,000 shares of preferred stock, par value \$1.00 per share; of which, 3,521 shares of common stock are reserved for issuance upon redemption of the deferred stock units previously granted to our Board of Directors. In addition, 891,219 shares are available for future grant under the terms of our 2006 Omnibus Stock Plan. These awards may be granted in the form of options, restricted stock, stock appreciation rights, deferred stock units, or other equity-based interests, and if granted, would reduce that number of shares available for future grants, provided however that an award that may be settled only in cash, would not reduce the number of shares available under the plan. We cannot predict the impact that future issuances of common or preferred stock or any exercise of outstanding options or grants of additional equity-based interests would have on the market price of our common stock.

#### **ITEM 1B. UNRESOLVED STAFF COMMENTS**

There are no unresolved comments from the staff of the Securities and Exchange Commission as of the date of this Annual Report on Form 10-K.

**ITEM 2. properties**

The following table shows the location, ownership, approximate size (excluding parking garages) and occupancy of each of our properties as of December 31, 2013.

<b>Property</b>	<b>Land</b>	<b>Building</b>	<b>Occupancy</b>	<b>Average</b>		<b>Lease</b>
<b>Operating</b>	<b>Acreage</b>	<b>Square Feet</b>	<b>Rate</b>	<b>Rent Per</b>	<b>Tenants</b>	<b>Expiration/</b>
<b>Properties:</b>				<b>Square</b>		<b>Option</b>
				<b>Foot<sup>(1)</sup></b>		<b>Expiration(s)</b>
731 Lexington Avenue New York, New York						
Office		697,000			Bloomberg L.P.	2029/2039
		188,000			Bloomberg L.P.	2015/2020
		885,000	100%	\$ 95.21		
Retail		83,000			The Home Depot	2025/2035
		34,000			The Container Store	2021
		27,000			Hennes & Mauritz	2019
		30,000			Various	Various
		174,000	100%	170.34		
	1.9	1,059,000				
Rego Park I Queens, New York						
		195,000			Sears	2021
		50,000			Burlington Coat Factory	2022/2027
		46,000			Bed Bath & Beyond	2021
		36,000			Marshalls	2021
		16,000			Old Navy	2021
	4.8	343,000	100%	37.97		
Rego Park II Queens, New York						
		145,000			Costco	2034/2059
		135,000			Century 21	2030/2050
		133,000			Kohl's	2030/2050
		47,000				2021/2036

					Toys "R"Us/Babies "R" Us Various	Various
	6.6	149,000 609,000	98%	40.22		
Paramus Paramus, New Jersey	30.3	-	100%	-	IKEA (ground lessee)	2041
Flushing Queens, New York (ground leased through January 2037)	1	167,000	100%	15.74	New World Mall LLC	2027/2037
<b><u>Property under Development:</u></b>						
Rego Park II Apartment Tower, 250,000 square feet under development Queens, New York	-	-	-	-	-	-
<b><u>Property to be Developed:</u></b>						
Rego Park III, adjacent to Rego Park II Queens, New York	3.2	- 2,178,000	-	-	-	-

(1) Represents the cash basis weighted average rent per square foot, which includes periodic step-ups in rent. For a discussion of our leasing activity, see Item 7 - Overview - Leasing Activity, Square Footage and Occupancy.

**ITEM 2. PROPERTIES – continued**

**Operating Properties**

**731 Lexington Avenue**

731 Lexington Avenue, a 1,307,000 square foot multi-use building, comprises the entire square block bounded by Lexington Avenue, East 59<sup>th</sup> Street, Third Avenue and East 58<sup>th</sup> Street in Manhattan, New York, and is situated in the heart of one of Manhattan's busiest business and shopping districts, with convenient access to several subway and bus lines. The property is located across the street from Bloomingdale's flagship store and only a few blocks away from Fifth Avenue and 57<sup>th</sup> Street. The building contains 885,000 and 174,000 of net rentable square feet of office and retail space, respectively, which we own, and 248,000 square feet of residential space consisting of 105 condominium units, which we sold. Bloomberg L.P. occupies all of the office space. The Home Depot (83,000 square feet), The Container Store (34,000 square feet) and Hennes & Mauritz (27,000 square feet) are the principal retail tenants.

The office and retail spaces are encumbered by first mortgage loans with balances of \$314,217,000 and \$320,000,000, respectively, as of December 31, 2013. These loans bear interest at 5.33% and 4.93% and mature in February 2014 and July 2015, respectively. We are in the process of finalizing a \$300,000,000 refinancing of the office loan.

**Rego Park I**

Rego Park I, a 343,000 square foot shopping center, located on Queens Boulevard and 63<sup>rd</sup> Road in Queens, New York, is anchored by a 195,000 square foot Sears department store, a 50,000 square foot Burlington Coat Factory, a 46,000 square foot Bed Bath & Beyond and a 36,000 square foot Marshalls. The center contains a parking deck (1,259 spaces) that provides for paid parking.

The center is encumbered by a 100% cash collateralized loan with a balance of \$78,246,000 as of December 31, 2013. The loan bears interest at 0.40%, is prepayable at any time without penalty and matures in March 2015.



**Rego Park II**

Rego Park II, a 609,000 square foot shopping center, adjacent to the Rego Park I shopping center in Queens, New York, is anchored by a 145,000 square foot Costco, a 135,000 square foot Century 21 and a 133,000 square foot Kohl's. In addition, 47,000 square feet is leased to Toys "R" Us/Babies "R" Us, a one-third owned affiliate of Vornado. The center contains a parking deck (1,315 spaces) that provides for paid parking.

This center is encumbered by a first mortgage loan with a balance of \$269,496,000 as of December 31, 2013. The loan bears interest at LIBOR plus 1.85% (2.02% at December 31, 2013) and matures in November 2018.

**Paramus**

We own 30.3 acres of land located at the intersection of Routes 4 and 17 in Paramus, New Jersey. The land is located directly across from the Garden State Plaza regional shopping mall and is within two miles of three other regional shopping malls and ten miles of New York City. The land has been ground leased to IKEA Property, Inc. since 2001. The lease expires in 2041, with a purchase option in 2021 for \$75,000,000. The property is encumbered by a \$68,000,000 interest-only mortgage loan with a fixed rate of 2.90%, which matures in October 2018. The annual triple-net rent is the sum of \$700,000 plus the amount of debt service on the mortgage loan. If the purchase option is exercised, we will receive net cash proceeds of approximately \$7,000,000 and recognize a net gain on the sale of the land of approximately \$60,000,000. If the purchase option is not exercised, the triple-net rent for the last 20 years must include debt service sufficient to fully amortize \$68,000,000 over the remaining 20-year lease term.

**ITEM 2. PROPERTIES – continued**

**Flushing**

Flushing is located on Roosevelt Avenue and Main Street in the downtown, commercial section of Flushing, Queens, New York. Roosevelt Avenue and Main Street are active shopping districts and there are many national retailers located in the area. A subway entrance is located directly in front of the property with bus service across the street. The property comprises a four-floor building containing 167,000 square feet and a parking garage, which is sub-leased to New World Mall LLC for the remainder of our ground lease term, which expires in 2027 and has one 10-year extension option.

In 2002, Flushing Expo, Inc. (“Expo”) agreed to purchase the stock of the entity which owns the Flushing property from us (“Purchase of the Property”) and gave us a non-refundable deposit of \$1,875,000. Pursuant to a stipulation of settlement, we settled the action Expo brought against us regarding the Purchase of the Property and in June 2011, deposited the settlement amount with the Court, in exchange for which we received a stipulation of discontinuance, with prejudice, as well as general releases. In November 2011, Expo filed another action, this time against our tenant at the Flushing property asserting, among other things, that such tenant interfered with Expo's Purchase of the Property from us and sought \$50,000,000 in damages from our tenant, who sought indemnification from us for such amount. In August 2012, the Court entered judgment denying Expo's claim for damages. Expo filed a motion to re-argue the decision, which the Court denied on December 7, 2012. Expo has appealed the Court’s August 2012 decision. We believe, after consultation with counsel, that the amount or range of reasonably possible losses, if any, cannot be estimated.

**Property under Development**

**Rego Park II Apartment Tower**

We have commenced the construction of an apartment tower, which will contain approximately 300 units aggregating 250,000 square feet, above our Rego Park II shopping center. Construction is expected to be completed in 2015 and cost approximately \$125,000,000, of which \$2,265,000 has been incurred as of December 31, 2013. There can be no assurance that the project will be completed, or completed on schedule or within budget.

**Property to be Developed**

**Rego Park III**

We own approximately 3.2 acres of land adjacent to the Rego Park II shopping center in Queens, New York, which comprises a one quarter square block and is located at the intersection of Junction Boulevard and the Horace Harding Service Road. The land is currently being used for paid public parking. Plans and budgets for this project have not been established and there can be no assurance that it will commence.

**ITEM 3. 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 will not have a material effect on our financial condition, results of operations or cash flows.

For a discussion of the litigation concerning our Flushing, New York property, see “Item 2. Properties – Operating Properties – Flushing.”

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**PART II**

**ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS  
AND ISSUER**

**PURCHASES OF EQUITY SECURITIES**

Our common stock is listed on the New York Stock Exchange under the symbol “ALX.” Set forth below are the high and low closing prices for the shares of our common stock for each full quarterly period within the two most recent years and any dividends paid per share during such periods.

Quarter	Year Ended December 31,					
	2013			2012		
	High	Low	Dividends	High	Low	Dividends
First	\$ 340.30	\$ 322.00	\$ 2.75	\$ 411.97	\$ 350.60	\$ 3.75
Second	328.53	281.51	2.75	431.11	361.00	3.75
Third	310.75	268.10	2.75	458.07	422.86	3.75
Fourth	344.92	279.60	2.75	461.26	329.90	125.75 <sup>(1)</sup>

Comprised of a regular quarterly dividend of \$3.75 per share and a special long-term capital gain dividend of (1) \$122.00 per share, to distribute the tax gain resulting

from the sale of Kings Plaza, which was sold in November 2012.

On January 15, 2014, we increased our regular quarterly dividend to \$3.25 per share (a new indicated annual rate of \$13.00 per share). As of January 31, 2014, there were approximately 301 holders of record of our common stock.

#### Recent Sales of Unregistered Securities

During 2013, we did not sell any unregistered securities.

Information relating to compensation plans under which our equity securities are authorized for issuance is set forth under Part III, Item 12 of this Annual Report on Form 10-K and such information is incorporated by reference herein.

#### Recent Purchases of Equity Securities

During 2013, we did not repurchase any of our equity securities.





Performance Graph

The following graph is a comparison of the five-year cumulative return of our common stock, the Standard & Poor's 500 Index (the "S&P 500 Index") and the National Association of Real Estate Investment Trusts' ("NAREIT") All Equity Index, a peer group index. The graph assumes that \$100 was invested on December 31, 2008 in our common stock, the S&P 500 Index and the NAREIT All Equity Index and that all dividends were reinvested without the payment of any commissions. There can be no assurance that the performance of our stock will continue in line with the same or similar trends depicted in the graph below.

	2008	2009	2010	2011	2012	2013
Alexander's	\$ 100	\$ 118	\$ 163	\$ 151	\$ 191	\$ 197
S&P 500 Index	100	126	146	149	172	228
The NAREIT All Equity Index	100	128	164	177	212	218

20

**ITEM 6. selected financial data**

The following table sets forth selected financial and operating data. This data should be read in conjunction with the consolidated financial statements and notes thereto and "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in this Annual Report on Form 10-K. This data may not be comparable to, or indicative of, future operating results.

