

URSTADT BIDDLE PROPERTIES INC  
Form 10-K  
January 13, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K

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

For the fiscal year ended October 31, 2013

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 1-12803

URSTADT BIDDLE PROPERTIES INC.  
(Exact name of registrant as specified in its charter)

Maryland 04-2458042  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification Number)

321 Railroad Avenue, Greenwich, CT 06830  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (203) 863-8200

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

Title of each class	Name of each exchange on which registered
Common Stock, par value \$.01 per share	New York Stock Exchange
Class A Common Stock, par value \$.01 per share	New York Stock Exchange
7.50% Series D Senior Cumulative Preferred Stock	New York Stock Exchange
7.125% Series F Cumulative Preferred Stock	New York Stock Exchange
Preferred Share Purchase Rights	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 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 Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§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 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, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  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 common stock held by non-affiliates of the Registrant as of April 30, 2013 (price at which the common equity was last sold as of the last business day of the Registrant's most recently completed second fiscal quarter):

Common Shares, par value \$.01 per share, \$43,763,605; Class A Common Shares, par value \$.01 per share, \$512,163,901.

Indicate the number of shares outstanding of each of the Registrant's classes of Common Stock and Class A Common Stock, as of January 10, 2014 (latest date practicable): 9,187,212 Common Shares, par value \$.01 per share, and 23,609,604 Class A Common Shares, par value \$.01 per share.

#### DOCUMENTS INCORPORATED BY REFERENCE

Proxy Statement for Annual Meeting of Stockholders to be held on March 26, 2014 (certain parts as indicated herein) (Part III).

TABLE OF CONTENTS

Item No.	Page No.
PART I	
1. <u>Business</u>	4
1 A. <u>Risk Factors</u>	9
1 B. <u>Unresolved Staff Comments</u>	13
2. <u>Properties</u>	14
3. <u>Legal Proceedings</u>	16
4. <u>Mine Safety Disclosures</u>	16
PART II	
5. <u>Market for the Registrant's Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities</u>	17
6. <u>Selected Financial Data</u>	19
7. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	20
7 A. <u>Quantitative and Qualitative Disclosures about Market Risk</u>	33
8. <u>Financial Statements and Supplementary Data</u>	33
9. <u>Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	33
9 A. <u>Controls and Procedures</u>	33
9 B. <u>Other Information</u>	36
PART III	
10. <u>Directors, Executive Officers and Corporate Governance</u>	36
11. <u>Executive Compensation</u>	36
12. <u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	36
13. <u>Certain Relationships and Related Transactions and Director Independence</u>	37

14. <u>Principal Accountant Fees and Services</u>	37
---------------------------------------------------	----

PART IV

15. <u>Exhibits and Financial Statement Schedules</u>	38
-------------------------------------------------------	----

<u>Signatures</u>	66
-------------------	----

## PART I

### Forward-Looking Statements

This Annual Report on Form 10-K of Urstadt Biddle Properties Inc. (the "Company") contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements can generally be identified by such words as "anticipate", "believe", "can", "continue", "could", "estimate", "expect", "intend", "may", "plan", "seek", "should", "will" or variations of such words or other similar expressions and the negatives of such words. All statements, other than statements of historical facts, included in this report that address activities, events or developments that the Company expects, believes or anticipates will or may occur in the future, including such matters as future capital expenditures, dividends and acquisitions (including the amount and nature thereof), business strategies, expansion and growth of the Company's operations and other such matters, are forward-looking statements. These statements are based on certain assumptions and analyses made by the Company in light of its experience and its perception of historical trends, current conditions, expected future developments and other factors it believes are appropriate. Such statements are inherently subject to risks, uncertainties and other factors, many of which cannot be predicted with accuracy and some of which might not even be anticipated. Future events and actual results, performance or achievements, financial and otherwise, may differ materially from the results, performance or achievements expressed or implied by the forward-looking statements. Risks, uncertainties and other factors that might cause such differences, some of which could be material, include, but are not limited to; economic and other market conditions; financing risks, such as the inability to obtain debt or equity financing on favorable terms; the level and volatility of interest rates; financial stability of tenants; the inability of the Company's properties to generate revenue increases to offset expense increases; governmental approvals, actions and initiatives; environmental/safety requirements; risks of real estate acquisitions (including the failure of acquisitions to close); risks of disposition strategies; as well as other risks identified in this Annual Report on Form 10-K under Item 1A. Risk Factors and in the other reports filed by the Company with the Securities and Exchange Commission (the "SEC").

Item 1. Business.

#### Organization

The Company, a Maryland Corporation, is a real estate investment trust engaged in the acquisition, ownership and management of commercial real estate. The Company was organized as an unincorporated business trust (the "Trust") under the laws of the Commonwealth of Massachusetts on July 7, 1969. In 1997, the shareholders of the Trust approved a plan of reorganization of the Trust from a Massachusetts business trust to a corporation organized in Maryland. The plan of reorganization was effected by means of a merger of the Trust into the Company. As a result of the plan of reorganization, the Trust was merged with and into the Company, the separate existence of the Trust ceased, the Company was the surviving entity in the merger and each issued and outstanding common share of beneficial interest of the Trust was converted into one share of Common Stock, par value \$.01 per share, of the Company.

#### Tax Status – Qualification as a Real Estate Investment Trust

The Company elected to be taxed as a real estate investment trust ("REIT") under Sections 856-860 of the Internal Revenue Code of 1986, as amended (the "Code"), beginning with its taxable year ended October 31, 1970. Pursuant to such provisions of the Code, a REIT which distributes at least 90% of its real estate investment trust taxable income to its shareholders each year and which meets certain other conditions regarding the nature of its income and assets will not be taxed on that portion of its taxable income which is distributed to its shareholders. Although the Company believes that it qualifies as a real estate investment trust for federal income tax purposes, no assurance can be given

that the Company will continue to qualify as a REIT.

Description of Business

The Company's sole business is the ownership of real estate investments, which consist principally of investments in income-producing properties, with primary emphasis on properties in the northeastern part of the United States with a concentration in Fairfield County, Connecticut, Westchester and Putnam Counties, New York and Bergen County, New Jersey. The Company's core properties consist principally of neighborhood and community shopping centers, seven office buildings and one office/retail mixed-use property. The Company seeks to identify desirable properties for acquisition, which it acquires in the normal course of business. In addition, the Company regularly reviews its portfolio and from time to time may sell certain of its properties.

The Company intends to continue to invest substantially all of its assets in income-producing real estate, with an emphasis on neighborhood and community shopping centers, although the Company will retain the flexibility to invest in other types of real property. While the Company is not limited to any geographic location, the Company's current strategy is to invest primarily in properties located in the northeastern region of the United States with a concentration in Fairfield County, Connecticut, Westchester and Putnam Counties, New York, and Bergen County, New Jersey.

At October 31, 2013, the Company owned or had equity interests in sixty-six properties comprised of neighborhood and community shopping centers, office buildings, office/retail mixed use and industrial facilities located in seven states throughout the United States, containing a total of 5.1 million square feet of gross leasable area ("GLA"). For a description of the Company's individual investments, see Item 2 – Properties.

4

---



### Investment and Operating Strategy

The Company's investment objective is to increase the cash flow and consequently the value of its properties. The Company seeks growth through (1) the strategic re-tenanting, renovation and expansion of its existing properties, and (2) the selective acquisition of income-producing properties, primarily neighborhood and community shopping centers, in its targeted geographic region. The Company may also invest in other types of real estate in the targeted geographic region. For a discussion of key elements of the Company's growth strategies and operating policies, see Item 7 – Management's Discussion and Analysis of Financial Condition and Results of Operations.

The Company invests in properties where cost effective renovation and expansion programs, combined with effective leasing and operating strategies, can improve the properties' values and economic returns. Retail properties are typically adaptable for varied tenant layouts and can be reconfigured to accommodate new tenants or the changing space needs of existing tenants. In determining whether to proceed with a renovation or expansion, the Company considers both the cost of such expansion or renovation and the increase in rent attributable to such expansion or renovation. The Company believes that certain of its properties provide opportunities for future renovation and expansion.

When evaluating potential acquisitions, the Company considers such factors as (1) economic, demographic, and regulatory conditions in the property's local and regional market; (2) the location, construction quality, and design of the property; (3) the current and projected cash flow of the property and the potential to increase cash flow; (4) the potential for capital appreciation of the property; (5) the terms of tenant leases, including the relationship between the property's current rents and market rents and the ability to increase rents upon lease rollover; (6) the occupancy and demand by tenants for properties of a similar type in the market area; (7) the potential to complete a strategic renovation, expansion or re-tenanting of the property; (8) the property's current expense structure and the potential to increase operating margins; and (9) competition from comparable properties in the market area.

The Company may from time to time enter into arrangements for the acquisition of properties with unaffiliated property owners through the issuance of units of limited partnership (or units of limited liability company) interests in entities that the Company controls. These units may be redeemable for cash or for shares of the Company's Common stock or Class A Common stock. The Company believes that this acquisition method may permit it to acquire properties from property owners wishing to enter into tax-deferred transactions.

### Core Properties

The Company considers those properties that are directly managed by the Company, concentrated in the retail sector and located close to the Company's headquarters in Fairfield County, Connecticut, to be core properties. Of the sixty-six properties the Company owns or has an equity interest in, sixty-four properties (five of which are accounted for under the equity method of accounting) are considered core properties, consisting of fifty-six retail properties, seven office buildings (including the Company's executive headquarters) and one mixed use office/retail property. At October 31, 2013, these properties contained in the aggregate 4.7 million square feet of GLA. The Company's core properties collectively had 708 tenants providing a wide range of products and services. Tenants include regional supermarkets, national and regional discount department stores, other local retailers and office tenants. At October 31, 2013, the sixty consolidated core properties were 90.1% leased. At October 31, 2013, the Company had equity investments in five core properties, which it does not consolidate; those properties were approximately 96.1% leased. The Company believes the core properties are adequately covered by property and liability insurance.

A substantial portion of the Company's operating lease income is derived from tenants under leases with terms greater than one year. Certain of the leases provide for the payment of fixed base rentals monthly in advance and for the payment by the tenant of a pro-rata share of the real estate taxes, insurance, utilities and common area maintenance expenses incurred in operating the properties.



Edgar Filing: URSTADT BIDDLE PROPERTIES INC - Form 10-K

For the fiscal year ended October 31, 2013, no single tenant comprised more than 8.7% of the total annual base rents of the Company's core properties. The following table sets out a schedule of our ten largest tenants by percent of total annual base rent of our core properties as of October 31, 2013.

Tenant	Number of Stores	% of Total Annual Base Rent of Core Properties	
Stop & Shop Supermarket	5	8.7	%
TJX Companies	6	4.4	%
A&P Supermarkets	4	4.0	%
Bed Bath & Beyond	3	3.8	%
Big Y	3	3.0	%
CVS	6	2.8	%
Staples	4	2.6	%
Toys R Us	2	1.9	%
BJ's	1	1.7	%
ShopRite	2	1.5	%
	36	34.4	%

See Item 2 – Properties for a complete list of the Company's core properties.