	<b>Year Ended December 31,</b>				
(Amounts in thousands, except per share amounts)	<b>2013</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>	<b>2009</b>
Total revenues	\$ 196,459	\$ 191,312	\$ 185,246	\$ 174,206	\$ 159,694
Income from continuing operations <sup>(1)</sup>	\$ 54,663	\$ 50,041	\$ 54,831	\$ 49,159	\$ 118,697
Income from discontinued operations <sup>(2)</sup>	2,252	624,952	26,215	18,286	14,244
Net income	56,915	674,993	81,046	67,445	132,941
Net income attributable to the noncontrolling interest	-	(606)	(1,623)	(1,016)	(751)
Net income attributable to Alexander's	\$ 56,915	\$ 674,387	\$ 79,423	\$ 66,429	\$ 132,190
<b>Income per common share:</b>					
Income from continuing operations – basic	\$ 10.70	\$ 9.80	\$ 10.74	\$ 9.63	\$ 23.26
Income from continuing operations – diluted	10.70	9.80	10.74	9.63	23.25
Net income per common share – basic	11.14	132.04	15.55	13.01	25.90
Net income per common share – diluted	11.14	132.04	15.55	13.01	25.89
<b>Dividends per common share<sup>(3)</sup></b>	\$ 11.00	\$ 137.00	\$ 12.00	\$ 7.50	\$ -
<b>Balance sheet data:</b>					
Total assets	\$1,457,724	\$1,481,810	\$1,771,307	\$1,679,300	\$1,703,769
Real estate, at cost	919,576	911,792	906,907	897,312	879,833
Accumulated depreciation and amortization	185,375	160,826	136,460	112,765	91,247
Mortgages payable	1,049,959	1,065,916	1,080,932	1,095,197	1,095,646
Total equity	333,581	332,153	363,245	343,776	314,626

(1) Includes the reversal of stock appreciation rights ("SARs") compensation expense of \$34,275 in 2009, and the reversal of a portion of the liability for income taxes of \$2,561, \$5,113 and \$42,472 in 2011, 2010 and 2009,

respectively.

- (2) 2012 includes a \$599,628 gain on sale of real estate.
- (3) 2012 includes a special long-term capital gain dividend of \$122.00 per share, to distribute the tax gain resulting from the sale of Kings Plaza. We began paying a regular quarterly dividend in the second quarter of 2010.

**ITEM 7. management's discussion and analysis of financial condition and results of operations**

**Overview**

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

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

#### Year Ended December 31, 2013 Financial Results Summary

Net income attributable to common stockholders for the year ended December 31, 2013 was \$56,915,000, or \$11.14 per diluted share, compared to \$674,387,000, or \$132.04 per diluted share for the year ended December 31, 2012. Net income attributable to common stockholders includes income from discontinued operations (Kings Plaza) of \$2,252,000, or \$0.44 per diluted share for the year ended December 31, 2013, compared to \$624,346,000, or \$122.24 per diluted share for the year ended December 31, 2012 (primarily from the net gain on sale of Kings Plaza).

Funds from operations attributable to common stockholders ("FFO") for the year ended December 31, 2013 was \$85,717,000, or \$16.78 per diluted share, compared to \$107,616,000, or \$21.07 per diluted share for the prior year. FFO includes FFO from discontinued operations (Kings Plaza) of \$2,252,000, or \$0.44 per diluted share for the year ended December 31, 2013, compared to \$28,936,000, or \$5.67 per diluted share, including \$4,218,000 of real property depreciation, for the prior year.

#### Quarter Ended December 31, 2013 Financial Results Summary

Net income attributable to common stockholders for the quarter ended December 31, 2013 was \$15,790,000, or \$3.09 per diluted share, compared to \$617,157,000, or \$120.82 per diluted share for the quarter ended December 31, 2012. Net income attributable to common stockholders includes income from discontinued operations (Kings Plaza) of \$2,252,000, or \$0.44 per diluted share for the quarter ended December 31, 2013, compared to \$605,124,000, or \$118.46 per diluted share for the quarter ended December 31, 2012 (primarily from the net gain on sale of Kings Plaza).

Edgar Filing: ALEXANDERS INC - Form 10-K

FFO for the quarter ended December 31, 2013 was \$23,015,000, or \$4.50 per diluted share, compared to \$24,723,000, or \$4.84 per diluted share for the prior year's quarter. FFO includes FFO from discontinued operations (Kings Plaza) of \$2,252,000, or \$0.44 per diluted share for the quarter ended December 31, 2013, compared to \$5,496,000, or \$1.08 per diluted share for the prior year's quarter.

**Overview – continued**

*Leasing Activity, Square Footage and Occupancy*

As of December 31, 2013 and 2012, our portfolio was comprised of six properties aggregating 2,178,000 square feet that had occupancy rates of 99.4% and 99.1%, respectively. In the year ended December 31, 2013 we leased 6,562 square feet with an average initial rent of \$346.84 per square foot and a weighted average lease term of 10.4 years.

*Significant Tenants*

Bloomberg L.P. (“Bloomberg”) accounted for \$88,164,000, \$86,468,000 and \$84,526,000, or 45%, 45% and 46% of our total revenues in the years ended December 31, 2013, 2012 and 2011, respectively. No other tenant accounted for more than 10% of our total revenues in any of the last three years. If we were to lose Bloomberg as a tenant, or if Bloomberg were to fail or become unable to perform its obligations under its lease, it would adversely affect our results of operations and financial condition. We receive and evaluate certain confidential financial information and metrics from Bloomberg on a semi-annual basis. In addition, we access and evaluate financial information regarding Bloomberg from private sources, as well as publicly available data.

### **Critical Accounting Policies and Estimates**



Our financial statements are prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”), which 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. Set forth below is a summary of our accounting policies that we believe are critical to the preparation of our consolidated financial statements. This summary should be read in conjunction with a more complete discussion of our accounting policies included in Note 2 to the consolidated financial statements in this Annual Report on Form 10-K.

*Real Estate*



Real estate is carried at cost, net of accumulated depreciation and amortization. As of December 31, 2013 and 2012, the carrying amount of our real estate, net of accumulated depreciation and amortization, was \$734,201,000 and \$750,966,000, respectively. Maintenance and repairs are expensed as incurred. Depreciation requires an estimate by management of the useful life of each property and improvement as well as an allocation of the costs associated with a property to its various components. If we do not allocate these costs appropriately or incorrectly estimate the useful lives of our real estate, depreciation expense may be misstated. As real estate is undergoing development activities, all property operating expenses directly associated with and attributable to, the development and construction of a project, including interest expense, are capitalized to the cost of the real property to the extent that we believe such costs are recoverable through the value of the property. The capitalization period begins when development activities are underway and ends when the project is substantially complete. General and administrative costs are expensed as incurred.

Our properties and related intangible assets, including properties to be developed in the future and currently under development, are individually reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. An impairment exists when the carrying amount of an asset exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. Estimates of future cash flows are based on our current plans, intended holding periods and available market information at the time the analyses are prepared. For our development properties, estimates of future cash flows also include all future expenditures necessary to develop the asset, including interest payments that will be capitalized as part of the cost of the asset. An impairment loss is recognized only if the carrying amount of the asset is not recoverable and is measured based on the excess of the property's carrying amount over its estimated fair value. If our estimates of future cash flows, anticipated holding periods, or fair values change, based on market conditions or otherwise, our evaluation of impairment charges may be different and such differences could be material to our consolidated financial statements. Estimates of future cash flows are subjective and are based, in part, on assumptions regarding future occupancy, rental rates and capital requirements that could differ materially from actual results. Plans to hold properties over longer periods decrease the likelihood of recording impairment losses.

**Critical Accounting Policies and Estimates – continued**

*Allowance for Doubtful Accounts*



We periodically evaluate the collectibility of amounts due from tenants, including the receivable arising from the straight-lining of rents, and maintain an allowance for doubtful accounts (\$1,993,000 and \$2,219,000 as of December 31, 2013 and 2012, respectively) for estimated losses resulting from the inability of tenants to make required payments under the lease agreements. We exercise judgment in establishing these allowances and consider payment history and current credit status in developing these estimates. These estimates may differ from actual results, which could be material to our consolidated financial statements.

*Revenue Recognition*

We have the following revenue sources and revenue recognition policies:





- **Base Rent** – revenue arising from tenant leases. These rents are recognized over the non-cancelable term of the related leases on a straight-line basis, which includes the effects of rent steps and free rent abatements under the leases. We commence rental revenue recognition when the tenant takes possession of the leased space and the leased space is substantially ready for its intended use. In addition, in circumstances where we provide a tenant improvement allowance for improvements that are owned by the tenant, we recognize the allowance as a reduction of rental revenue on a straight-line basis over the term of the lease.



- Percentage Rent – revenue arising from retail tenant leases that is contingent upon the sales of tenants exceeding defined thresholds. These rents are recognized only after the contingency has been removed (i.e., when tenant sales thresholds have been achieved).



- Expense Reimbursements – revenue arising from tenant leases which provide for the recovery of all or a portion of the operating expenses and real estate taxes of the respective properties. This revenue is accrued in the same periods as the expenses are incurred.



- Parking income – revenue arising from the rental of parking space at our properties. This income is recognized as cash is received.





Before we recognize revenue, we assess, among other things, its collectibility. If our assessment of the collectibility of revenue changes, the impact on our consolidated financial statements could be material.



*Income Taxes*

We operate in a manner intended to enable us to continue to qualify as a Real Estate Investment Trust (“REIT”) under Sections 856 – 860 of the Internal Revenue Code of 1986, as amended (the “Code”). In order to maintain our qualification as a REIT under the Code, we must distribute at least 90% of our taxable income to stockholders each year. We distribute to our stockholders 100% of our taxable income and therefore, no provision for Federal income taxes is required. If we fail to distribute the required amount of income to our stockholders, or fail to meet other REIT requirements, we may fail to qualify as a REIT, which may result in substantial adverse tax consequences.

**Results of Operations – Year Ended December 31, 2013 compared to December 31, 2012**

Property Rentals

Property rentals were \$135,908,000 in the year ended December 31, 2013, compared to \$134,847,000 in the prior year, an increase of \$1,061,000. This increase was primarily due to higher occupancy.

Expense Reimbursements

Tenant expense reimbursements were \$60,551,000 in the year ended December 31, 2013, compared to \$56,465,000 in the prior year, an increase of \$4,086,000. This increase was primarily due to higher real estate taxes and reimbursable operating expenses.

Operating Expenses

Operating expenses were \$64,675,000 in the year ended December 31, 2013, compared to \$61,755,000 in the prior year, an increase of \$2,920,000. This increase was primarily comprised of higher (i) real estate taxes of \$3,991,000 and (ii) reimbursable operating expenses of \$512,000, partially offset by (iii) lower bad debt expense of \$1,362,000.

Depreciation and Amortization

Depreciation and amortization was \$28,987,000 in the year ended December 31, 2013, compared to \$28,815,000 in the prior year, an increase of \$172,000.

General and Administrative Expenses

General and administrative expenses were \$5,281,000 in the year ended December 31, 2013, compared to \$5,162,000 in the prior year, an increase of \$119,000.

Interest and Other Income, net

Interest and other income, net was \$1,527,000 in the year ended December 31, 2013, compared to \$177,000 in the prior year, an increase of \$1,350,000. This increase was primarily due to dividend income in the current year on the Macerich common shares that we received in connection with the sale of Kings Plaza in November 2012.

Interest and Debt Expense

Interest and debt expense was \$44,540,000 in the year ended December 31, 2013, compared to \$45,652,000 in the prior year, a decrease of \$1,112,000. This decrease was primarily due to lower average debt balances.

Income Tax Benefit (Expense)

In the year ended December 31, 2013, we had an income tax benefit of \$160,000, compared to an income tax expense of \$64,000 in the prior year, a decrease in expense of \$224,000. This decrease resulted primarily from a reduction of our income tax liability due to the expiration of the applicable statute of limitations.

Income from Discontinued Operations

Income from discontinued operations was \$2,252,000 in the year ended December 31, 2013, compared to \$624,952,000 in the year ended December 31, 2012, a decrease of \$622,700,000. Income for the year ended December 31, 2013 represents the reversal of previously accrued liabilities related to Kings Plaza. Income for the year ended December 31, 2012 is comprised of a \$599,628,000 net gain on sale of Kings Plaza and \$25,324,000 of income from the operations of the property prior to its sale in November 2012.

Net Income Attributable to the Noncontrolling Interest

Net income attributable to the noncontrolling interest was \$606,000 in the in the year ended December 31, 2012, and represents our venture partner's 75% pro-rata share of the net income from the Kings Plaza energy plant joint venture, which was sold together with Kings Plaza in November 2012.

**Results of Operations – Year Ended December 31, 2012 compared to December 31, 2011**

Property Rentals

Property rentals were \$134,847,000 in the year ended December 31, 2012, compared to \$133,682,000 in the year ended December 31, 2011, an increase of \$1,165,000. This increase was primarily due to higher occupancy.