The Company's single largest real estate investment is its general and limited partnership interests in the Ridgeway Shopping Center ("Ridgeway"). In December 2010 and January 2011, the Company and a wholly owned subsidiary purchased the remaining 10% limited partner interests in the limited partnership that owns Ridgeway for \$7.4 million. As a result of this transaction, the Company now has a 100% ownership interest in the property.

Ridgeway is located in Stamford, Connecticut and was developed in the 1950's and redeveloped in the mid 1990's. The property contains approximately 350,000 square feet of GLA. It is the dominant grocery anchored center and the largest non-mall shopping center located in the City of Stamford, Fairfield County, Connecticut. For the year ended October 31, 2013, Ridgeway revenues represented approximately 13% of the Company's total revenues and approximately 11% of the Company's total assets at October 31, 2013. As of October 31, 2013, Ridgeway was 100% leased. The property's largest tenants (by base rent) are: The Stop & Shop Supermarket Company (19%), Bed, Bath and Beyond (14%) and Marshall's Inc., a division of the TJX Companies (10%). No other tenant accounts for more than 10% of Ridgeway's annual base rents.

The following table sets out a schedule of the annual lease expirations for retail leases at Ridgeway as of October 31, 2013 for each of the next ten years and thereafter (assuming that no tenants exercise renewal or cancellation options and that there are no tenant bankruptcies or other tenant defaults):

Year of Expiration	Number of Leases Expiring	Square Footage	Minimum Base Rentals	Base Rent (%)
2014	2	5,153	\$187,326	2 %
2015	5	40,980	903,584	9 %
2016	3	4,747	173,958	2 %
2017	3	61,196	2,072,367	20 %

Edgar Filing: URSTADT BIDDLE PROPERTIES INC - Form 10-K

2018	11	100,911	3,469,498	33	%
2019	1	805	40,572	-	
2020	1	2,350	105,292	1	%
2021	1	42,700	826,185	8	%
2022	4	25,316	795,934	7	%
2023	5	62,643	1,871,656	18	%
Total	36	346,801	\$10,446,372	100	%

### Non-Core Properties

In a prior year, the Board of Directors of the Company expanded and refined the strategic objectives of the Company to concentrate the real estate portfolio into one of primarily retail properties located in the Northeast and authorized the sale of the Company's non-core properties in the normal course of business over a period of years given prevailing market conditions and the characteristics of each property.

Through this strategy, the Company seeks to update its property portfolio by disposing of properties which have limited growth potential and redeploying capital into properties in its target geographic region and product type where the Company's management skills may enhance property values. The Company may engage from time to time in like-kind property exchanges, which allow the Company to dispose of properties and redeploy proceeds in a tax efficient manner.

At October 31, 2013, the Company's non-core properties consisted of two industrial facilities in St. Louis, Missouri and Dallas, Texas with a total of 447,000 square feet of GLA. The non-core properties collectively had 2 tenants and were 100% leased at October 31, 2013. The two industrial facilities consist of automobile and truck parts distribution warehouses. The facilities are net leased to Chrysler Group, LLC under lease arrangements whereby the tenant pays all taxes, insurance, maintenance and other operating costs of the property during the term of the lease. For the fiscal years ended October 31, 2013, 2012, and 2011 revenues billed and collected under the above leases amounted to approximately \$1,356,000, \$1,565,000, and \$1,546,000 respectively.

In June 2013, the Company extended the leases on both non-core properties ten years through January 2023. Net rents on the St. Louis property (192,000 sf) were decreased to \$3.00 per square foot in year one of the extension versus \$3.41 per square foot previously. The extended lease provides for 2% annual rent increases in years two through ten. Net rents on the Dallas property (255,000 sf) were decreased to \$2.75 per square foot in year one of the extension versus \$3.70 per square foot previously. The extended lease provides for 2% annual rent increases in years two through ten. The effective date of both extensions was February 1, 2013.

In August of 2013, the Company entered into a contract to sell these two non-core properties and completed the sale in December of 2013. The Company intends to reinvest the proceeds in commercial real estate located in its core marketplace.

### Financing Strategy

The Company intends to continue to finance acquisitions and property improvements and/or expansions with the most advantageous sources of capital which it believes are available to the Company at the time, and which may include the sale of common or preferred equity through public offerings or private placements, the incurrence of additional indebtedness through secured or unsecured borrowings, investments in real estate joint ventures and the reinvestment of proceeds from the disposition of assets. The Company's financing strategy is to maintain a strong and flexible financial position by (1) maintaining a prudent level of leverage, and (2) minimizing its exposure to interest rate risk represented by floating rate debt.

### Matters Relating to the Real Estate Business

The Company is subject to certain business risks arising in connection with owning real estate which include, among others, (1) the bankruptcy or insolvency of, or a downturn in the business of, any of its major tenants, (2) the possibility that such tenants will not renew their leases as they expire, (3) vacated anchor space affecting an entire shopping center because of the loss of the departed anchor tenant's customer drawing power, (4) risks relating to leverage, including uncertainty that the Company will be able to refinance its indebtedness, and the risk of higher interest rates, (5) potential liability for unknown or future environmental matters, and (6) the risk of uninsured losses. Unfavorable economic conditions could also result in the inability of tenants in certain retail sectors to meet their lease

obligations and otherwise could adversely affect the Company's ability to attract and retain desirable tenants. The Company believes that its shopping centers are relatively well positioned to withstand adverse economic conditions since they typically are anchored by grocery stores, drug stores and discount department stores that offer day-to-day necessities rather than luxury goods. For a discussion of various business risks, see Item 1A – Risk Factors.

#### Compliance with Governmental Regulations

The Company, like others in the commercial real estate industry, is subject to numerous environmental laws and regulations. Although potential liability could exist for unknown or future environmental matters, the Company believes that its tenants are operating in accordance with current laws and regulations.

#### Competition

The real estate investment business is highly competitive. The Company competes for real estate investments with investors of all types, including domestic and foreign corporations, financial institutions, other real estate investment trusts, real estate funds, individuals and privately owned companies. In addition, the Company's properties are subject to local competitors from the surrounding areas. The Company's shopping centers compete for tenants with other regional, community or neighborhood shopping centers in the respective areas where the Company's retail properties are located. In addition, the retail industry is seeing greater competition from internet retailers who do not need to establish "brick and mortar" locations for their businesses. This reduces the demand for traditional retail space in shopping centers like ours and other grocery anchored shopping center properties. The Company's office buildings compete for tenants principally with office buildings throughout the respective areas in which they are located. Leasing space to prospective tenants is generally determined on the basis of, among other things, rental rates, location, and physical quality of the property and availability of space.

The Company does not consider its real estate business to be seasonal in nature.

### Property Management

The Company actively manages and supervises the operations and leasing at all of its core properties. As discussed above, the Company's remaining non-core industrial properties are net leased to tenants under lease arrangements whereby the tenant is obligated to manage the property.

### Employees

The Company's executive offices are located at 321 Railroad Avenue, Greenwich, Connecticut. It occupies approximately 10,000 square feet in a two-story office building owned by the Company. The Company has 43 employees and believes that its relationship with its employees is good.

### Company Website

All of the Company's filings with the SEC, including the Company's annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, are available free of charge at the Company's website at [www.ubproperties.com](http://www.ubproperties.com) as soon as reasonably practicable after the Company electronically files such material with, or furnishes it to, the SEC. These filings can also be accessed through the SEC's website at [www.sec.gov](http://www.sec.gov).

### Code of Ethics and Whistleblower Policy

The Company's Board of Directors has adopted a Code of Ethics for Senior Financial Officers that applies to the Company's Chief Executive Officer, Chief Financial Officer and Controller. The Board also adopted a Code of Business Conduct and Ethics applicable to all employees as well as a "Whistleblower Policy". These are available free of charge by contacting the Company.

### Financial Information About Industry Segments

The Company operates in one industry segment, ownership of commercial real estate properties, which are located principally in the northeastern United States. The Company does not distinguish its property operations for purposes of measuring performance. Accordingly, the Company believes it has a single reportable segment for disclosure purposes.

Item 1A. Risk Factors

Risks related to our operations and properties

There are risks relating to investments in real estate and the value of our property interests depends on conditions beyond our control. Real property investments are illiquid and we may be unable to change our property portfolio on a timely basis in response to changing market or economic conditions. Yields from our properties depend on their net income and capital appreciation. Real property income and capital appreciation may be adversely affected by general and local economic conditions, neighborhood values, competitive overbuilding, zoning laws, weather, casualty losses and other factors beyond our control. Since substantially all of the Company's income is rental income from real property, the Company's income and cash flow could be adversely affected if a large tenant is, or a significant number of tenants are, unable to pay rent or if available space cannot be rented on favorable terms.

Operating and other expenses of our properties, particularly significant expenses such as interest, real estate taxes and maintenance costs, generally do not decrease when income decreases and, even if revenues increase, operating and other expenses may increase faster than revenues.

Our business strategy is mainly concentrated in one type of commercial property and in one geographic location. Our primary investment focus is neighborhood and community shopping centers located in the northeastern United States, with a concentration in Fairfield County, Connecticut, Westchester and Putnam Counties, New York and Bergen County, New Jersey. For the year ended October 31, 2013, approximately 76% of our total revenues were from properties located in these four counties. Various factors may adversely affect a shopping center's profitability. These factors include circumstances that affect consumer spending, such as general economic conditions, economic business cycles, rates of employment, income growth, interest rates and general consumer sentiment. These factors could have a more significant localized effect in the areas where our core properties are concentrated. Changes to the real estate market in our focus areas, such as an increase in retail space or a decrease in demand for shopping center properties, could adversely affect operating results. As a result, we may be exposed to greater risks than if our investment focus was based on more diversified types of properties and in more diversified geographic areas.

The Company's single largest real estate investment is its ownership of the Ridgeway Shopping Center ("Ridgeway") located in Stamford, Connecticut. For the year ended October 31, 2013, Ridgeway revenues represented approximately 13% of the Company's total revenues and approximately 11% of the Company's total assets at October 31, 2013. The loss of this center or a material decrease in revenues from the center could have a material adverse effect on the Company.