Expense Reimbursements

Tenant expense reimbursements were \$56,465,000 in the year ended December 31, 2012, compared to \$51,564,000 in the year ended December 31, 2011, an increase of \$4,901,000. This increase was primarily due to higher real estate taxes and reimbursable operating expenses.

Operating Expenses

Operating expenses were \$61,755,000 in the year ended December 31, 2012, compared to \$55,481,000 in the year ended December 31, 2011, an increase of \$6,274,000. This increase was primarily comprised of higher (i) real estate taxes of \$4,395,000, (ii) reimbursable operating expenses of \$622,000 and (iii) bad debt expense of \$1,041,000.

Depreciation and Amortization

Depreciation and amortization was \$28,815,000 in the year ended December 31, 2012, compared to \$28,083,000 in the year ended December 31, 2011, an increase of \$732,000.

General and Administrative Expenses

General and administrative expenses were \$5,162,000 in the year ended December 31, 2012, compared to \$3,996,000 in the year ended December 31, 2011, an increase of \$1,166,000. This increase was primarily due to an \$807,000 reversal of a portion of the litigation loss accrual at our Flushing property in the year ended December 31, 2011.

#### Interest and Other Income, net

Interest and other income, net was \$177,000 in the year ended December 31, 2012, compared to \$1,001,000 in the year ended December 31, 2011, a decrease of \$824,000. This decrease was primarily due to \$740,000 of income in the year ended December 31, 2011 resulting from the collection of prior period real estate tax billings.

#### Interest and Debt Expense

Interest and debt expense was \$45,652,000 in the year ended December 31, 2012, compared to \$43,898,000 in the year ended December 31, 2011, an increase of \$1,754,000. This increase was primarily due to a \$2,561,000 reversal of previously recognized interest expense related to our income tax liability in the year ended December 31, 2011, due to the expiration of the applicable statute of limitations, partially offset by savings of \$621,000 from lower average debt balances.

#### Income Tax Benefit (Expense)

In the year ended December 31, 2012, we had income tax expense of \$64,000, compared to a \$42,000 income tax benefit in the year ended December 31, 2011, an increase in expense of \$106,000. This increase resulted from a true-up of our estimated income tax liability in the year ended December 31, 2011.

#### Income from Discontinued Operations

Income from discontinued operations was \$624,952,000 in the year ended December 31, 2012, compared to \$26,215,000 in the year ended December 31, 2011, an increase of \$598,737,000. The increase resulted primarily from a \$599,628,000 net gain on the sale of Kings Plaza in November 2012.

#### Net Income Attributable to the Noncontrolling Interest



Net income attributable to the noncontrolling interest was \$606,000 in the year ended December 31, 2012, compared to \$1,623,000 in the year ended December 31, 2011, a decrease of \$1,017,000. This decrease was primarily due to our Kings Plaza energy plant venture partner's 75% pro-rata share of a true-up in straight-line rental income in the year ended December 31, 2011. The Kings Plaza energy plant was sold together with Kings Plaza in November 2012.

## Related Party Transactions

### Vornado

Steven Roth is the Chairman of our Board of Directors and Chief Executive Officer, the Managing General Partner of Interstate Properties (“Interstate”), a New Jersey general partnership, and the Chairman of the Board of Trustees and Chief Executive Officer of Vornado. At December 31, 2013, Mr. Roth, Interstate and its other two general partners, David Mandelbaum and Russell B. Wight, Jr. (who are also directors of the Company and trustees of Vornado) owned, in the aggregate, 26.3% of our outstanding common stock, in addition to the 2.1% they indirectly own through Vornado. Joseph Macnow, our Executive Vice President and Chief Financial Officer, is the Executive Vice President – Finance and Chief Administrative Officer of Vornado.

At December 31, 2013, Vornado owned 32.4% of our outstanding common stock. We are managed by, and our properties are leased and developed by, Vornado, pursuant to various agreements, which expire in March of each year and are automatically renewable. These agreements are described in Note 3 – *Related Party Transactions*, to our consolidated financial statements in this Annual Report on Form 10-K.

**Liquidity and Capital Resources**

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 and maturities, and recurring capital expenditures.

*Dividends*

On January 15, 2014, we increased our regular quarterly dividend to \$3.25 per share (a new indicated annual rate of \$13.00 per share). The new dividend, if continued for all of 2014, would require us to pay out approximately \$66,500,000.

*Development Project*

We have commenced the construction of an apartment tower, which will contain approximately 300 units aggregating 250,000 square feet, above our Rego Park II shopping center. Construction is expected to be completed in 2015 and cost approximately \$125,000,000, of which \$2,265,000 has been incurred as of December 31, 2013. There can be no assurance that the project will be completed, or completed on schedule or within budget.

*Financing Activities and Contractual Obligations*

Below is a summary of our outstanding debt and maturities as of December 31, 2013.

(Amounts in thousands)	Balance	Interest Rate	Maturity
731 Lexington Avenue, office space <sup>(1)</sup>	\$ 314,217	5.33%	Feb. 2014
Rego Park I shopping center <sup>(2)</sup>	78,246	0.40%	Mar. 2015
731 Lexington Avenue, retail space <sup>(3)</sup>	320,000	4.93%	Jul. 2015
Paramus	68,000	2.90%	Oct. 2018
Rego Park II shopping center <sup>(4)</sup>	269,496	2.02%	Nov. 2018
	\$ 1,049,959		

(1) We are in the process of finalizing a \$300,000 refinancing of this loan.

(2) This loan is 100% cash collateralized.

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

(4) This loan bears interest at LIBOR plus 1.85%.

Below is a summary of our contractual obligations and commitments as of December 31, 2013.

(Amounts in thousands)	Total	Less than One Year	One to Three Years	Three to Five Years	More than Five Years
Contractual obligations (principal and interest <sup>(1)</sup> ):					
Long-term debt obligations	\$ 1,113,190	\$ 344,320	\$ 427,881	\$ 340,989	\$ -
Operating lease obligations	10,158	700	1,400	1,592	6,466
Purchase obligations (primarily construction commitments)	347	347	-	-	-
Other obligations (primarily due to Vornado)	47,934	4,000	8,000	8,000	27,934
	\$ 1,171,629	\$ 349,367	\$ 437,281	\$ 350,581	\$ 34,400
Commitments:					
Standby letters of credit	\$ 3,308	\$ 3,308	\$ -	\$ -	\$ -

(1) Interest on variable rate debt is computed using rates in effect at December 31, 2013.

**Liquidity and Capital Resources – continued**







*Commitments and Contingencies*

Insurance

We maintain general liability insurance with limits of \$300,000,000 per occurrence and all-risk property and rental value insurance coverage with limits of \$1.7 billion per occurrence, including coverage for 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 2014. 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 of a covered loss, and the Federal government is responsible for the remaining 85% of a covered loss. We are ultimately responsible for any loss 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, except for \$75,000,000 of the \$320,000,000 mortgage on our 731 Lexington Avenue property, in the event of a substantial casualty, as defined. Our mortgage loans contain customary covenants requiring us to maintain insurance. 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.

#### Flushing Property

In 2002, Flushing Expo, Inc. (“Expo”) agreed to purchase the stock of the entity which owns the Flushing property from us (“Purchase of the Property”) and gave us a non-refundable deposit of \$1,875,000. Pursuant to a stipulation of settlement, we settled the action Expo brought against us regarding the Purchase of the Property and in June 2011, deposited the settlement amount with the Court, in exchange for which we received a stipulation of discontinuance, with prejudice, as well as general releases. In November 2011, Expo filed another action, this time against our tenant at the Flushing property asserting, among other things, that such tenant interfered with Expo's Purchase of the Property from us and sought \$50,000,000 in damages from our tenant, who sought indemnification from us for such amount. In August 2012, the Court entered judgment denying Expo's claim for damages. Expo filed a motion to re-argue the decision, which the Court denied on December 7, 2012. Expo has appealed the Court’s August 2012 decision. We believe, after consultation with counsel, that 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.

Other

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



## Liquidity and Capital Resources – continued

### *Cash Flows*

Cash and cash equivalents were \$347,718,000 at December 31, 2013, compared to \$353,396,000 at December 31, 2012, a decrease of \$5,678,000. This decrease resulted from \$72,241,000 of net cash used in financing activities and \$7,320,000 of net cash used in investing activities, partially offset by \$73,883,000 of net cash provided by operating activities. Our consolidated outstanding debt was \$1,049,959,000 at December 31, 2013, a \$15,957,000 decrease from the balance at December 31, 2012.

### *Year Ended December 31, 2013*

Net cash provided by operating activities of \$73,883,000 was comprised of net income of \$56,915,000 and \$27,876,000 of adjustments for non-cash items, partially offset by \$10,908,000 for the net change in operating assets and liabilities. The adjustments for non-cash items were primarily comprised of depreciation and amortization of \$31,395,000, partially offset by straight-lining of rental income of \$3,707,000.

Net cash used in investing activities of \$7,320,000 was primarily comprised of \$7,671,000 of real estate additions.

Net cash used in financing activities of \$72,241,000 was primarily comprised of dividends paid on common stock of \$56,197,000 and debt repayments of \$15,957,000.

### *Year Ended December 31, 2012*

Cash and cash equivalents were \$353,396,000 at December 31, 2012, compared to \$506,619,000 at December 31, 2011, a decrease of \$153,223,000. This decrease resulted from \$973,007,000 of net cash used in financing activities, partially offset by \$710,077,000 of net cash provided by investing activities and \$109,707,000 of net cash provided by operating activities.

Net cash provided by operating activities was \$109,707,000, of which \$34,896,000 was related to discontinued operations. Net cash provided by operating activities was comprised of net income of \$674,993,000, and \$2,154,000 for the net change in operating assets and liabilities, partially offset by \$567,440,000 of adjustments for non-cash items. The adjustments for non-cash items were primarily comprised of a net gain on the sale of real estate of \$599,628,000 and straight-lining of rental income of \$4,475,000, partially offset by depreciation and amortization of \$36,363,000.

Net cash provided by investing activities of \$710,077,000 was comprised of (i) net proceeds from the sale of real estate of \$714,054,000 (excluding \$30,000,000 of stock consideration) and (ii) proceeds from maturing short-term investments of \$5,000,000, partially offset by (iii) \$7,351,000 of real estate additions, primarily related to our Rego Park II property and (iv) an increase in restricted cash of \$1,626,000.

Net cash used in financing activities of \$973,007,000 was primarily comprised of (i) dividends paid on common stock of \$699,791,000, which included a special dividend of \$623,178,000 to distribute the tax gain on the sale of Kings Plaza, (ii) repayment of the Kings Plaza debt of \$250,000,000 upon the sale of the property, (iii) debt repayments of \$15,016,000 and (iv) a payment of \$7,800,000 to acquire the noncontrolling interest in the Kings Plaza energy plant joint venture, which was sold with the mall.

**Liquidity and Capital Resources – continued**

Year Ended December 31, 2011

Cash and cash equivalents were \$506,619,000 at December 31, 2011, compared to \$397,220,000 at December 31, 2010, an increase of \$109,399,000. This increase resulted from \$92,514,000 of net cash provided by operating activities, \$383,000 of net cash provided by investing activities and \$16,502,000 of net cash provided by financing activities.

Net cash provided by operating activities of \$92,514,000 was comprised of net income of \$81,046,000, and \$22,216,000 of adjustments for non-cash items, partially offset by \$10,748,000 for the net change in operating assets and liabilities. The adjustments for non-cash items were primarily comprised of depreciation and amortization of \$37,086,000, partially offset by straight-lining of rental income of \$12,609,000 and a \$2,561,000 reversal of a portion of the liability for income taxes.

Net cash provided by investing activities of \$383,000 was comprised of (i) proceeds from maturing short-term investments of \$23,000,000, partially offset by (ii) \$14,415,000 of real estate additions, primarily related to the development of our Rego Park II property, (iii) purchases of short-term investments of \$5,000,000, and (iv) an increase in restricted cash of \$3,202,000.

Net cash provided by financing activities of \$16,502,000 was primarily comprised of \$593,000,000 of proceeds from the refinancing of our Rego Park II, Kings Plaza and Paramus properties, partially offset by debt repayments of \$508,479,000 (primarily Rego Park II, Kings Plaza and Paramus) and dividends paid on common stock of \$61,277,000.