We are dependent on anchor tenants in many of our retail properties. Most of our retail properties are dependent on a major or anchor tenant. If we are unable to renew any lease we have with the anchor tenant at one of these properties upon expiration of the current lease, or to re-lease the space to another anchor tenant of similar or better quality upon departure of an existing anchor tenant on similar or better terms, we could experience material adverse consequences such as higher vacancy, re-leasing on less favorable economic terms, reduced net income, reduced funds from operations and reduced property values. Vacated anchor space also could adversely affect an entire shopping center because of the loss of the departed anchor tenant's customer drawing power. Loss of customer drawing power also can occur through the exercise of the right that some anchors have to vacate and prevent re-tenanting by paying rent for the balance of the lease term. In addition, vacated anchor space could, under certain circumstances, permit other tenants to pay a reduced rent or terminate their leases at the affected property, which could adversely affect the future income from such property. There can be no assurance that our anchor tenants will renew their leases when they expire or will be willing to renew on similar economic terms. See Item 1 – Business – Core Properties in this Annual Report on Form 10-K for additional information on our ten largest tenants by percent of total annual base rent of our core properties.



Similarly, if one or more of our anchor tenants goes bankrupt, we could experience material adverse consequences like those described above. Under bankruptcy law, tenants have the right to reject their leases. In the event a tenant exercises this right, the landlord generally may file a claim for lost rent equal to the greater of either one year's rent (including tenant expense reimbursements) or 15% of the rent remaining under the balance of the lease term, not to exceed three years. Actual amounts received in satisfaction of those claims will be subject to the tenant's final plan of reorganization and the availability of funds to pay its creditors.

We face potential difficulties or delays in renewing leases or re-leasing space. We derive most of our income from rent received from our tenants. Although substantially all of our properties currently have favorable occupancy rates, we cannot predict that current tenants will renew their leases upon the expiration of their terms. In addition, current tenants could attempt to terminate their leases prior to the scheduled expiration of such leases or might have difficulty in continuing to pay rent in full, if at all, in the event of a severe economic downturn. If this occurs, we may not be able to promptly locate qualified replacement tenants and, as a result, we would lose a source of revenue while remaining responsible for the payment of our obligations. Even if tenants decide to renew their leases, the terms of renewals or new leases, including the cost of required renovations or concessions to tenants, may be less favorable than current lease terms.

In some cases, our tenant leases contain provisions giving the tenant the exclusive right to sell particular types of merchandise or provide specific types of services within the particular retail center, or limit the ability of other tenants within the center to sell that merchandise or provide those services. When re-leasing space after a vacancy in a center with one of these tenants, such provisions may limit the number and types of prospective tenants for the vacant space. The failure to re-lease space or to re-lease space on satisfactory terms could adversely affect our results from operations. Additionally, properties we may acquire in the future may not be fully leased and the cash flow from existing operations may be insufficient to pay the operating expenses and debt service associated with that property until the property is fully leased. As a result, our net income, funds from operations and ability to pay dividends to stockholders could be adversely affected.

Competition may adversely affect acquisition of properties and leasing operations. We compete for the purchase of commercial property with many entities, including other publicly traded REITs. Many of our competitors have substantially greater financial resources than ours. In addition, our competitors may be willing to accept lower returns on their investments. If our competitors prevent us from buying the properties that we have targeted for acquisition, we may not be able to meet our property acquisition and development goals. We may incur costs on unsuccessful acquisitions that we will not be able to recover. The operating performance of our property acquisitions may also fall short of our expectations, which could adversely affect our financial performance.

If our competitors offer space at rental rates below our current rates or the market rates, we may lose current or potential tenants to other properties in our markets and we may need to reduce rental rates below our current rates in order to retain tenants upon expiration of their leases. As a result, our results of operations and cash flow may be adversely affected. In addition, our tenants face increasing competition from internet commerce, outlet malls, discount retailers, warehouse clubs and other sources which could hinder our ability to attract and retain tenants and/or cause us to reduce rents at our properties, which could have an adverse effect on our results of operations and cash flows.

We face risks associated with the use of debt to fund acquisitions and developments, including refinancing risk. We have incurred, and expect to continue to incur, indebtedness to advance our objectives. The only restrictions on the amount of indebtedness we may incur are certain contractual restrictions and financial covenants contained in our unsecured revolving credit agreement. Using debt to acquire properties, whether with recourse to us generally or only with respect to a particular property, creates an opportunity for increased return on our investment, but at the same time creates risks. We use debt to fund investments only when we believe it will enhance our risk-adjusted returns. However, we cannot be sure that our use of leverage will prove to be beneficial. Moreover, when our debt is secured by our assets, we can lose those assets through foreclosure if we do not meet our debt service obligations. Incurring substantial debt may adversely affect our business and operating results by:

- requiring us to use a substantial portion of our cash flow to pay interest and principal, which reduces the amount available for distributions, acquisitions and capital expenditures;
- making us more vulnerable to economic and industry downturns and reducing our flexibility to respond to changing business and economic conditions; or
- requiring us to agree to less favorable terms, including higher interest rates, in order to incur additional debt; and
- otherwise limiting our ability to borrow for operations, capital or to finance acquisitions in the future.

We are obligated to comply with financial and other covenants in our debt that could restrict our operating activities, and failure to comply could result in defaults that accelerate the payment under our debt. Our unsecured revolving credit agreement contains financial and other covenants which may limit our ability, without our lenders' consent, to engage in operating or financial activities that we may believe desirable. Our mortgage notes payable contain customary covenants for such agreements including, among others, provisions:

- relating to the maintenance of the property securing the debt;
- restricting our ability to assign or further encumber the properties securing the debt; and
- restricting our ability to enter into certain new leases or to amend or modify certain existing leases without obtaining consent of the lenders.

Our unsecured revolving credit facility contains, among others, provisions restricting our ability to:

- permit unsecured debt to exceed \$150 million;
- create certain liens;
- increase our overall secured and unsecured borrowing beyond certain levels;
- consolidate, merge or sell all or substantially all of our assets;
- permit secured debt to be more than 35% of gross asset value, as defined in the agreement; or

permit unsecured indebtedness to exceed, excluding preferred stock, 50% of eligible real estate asset value as defined in the agreement.

In addition, the unsecured revolving credit facility's covenants (i) limit the amount of debt we may incur, excluding preferred stock, as a percentage of gross asset value, as defined in the agreement, to less than 55% (leverage ratio), (ii) require earnings before interest, taxes, depreciation and amortization to be at least 175% of fixed charges, (iii) require net operating income from unencumbered properties to be at least 200% of unsecured interest expenses, (iv) require not more than 15% of gross asset value, as defined in the agreement, to be attributable to the Company's pro rata share of the value of unencumbered properties owned by non-wholly owned subsidiaries or unconsolidated joint ventures, and (v) require at least 10 unencumbered properties in the unencumbered asset pool.

If we were to breach any of our debt covenants and did not cure the breach within any applicable cure period, our lenders could require us to repay the debt immediately, and, if the debt is secured, could immediately begin proceedings to take possession of the property securing the loan. As a result, a default under our debt covenants could have an adverse effect on our financial condition, our results of operations, our ability to meet our obligations and the market value of our shares.

10

---

Our ability to grow will be limited if we cannot obtain additional capital. Our growth strategy includes the redevelopment of properties we already own and the acquisition of additional properties. We are required to distribute to our stockholders at least 90% of our taxable income each year to continue to qualify as a REIT for federal income tax purposes. Accordingly, in addition to our undistributed operating cash flow, we rely upon the availability of debt or equity capital to fund our growth, which financing may or may not be available on favorable terms or at all. The debt could include mortgage loans from third parties or the sale of debt securities. Equity capital could include our common stock or preferred stock. Additional financing, refinancing or other capital may not be available in the amounts we desire or on favorable terms.

Our access to debt or equity capital depends on a number of factors, including the general state of the capital markets, the market's perception of our growth potential, our ability to pay dividends, and our current and potential future earnings. Depending on the outcome of these factors, we could experience delay or difficulty in implementing our growth strategy on satisfactory terms, or be unable to implement this strategy.

Market interest rates could adversely affect the share price of our stock and increase the cost of refinancing debt. A variety of factors may influence the price of our common equities in the public trading markets. We believe that investors generally perceive REITs as yield-driven investments and compare the annual yield from dividends by REITs with yields on various other types of financial instruments. An increase in market interest rates may lead purchasers of stock to seek a higher annual dividend rate from other investments, which could adversely affect the market price of the stock. In addition, we are subject to the risk that we will not be able to refinance existing indebtedness on our properties. We anticipate that a portion of the principal of our debt will not be repaid prior to maturity. Therefore, we likely will need to refinance at least a portion of our outstanding debt as it matures. A change in interest rates may increase the risk that we will not be able to refinance existing debt or that the terms of any refinancing will not be as favorable as the terms of the existing debt.

If principal payments due at maturity cannot be refinanced, extended or repaid with proceeds from other sources, such as new equity capital or sales of properties, our cash flow will not be sufficient to repay all maturing debt in years when significant "balloon" payments come due. As a result, our ability to retain properties or pay dividends to stockholders could be adversely affected and we may be forced to dispose of properties on unfavorable terms, which could adversely affect our business and net income.

Construction and renovation risks could adversely affect our profitability. We currently are renovating some of our properties and may in the future renovate other properties, including tenant improvements required under leases. Our renovation and related construction activities may expose us to certain risks. We may incur renovation costs for a property which exceed our original estimates due to increased costs for materials or labor or other costs that are unexpected. We also may be unable to complete renovation of a property on schedule, which could result in increased debt service expense or construction costs. Additionally, some tenants may have the right to terminate their leases if a renovation project is not completed on time. The time frame required to recoup our renovation and construction costs and to realize a return on such costs can often be significant.

We are dependent on key personnel. We depend on the services of our existing senior management to carry out our business and investment strategies. We do not have employment agreements with any of our existing senior management. As we expand, we may continue to need to recruit and retain qualified additional senior management. The loss of the services of any of our key management personnel or our inability to recruit and retain qualified personnel in the future could have an adverse effect on our business and financial results.

Uninsured and underinsured losses may affect the value of, or return from, our property interests. We maintain comprehensive insurance on our properties, including the properties securing our loans, in amounts which we believe are sufficient to permit replacement of the properties in the event of a total loss, subject to applicable deductibles. There are certain types of losses, such as losses resulting from wars, terrorism, earthquakes, floods, hurricanes or other acts of God that may be uninsurable or not economically insurable. Should an uninsured loss or a loss in excess of

insured limits occur, we could lose capital invested in a property, as well as the anticipated future revenues from a property, while remaining obligated for any mortgage indebtedness or other financial obligations related to the property. In addition, changes in building codes and ordinances, environmental considerations and other factors might make it impracticable for us to use insurance proceeds to replace a damaged or destroyed property. If any of these or similar events occur, it may reduce our return from an affected property and the value of our investment.

Properties with environmental problems may create liabilities for us. Under various federal, state and local environmental laws, statutes, ordinances, rules and regulations, as an owner of real property, we may be liable for the costs of removal or remediation of certain hazardous or toxic substances at, on, in or under our properties, as well as certain other potential costs relating to hazardous or toxic substances (including government fines and penalties and damages for injuries to persons and adjacent property). These laws may impose liability without regard to whether we knew of, or were responsible for, the presence or disposal of those substances. This liability may be imposed on us in connection with the activities of an operator of, or tenant at, the property. The cost of any required remediation, removal, fines or personal or property damages and our liability therefore could exceed the value of the property and/or our aggregate assets. In addition, the presence of those substances, or the failure to properly dispose of or remove those substances, may adversely affect our ability to sell or rent that property or to borrow using that property as collateral, which, in turn, would reduce our revenues and ability to make distributions.