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

FFO attributable to common stockholders for the year ended December 31, 2013 was \$85,717,000, or \$16.78 per diluted share, compared to \$107,616,000, or \$21.07 per diluted share for the prior year. FFO attributable to common stockholders includes FFO from discontinued operations (Kings Plaza) of \$2,252,000, or \$0.44 per diluted share for the year ended December 31, 2013, compared to \$28,936,000, or \$5.67 per diluted share, including \$4,218,000 of real property depreciation, for the prior year.

FFO attributable to common stockholders for the quarter ended December 31, 2013 was \$23,015,000, or \$4.50 per diluted share, compared to \$24,723,000, or \$4.84 per diluted share for the prior year’s quarter. FFO attributable to common stockholders includes FFO from discontinued operations (Kings Plaza) of \$2,252,000, or \$0.44 per diluted share for the quarter ended December 31, 2013, compared to \$5,496,000, or \$1.08 per diluted share for the prior year’s quarter.

The following table reconciles our net income to FFO:

(Amounts in thousands, except share and per share amounts)	<b>For the Year Ended</b>		<b>For the Quarter Ended</b>	
	<b>December 31,</b>		<b>December 31,</b>	
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
Net income attributable to Alexander’s	\$ 56,915	\$ 674,387	\$ 15,790	\$ 617,157
Net gain on sale of real estate	-	(599,628)	-	(599,628)
Depreciation and amortization of real property	28,802	32,857	7,225	7,194

Edgar Filing: ALEXANDERS INC - Form 10-K

FFO attributable to common stockholders	\$ 85,717	\$ 107,616	\$ 23,015	\$ 24,723
FFO attributable to common stockholders per diluted share	\$ 16.78	\$ 21.07	\$ 4.50	\$ 4.84
Weighted average shares used in computing diluted FFO per share	5,109,055	5,107,610	5,109,717	5,108,016

32

**ITEM 7A. 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>December 31,</b>	<b>2013 Weighted Average Interest Rate</b>	<b>Effect of 1% Change in Base Rates</b>	<b>December 31,</b>	<b>2012 Weighted Average Interest Rate</b>
	<b>Balance</b>			<b>Balance</b>	
Variable (including \$42,924 and \$45,803, respectively, due to Vornado)	\$ 312,420	2.00%	\$ 3,124	\$ 318,048	2.07%
Fixed Rate	780,463	4.46%	-	793,671	4.48%
	\$ 1,092,883		\$ 3,124	\$ 1,111,719	
Total effect on diluted earnings per share			\$ 0.61		

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 December 31, 2013 and 2012, the estimated fair value of our consolidated debt was \$1,115,000,000 and \$1,143,000,000, 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 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**



	Page Number
<b><u>Index to Consolidated Financial Statements</u></b>	
Report of Independent Registered Public Accounting Firm	35
Consolidated Balance Sheets at December 31, 2013 and 2012	36
Consolidated Statements of Income for the Years Ended December 31, 2013, 2012 and 2011	37
Consolidated Statements of Comprehensive Income for the Years Ended December 31, 2013, 2012 and 2011	38
Consolidated Statements of Changes in Equity for the Years Ended December 31, 2013, 2012 and 2011	39
Consolidated Statements of Cash Flows for the Years Ended December 31, 2013, 2012 and 2011	40
Notes to Consolidated Financial Statements	41

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of

Alexander's, Inc.

Paramus, New Jersey

We have audited the accompanying consolidated balance sheets of Alexander's, Inc. and subsidiaries (the "Company") as of December 31, 2013 and 2012, and the related consolidated statements of income, comprehensive income, changes in equity, and cash flows for each of the three years in the period ended December 31, 2013. Our audits also included the financial statement schedules listed in the Index at Item 15. These financial statements and financial statement schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements and financial statement schedules based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Alexander's, Inc. and subsidiaries at December 31, 2013 and 2012, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2013, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedules, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2013, based on the criteria established in *Internal Control—Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 24, 2014 expressed an unqualified opinion on the Company's internal control over financial reporting.

/s/ DELOITTE & TOUCHE LLP

Parsippany, New Jersey

February 24, 2014

35

---

**ALEXANDER'S, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**

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

<b>ASSETS</b>	<b>December 31,</b>	
	<b>2013</b>	<b>2012</b>
Real estate, at cost:		
Land	\$ 44,971	\$ 44,971
Buildings and leasehold improvements	869,681	864,609
Development and construction in progress	4,924	2,212
Total	919,576	911,792
Accumulated depreciation and amortization	(185,375)	(160,826)
Real estate, net	734,201	750,966
Cash and cash equivalents	347,718	353,396
Restricted cash	90,044	90,395
Marketable securities	31,522	31,206
Tenant and other receivables, net of allowance for doubtful accounts of \$1,993 and \$2,219, respectively	2,925	1,953
Receivable arising from the straight-lining of rents	177,401	173,694
Deferred lease and other property costs, net, including unamortized leasing fees to Vornado of \$36,728 and \$39,910, respectively	50,273	54,461
Deferred debt issuance costs, net of accumulated amortization of \$19,187 and \$16,834, respectively	3,246	5,522
Other assets	20,394	20,217
	<b>\$1,457,724</b>	<b>\$ 1,481,810</b>
<b>LIABILITIES AND EQUITY</b>		
Mortgages payable	\$1,049,959	\$ 1,065,916
Amounts due to Vornado	43,307	46,445
Accounts payable and accrued expenses	27,450	33,621
Other liabilities	3,427	3,675
Total liabilities	1,124,143	1,149,657
Commitments and contingencies		
Preferred stock: \$1.00 par value per share; authorized, 3,000,000 shares; issued and outstanding, none	-	-
Common stock: \$1.00 par value per share; authorized, 10,000,000 shares; issued 5,173,450 shares; outstanding, 5,106,196 shares and 5,105,936 shares, respectively	5,173	5,173
Additional capital	29,745	29,352
Retained earnings	297,515	296,797
Accumulated other comprehensive income	1,522	1,206
	333,955	332,528
Treasury stock: 67,254 shares and 67,514 shares, respectively, at cost	(374)	(375)
Total equity	333,581	332,153
	<b>\$1,457,724</b>	<b>\$ 1,481,810</b>

See notes to consolidated financial statements.

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

(Amounts in thousands, except per share amounts)

	<b>Year Ended December 31,</b>		
	<b>2013</b>	<b>2012</b>	<b>2011</b>
<b>REVENUES</b>			
Property rentals	\$ 135,908	\$ 134,847	\$ 133,682
Expense reimbursements	60,551	56,465	51,564
Total revenues	196,459	191,312	185,246
<b>EXPENSES</b>			
Operating, including fees to Vornado of \$4,196, \$4,318, and \$3,687, respectively	64,675	61,755	55,481
Depreciation and amortization	28,987	28,815	28,083
General and administrative, including management fees to Vornado of \$2,380, \$2,160 and \$2,160, respectively	5,281	5,162	3,996
Total expenses	98,943	95,732	87,560
<b>OPERATING INCOME</b>	97,516	95,580	97,686
Interest and other income, net	1,527	177	1,001
Interest and debt expense	(44,540)	(45,652)	(43,898)
Income before income taxes	54,503	50,105	54,789
Income tax benefit (expense)	160	(64)	42
Income from continuing operations	54,663	50,041	54,831
Income from discontinued operations, including a \$599,628 net gain on sale of real estate in 2012	2,252	624,952	26,215
Net income	56,915	674,993	81,046
Net income attributable to the noncontrolling interest	-	(606)	(1,623)
Net income attributable to Alexander's	\$ 56,915	\$ 674,387	\$ 79,423
Income per common share - basic and diluted:			
Income from continuing operations	\$ 10.70	\$ 9.80	\$ 10.74
Income from discontinued operations, net	0.44	122.24	4.81
Net income per common share	\$ 11.14	\$ 132.04	\$ 15.55
Weighted average shares outstanding	5,109,055	5,107,610	5,106,568

See notes to consolidated financial statements.

**ALEXANDER'S, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

(Amounts in thousands)

	<b>Year Ended December 31,</b>		
	<b>2013</b>	<b>2012</b>	<b>2011</b>
Net income	\$ 56,915	\$ 674,993	\$ 81,046
Other comprehensive income:			
Change in unrealized net gain on available-for-sale securities	316	1,206	-
Comprehensive income	57,231	676,199	81,046
Less comprehensive income attributable to the noncontrolling interest	-	(606)	(1,623)
Comprehensive income attributable to Alexander's	\$ 57,231	\$ 675,593	\$ 79,423

See notes to consolidated financial statements.

38

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

(Amounts in thousands)

			Accumulated					Total Equity
	Common Stock Shares	Additional Capital	Retained Earnings	Other Comprehensive Income	Treasury Stock	Non- controlling Interest		
<b>Balance, December 31, 2010</b>	5,173	\$ 5,173	\$ 31,501	\$ 304,055	\$ -	\$ (375)	\$ 3,422	\$ 343,776
Net income	-	-	-	79,423	-	-	1,623	81,046
Dividends paid	-	-	-	(61,277)	-	-	-	(61,277)
Distributions	-	-	-	-	-	-	(600)	(600)
Deferred stock unit grant	-	-	300	-	-	-	-	300
<b>Balance, December 31, 2011</b>	5,173	5,173	31,801	322,201	-	(375)	4,445	363,245
Net income	-	-	-	674,387	-	-	606	674,993
Dividends paid, including a special dividend of \$623,178	-	-	-	(699,791)	-	-	-	(699,791)
Acquisition of the noncontrolling interest	-	-	(2,749)	-	-	-	(5,051)	(7,800)
Change in unrealized net gain on available-for-sale securities	-	-	-	-	1,206	-	-	1,206
Deferred stock unit grant	-	-	300	-	-	-	-	300
<b>Balance, December 31, 2012</b>	5,173	5,173	29,352	296,797	1,206	(375)	-	332,153
Net income	-	-	-	56,915	-	-	-	56,915
Dividends paid	-	-	-	(56,197)	-	-	-	(56,197)
Change in unrealized net gain on available-for-sale securities	-	-	-	-	316	-	-	316
Deferred stock unit grant	-	-	394	-	-	-	-	394
Other	-	-	(1)	-	-	1	-	-
<b>Balance, December 31, 2013</b>	5,173	\$ 5,173	\$ 29,745	\$ 297,515	\$ 1,522	\$ (374)	\$ -	\$ 333,581

See notes to consolidated financial statements.





**ALEXANDER'S, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Amounts in thousands)

	<b>Year Ended December 31,</b>		
	<b>2013</b>	<b>2012</b>	<b>2011</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Net income	\$ 56,915	\$ 674,993	\$ 81,046
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization, including amortization of debt issuance costs	31,395	36,363	37,086
Straight-lining of rental income	(3,707)	(4,475)	(12,609)
Stock-based compensation expense	394	300	300
Reduction of income tax liability	(206)	-	(2,561)
Net gain on sale of real estate	-	(599,628)	-
Change in operating assets and liabilities:			
Tenant and other receivables, net	(972)	234	1,672
Other assets	(472)	4,318	(5,484)
Amounts due to Vornado	(3,138)	(2,405)	(2,445)
Accounts payable and accrued expenses	(6,284)	(107)	(4,547)
Other liabilities	(42)	114	56
Net cash provided by operating activities	73,883	109,707	92,514
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Construction in progress and real estate additions	(7,671)	(7,351)	(14,415)
Restricted cash	351	(1,626)	(3,202)
Proceeds from sale of real estate	-	714,054	-
Proceeds from maturing short-term investments	-	5,000	23,000
Purchases of short-term investments	-	-	(5,000)
Net cash (used in) provided by investing activities	(7,320)	710,077	383
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Dividends paid, including a special dividend of \$623,178 in 2012	(56,197)	(699,791)	(61,277)
Debt repayments	(15,957)	(265,016)	(508,479)
Debt issuance costs	(87)	(400)	(6,142)
Acquisition of the noncontrolling interest	-	(7,800)	-
Proceeds from borrowing	-	-	593,000
Distributions to the noncontrolling interest	-	-	(600)
Net cash (used in) provided by financing activities	(72,241)	(973,007)	16,502
Net (decrease) increase in cash and cash equivalents	(5,678)	(153,223)	109,399
	353,396	506,619	397,220

Cash and cash equivalents at beginning of year			
Cash and cash equivalents at end of year	\$ 347,718	\$ 353,396	\$ 506,619

**SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION**

Cash payments for interest	\$ 42,121	\$ 47,932	\$ 53,343
----------------------------	-----------	-----------	-----------

**NON-CASH TRANSACTIONS**

Liability for real estate additions included in accounts payable and accrued expenses	\$ 1,084	\$ 221	\$ 3,052
Marketable securities received in connection with the sale of real estate	-	30,000	-
Commission payable to Vornado incurred in connection with the sale of real estate	-	7,510	-
Write-off of fully amortized and/or depreciated assets	-	648	6,799

See notes to consolidated financial statements.