A property can be adversely affected either through direct physical contamination or as the result of hazardous or toxic substances or other contaminants that have or may have emanated from other properties. Although our tenants are primarily responsible for any environmental damages and claims related to the leased premises, in the event of the bankruptcy or inability of any of our tenants to satisfy any obligations with respect to the property leased to that tenant, we may be required to satisfy such obligations. In addition, we may be held directly liable for any such damages or claims irrespective of the provisions of any lease.

Prior to the acquisition of any property and from time to time thereafter, we obtain Phase I environmental reports and, when deemed warranted, Phase II environmental reports concerning the Company's properties. Management is not aware of any environmental condition with respect to any of our property interests that we believe would be reasonably likely to have a material adverse effect on the Company. There can be no assurance, however, that (a) the discovery of environmental conditions that were previously unknown, (b) changes in law, (c) the conduct of tenants, or (d) activities relating to properties in the vicinity of the Company's properties, will not expose the Company to material liability in the future. Changes in laws increasing the potential liability for environmental conditions existing on properties or increasing the restrictions on discharges or other conditions may result in significant unanticipated expenditures or may otherwise adversely affect the operations of our tenants, which could adversely affect our financial condition and results of operations.

#### Risks Related to our Organization and Structure

We will be taxed as a regular corporation if we fail to maintain our REIT status. Since our founding in 1969, we have operated, and intend to continue to operate, in a manner that enables us to qualify as a REIT for federal income tax purposes. However, the federal income tax laws governing REITs are complex. The determination that we qualify as a REIT requires an analysis of various factual matters and circumstances that may not be completely within our control. For example, to qualify as a REIT, at least 95% of our gross income must come from specific passive sources, such as rent, that are itemized in the REIT tax laws. In addition, to qualify as a REIT, we cannot own specified amounts of debt and equity securities of some issuers. We also are required to distribute to our stockholders at least 90% of our REIT taxable income (excluding capital gains) each year. Our continued qualification as a REIT depends on our satisfaction of the asset, income, organizational, distribution and stockholder ownership requirements of the Internal Revenue Code on a continuing basis. At any time, new laws, interpretations or court decision may change the federal tax laws or the federal tax consequences of qualification as a REIT. If we fail to qualify as a REIT in any taxable year and do not qualify for certain Internal Revenue Code relief provisions, we will be subject to federal income tax, including any applicable alternative minimum tax, on our taxable income at regular corporate rates. In addition, distributions to stockholders would not be deductible in computing our taxable income. Corporate tax liability would reduce the amount of cash available for distribution to stockholders which, in turn, would reduce the market price of our stock. Unless entitled to relief under certain Internal Revenue Code provisions, we also would be disqualified from taxation as a REIT for the four taxable years following the year during which we ceased to qualify as a REIT.

We will pay federal taxes if we do not distribute 100% of our taxable income. To the extent that we distribute less than 100% of our taxable income, we will be subject to federal corporate income tax on our undistributed income. In addition, we will incur a 4% nondeductible excise tax on the amount, if any, by which our distributions in any year are less than the sum of:

- 85% of our ordinary income for that year;
- 95% of our capital gain net income for that year; and
- 100% of our undistributed taxable income from prior years.

We have paid out, and intend to continue to pay out, our income to our stockholders in a manner intended to satisfy the distribution requirement and to avoid corporate income tax and the 4% nondeductible excise tax. Differences in timing between the recognition of income and the related cash receipts or the effect of required debt amortization payments could require us to borrow money or sell assets to pay out enough of our taxable income to satisfy the distribution requirement and to avoid corporate income tax and the 4% excise tax in a particular year.

Gain on disposition of assets deemed held for sale in the ordinary course of business is subject to 100% tax. If we sell any of our assets, the IRS may determine that the sale is a disposition of an asset held primarily for sale to customers in the ordinary course of a trade or business. Gain from this kind of sale generally will be subject to a 100% tax. Whether an asset is held "primarily for sale to customers in the ordinary course of a trade or business" depends on the

particular facts and circumstances of the sale. Although we will attempt to comply with the terms of safe-harbor provisions in the Internal Revenue Code prescribing when asset sales will not be so characterized, we cannot assure you that we will be able to do so.

Our ownership limitation may restrict business combination opportunities.

To qualify as a REIT under the Internal Revenue Code, no more than 50% in value of our outstanding capital stock may be owned, directly or indirectly, by five or fewer individuals during the last half of each taxable year. To preserve our REIT qualification, our charter generally prohibits any person from owning shares of any class with a value of more than 7.5% of the value of all of our outstanding capital stock and provides that:

- a transfer that violates the limitation is void;
- shares transferred to a stockholder in excess of the ownership limitation are automatically converted, by the terms of our charter, into shares of "Excess Stock;"
- a purported transferee receives no rights to the shares that violate the limitation except the right to designate a transferee of the Excess Stock held in trust; and
- the Excess Stock will be held by us as trustee of a trust for the exclusive benefit of future transferees to whom the shares of capital stock ultimately will be transferred without violating the ownership limitation.

We may also redeem Excess Stock at a price which may be less than the price paid by a stockholder. Pursuant to authority under our charter, our board of directors has determined that the ownership limitation does not apply to Mr. Charles J. Urstadt, our Chairman, who beneficially owns 47.1% of our outstanding Common Stock and 0.2% of our outstanding Class A common stock or to Mr. Willing L. Biddle, our CEO, who beneficially owns 27.7% of our outstanding Common Stock and 0.2% of our outstanding Class A Common Stock, each as of the date of this Annual Report on Form 10-K. Such holdings represent approximately 66.2% of our outstanding voting interests. Together as a group Messrs. Urstadt, Biddle, and the other directors and executive officers hold approximately 66.8% of our outstanding voting interests through their beneficial ownership of our Common Stock and Class A Common stock. The ownership limitation may discourage a takeover or other transaction that our stockholders believe to be desirable.

Certain provisions in our charter and bylaws and Maryland law may prevent or delay a change of control or limit our stockholders from receiving a premium for their shares. Among the provisions contained in our charter and bylaws and Maryland law are the following:

- Our board of directors is divided into three classes, with directors in each class elected for three-year staggered terms. Our directors may be removed only for cause upon the vote of the holders of two-thirds of the voting power of our common equity securities.
- Our stockholders may call a special meeting of stockholders only if the holders of a majority of the voting power of our common equity securities request such a meeting in writing.
- Any consolidation, merger, share exchange or transfer of all or substantially all of our assets must be approved by (a) a majority of our directors who are currently in office or who are approved or recommended by a majority of our directors who are currently in office (the "Continuing Directors") and (b) the holders of two-thirds of the voting power of our common equity securities.
- Certain provisions of our charter may only be amended by (a) a vote of a majority of our Continuing Directors and (b) the holders of a majority of the voting power of our common equity securities. These provisions relate to the election and classification of directors, the ownership limit and the stockholder vote required for certain business combination transactions. An action by stockholders to remove a director would require a vote of at least two-thirds of the voting power of our outstanding common equity securities.
- The number of directors may be increased or decreased by a vote of our board of directors.

In addition, we are subject to various provisions of Maryland law that impose restrictions and require affected persons to follow specified procedures with respect to certain takeover offers and business combinations, including combinations with persons who own 10% or more of our outstanding shares. These provisions of Maryland law could delay, defer or prevent a transaction or a change of control that our stockholders might deem to be in their best interests. Furthermore, shares acquired in a control share acquisition have no voting rights, except to the extent approved by the affirmative vote of two-thirds of all votes entitled to be cast on the matter, excluding all interested shares. Under Maryland law, "control shares" are those which, when aggregated with any other shares held by the acquiror, allow the acquiror to exercise voting power within specified ranges. The control share provisions of Maryland law also could delay, defer or prevent a transaction or a change of control which our stockholders might deem to be in their best interests. As permitted by Maryland law, our charter and bylaws provide that the "control shares" and "business combinations" provisions of Maryland law described above will not apply to acquisitions of those shares by Mr. Charles J. Urstadt or Mr. Willing L. Biddle or to transactions between the Company and Mr. Urstadt or Mr. Biddle or any of their respective affiliates. Consequently, unless such exemptions are amended or repealed, we may in the future enter into business combinations or other transactions with Mr. Urstadt, Mr. Biddle or any of their respective affiliates without complying with the requirements of Maryland anti-takeover laws. In view of the common equity securities controlled by Messrs. Urstadt and Biddle, either may control a sufficient percentage of the voting power of our common equity securities to effectively block approval of any proposal which requires a vote of our stockholders.

Our stockholder rights plan could deter a change of control. We have adopted a stockholder rights plan. This plan may deter a person or a group from acquiring more than 10% of the combined voting power of our outstanding shares



of common stock and Class A common stock because, after (i) the person or group acquires more than 10% of the combined voting power of our outstanding common stock and Class A common stock, or (ii) the commencement of a tender offer or exchange offer by any person (other than us, any one of our wholly owned subsidiaries or any of our employee benefit plans, or certain exempt persons), if, upon consummation of the tender offer or exchange offer, the person or group would beneficially own 30% or more of the combined voting power of our outstanding shares of common stock and Class A common stock, all other stockholders will have the right to purchase securities from us at a price that is less than their fair market value. This would substantially reduce the value of the stock owned by the acquiring person. Our board of directors can prevent the plan from operating by approving the transaction and redeeming the rights. This gives our board of directors significant power to approve or disapprove of the efforts of a person or group to acquire a large interest in us. The rights plan exempts acquisitions of common stock and Class A common stock by Mr. Charles J. Urstadt, Willing L. Biddle, members of their family and certain of his affiliates.

Item 1B. Unresolved Staff Comments.

None.

13

---

## Item 2. Properties.

Core Properties

The following table sets forth information concerning each core property at October 31, 2013. Except as otherwise noted, all core properties are 100% owned by the Company.