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

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**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).

We have six properties in the greater New York City metropolitan area consisting of:

Operating properties

- 731 Lexington Avenue, a 1,307,000 square foot multi-use building, comprising the entire square block bounded by Lexington Avenue, East 59<sup>th</sup> Street, Third Avenue and East 58<sup>th</sup> Street in Manhattan. The building contains 885,000 and 174,000 of net rentable square feet of office and retail space, respectively, which we own, and 248,000 square feet of residential space consisting of 105 condominium units, which we sold. Bloomberg L.P. (“Bloomberg”) occupies all of the office space. The Home Depot (83,000 square feet), The Container Store (34,000 square feet) and Hennes & Mauritz (27,000 square feet) are the principal retail tenants;
- Rego Park I, a 343,000 square foot shopping center, located on Queens Boulevard and 63<sup>rd</sup> Road in Queens. The center is anchored by a 195,000 square foot Sears department store, a 50,000 square foot Burlington Coat Factory, a 46,000 square foot Bed Bath & Beyond and a 36,000 square foot Marshalls;
- Rego Park II, a 609,000 square foot shopping center, adjacent to the Rego Park I shopping center in Queens. The center is anchored by a 145,000 square foot Costco, a 135,000 square foot Century 21 and a 133,000 square foot Kohl’s. In addition, 47,000 square feet is leased to Toys “R” Us/Babies “R” Us, a one-third owned affiliate of Vornado;
- Paramus, located at the intersection of Routes 4 and 17 in Paramus, New Jersey, consists of 30.3 acres of land that is leased to IKEA Property, Inc.; and

- Flushing, a 167,000 square foot building, located at Roosevelt Avenue and Main Street in Queens, that is sub-leased to New World Mall LLC for the remainder of our ground lease term.

Property under development

- Rego Park II Apartment Tower; We have commenced the construction of an apartment tower, which will contain approximately 300 units aggregating 250,000 square feet, above our Rego Park II shopping center. Construction is expected to be completed in 2015 and cost approximately \$125,000,000, of which \$2,265,000 has been incurred as of December 31, 2013. There can be no assurance that the project will be completed, or completed on schedule or within budget.

Property to be developed

- Rego Park III, a 3.2 acre land parcel adjacent to the Rego Park II shopping center in Queens, at the intersection of Junction Boulevard and the Horace Harding Service Road.

We have determined that our properties have similar economic characteristics and meet the criteria that permit the properties to be aggregated into one reportable segment (the leasing, management, development and redeveloping of properties in the greater New York City metropolitan area). Our chief operating decision-maker assesses and measures segment operating results based on a performance measure referred to as net operating income at the individual operating segment. Net operating income for each property represents net rental revenues less operating expenses.

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

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

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

***Basis of Presentation*** – The accompanying consolidated financial statements include our accounts and those of our consolidated subsidiaries. All intercompany amounts have been eliminated. Our financial statements are prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”), which requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. Certain prior year balances have been reclassified in order to conform to current year presentation.

***Recently Issued Accounting Literature*** – In February 2013, the Financial Accounting Standards Board issued Update No. 2013-02, *Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income* (“ASU No. 2013-02”). ASU No. 2013-02 requires additional disclosures regarding significant reclassifications out of each component of accumulated other comprehensive income, including the effect on the respective line items of net income for amounts that are required to be reclassified into net income in their entirety and cross-references to other disclosures providing additional information for amounts that are not required to be reclassified into net income in their entirety. The adoption of this update as of January 1, 2013, did not have any impact on our consolidated financial statements.

***Real Estate*** – Real estate is carried at cost, net of accumulated depreciation and amortization. Maintenance and repairs are expensed as incurred. Depreciation requires an estimate by management of the useful life of each property and improvement as well as an allocation of the costs associated with a property to its various components. As real estate is undergoing development activities, all property operating expenses directly associated with and attributable to, the development and construction of a project, including interest expense, are capitalized to the cost of the real property to the extent that we believe such costs are recoverable through the value of the property. The capitalization period begins when development activities are underway and ends when the project is substantially complete. General and administrative costs are expensed as incurred. Depreciation is recognized on a straight-line basis over estimated useful lives, which range from 3 to 40 years. Tenant allowances are amortized on a straight-line basis over the lives of the related leases, which approximate the useful lives of the assets.

Our properties and related intangible assets, including properties to be developed in the future and currently under development, are individually reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. An impairment exists when the carrying amount of an asset exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. Estimates of future cash flows are based on our current plans, intended holding periods and available market information at the time the analyses are prepared. For our development properties, estimates of future cash flows also include all future expenditures necessary to develop the asset, including interest payments that will be capitalized as part of the cost of the asset. An impairment loss is recognized only if the carrying amount of the asset is not recoverable and is measured based on the excess of the property's carrying amount over its estimated fair value. If our estimates of future cash flows, anticipated holding periods, or fair values change, based on market conditions or otherwise, our evaluation of impairment charges may be different and such differences could be material to our consolidated financial statements. Estimates of future cash flows are subjective and are based, in part, on assumptions regarding future occupancy, rental rates and capital requirements that could differ materially from actual results. Plans to hold properties over longer periods decrease the likelihood of recording impairment losses.

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

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

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued**

**Cash and Cash Equivalents** – Cash and cash equivalents consist of highly liquid investments with original maturities of three months or less and are carried at cost, which approximates fair value, due to their short-term maturities. The majority of our cash and cash equivalents consist of (i) deposits at major commercial banks, which may at times exceed the Federal Deposit Insurance Corporation limit, (ii) United States Treasury Bills, (iii) money market funds, which invest in United States Treasury Bills and (iv) certificates of deposit placed through an account registry service (“CDARS”). To date we have not experienced any losses on our invested cash.

**Restricted Cash** – Restricted cash primarily consists of cash held in a non-interest bearing escrow account in connection with our Rego Park I 100% cash collateralized mortgage, as well as security deposits and other cash escrowed under loan agreements for debt service, real estate taxes, property insurance and capital improvements.

**Marketable Securities** – Our marketable securities consist of common shares of The Macerich Company (NYSE: MAC) (“Macerich”), which are classified as available-for-sale. Available-for-sale securities are presented at fair value on our consolidated balance sheets. Unrealized gains and losses resulting from the mark-to-market of these securities are included in “other comprehensive income” and are recognized in earnings only upon the sale of the securities. We evaluate our marketable securities for impairment at the end of each reporting period. If investments have unrealized losses, we evaluate the underlying cause of the decline in value and the estimated recovery period, as well as the severity and duration of the decline. In our evaluation, we consider our ability and intent to hold our investment for a reasonable period of time sufficient for us to recover our cost basis, as well as the near-term prospects for the investment in relation to the severity and duration of the decline.

**Allowance for Doubtful Accounts** – We periodically evaluate the collectibility of amounts due from tenants, including the receivable arising from the straight-lining of rents, and maintain an allowance for doubtful accounts (\$1,993,000 and \$2,219,000 as of December 31, 2013 and 2012, respectively) for the estimated losses resulting from the inability of tenants to make required payments under the lease agreements. We exercise judgment in establishing these allowances and consider payment history and current credit status in developing these estimates.



***Deferred Charges*** – Direct financing costs are deferred and amortized over the terms of the related agreements as a component of interest and debt expense. Direct costs related to leasing activities are capitalized and amortized on a straight-line basis over the lives of the related leases. All other deferred charges are amortized on a straight-line basis, which approximates the effective interest rate method, in accordance with the terms of the agreements to which they relate.

***Revenue Recognition*** – We have the following revenue sources and revenue recognition policies:

**Base Rent** – revenue arising from tenant leases. These rents are recognized over the non-cancelable term of the related leases on a straight-line basis, which includes the effects of rent steps and free rent abatements under the leases. We commence rental revenue recognition when the tenant takes possession of the leased space and the leased space is substantially ready for its intended use. In addition, in circumstances where we provide a tenant improvement allowance for improvements that are owned by the tenant, we recognize the allowance as a reduction of rental revenue on a straight-line basis over the term of the lease.

**Percentage Rent** – revenue arising from retail tenant leases that is contingent upon the sales of tenants exceeding defined thresholds. These rents are recognized only after the contingency has been removed (i.e., when tenant sales thresholds have been achieved).

**Expense Reimbursements** – revenue arising from tenant leases which provide for the recovery of all or a portion of the operating expenses and real estate taxes of the respective properties. This revenue is accrued in the same periods as the expenses are incurred.

**Parking Income** – revenue arising from the rental of parking space at our properties. This income is recognized as cash is received.

## ALEXANDER'S, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued**

**Income Taxes** – We operate in a manner intended to enable us to continue to qualify as a Real Estate Investment Trust (“REIT”) under Sections 856 – 860 of the Internal Revenue Code of 1986, as amended (the “Code”). In order to maintain our qualification as a REIT under the Code, we must distribute at least 90% of our taxable income to stockholders each year. We distribute to our stockholders 100% of our taxable income and therefore, no provision for Federal income taxes is required. Dividends distributed for the year ended December 31, 2013 were categorized, for federal income tax purposes, as ordinary income. Dividends distributed for the year ended December 31, 2012 were characterized, for federal income tax purposes, as 10.9% ordinary income and 89.1% long-term capital gain.

The following table reconciles our net income to estimated taxable income for the years ended December 31, 2013, 2012 and 2011.

(Unaudited and in thousands)	Years Ended December 31,		
	2013	2012	2011
Net income attributable to Alexander’s	\$ 56,915	\$ 674,387	\$ 79,423
Straight-line rent adjustments	(3,707)	(4,475)	(12,609)
Depreciation and amortization timing differences	2,134	910	1,263
Interest expense	27	29	(2,425)
Reversal of liability for income taxes	(206)	-	-
Additional tax gain on sale of the Kings Plaza Regional Shopping Center	-	23,928	-
Other	(2,213)	4,396	(3,429)
Estimated taxable income	\$ 52,950	\$ 699,175	\$ 62,223

At December 31, 2013, the net basis of our assets and liabilities for tax purposes are approximately \$189,757,000 lower than the amount reported for financial statement purposes.

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

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

**3. RELATED PARTY TRANSACTIONS**

**Vornado**

At December 31, 2013, 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.

Steven Roth is the Chairman of our Board of Directors and Chief Executive Officer, the Managing General Partner of Interstate Properties ("Interstate"), a New Jersey general partnership, and the Chairman of the Board of Trustees and Chief Executive Officer of Vornado. At December 31, 2013, Mr. Roth, Interstate and its other two general partners, David Mandelbaum and Russell B. Wight, Jr. (who are also directors of the Company and trustees of Vornado) owned, in the aggregate, 26.3% of our outstanding common stock, in addition to the 2.1% they indirectly own through Vornado. Joseph Macnow, our Executive Vice President and Chief Financial Officer, is the Executive Vice President – Finance and Chief Administrative Officer of Vornado.

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) \$272,000, escalating at 3% per annum, for managing the common area of 731 Lexington Avenue.

In addition, Vornado is entitled to a development fee of 6% of development costs, as defined.

Leasing Agreements

Vornado also provides us with leasing services for a fee of 3% of rent for the first ten years of a lease term, 2% of rent for the eleventh through the twentieth year of a lease term, and 1% of rent for the twenty-first through thirtieth year of a lease term, subject to the payment of rents by tenants. In the event third-party real estate brokers are used, the fees to Vornado increase by 1% and Vornado is responsible for the fees to the third-party real estate brokers. Vornado is also entitled to a commission upon the sale of any of our assets equal to 3% of gross proceeds, as defined, for asset sales less than \$50,000,000 and 1% of gross proceeds, as defined, for asset sales of \$50,000,000 or more. The total of

these amounts is payable in annual installments in an amount not to exceed \$4,000,000, with interest on the unpaid balance at one-year LIBOR plus 1.0% (1.84% at December 31, 2013).