	Year Renovated	Year Completed	Year Acquired	Gross Leasable Sq Feet	Acres	Number of Tenants	% Leased	Principal Tenant
Retail Properties:								
Stamford, CT	1997	1950	2002	350,000	13.6	36	100	Stop & Shop Supermarket
Springfield, MA	1996	1970	1970	328,000	26.0	27	90	Big Y Supermarket
Meriden, CT	2001	1989	1993	316,000	29.2	22	94	Big Y Supermarket
Stratford, CT	1988	1978	2005	276,000	29.0	18	94	Stop & Shop Supermarket
Scarsdale, NY (1)	2004	1958	2010	247,000	14.0	28	99	ShopRite Supermarket
New Milford, CT	2002	1972	2010	233,000	20.0	11	95	Walmart
Yorktown, NY	1997	1973	2005	200,000	16.4	8	45	Staples
Danbury, CT	-	1989	1995	194,000	19.3	19	95	Christmas Tree Shops
White Plains, NY	1994	1958	2003	191,000	3.5	8	65	Toys "R" Us
Carmel, NY (2)	2006	1971	2010	189,000	22.0	32	93	Hannaford Brothers
Ossining, NY	2000	1978	1998	137,000	11.4	28	100	Stop & Shop Supermarket
Somers, NY	-	2002	2003	135,000	26.0	23	94	Home Goods
Carmel, NY	1999	1983	1995	129,000	19.0	17	97	ShopRite Supermarket
New Providence, NJ	2010	1965	2013	109,000	7.8	16	84	A&P Supermarket
Newark, NJ (3)	-	1995	2008	108,000	8.4	13	90	Pathmark
Wayne, NJ	1992	1959	1992	102,000	9.0	41	93	A&P Supermarket
Newington, NH	1994	1975	1979	102,000	14.3	6	97	Savers
Darien, CT	1992	1955	1998	96,000	9.5	22	97	Stop & Shop Supermarket
Emerson, NJ	-	1981	2007	93,000	7.0	17	91	ShopRite Supermarket
New Milford, CT	-	1966	2008	81,000	7.6	4	89	Big Y Supermarket
Somers, NY	-	1991	1999	80,000	10.8	31	92	CVS
Orange, CT	-	1990	2003	77,000	10.0	12	100	Trader Joe's Supermarket
Montvale, NJ (4)	2010	1965	2013	76,000	9.9	14	94	The Fresh Market
Orangeburg, NY (5)	-	1966	2012	74,000	10.6	28	94	CVS
New Milford, CT	-	2003	2011	72,000	8.8	8	90	TJ Maxx
Eastchester, NY	2002	1978	1997	70,000	4.0	14	96	A&P Fresh
Fairfield, CT	-	1995	2011	63,000	7.0	3	100	Marshall's
Ridgefield, CT	1999	1930	1998	52,000	2.1	35	85	Keller Williams
Westport, CT	-	1986	2003	40,000	3.0	7	95	Pier One Imports
Rye, NY	-	Various	2004	39,000	1.0	20	95	Cosi
Briarcliff Manor, NY	-	1975	2001	38,000	1.0	17	94	CVS
Danbury, CT	-	1988	2002	33,000	2.7	5	55	Buffalo Wild Wings
Ossining, NY	2001	1981	1999	29,000	4.0	4	100	Westchester Community College
Katonah, NY	1986	Various	2010	28,000	1.7	24	100	Squires

Edgar Filing: URSTADT BIDDLE PROPERTIES INC - Form 10-K

Pelham, NY	-	1975	2006	25,000	1.0	8	93	Gristede's Supermarket
Spring Valley, NY (6)	-	1950	2013	24,000	1.6	10	94	Spring Valley Foods
Eastchester, NY	-	1963	2012	23,000	2.1	3	91	CVS
Various (7)	-	Various	2013	20,000	5.0	6	100	Friendly's Restaurants
Waldwick, NJ	-	1961	2008	20,000	1.8	1	100	RiteAid
		1987						Putnam County Savings
Somers, NY	-		1992	19,000	4.9	12	100	Bank
Cos Cob, CT	1970	1947	2013	15,000	0.9	9	81	Jos A Bank
Queens, NY	-	1960	2006	11,000	1.0	5	100	Various
Monroe, CT	-	2005	2007	10,000	2.0	6	100	Starbucks
Greenwich, CT	-	1961	2013	10,000	0.8	5	100	Cosi
Office Properties and								
Bank Branches								
Greenwich, CT	-	various	various	58,000	2.8	13	82	Prescott Investors
Bronxville and		1960	2008 &					People's United Bank,
Yonkers, NY	-		2009	20,000	0.7	4	100	JP Morgan Chase
Bernardsville, NJ	-	1970	2013	14,000	1.1	7	73	Laboratory Corp
Chester, NJ	-	1950	2013	9,000	2.0	1	100	Clockwork Childcare
				4,665,000		708		

- (1) Two wholly owned subsidiaries of the Company own an 11.642% economic ownership interest in Midway. The Company accounts for this joint venture under the equity method of accounting and does not consolidate the entity owning the property.
- (2) A wholly owned subsidiary of the Company has a 66.67% tenant in common interest in the property. The Company accounts for this joint venture under the equity method of accounting and does not consolidate its interest in the property.
- (3) A wholly owned subsidiary of the Company is the sole general partner of a partnership that owns this property (84% Ownership Interest)
- (4) A wholly owned subsidiary of the Company has a 50% tenant in common interest in the property. The Company accounts for this joint venture under the equity method of accounting and does not consolidate its interest in the property.
- (5) A wholly owned subsidiary of the Company is the sole managing member of a limited liability company that owns this property (10.9% Ownership Interest)
- (6) A wholly owned subsidiary of the Company has a 50% tenant in common interest in the property. The Company accounts for this joint venture under the equity method of accounting and does not consolidate its interest in the property.
- (7) The Company owns six separate free standing properties, each occupied 100% by a Friendly's Restaurant, the properties are located in New York and Connecticut.

Non-Core Properties

In a prior year, the Board of Directors of the Company expanded and refined the strategic objectives of the Company to concentrate the real estate portfolio into one of primarily retail properties located in the Northeast and authorized the sale of the Company's non-core properties in the normal course of business over a period of years given prevailing market conditions and the characteristics of each property.

At October 31, 2013, the Company's non-core properties consisted of two industrial facilities with a total of 447,000 square feet of GLA. The non-core properties collectively had 2 tenants and were 100% leased at October 31, 2013. These two properties were sold by the Company in December of 2013.

The following table sets forth information concerning each non-core property at October 31, 2013. The non-core properties are 100% owned by the Company.

Location	Year Renovated	Year Completed	Year Acquired	Rentable Square Feet	Acres	# of Tenants	Leased	Principal Tenant
Dallas, TX	1989	1970	1970	255,000	14.5	1	100 %	Chrysler Group, LLC
St. Louis, MO	2000	1970	1970	192,000	16.0	1	100 %	Chrysler Group, LLC
				447,000		2		
Total Portfolio				5,112,000		710		

Lease Expirations – Total Portfolio

Edgar Filing: URSTADT BIDDLE PROPERTIES INC - Form 10-K

The following table sets forth a summary schedule of the annual lease expirations for the consolidated core properties for leases in place as of October 31, 2013, assuming that none of the tenants exercise renewal or cancellation options, if any, at or prior to the scheduled expirations.

Year of Lease Expiration	Number of Leases Expiring	Square Footage of Expiring Leases	Minimum Base Rentals	Percentage of Total Leased Square Feet	
2014 (1)	117	267,309	\$6,010,104	9	%
2015	87	387,490	8,876,334	13	%
2016	74	307,127	7,155,113	10	%
2017	74	409,053	9,216,566	13	%
2018	66	477,759	9,497,419	14	%
2019	49	374,272	4,563,369	6	%
2020	34	219,292	3,835,697	5	%
2021	33	200,808	4,459,000	6	%
2022	37	298,008	5,346,625	8	%
2023	28	195,760	5,317,667	8	%
Thereafter	25	434,269	5,745,313	8	%
Total	624	3,571,147	\$70,023,207	100	%

(1) Represents lease expirations from November 1, 2013 to October 31, 2014 and month-to-month leases.

Item 3. Legal Proceedings.

In the ordinary course of business, the Company is involved in legal proceedings. There are no material legal proceedings presently pending against the Company.

Item 4. Mine Safety Disclosures.

Not Applicable

16

---

PART II

## Item 5. Market for the Registrant's Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities.

## (a) Market Information

Shares of Common Stock and Class A Common Stock of the Company are traded on the New York Stock Exchange under the symbols "UBP" and "UBA," respectively. The following table sets forth the high and low closing sales prices for the Company's Common Stock and Class A Common Stock during the fiscal years ended October 31, 2013 and 2012 as reported on the New York Stock Exchange:

	Fiscal Year Ended October 31, 2013		Fiscal Year Ended October 31, 2012	
Common shares:	Low	High	Low	High
First Quarter	\$17.48	\$18.72	\$15.50	\$19.06
Second Quarter	\$18.29	\$19.60	\$17.76	\$19.90
Third Quarter	\$17.52	\$20.13	\$16.99	\$19.39
Fourth Quarter	\$16.27	\$19.00	\$17.79	\$19.81

	Fiscal Year Ended October 31, 2013		Fiscal Year Ended October 31, 2012	
Class A Common shares:	Low	High	Low	High
First Quarter	\$18.12	\$20.25	\$15.61	\$19.75
Second Quarter	\$20.24	\$22.27	\$18.44	\$20.15
Third Quarter	\$19.75	\$23.05	\$17.45	\$19.98
Fourth Quarter	\$18.91	\$21.46	\$18.88	\$20.78

## (b) Approximate Number of Equity Security Holders

At December 31, 2013 (latest date practicable), there were 773 shareholders of record of the Company's Common Stock and 768 shareholders of record of the Class A Common Stock.

## (c) Dividends Declared on Common Stock and Class A Common Stock and Tax Status

The following tables set forth the dividends declared per Common share and Class A Common share and tax status for Federal income tax purposes of the dividends paid during the fiscal years ended October 31, 2013 and 2012:

Dividend Payment Date	Common Shares				Class A Common Shares			
	Gross Dividend Paid Per Share	Ordinary Income	Capital Gain	Non-Taxable Portion	Gross Dividend Paid Per Share	Ordinary Income	Capital Gain	Non-Taxable Portion
January 18, 2013	\$.225	\$.108	\$.014	\$.103	\$.25	\$.12	\$.016	\$.114
April 19, 2013	\$.225	\$.108	\$.014	\$.103	\$.25	\$.12	\$.016	\$.114

Edgar Filing: URSTADT BIDDLE PROPERTIES INC - Form 10-K

July 19, 2013	\$ .225	\$ .108	\$ .014	\$ .103	\$ .25	\$ .12	\$ .016	\$ .114
October 18, 2013	\$ .225	\$ .108	\$ .014	\$ .103	\$ .25	\$ .12	\$ .016	\$ .114
	\$ .90	\$ .432	\$ .056	\$ .412	\$ 1.00	\$ .48	\$ .064	\$ .456

Dividend Payment Date	Common Shares			Class A Common Shares		
	Gross Dividend Paid Per Share	Ordinary Income	Non-Taxable Portion	Gross Dividend Paid Per Share	Ordinary Income	Non-Taxable Portion
January 20, 2012	\$ .225	\$ .124	\$ .101	\$ .2475	\$ .137	\$ .1105
April 20, 2012	\$ .225	\$ .124	\$ .101	\$ .2475	\$ .137	\$ .1105
July 20, 2012	\$ .225	\$ .124	\$ .101	\$ .2475	\$ .137	\$ .1105
October 19, 2012	\$ .225	\$ .124	\$ .101	\$ .2475	\$ .137	\$ .1105
	\$ .90	\$ .496	\$ .404	\$ .99	\$ .548	\$ .442

The Company has paid quarterly dividends since it commenced operations as a real estate investment trust in 1969. During the fiscal year ended October 31, 2013, the Company made distributions to stockholders aggregating \$0.90 per Common share and \$1.00 per Class A Common share. On December 12, 2013, the Company's Board of Directors approved the payment of a quarterly dividend payable January 17, 2014 to stockholders of record on January 3, 2014. The quarterly dividend rates were declared in the amounts of \$0.2250 per Common share and \$0.2525 per Class A Common share.