*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 Lexington Avenue property and (ii) security services at our Rego Park I and Rego Park II properties, for an annual fee of the cost for such services plus 6%.

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

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

**3. RELATED PARTY TRANSACTIONS – continued**

The following is a summary of fees to Vornado under the agreements discussed above, and includes \$2,021,000 and \$3,182,000 of property management and leasing fees in the years ended December 31, 2012 and 2011, respectively, related to the Kings Plaza Regional Shopping Center (“Kings Plaza”), which was sold in November 2012 (*see Note 4 – Discontinued Operations*).

(Amounts in thousands)	<b>Year Ended December 31,</b>		
	<b>2013</b>	<b>2012</b>	<b>2011</b>
Company management fees	\$ 2,800	\$ 2,983	\$ 3,000
Development fees	-	438	750
Leasing fees	1,126	2,217	4,472
Commission on sale of real estate	-	7,510	-
Property management fees and payments for cleaning, engineering			
and security services	3,415	4,531	4,120
	<b>\$ 7,341</b>	<b>\$ 17,679</b>	<b>\$ 12,342</b>

At December 31, 2013, we owed Vornado \$42,924,000 for leasing fees and \$383,000 for management, property management and cleaning fees.

**4. DISCONTINUED OPERATIONS**

On November 28, 2012, we completed the sale of Kings Plaza located in Brooklyn, New York, to Macerich, for \$751,000,000. Net proceeds from the sale, after repaying the existing loan and closing costs, were \$479,000,000, of which \$30,000,000 was in Macerich common shares. The financial statement gain was \$601,976,000, of which \$599,628,000 was recognized in the fourth quarter of 2012 and the remaining \$2,348,000 was deferred and will be recognized upon the disposition of the Macerich common shares. Prior to the sale, in November 2012, we acquired the remaining 75% interest in our consolidated subsidiary, the Kings Plaza energy plant joint venture (which was sold with Kings Plaza), for \$7,800,000 in cash.

On November 30, 2012, our Board of Directors declared a special long-term capital gain dividend of \$122.00 per share, or \$623,178,000 in the aggregate, to distribute the tax gain resulting from the sale of Kings Plaza.

In accordance with the provisions of ASC 360, *Property, Plant and Equipment*, we have reclassified the revenues and expenses of Kings Plaza to “income from discontinued operations” for all of the periods presented on our consolidated statements of income. The table below sets forth the income from discontinued operations for the years ended December 31, 2013, 2012 and 2011.

(Amounts in thousands)	Year Ended December 31,		
	2013	2012	2011
Total revenues	\$ -	\$ 61,836	\$ 69,006
Total operating expenses <sup>(1)</sup>	-	31,214	35,764
	-	30,622	33,242
Interest and other income, net	2,252	45	1,671
Interest and debt expense	-	(5,343)	(8,698)
Net gain on sale	-	599,628	-
Income from discontinued operations	\$ 2,252	\$ 624,952	\$ 26,215

(1) Includes fees to Vornado of \$1,368 and \$1,598 for the years ended December 31, 2012 and 2011, respectively.

## ALEXANDER'S, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 5. MARKETABLE SECURITIES

As of December 31, 2013 and 2012, we owned 535,265 Macerich common shares, which were received in connection with the sale of Kings Plaza to Macerich. These shares have an economic cost of \$56.05 per share, or \$30,000,000 in the aggregate. As of December 31, 2013 and 2012, the fair value of these shares were \$31,522,000 and \$31,206,000, respectively, based on Macerich's closing share price of \$58.89 per share and \$58.30 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." Other comprehensive income includes unrealized gains of \$316,000 and \$1,206,000 for the years ended December 31, 2013 and 2012, respectively.

## 6. MORTGAGES PAYABLE

The following is a summary of outstanding mortgages payable.

(Amounts in thousands)	Maturity	Interest Rate at December 31, 2013	Balance at December 31,	
			2013	2012
First mortgages secured by:				
731 Lexington Avenue, office space <sup>(1)</sup>	Feb. 2014	5.33 %	\$ 314,217	\$ 327,425
Rego Park I shopping center (100% cash collateralized)	Mar. 2015	0.40 %	78,246	78,246
731 Lexington Avenue, retail space <sup>(2)</sup>	Jul. 2015	4.93 %	320,000	320,000
Paramus	Oct. 2018	2.90 %	68,000	68,000
Rego Park II shopping center <sup>(3)</sup>	Nov. 2018	2.02 %	269,496	272,245
			\$1,049,959	\$1,065,916

(1) We are in the process of finalizing a \$300,000 refinancing of this loan.

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

(3) This loan bears interest at LIBOR plus 1.85%.

All of our debt is secured by mortgages and/or pledges of the stock of the subsidiaries holding the properties. The net carrying value of real estate collateralizing the debt amounted to \$728,007,000 at December 31, 2013. Our existing financing documents contain covenants that limit our ability to incur additional indebtedness on these properties, and in certain circumstances, provide for lender approval of tenants' leases and yield maintenance to prepay them. As of December 31, 2013, the principal repayments for the next five years and thereafter are as follows:

(Amounts in thousands)	
<b>Year Ending December 31,</b>	<b>Amount</b>
2014	\$ 317,179
2015	401,439
2016	3,440
2017	3,707
2018	324,194
Thereafter	-

We may refinance our maturing debt as it comes due or choose to repay it at maturity.



## ALEXANDER'S, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 7. FAIR VALUE MEASUREMENTS

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

*Financial Assets and Liabilities Measured at Fair Value*

Financial assets measured at fair value on our consolidated balance sheets at December 31, 2013 and 2012 consists solely of marketable securities, which is presented in the table below, based on its level in the fair value hierarchy. There were no financial liabilities measured at fair value at December 31, 2013 and 2012.

(Amounts in thousands)	Total	As of December 31, 2013		
		Level 1	Level 2	Level 3
Marketable securities	\$ 31,522	\$ 31,522	\$ -	\$ -
(Amounts in thousands)	Total	As of December 31, 2012		
		Level 1	Level 2	Level 3
Marketable securities	\$ 31,206	\$ 31,206	\$ -	\$ -

*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 value of mortgages payable and leasing commissions due to Vornado is classified as Level 2. The table below summarizes the carrying amounts and fair value of these financial instruments as of December 31, 2013 and 2012.

(Amounts in thousands)	As of December 31, 2013		As of December 31, 2012	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Assets:				
Cash equivalents	\$ 184,796	\$ 184,796	\$ 289,054	\$ 289,054
Liabilities:				
Mortgages payable	\$ 1,049,959	\$ 1,072,000	\$ 1,065,916	\$ 1,097,000
Leasing commissions (included in Amounts due to Vornado)	42,924	43,000	45,803	46,000
	\$ 1,092,883	\$ 1,115,000	\$ 1,111,719	\$ 1,143,000

48

## ALEXANDER'S, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

**8. LEASES**As Lessor

We lease space to tenants in an office building and in retail centers. The rental terms range from approximately 5 to 25 years. The leases provide for the payment of fixed base rents payable monthly in advance as well as reimbursements of real estate taxes, insurance and maintenance costs. Retail leases may also provide for the payment by the lessee of additional rents based on a percentage of their sales.

Future base rental revenue under these non-cancelable operating leases is as follows:

(Amounts in thousands) Year Ending December 31,	Amount
2014	\$ 126,803
2015	127,885
2016	119,594
2017	120,932
2018	120,971
Thereafter	1,022,573

These future minimum amounts do not include additional rents based on a percentage of tenants' sales. For the years ended December 31, 2013, 2012, and 2011, these rents were \$416,000, \$416,000, and \$427,000, respectively.

Bloomberg accounted for \$88,164,000, \$86,468,000 and \$84,526,000, or 45%, 45% and 46% of our total revenues in the years ended December 31, 2013, 2012 and 2011, respectively. No other tenant accounted for more than 10% of our total revenues in any of the last three years. If we were to lose Bloomberg as a tenant, or if Bloomberg were to fail or become unable to perform its obligations under its lease, it would adversely affect our results of operations and financial condition. We receive and evaluate certain confidential financial information and metrics from Bloomberg on a semi-annual basis. In addition, we access and evaluate financial information regarding Bloomberg from private sources, as well as publicly available data.

As Lessee

We are a tenant under a long-term ground lease at our Flushing property, which expires in 2027 and has one 10-year extension option. Future lease payments under this operating lease, excluding the extension option, are as follows:

(Amounts in thousands) <b>Year Ending December 31,</b>	<b>Amount</b>
2014	\$ 700
2015	700
2016	700
2017	792
2018	800
Thereafter	6,466

Rent expense was \$746,000 in each of the years ended December 31, 2013, 2012 and 2011.

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

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

**9. STOCK-BASED COMPENSATION**

Our Omnibus Stock Plan (the "Plan") provides for grants of incentive and non-qualified stock options, restricted stock, stock appreciation rights, deferred stock units ("DSUs") and performance shares, as defined, to the directors, officers and employees of the Company and Vornado, and any other person or entity as designated by the Omnibus Stock Plan Committee of our Board of Directors. As of December 31, 2013, there were 3,521 DSUs outstanding and 891,219 shares were available for future grant. We account for all stock-based compensation in accordance with ASC 718, *Compensation – Stock Compensation*.

In May 2013, the Company granted each of the members of its Board of Directors 243 DSUs with a grant date fair value of \$56,250 per grant, or \$394,000 in the aggregate. The DSUs entitle the holder to receive shares of the Company's common stock without the payment of any consideration. The DSUs vested immediately and accordingly were expensed on the date of grant, but the shares of common stock underlying the DSUs are not deliverable to the grantee until the grantee is no longer serving on the Company's Board of Directors.

**10. COMMITMENTS AND CONTINGENCIES**

*Insurance*

We maintain general liability insurance with limits of \$300,000,000 per occurrence and all-risk property and rental value insurance coverage with limits of \$1.7 billion per occurrence, including coverage for 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 2014. 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 of a covered loss, and the Federal government is responsible for the remaining 85% of a covered loss. We are ultimately responsible for any loss 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, except for \$75,000,000 of the \$320,000,000 mortgage on our 731 Lexington Avenue property, in the event of a substantial casualty, as defined. Our mortgage loans contain customary covenants requiring us to maintain insurance. 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.

#### Flushing Property

In 2002, Flushing Expo, Inc. (“Expo”) agreed to purchase the stock of the entity which owns the Flushing property from us (“Purchase of the Property”) and gave us a non-refundable deposit of \$1,875,000. Pursuant to a stipulation of settlement, we settled the action Expo brought against us regarding the Purchase of the Property and in June 2011, deposited the settlement amount with the Court, in exchange for which we received a stipulation of discontinuance, with prejudice, as well as general releases. In November 2011, Expo filed another action, this time against our tenant at the Flushing property asserting, among other things, that such tenant interfered with Expo's Purchase of the Property from us and sought \$50,000,000 in damages from our tenant, who sought indemnification from us for such amount. In August 2012, the Court entered judgment denying Expo's claim for damages. Expo filed a motion to re-argue the decision, which the Court denied on December 7, 2012. Expo has appealed the Court’s August 2012 decision. We believe, after consultation with counsel, that the amount or range of reasonably possible losses, if any, cannot be estimated.

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

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

**10. COMMITMENTS AND CONTINGENCIES – continued**

Paramus

In 2001, we leased 30.3 acres of land located in Paramus, New Jersey to IKEA Property, Inc. The lease has a 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 \$3,308,000 of standby letters of credit were issued and outstanding as of December 31, 2013.

Other

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

**11. MULTIEMPLOYER BENEFIT PLANS**

Our subsidiaries make contributions to certain multiemployer defined benefit plans (“Multiemployer Pension Plans”) and health plans (“Multiemployer Health Plans”) for our union represented employees, pursuant to the respective collective bargaining agreements.