Although the Company intends to continue to declare quarterly dividends on its Common shares and Class A Common shares, no assurances can be made as to the amounts of any future dividends. The declaration of any future dividends by the Company is within the discretion of the Board of Directors and will be dependent upon, among other things, the earnings, financial condition and capital requirements of the Company, as well as any other factors deemed relevant by the Board of Directors. Two principal factors in determining the amounts of dividends are (i) the requirement of the Internal Revenue Code that a real estate investment trust distribute to shareholders at least 90% of its real estate investment trust taxable income, and (ii) the amount of the Company's available cash.

Each share of Common Stock entitles the holder to one vote. Each share of Class A Common Stock entitles the holder to 1/20 of one vote per share. Each share of Common Stock and Class A Common Stock have identical rights with respect to dividends except that each share of Class A Common Stock will receive not less than 110% of the regular quarterly dividends paid on each share of Common Stock.

The Company has a Dividend Reinvestment and Share Purchase Plan ("DRIP") that allows shareholders to acquire additional shares of Common Stock and Class A Common Stock by automatically reinvesting dividends. Shares are acquired pursuant to the DRIP at a price equal to the higher of 95% of the market price of such shares on the dividend payment date or 100% of the average of the daily high and low sales prices for the five trading days ending on the day of purchase without payment of any brokerage commission or service charge. As of October 31, 2013, 1,185,700 shares of Common Stock and 226,916 shares of Class A Common Stock have been issued under the DRIP.

(d) Issuer Repurchase

In a prior year, the Board of Directors of the Company approved a share repurchase program ("Program") for the repurchase of up to 1,500,000 shares of Common Stock and Class A Common Stock in the aggregate. In addition the Board of Directors amended the Program to allow the Company to repurchase shares of the Company's Series C and Series D Senior Cumulative Preferred Stock (Preferred Stock) in open market transactions. During the fiscal year ended October 31, 2013, the Company repurchased 1,000 shares of Common Stock under the plan. The Company did not purchase any shares under the plan in the fiscal year ended October 31, 2012. As of October 31, 2013, the Company had repurchased 4,600 shares of Common Stock and 724,578 shares of Class A Common Stock under the program. The Company had not yet repurchased any Preferred Stock under the Program. On December 12, 2013, the Board of Directors approved a new share repurchase program to repurchase up to 2,000,000 shares, in the aggregate, of the Company's Common Stock, Class A Common Stock, Series D Cumulative Preferred Stock and Series F Cumulative Preferred Stock. The new authorization supersedes and replaces the prior Program.

The following table sets forth the shares repurchased by the Company during the three-month period ended October 31, 2013:

<u>Period</u>	<u>Total Number of Shares Purchased</u>	<u>Average Price Per Share Purchased</u>	<u>Total Number Shares Re- purchased as Part of Publicly Announced Plan or Program</u>	<u>Maximum Number of Shares That May be Purchased Under the or Program</u>
August 1, 2013 – August 31, 2013	-	-	-	770,822
September 1, 2013 – September 30, 2013	-	-	-	770,822
October 1, 2013 – October 31, 2013	-	-	-	770,822



Edgar Filing: URSTADT BIDDLE PROPERTIES INC - Form 10-K

Item 6. Selected Financial Data.  
(In thousands, except per share data)

Year Ended October 31,	2013	2012	2011	2010	2009
Balance Sheet Data:					
Total Assets	\$ 650,026	\$ 724,243	\$ 576,264	\$ 557,053	\$ 504,539
Revolving Credit Lines	\$ 9,250	\$ 11,600	\$ 41,850	\$ 11,600	\$ -
Mortgage Notes Payable and Other Loans	\$ 166,246	\$ 143,236	\$ 118,135	\$ 118,202	\$ 116,417
Redeemable Preferred Stock	\$ -	\$ 21,510	\$ 96,203	\$ 96,203	\$ 96,203
Operating Data:					
Total Revenues	\$ 94,245	\$ 89,730	\$ 89,459	\$ 83,596	\$ 80,940
Total Expenses and payments to noncontrolling interests	\$ 69,881	\$ 63,702	\$ 60,526	\$ 57,970	\$ 55,337
Income from Continuing Operations before Discontinued Operations	\$ 29,105	\$ 27,282	\$ 30,483	\$ 26,022	\$ 26,109
Per Share Data:					
Net Income from Continuing Operations - Basic:					
Class A Common Stock	\$ .31	\$ .42	\$ .63	\$ .52	\$ .54
Common Stock	\$ .28	\$ .38	\$ .57	\$ .47	\$ .49
Net Income from Continuing Operations - Diluted:					
Class A Common Stock	\$ .30	\$ .41	\$ .61	\$ .51	\$ .53
Common Stock	\$ .27	\$ .36	\$ .55	\$ .46	\$ .48
Cash Dividends Paid on:					
Class A Common Stock	\$ 1.00	\$ .99	\$ .98	\$ .97	\$ .96
Common Stock	\$ .90	\$ .90	\$ .89	\$ .88	\$ .87
Other Data:					
Net Cash Flow Provided by (Used in):					
Operating Activities	\$ 50,592	\$ 52,504	\$ 46,548	\$ 45,156	\$ 42,611
Investing Activities	\$ (49,631 )	\$ (10,778 )	\$ (42,351 )	\$ (51,179 )	\$ (3,095 )
Financing Activities	\$ (76,468 )	\$ 31,837	\$ (15,343 )	\$ 11,358	\$ (30,840 )
Funds from Operations (Note 1)	\$ 29,506	\$ 30,627	\$ 34,453	\$ 30,053	\$ 30,108

Note: The Company has adopted the definition of Funds from Operations (FFO) suggested by the National Association of Real Estate Investment Trusts (NAREIT) and defines FFO as net income (computed in accordance with generally accepted accounting principles), excluding gains (or losses) from sales of properties plus real estate related depreciation and amortization and after adjustments for unconsolidated joint ventures. For a reconciliation of net income and FFO, see Management's Discussion and Analysis of Financial Condition and Results of Operations on page 20. FFO does not represent cash flows from operating activities in accordance with generally accepted

accounting principles and should not be considered an alternative to net income as an indicator of the Company's operating performance. The Company considers FFO a meaningful, additional measure of operating performance because it primarily excludes the assumption that the value of its real estate assets diminishes predictably over time and industry analysts have accepted it as a performance measure. FFO is presented to assist investors in analyzing the performance of the Company. It is helpful as it excludes various items included in net income that are not indicative of the Company's operating performance. However, comparison of the Company's presentation of FFO, using the NAREIT definition, to similarly titled measures for other REITs may not necessarily be meaningful due to possible differences in the application of the NAREIT definition used by such REITs. For a further discussion of FFO, see Management's Discussion and Analysis of Financial Condition and Results of Operations on page 20.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with the consolidated financial statements of the Company and the notes thereto included elsewhere in this report.

Forward-Looking Statements

This Item 7 includes certain statements that may be deemed to be "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical facts, included in this Item 7 that address activities, events or developments that the Company expects, believes or anticipates will or may occur in the future, including such matters as future capital expenditures, dividends and acquisitions (including the amount and nature thereof), business strategies, expansion and growth of the Company's operations and other such matters, are forward-looking statements. These statements are based on certain assumptions and analyses made by the Company in light of its experience and its perception of historical trends, current conditions, expected future developments and other factors it believes are appropriate. Such statements are subject to a number of assumptions, risks and uncertainties, including, among other things, general economic and business conditions, the business opportunities that may be presented to and pursued by the Company, changes in laws or regulations and other factors, many of which are beyond the control of the Company. Many of these risks are discussed in Item 1A. Risk Factors. Any forward-looking statements are not guarantees of future performance and actual results or developments may differ materially from those anticipated in the forward-looking statements.

Executive Summary and Overview

The Company, a REIT, is a fully integrated, self-administered real estate company, engaged in the acquisition, ownership and management of commercial real estate, primarily neighborhood and community shopping centers in the northeastern part of the United States. Other real estate assets include office and industrial properties. The Company's major tenants include supermarket chains and other retailers who sell basic necessities. At October 31, 2013, the Company owned or had equity interests in 66 properties containing a total of 5.1 million square feet of GLA of which approximately 92% was leased. Included in the 66 properties are equity interests in five unconsolidated joint ventures at October 31, 2013. These joint ventures were approximately 96% leased. The Company has paid quarterly dividends to its shareholders continuously since its founding in 1969 and has increased the level of dividend payments to its shareholders for 20 consecutive years.

The Company derives substantially all of its revenues from rents and operating expense reimbursements received pursuant to long-term leases and focuses its investment activities on community and neighborhood shopping centers, anchored principally by regional supermarket chains. The Company believes, because of the need of consumers to purchase food and other staple goods and services generally available at supermarket-anchored shopping centers, that the nature of its investments provide for relatively stable revenue flows even during difficult economic times. The Company is experiencing and in fiscal 2014, expects that it may continue to experience a higher level of vacancies, relative to the Company's historical norm, at some of its shopping centers and a lengthening in the time required for re-leasing of vacant space, as the current economic climate continues to negatively affect retail companies. However, the Company believes it is well positioned to weather any difficulties it might encounter. The Company currently has 411,000 square feet of vacant space in its core property portfolio. Of this vacant space, 176,000 square feet, or 43% of the Company's vacant space in its core property portfolio, is located in two properties that have been more difficult to lease or are in various stages of redevelopment. One of the properties is an 189,000 sf property with 66,000 sf vacant and we are in the process of obtaining a zoning change on the property to allow for a higher and better use that we feel will increase the value of the property. We expect to have the new zoning approved in fiscal 2014. The second property is a 200,000 sf shopping center with 110,000 sf vacant. Of this vacant space, 84,000 sf is basement space. The Company is in the process of converting this space to a self-storage use and expects the lease-up of the self-storage to take between 24-48 months from completion of the conversion.

The Company has a strong capital structure and does not have any secured debt maturing until August 2015. Consistent with its business strategy, the Company expects to continue to explore acquisition opportunities that may arise.