Multiemployer Pension Plans

Multiemployer Pension Plans differ from single-employer pension plans in that (i) contributions to multiemployer plans may be used to provide benefits to employees of other participating employers and (ii) if other participating employers fail to make their contributions, each of our subsidiaries may be required to bear their pro rata share of unfunded obligations. If a participating subsidiary withdraws from a plan in which it participates, it may be subject to a withdrawal liability. As of December 31, 2013, our subsidiaries' participation in these plans were not significant to our consolidated financial statements.

In the years ended December 31, 2013, 2012 and 2011 our subsidiaries contributed \$138,000, \$196,000 and \$215,000, respectively, towards Multiemployer Pension Plans. Of these amounts, \$61,000 and \$75,000 in the years ended December 31, 2012 and 2011, respectively, represent contributions related to discontinued operations, which are included as a component of "income from discontinued operations" on our consolidated statements of income. Our subsidiaries' contributions did not represent more than 5% of total employer contributions in any of these plans for the years ended December 31, 2013, 2012 and 2011.

#### Multiemployer Health Plans

Multiemployer Health Plans in which our subsidiaries participate provide health benefits to eligible active and retired employees. In the years ended December 31, 2013, 2012 and 2011 our subsidiaries contributed \$499,000, \$734,000 and \$731,000, respectively, towards these plans. Of these amounts, \$250,000 and \$251,000 in the years ended December 31, 2012 and 2011, respectively, represent contributions related to discontinued operations, which are included as a component of "income from discontinued operations" on our consolidated statements of income.



## ALEXANDER'S, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 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 (including DSUs) outstanding during the period. Diluted income per share is determined using the weighted average shares of common stock (including DSUs) 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 years ended December 31, 2013, 2012 and 2011.

(Amounts in thousands, except share and per share amounts)	For the Years Ended December 31,		
	2013	2012	2011
Income from continuing operations	\$ 54,663	\$ 50,041	\$ 54,831
Income from discontinued operations, net of income attributable to the noncontrolling interest	2,252	624,346	24,592
Net income attributable to common stockholders – basic and diluted	\$ 56,915	\$ 674,387	\$ 79,423
Weighted average shares outstanding – basic and diluted	5,109,055	5,107,610	5,106,568
Income from continuing operations	\$ 10.70	\$ 9.80	\$ 10.74
Income from discontinued operations, net	0.44	122.24	4.81
Net income per common share – basic and diluted	\$ 11.14	\$ 132.04	\$ 15.55

## 13. SUMMARY OF QUARTERLY RESULTS (UNAUDITED)

(Amounts in thousands, except per share amounts)	Revenues	Net Income	Net Income Per	
		Attributable to Common	Common Share <sup>(1)</sup>	
2013		Stockholders	Basic	Diluted
December 31	\$ 50,496	\$ 15,790	\$ 3.09	\$ 3.09
September 30	49,886	13,824	2.71	2.71
June 30	47,302	13,139	2.57	2.57
March 31	48,775	14,162	2.77	2.77

**2012**

December 31	\$ 48,491	\$ 617,157 <sup>(2)</sup>	\$ 120.82	\$ 120.82
September 30	48,642	18,856	3.69	3.69
June 30	46,878	18,892	3.70	3.70
March 31	47,301	19,482	3.81	3.81

---

(1) The total for the year may differ from the sum of the quarters as a result of weighting.

(2) Includes a \$599,628 net gain on sale of real estate.

52

**ITEM 9. changes in and disagreements with accountants on accounting and financial disclosure**

None.

**ITEM 9a. controls and procedures**

Disclosure Controls and Procedures – Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, have 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 Annual Report on Form 10-K. 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.

Internal Control Over Financial Reporting – There have not been any changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities and Exchange Act of 1934, as amended) during the fourth quarter of the fiscal year to which this report relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER  
FINANCIAL REPORTING**

The management of Alexander's, Inc., together with its consolidated subsidiaries (the "Company"), is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control over financial reporting is a process designed under the supervision of the Company's principal executive and principal financial officers to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external reporting purposes in accordance with accounting principles generally accepted in the United States of America.

As of December 31, 2013, management conducted an assessment of the effectiveness of the Company's internal control over financial reporting based on the framework established in *Internal Control – Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management has determined that the Company's internal control over financial reporting as of December 31, 2013 is effective.

The Company's internal control over financial reporting includes policies and procedures that pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of assets; provide reasonable assurances that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America, and that receipts and expenditures are being made only in accordance with authorizations of management and the directors of the Company; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Company's financial statements.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2013 has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report appearing on page 55 of this Annual Report on Form 10-K, which expresses an unqualified opinion on the effectiveness of the Company's internal control over financial reporting as of December 31, 2013.

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**



To the Board of Directors and Stockholders

Alexander's, Inc.

Paramus, New Jersey

We have audited the internal control over financial reporting of Alexander's, Inc. and subsidiaries (the "Company") as of December 31, 2013, based on criteria established in *Internal Control—Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on the criteria established in *Internal Control—Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and financial statement schedules as of and for the year ended December 31, 2013 of the Company and our report dated February 24, 2014 expressed an unqualified opinion on those financial statements and financial statement schedules.

/s/ DELOITTE & TOUCHE LLP

Parsippany, New Jersey

February 24, 2014

**ITEM 9b. other information**

None.

**PART III****ITEM 10. directors, executive officers and corporate governance**

Information relating to our directors, including our audit committee and audit committee financial expert, will be contained in a definitive Proxy Statement involving the election of directors pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended. We will file the Proxy Statement with the Securities and Exchange Commission no later than 120 days after December 31, 2013. Such information is incorporated by reference herein. Also incorporated herein by reference is the information under the caption “Section 16(a) Beneficial Ownership Reporting Compliance” of the Proxy Statement.

The following is a list of the names, ages, principal occupations and positions with us of our executive officers and the positions held by such officers during the past five years.

<b>Name</b>	<b>Age</b>	<b>PRINCIPAL OCCUPATION, POSITION AND OFFICE (Current and during past five years with the Company unless otherwise stated)</b>
Steven Roth	72	Chairman of the Board since May 2004 and Chief Executive Officer since March 1995; Chairman of the Board of Vornado Realty Trust since May 1989; Chief Executive Officer of Vornado Realty Trust since April 2013 and from May 1989 to May 2009; a Trustee of Vornado Realty Trust since 1979; and Managing General Partner of Interstate Properties.
Joseph Macnow	68	Executive Vice President and Chief Financial Officer since June 2002; Executive Vice President – Finance and Administration from March 2001 to June 2002; Vice President and Chief Financial Officer from August 1995 to March 2001; Executive Vice President – Finance and Chief Administrative Officer of Vornado Realty Trust since June 2013; Executive Vice President – Finance and Administration of

Vornado Realty Trust from January 1998 to June 2013 and Chief Financial Officer of Vornado Realty Trust from March 2001 to June 2013; and Vice President and Chief Financial Officer of Vornado Realty Trust from 1985 to January 1998.

We have a code of business conduct and ethics that applies to, among others, our Chief Executive Officer and Executive Vice President and Chief Financial Officer. The code is posted on our website at [www.alx-inc.com](http://www.alx-inc.com). We intend to satisfy our disclosure obligation regarding amendments and waivers of this code applicable to our Chief Executive Officer and Executive Vice President and Chief Financial Officer by posting such information on our website.

**ITEM 11. EXECUTIVE COMPENSATION**

Information relating to executive compensation will be contained in the Proxy Statement referred to in “Item 10. Directors, Executive Officers and Corporate Governance” of this Annual Report on Form 10-K. Such information is incorporated by reference herein.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER****MATTERS**

Information relating to security ownership of certain beneficial owners and management and related stockholder matters, except as set forth below, will be contained in the Proxy Statement referred to in “Item 10. Directors, Executive Officers and Corporate Governance” of this Annual Report on Form 10-K. Such information is incorporated by reference herein.

*Equity Compensation Plan Information*

The following table provides information as of December 31, 2013, regarding our equity compensation.

<b>Plan Category</b>	<b>(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</b>
Equity compensation plans approved by security holders	3,521	\$ -	891,219

Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	3,521 \$	-	891,219

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

Information relating to certain relationships and related transactions and director independence will be contained in the Proxy Statement referred to in “Item 10. Directors, Executive Officers and Corporate Governance” of this Annual Report on Form 10-K. Such information is incorporated by reference herein.

**ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

Information relating to principal accounting fees and services will be contained in the Proxy Statement referred to in “Item 10. Directors, Executive Officers and Corporate Governance” of this Annual Report on Form 10-K. Such information is incorporated by reference herein.

**PART IV**

**ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

- (a) The following documents are filed as part of this Annual Report on Form 10-K.

1. The consolidated financial statements are set forth in Item 8 of this Annual Report on Form 10-K.





2. The following financial statement schedules should be read in conjunction with the financial statements included in Item 8 of this Annual Report on Form 10-K.

	<b>Pages in this Annual Report on Form 10-K</b>
Schedule II – Valuation and Qualifying Accounts – years ended December 31, 2013, 2012 and 2011	60
Schedule III – Real Estate and Accumulated Depreciation as of December 31, 2013, 2012 and 2011	61

All other financial statement schedules are omitted because they are not applicable, not required, or the information is included elsewhere in the consolidated financial statements or the notes thereto.

3. The following exhibits listed on the Exhibit Index, which is incorporated herein by reference, are filed with this Annual Report on Form 10-K.

<b>Exhibit No.</b>	
10.59	Form of Alexander’s, Inc. 2006 Omnibus Stock Plan Deferred Stock Unit Grant Agreement
10.60	Second Amendment and Modification of Loan Agreement and Other Loan Documents and Ratification of Guarantor, dated November 15, 2013, by and between Rego II Borrower LLC, as Borrower, and the Lender
10.61	Partial Release of Mortgage, dated November 15, 2013, by and between Rego II Borrower LLC, as Mortgagor, and the Mortgagee
10.62	Partial Release of Assignment of Leases and Rents, dated November 15, 2013, by and between Rego II Borrower LLC, as Assignor, and the Assignee
12	Computation of Ratios
21	Subsidiaries of Registrant
23	Consent of Independent Registered Public Accounting Firm
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

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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: February 24, 2014

By:

/s/ Joseph Macnow  
Joseph Macnow, Executive Vice  
President  
and Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
By: /s/Steven Roth (Steven Roth)	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)	February 24, 2014
By: /s/Joseph Macnow (Joseph Macnow)	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	February 24, 2014
By: /s/Thomas R. DiBenedetto (Thomas R. DiBenedetto)	Director	February 24, 2014
By: /s/David Mandelbaum (David Mandelbaum)	Director	February 24, 2014
By: /s/Arthur Sonnenblick (Arthur Sonnenblick)	Director	February 24, 2014
By: /s/Neil Underberg (Neil Underberg)	Director	February 24, 2014
By: /s/Richard R. West	Director	February 24, 2014

(Richard R. West)

February 24, 2014

By: /s/Russell B. Wight Jr.                      Director  
      (Russell B. Wight Jr)

**ALEXANDER'S, INC. AND SUBSIDIARIES**  
**SCHEDULE II**  
**VALUATION AND QUALIFYING ACCOUNTS**

(Amounts in thousands)

Column A	Column B	Column C	Column D	Column E
Description	Balance at Beginning of Year	Additions: Charged Against Operations	Deductions: Uncollectible Accounts Written Off	Balance at End of Year
<i>Allowance for doubtful accounts:</i>				
Year Ended December 31, 2013	\$ 2,219	\$ 348	\$ (574)	\$ 1,993
Year Ended December 31, 2012	\$ 1,039	\$ 1,304	\$ (124)	\$ 2,219
Year Ended December 31, 2011	\$ 1,047	\$ 427	\$ (435)	\$ 1,039

60

**ALEXANDER'S, INC. AND SUBSIDIARIES**  
**SCHEDULE III-REAL ESTATE AND ACCUMULATED DEPRECIATION**

**DECEMBER 31, 2013**

(Amounts in thousands)

COLUMN A	COLUMN B	COLUMN C	COLUMN D	COLUMN E	COLUMN F	COLUMN G	COLUMN H				
Description	Encumbrances	Land	Improvements	Acquisition	Land	Improvements	Progress Total <sup>(2)</sup>	Amortization	Construction	Acquired <sup>(1)</sup>	Date
		Initial Cost to Company <sup>(1)</sup>	Building, Leasehold and Leasehold Subsequent to	Costs Capitalized and Subsequent to	Carried at Close of Period	Building, Leaseholds and Construction In		Accumulated Depreciation and	Date of	Date	
New York, NY Rego Park I	\$ 78,246	\$ 1,647	\$ 8,953	\$ 48,177	\$ 1,647	\$ 56,380	\$ 750	\$ 58,777	\$ 26,056	1959	1992
Rego Park II: Retail	269,496	3,127	1,467	384,105	3,127	385,403	169	388,699	42,145	2009	1992
Residential	-	-	-	2,265	-	-	2,265	2,265	-	N/A	1992
Rego Park III	-	779	-	2,243	779	503	1,740	3,022	81	N/A	1992
Flushing Lexington Avenue	-	-	1,660	(107)	-	1,553	-	1,553	732	1975 <sup>(3)</sup>	1992
Paramus, NJ	634,217	14,432	12,355	426,552	27,497	425,842	-	453,339	116,361	2003	1992
Other Properties	68,000	1,441	-	10,313	11,754	-	-	11,754	-	N/A	1992
TOTAL	\$ 1,049,959	\$ 21,593	\$ 26,239	\$ 871,744	\$ 44,971	\$ 869,681	\$ 4,924	\$ 919,576	\$ 185,375		

(1) Initial cost is as of May 15, 1992 (the date on which the Company commenced its real estate operations).  
The net basis of the Company's assets and liabilities for tax purposes is approximately \$189,757 lower than the amount reported on the Company's financial statements for tax purposes.