Primarily as a result of property acquisitions in fiscal 2012 and 2013, the Company's financial data, excluding the one-time lease termination income in fiscal 2011, shows increases in total revenues and expenses from period to period.

The Company focuses on increasing cash flow, and consequently the value of its properties, and seeks continued growth through strategic re-leasing, renovations and expansion of its existing properties and selective acquisition of income-producing properties, primarily neighborhood and community shopping centers in the northeastern part of the United States.

Key elements of the Company's growth strategies and operating policies are to:

- § Acquire neighborhood and community shopping centers in the northeastern part of the United States with a concentration in Fairfield County, Connecticut, Westchester and Putnam Counties, New York and Bergen County, New Jersey
- § Hold core properties for long-term investment and enhance their value through regular maintenance, periodic renovation and capital improvement
- § Selectively dispose of underperforming properties and re-deploy the proceeds into properties located in the northeast region
- § Increase property values by aggressively marketing available GLA and renewing existing leases
- § Renovate, reconfigure or expand existing properties to meet the needs of existing or new tenants
- § Negotiate and sign leases which provide for regular or fixed contractual increases to minimum rents
- § Control property operating and administrative costs

### Critical Accounting Policies

Critical accounting policies are those that are both important to the presentation of the Company's financial condition and results of operations and require management's most difficult, complex or subjective judgments. Set forth below is a summary of the accounting policies that management believes are critical to the preparation of the consolidated financial statements. This summary should be read in conjunction with the more complete discussion of the Company's accounting policies included in Note 1 to the consolidated financial statements of the Company.

### Revenue Recognition

Revenues from operating leases include revenues from core properties and non-core properties. Rental income is generally recognized based on the terms of leases entered into with tenants. In those instances in which the Company funds tenant improvements and the improvements are deemed to be owned by the Company, revenue recognition will commence when the improvements are substantially completed and possession or control of the space is turned over to the tenant. When the Company determines that the tenant allowances are lease incentives, the Company commences revenue recognition when possession or control of the space is turned over to the tenant for tenant work to begin. Minimum rental income from leases with scheduled rent increases is recognized on a straight-line basis over the lease term. Percentage rent is recognized when a specific tenant's sales breakpoint is achieved. Property operating expense recoveries from tenants of common area maintenance, real estate taxes and other recoverable costs are recognized in the period the related expenses are incurred. Lease incentives are amortized as a reduction of rental revenue over the respective tenant lease terms. Lease termination amounts are recognized in operating revenues when there is a signed termination agreement, all of the conditions of the agreement have been met, the tenant is no longer occupying the property and the termination consideration is probable of collection. Lease termination amounts are paid by tenants who want to terminate their lease obligations before the end of the contractual term of the lease by agreement with the Company. There is no way of predicting or forecasting the timing or amounts of future lease termination fees. Interest income is recognized as it is earned. Gains or losses on disposition of properties are recorded when the criteria for recognizing such gains or losses under accounting principles generally accepted in the United States of America ("GAAP") have been met.

### Allowance for Doubtful Accounts

The allowance for doubtful accounts is established based on a quarterly analysis of the risk of loss on specific accounts. The analysis places particular emphasis on past-due accounts and considers information such as the nature and age of the receivables, the payment history of the tenants or other debtors, the financial condition of the tenants and any guarantors and management's assessment of their ability to meet their lease obligations, the basis for any disputes and the status of related negotiations, among other things. Management's estimates of the required allowance are subject to revision as these factors change and are sensitive to the effects of economic and market conditions on tenants, particularly those at retail properties. Estimates are used to establish reimbursements from tenants for common area maintenance, real estate tax and insurance costs. The Company analyzes the balance of its estimated accounts receivable for real estate taxes, common area maintenance and insurance for each of its properties by comparing actual recoveries versus actual expenses and any actual write-offs. Based on its analysis, the Company may record an additional amount in its allowance for doubtful accounts related to these items. It is also the Company's policy to maintain an allowance of approximately 10% of the deferred straight-line rents receivable balance for future tenant credit losses.

### Real Estate

Land, buildings, property improvements, furniture/fixtures and tenant improvements are recorded at cost. Expenditures for maintenance and repairs are charged to operations as incurred. Renovations and/or replacements, which improve or extend the life of the asset, are capitalized and depreciated over their estimated useful lives.

The amounts to be capitalized as a result of an acquisition and the periods over which the assets are depreciated or amortized are determined based on estimates as to fair value and the allocation of various costs to the individual assets. The Company allocates the cost of an acquisition based upon the estimated fair value of the net assets acquired. The Company also estimates the fair value of intangibles related to its acquisitions. The valuation of the fair value of intangibles involves estimates related to market conditions, probability of lease renewals and the current market value of in-place leases. This market value is determined by considering factors such as the tenant's industry, location within the property and competition in the specific region in which the property operates. Differences in the amount attributed to the intangible assets can be significant based upon the assumptions made in calculating these estimates.

The Company is required to make subjective assessments as to the useful life of its properties for purposes of determining the amount of depreciation. These assessments have a direct impact on the Company's net income.

Properties are depreciated using the straight-line method over the estimated useful lives of the assets. The estimated useful lives are as follows:

Buildings	30-40 years
Property Improvements	10-20 years
Furniture/Fixtures	3-10 years
Tenant Improvements	Shorter of lease term or their useful life



## Asset Impairment

On a periodic basis, management assesses whether there are any indicators that the value of the real estate properties may be impaired. A property value is considered impaired when management's estimate of current and projected operating cash flows (undiscounted and without interest) of the property over its remaining useful life is less than the net carrying value of the property. Such cash flow projections consider factors such as expected future operating income, trends and prospects, as well as the effects of demand, competition and other factors. To the extent impairment has occurred, the loss is measured as the excess of the net carrying amount of the property over the fair value of the asset. Changes in estimated future cash flows due to changes in the Company's plans or market and economic conditions could result in recognition of impairment losses which could be substantial. Management does not believe that the value of any of its rental properties is impaired at October 31, 2013.

## Liquidity and Capital Resources

In October 2012, the Company completed two equity offerings and raised approximately \$173 million in capital. Through October 31, 2013, the Company has used the proceeds in connection with the following:

- \$16.3 million to repay outstanding variable rate and fixed rate mortgage debt that matured
- \$40.6 million in connection with the repurchase of a portion of the Company's Series C Senior Cumulative Preferred Stock
- \$63 million for the redemption of all of its outstanding Series E Senior Cumulative Preferred Stock
- \$58.4 million to purchase income producing commercial real estate.

See Notes 3, 7, 8, 10 and 11 included in the Company's financial statements included in Item 8 for more information.

At October 31, 2013, the Company had unrestricted cash and cash equivalents of \$2.9 million compared to \$78.1 million at October 31, 2012. The Company's sources of liquidity and capital resources include its cash and cash equivalents, proceeds from bank borrowings and long-term mortgage debt, capital financings and sales of real estate investments. Payments of expenses related to real estate operations, debt service, management and professional fees, and dividend requirements place demands on the Company's short-term liquidity.

The Company maintains a conservative capital structure with low leverage levels by commercial real estate standards. As a result of this low leverage level, the Company has been able to avoid the balance sheet recapitalizations that many other commercial real estate companies have had to undertake during the recent down-turn in the economy. The Company maintains a ratio of total debt to total assets below 27% and a very strong fixed charge coverage ratio of over 2.2 to 1, which we believe will allow the Company to obtain additional secured mortgage borrowings if necessary. The Company does not have any fixed rate debt coming due until fiscal 2015 and has 44 properties in its consolidated core portfolio that are not encumbered by secured mortgage debt. At October 31, 2013, the Company had loan availability of \$70.75 million on its unsecured revolving line of credit.

The Company is currently experiencing a reduction of rental revenues at some of the Company's properties because of tenant vacancies. Until these vacancies are re-leased and new tenants begin to pay rent, the Company's cash flow will continue to be negatively affected. Although the Company does not anticipate having to reduce its dividend on common stock, and has no plans to do so, a further significant decline in rental revenue, without a corresponding reduction in expenses, could lead the Company to conclude that it should reduce its common stock dividend until the dividend payout ratio returns to more conservative levels.

## Cash Flows

The Company expects to meet its short-term liquidity requirements primarily by generating net cash from the operations of its properties. The Company believes that its net cash provided by operations will be sufficient to fund its short-term liquidity requirements for fiscal 2014 and to meet its dividend requirements necessary to maintain its

REIT status. In fiscal 2013, 2012 and 2011, net cash flow provided by operations amounted to \$51.0 million, \$52.5 million and \$46.5 million, respectively. Cash dividends paid on common and preferred shares increased to \$46.6 million in fiscal 2013 compared to \$42.6 million in fiscal 2012 and \$41.3 million in fiscal 2011.

The Company expects to continue paying regular dividends to its stockholders. These dividends will be paid from operating cash flows which are expected to increase due to property acquisitions and growth in operating income in the existing portfolio and from other sources. The Company derives substantially all of its revenues from rents under existing leases at its properties. The Company's operating cash flow therefore depends on the rents that it is able to charge to its tenants, and the ability of its tenants to make rental payments. The Company believes that the nature of the properties in which it typically invests, primarily grocery-anchored neighborhood and community shopping centers, provides a more stable revenue flow in uncertain economic times, in that consumers still need to purchase basic staples and convenience items. However, even in the geographic areas in which the Company owns properties, general economic downturns may adversely impact the ability of the Company's tenants to make lease payments and the Company's ability to re-lease space as leases expire. In either of these cases, the Company's cash flow could be adversely affected. Over the last several years, the entire retail commercial real estate industry has seen increased competition from Internet commerce, which has made it more difficult for certain types of "brick and mortar" businesses to compete, the result of which has been to reduce the tenant pool for retail commercial real estate owners like us. The Company is aware of this threat and at this point does not believe it is material, but continues to monitor it. If internet commerce continues to erode the need for traditional retail stores it could make it more difficult for the Company to lease available space and the Company's future cash flow could be adversely affected.

22

---

Net Cash Flows from:

Operating Activities

Net cash flows provided by operating activities amounted to \$51.0 million in fiscal 2013, compared to \$52.5 million in fiscal 2012, and \$46.5 million in fiscal 2011. The changes in operating cash flows were primarily the result of:

Decrease from fiscal 2012 to fiscal 2013:

Predominantly caused by a decrease in accounts receivable collected and an increase in restricted cash related to new escrow accounts related to mortgages assumed with new property acquisitions in fiscal 2013 offset by the addition of the net operating results of the Company's acquired properties in fiscal 2012 and fiscal 2013.

Increase from fiscal 2011 to fiscal 2012:

The addition of the net operating results of the Company's acquired properties in fiscal 2011 and fiscal 2012 and the collection of tenant receivables related to common area maintenance and real estate tax reimbursements by tenants.