(3) Represents the date the lease was acquired.

**ALEXANDER'S, INC. AND SUBSIDIARIES**  
**SCHEDULE III REAL ESTATE AND ACCUMULATED DEPRECIATION**

(Amounts in thousands)

	<b>2013</b>	<b>December 31, 2012</b>	<b>2011</b>
<b>REAL ESTATE:</b>			
Balance at beginning of period	\$ 911,792	\$ 906,907	\$ 897,312
Additions (deletions) during the period:			
Land	-	-	-
Buildings and leasehold improvements	5,072	3,776	49,027
Development and construction in progress	2,712	1,109	(39,432)
	919,576	911,792	906,907
Less: Fully depreciated assets	-	-	-
Balance at end of period	\$ 919,576	\$ 911,792	\$ 906,907
<b>ACCUMULATED DEPRECIATION:</b>			
Balance at beginning of period	\$ 160,826	\$ 136,460	\$ 112,765
Additions charged to operating expenses	24,549	24,366	23,695
	185,375	160,826	136,460
Less: Fully depreciated assets	-	-	-
Balance at end of period	\$ 185,375	\$ 160,826	\$ 136,460

62

**EXHIBIT INDEX**

<b>Exhibit No.</b>		
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 3(ii) to the registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 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	-	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 *
10.4	-	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 *
10.5	-	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 *
10.6	-	59th 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 *



- 10.7 - 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 \*
- 10.8 - 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 \*
- 10.9 - 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 \*

\* \_\_\_\_\_  
Incorporated by reference.

- 10.10 - 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 \*
- 10.11 - 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 \*
- 10.12 - 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 \*
- 10.13 - 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 \*
- 10.14 - 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 \*
- 10.15 - 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 \*
- 10.16 - 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 \*
- 10.17 - 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



Edgar Filing: ALEXANDERS INC - Form 10-K

10.21	-	Promissory Note A-3 dated as of February 13, 2004 by 731 Office One LLC in favor of German American Capital Corporation. Incorporated herein by reference from Exhibit 10.29 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2003, filed on March 2, 2004	*
10.22	-	Promissory Note A-4 dated as of February 13, 2004, by 731 Office One LLC in favor of German American Capital Corporation. Incorporated herein by reference from Exhibit 10.30 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2003, filed on March 2, 2004	*
10.23	-	Promissory Note A-X dated as of February 13, 2004, by 731 Office One LLC in favor of German American Capital Corporation. Incorporated herein by reference from Exhibit 10.31 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2003, filed on March 2, 2004	*
10.24	-	Promissory Note B dated as of February 13, 2004, by 731 Office One LLC in favor of German American Capital Corporation. Incorporated herein by reference from Exhibit 10.32 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2003, filed on March 2, 2004	*
10.25	-	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	*
10.26	-	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	*
10.27	-	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	*
10.28	**	- 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	*
10.29	**	- 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	*
10.30	**	- 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	*
10.31	-	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	*
10.32	-		*

Edgar Filing: ALEXANDERS INC - Form 10-K

Amendment to 59th 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

\*

Incorporated by reference.

\*\*

Management contract or compensatory agreement.

- 10.33 - 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 \*
- 10.34 - 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 \*
- 10.35 - 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 \*
- 10.36 - 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 \*
- 10.37 - 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 \*
- 10.38 - 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 \*
- 10.39 - 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 \*
- 10.40 - Lease dated as of February 7, 2005, by and between 731 Office One LLC, as Landlord, and Citibank, N.A., as Tenant. Incorporated herein by reference from Exhibit 10.59 to the registrant's Quarterly Report on for 10-Q for the quarter ended March 31, 2009, filed on May 4, 2009 \*
- 10.41 - Assignment and Assumption and Consent Agreement, dated as of March 25, 2009, by and between 731 Office One LLC, as Landlord, Citicorp North America, Inc., as \*

Edgar Filing: ALEXANDERS INC - Form 10-K

Assignor, and Bloomberg L.P., as Assignee. Incorporated herein by reference from Exhibit 10.60 to the registrant's Quarterly Report on form 10-Q for the quarter ended March 31, 2009, filed on May 4, 2009

- 10.42    \*\*    -    Form of Alexander's, Inc. 2006 Omnibus Stock Plan Deferred Stock Unit Agreement.    \*
- Incorporated herein by reference to Exhibit 99.1 to the registrant's Current Report on Form 8-K, filed on June 2, 2011
- 10.43                    -    Third Amendment to Amended and Restated Management and Development    \*
- Agreement, dated as of November 30, 2011, by and between Alexander's, Inc., the subsidiaries party thereto and Vornado Management Corp. Incorporated herein by reference from Exhibit 10.49 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2011, filed on February 27, 2012

\*                    \_\_\_\_\_  
Incorporated by reference.

\*\*                    Management contract or compensatory agreement.

- 10.44 - Loan and Security Agreement, dated November 30, 2011, by and between Rego II Borrower LLC, as Borrower, and the Lender. Incorporated herein by reference from Exhibit 10.50 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2011, filed on February 27, 2012 \*
- 10.45 - Consolidated, Amended and Restated Promissory Note, dated November 30, 2011, by and between Rego II Borrower LLC, as Maker, and the Lender. Incorporated herein by reference from Exhibit 10.51 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2011, filed on February 27, 2012 \*
- 10.46 - Consolidated, Amended and Restated Mortgage, Assignment of Leases and Rents and Security Agreement, dated November 30, 2011, by and between Rego II Borrower LLC, as Mortgagor, and the Mortgagee. Incorporated herein by reference from Exhibit 10.52 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2011, filed on February 27, 2012 \*
- 10.47 - Guarantee of Recourse Carveouts, dated November 30, 2011, by Alexander's, Inc., as Guarantor, to and for the benefit of the Lender. Incorporated herein by reference from Exhibit 10.53 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2011, filed on February 27, 2012 \*
- 10.48 - Environmental Indemnity Agreement, dated November 30, 2011, among Rego II Borrower LLC and Alexander's, Inc., individually or collectively as Indemnitor, in favor of the Lender. Incorporated herein by reference from Exhibit 10.54 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2011, filed on February 27, 2012 \*
- 10.49 - First Omnibus Loan Modification and Extension Agreement dated March 12, 2012 by and between Alexander's Rego 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 Form 10-Q for the quarter ended March 31, 2012, filed on May 7, 2012 \*
- 10.50 - Mortgage Modification Agreement dated March 12, 2012 by and between Alexander's Rego Shopping Center, Inc., as Mortgagor and U.S. Bank National Association, as Mortgagee. Incorporated herein by reference from Exhibit 10.56 to the registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012, filed on May 7, 2012. \*
- 10.51 - First Amendment and Modification of Loan and Security Agreement and Other Loan Documents, dated as of June 20, 2012 by and between Rego II Borrower LLC, as Borrower, and the Lender. Incorporated herein by reference from Exhibit 10.1 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012, filed on August 6, 2012 \*
- 10.52 - Fourth Amendment to Amended and Restated Management and Development Agreement, dated as of August 1, 2012, by and between Alexander's, Inc., the \*



Edgar Filing: ALEXANDERS INC - Form 10-K

subsidiaries party thereto and Vornado Management Corp. Incorporated herein by reference from Exhibit 10.2 to the registrants Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, filed on November 1, 2012

- |       |    |   |   |
|-------|----|---|---|
| 10.53 | -  | Contribution Agreement and Joint Escrow Instructions, dated as of October 21, 2012, by and between Alexander's Kings Plaza LLC, Alexander's of Kings LLC and Kings Parking LLC, and Brooklyn Kings Plaza LLC          | * |
| 10.54 | -  | Fifth Amendment to Amended and Restated Management and Development Agreement, dated as of December 1, 2012, by and between Alexander's, Inc., the subsidiaries party thereto and Vornado Management Corp              | * |
| 10.55 | ** | Agreement, dated February 27, 2013, between Michael D. Fascitelli and Alexander's, Inc. Incorporated herein by reference from Exhibit 99.1 to the registrant's Current Report on Form 8-K, filed on February 28, 2013 | * |
- \*  
\*\*
- \_\_\_\_\_
- \* Incorporated by reference.  
\*\* Management contract or compensatory agreement.

Edgar Filing: ALEXANDERS INC - Form 10-K

10.56	**	-	Waiver and Release, dated February 27, 2013, between Michael D. Fascitelli and Alexander's, Inc. Incorporated herein by reference from Exhibit 99.2 to the registrant's Current Report on Form 8-K, filed on February 28, 2013	*
10.57		-	Second Omnibus Loan Modification and Extension Agreement, dated March 8, 2013, by and between Alexander's Rego Shopping Center, Inc., as Borrower and U.S. Bank National Association, as Lender. Incorporated herein by reference from exhibit 10.3 to the registrant's Quarterly Report on Form 10-Q, filed on May 6, 2013	*
10.58		-	Second Mortgage Modification Agreement, dated March 8, 2013, by and between Alexander's Rego Shopping Center, Inc., as Mortgator and U.S. Bank National Association, as Mortgagee. Incorporated herein by reference from exhibit 10.4 to the registrant's Quarterly Report on Form 10-Q, filed on May 6, 2013	*
10.59	**	-	Form of Alexander's, Inc. 2006 Omnibus Stock Plan Deferred Stock Unit Grant Agreement	
10.60		-	Second Amendment and Modification of Loan Agreement and Other Loan Documents and Ratification of Guarantor, dated November 15, 2013, by and between Rego II Borrower LLC, as Borrower, and the Lender	
10.61		-	Partial Release of Mortgage, dated November 15, 2013, by and between Rego II Borrower LLC, as Mortgator, and the Mortgagee	
10.62		-	Partial Release of Assignment of Leases and Rents, dated November 15, 2013, by and between Rego II Borrower LLC, as Assignor, and the Assignee	
12		-	Computation of Ratios	
21		-	Subsidiaries of Registrant	
23		-	Consent of Independent Registered Public Accounting Firm	
31.1		-	Rule 13a-14 (a) Certification of the Chief Executive Officer	
31.2		-	Rule 13a-14 (a) Certification of the Chief Financial Officer	
32.1		-	Section 1350 Certification of the Chief Executive Officer	
32.2		-	Section 1350 Certification of the Chief Financial Officer	
101.INS		-	XBRL Instance Document	
101.SCH		-	XBRL Taxonomy Extension Schema	
101.CAL		-	XBRL Taxonomy Extension Calculation Linkbase	

- 101.DEF - XBRL Taxonomy Extension Definition Linkbase
- 101.LAB - XBRL Taxonomy Extension Label Linkbase
- 101.PRE - XBRL Taxonomy Extension Presentation Linkbase

\*  
\*\*

---

Incorporated by reference.

Management contract or compensatory agreement.