Investing Activities

Net cash flows used in investing activities was \$49.6 million in fiscal 2013, \$10.8 million in fiscal 2012 and \$42.4 million in fiscal 2011. The change in investing cash flows was primarily the result of:

Increase in cash used from fiscal 2012 to fiscal 2013:

The Company acquiring 11 properties in fiscal 2013 requiring \$58.4 million in equity versus acquiring two properties in fiscal 2012 that required only \$5.4 million in equity. In addition, the Company has deposits of \$3.3 million in fiscal 2013 to purchase additional commercial real estate. The Company also is in the process of re-tenanting two shopping centers. As a result, the Company has expended \$10.1 million on improvements to its properties in fiscal 2013 versus only \$6.5 million in fiscal 2012. This increase in cash used by investing activities was partially offset by proceeds in the amount of \$4.5 million from the sale of one of the Company's properties and by the proceeds from the sale of marketable securities at a gain in fiscal 2013.

Decrease in cash used from fiscal 2011 to fiscal 2012:

The Company acquiring only two properties requiring \$5.4 million in equity in fiscal 2012 versus acquisitions requiring \$33.7 million in equity (including the purchase of noncontrolling interests) in fiscal 2011.

The Company regularly makes capital investments in its properties for property improvements, tenant improvements costs and leasing commissions.

Financing Activities

Net cash flows used by financing activities amounted to \$76.5 million in fiscal 2013 as compared with net cash provided by financing activities in the amount of \$31.8 million in fiscal 2012 and net cash used by financing activities of \$15.3 million in fiscal 2011. The change in net cash provided (used) by financing activities was primarily attributable to:

Cash generated:

Fiscal 2013: (Total \$39.9 million)

- Proceeds from revolving credit line borrowings of \$38.4 million
- Return of escrow deposit of \$1.3 million

Fiscal 2012: (Total \$259.1 million)

- Proceeds from revolving credit line borrowings for property acquisitions in the amount of \$58.0 million
- Proceeds from mortgaging a previously unencumbered property in amount of \$28.0 million
- Proceeds from the sale of 2.5 million shares of Class A Common stock in a follow-on public offering
- Proceeds from the sale of 5.175 million shares of a new series of redeemable Preferred Stock (Series F) in a public offering

Fiscal 2011: (Total \$32.5 million)

- Proceeds from revolving credit line borrowings for property acquisitions in the amount of \$30.3 million.

Cash used:

Fiscal 2013: (Total \$116.3 million)

- Dividends to shareholders in the amount of \$46.6 million.
- Repayment of mortgage notes payable in the amount of \$6.6 million.
- Repayment of revolving credit line borrowings in the amount of \$40.7 million.
- Repurchase of shares of the Company's Series C Senior Cumulative Preferred Stock in the amount of \$22.4 million.

Fiscal 2012: (Total \$227.2 million)

- Dividends to shareholders in the amount of \$42.6 million.
- Repayment of mortgage notes payable in the amount of \$15.0 million.
- Repayment of revolving credit line borrowings in the amount of \$88.3 million.
- Repurchase of shares of the Company's Series C and redemption of all of the Series E Senior Cumulative Preferred Stock in the combined amount of \$81 million.

Fiscal 2011: (Total \$47.9 million)

- Dividends to shareholders in the amount of \$41.3 million.
- Repayment of mortgage notes payable in the amount of \$6.6 million.

## Capital Resources

The Company expects to fund its long-term liquidity requirements such as property acquisitions, repayment of indebtedness and capital expenditures through other long-term indebtedness (including indebtedness assumed in acquisitions), proceeds from sales of properties and/or the issuance of equity securities. The Company believes that these sources of capital will continue to be available to it in the future to fund its long-term capital needs; however, there are certain factors that may have a material adverse effect on its access to capital sources. The Company's ability to incur additional debt is dependent upon its existing leverage, the value of its unencumbered assets and borrowing limitations imposed by existing lenders. The Company's ability to raise funds through sales of equity securities is dependent on, among other things, general market conditions for REITs, market perceptions about the Company and its stock price in the market. The Company's ability to sell properties in the future to raise cash will be dependent upon market conditions at the time of sale.

## Financings and Debt

The Company has an \$80 million Unsecured Revolving Credit Facility (the "Facility") with a syndicate of four banks led by The Bank of New York Mellon, as administrative agent. The syndicate also includes Wells Fargo Bank N.A. (syndication agent), Bank of Montreal and Regions Bank (co-documentation agents). The Facility gives the Company the option, under certain conditions, to increase the Facility's borrowing capacity up to \$125 million. The maturity date of the Facility is September 21, 2016 with a one-year extension at the Company's option. Borrowings under the Facility can be used for, among other things, acquisitions, working capital, capital expenditures, and repayment of other indebtedness and the issuance of letters of credit (up to \$10 million). Borrowings will bear interest at the Company's option of Eurodollar rate plus 1.5% to 2.0% or The Bank of New York Mellon's prime lending rate plus 0.50% based on consolidated indebtedness, as defined. The Company will pay an annual fee on the unused commitment amount of up to 0.25% to 0.35% based on outstanding borrowings during the year. The Facility contains certain representations, financial and other covenants typical for this type of facility. The Company's ability to borrow under the Facility is subject to its compliance with the covenants and other restrictions on an ongoing basis. The principal financial covenants limit the Company's level of secured and unsecured indebtedness and additionally require the Company to maintain certain debt coverage ratios. The Company was in compliance with such covenants at October 31, 2013.

During fiscal 2013, the Company borrowed a total of \$9.25 million on its Facility to fund a portion of its equity for property acquisitions and capital improvements to its properties. In a prior year, the Company had borrowed \$11.6 million on its Facility to loan to one of its unconsolidated joint ventures. In fiscal 2013 the loan was repaid and the Company in-turn repaid the \$11.6 million borrowed under the Facility.

During fiscal 2013, the Company, through a wholly-owned subsidiary assumed an existing first mortgage loan encumbering two properties recently acquired in Greenwich, CT ("the Greenwich Properties") at its estimated fair value of \$8.3 million. The mortgage loan requires monthly payments of principal and interest at a fixed rate of 4.0% per annum. The mortgage matures in August 2016.

During fiscal 2013, the Company, through a wholly-owned subsidiary, assumed a first mortgage loan encumbering a property located in New Providence, NJ ("the New Providence Property") at its estimated fair value of \$21.3 million. The mortgage loan requires monthly payments of principal and interest at the fixed rate of 4.0% per annum. The mortgage matures in January 2022.

In June of fiscal 2013, the Company repaid, at maturity its first mortgage payable secured by its Veteran's Plaza property in the amount of \$3.2 million.

In October 2012, the Company repaid its first mortgage payable secured by its New Milford property in the amount of \$8.3 million.

In August 2012, a wholly owned subsidiary of the Company completed the installation of a solar power system (the "Ferry System") at the Company's Ferry Plaza Shopping Center in Newark, New Jersey at a total cost of approximately \$1.7 million. The subsidiary of the Company financed a portion of the project with a loan in the amount of \$1.1 million from The Public Service Electric and Gas Company of New Jersey ("PSE&G"), through PSE&G's "Solar Loan Program II". The loan requires monthly payments of principal and interest at 11.3% per annum through its maturity date of August 31, 2027. The subsidiary of the Company has the option of repaying all or part of the PSE&G loan, including interest, with Solar Renewable Energy Credits ("SREC's") that are expected to be generated by the Ferry System. The remaining cost of the Ferry System was funded by a renewable energy grant from the federal government.

24

---

In March 2012, the Company assumed a first mortgage payable in the amount of \$7.4 million in conjunction with its investment in UB Orangeburg, LLC ("Orangeburg"). Subsequent to the assumption, Orangeburg extended the loan with the current lender for an additional five years at an interest rate of 2.78%. The loan now matures in October 2017. The operating agreement for Orangeburg requires that the loan be refinanced and not repaid at maturity.

In February 2012, the Company borrowed \$28 million by placing a non-recourse first mortgage on one of its unencumbered properties. The loan is for a term of ten years and will require payments of principal and interest based on a thirty-year amortization schedule at the fixed interest rate of 4.85%. The proceeds of the loan were used to repay approximately \$28 million in borrowing on the Company's Facility.

In December 2011 (fiscal 2012), the Company, through a wholly owned subsidiary, assumed a first mortgage payable secured by its Eastchester Plaza property with an estimated fair value of approximately of \$3.6 million. The mortgage matured in April 2012 and was repaid.

In fiscal 2011, the Company borrowed a total of \$25.5 million on its Facility to fund its equity in two property acquisitions, its additional investment in UB Ironbound, L.P., and capital and tenant improvements relating to some of its properties.

In fiscal 2011, the Company borrowed \$800,000 on the Facility to fund an additional debt investment in the Midway Shopping Center L.P., which the partnership used to fund tenant improvements.

In fiscal 2011, the Company, through a wholly owned subsidiary, assumed a first mortgage payable with an estimated fair value of approximately \$5.0 million in conjunction with its purchase of the Fairfield Plaza Shopping Center. The mortgage requires payments of principal and interest at a fixed rate of interest of 5.0% with a maturity of August 2015.

In fiscal 2011, the Company repaid, at maturity, its first mortgage payable secured by its Carmel, New York property in the amount of \$4.0 million.

During fiscal 2011, a wholly owned subsidiary of the Company completed the installation of a solar power system (the "Emerson System") at the Company's Emerson Shopping Center in Emerson, New Jersey at a total cost of approximately \$1.2 million. The subsidiary of the Company financed a portion of the project with a loan in the amount of \$819,000 from PSE&G, through PSE&G's "Solar Loan Program II". The loan requires monthly payments of principal and interest at 11.3% per annum through its maturity date of May 31, 2026. The subsidiary of the Company has the option of repaying all or part of the PSE&G loan, including interest, with SREC's that are expected to be generated by the Emerson System. Most of the remaining cost of the Emerson System was funded by a renewable energy grant from the federal government.

During fiscal 2011, a wholly owned subsidiary of the Company completed the installation of a solar power system (the "Valley Ridge System") at the Company's Valley Ridge Shopping Center in Wayne, New Jersey at a total cost of approximately \$1.1 million. In conjunction with the solar installation the subsidiary of the Company financed a portion of the project with a loan in the amount of \$726,000 from PSE&G, through PSE&G's "Solar Loan Program I". The loan requires monthly payments of principal and interest at 11.11% per annum through its maturity date of January 31, 2026. The subsidiary of the Company has the option of repaying all or part of the PSE&G loan, including interest, with SREC's that are expected to be generated by the Valley Ridge System. Most of the remaining cost of the Valley Ridge System was funded by a renewable energy grant from the federal government.

The Company is exposed to interest rate risk primarily through its borrowing activities. There is inherent rollover risk for borrowings as they mature and are renewed at current market rates. The extent of this risk is not quantifiable or predictable because of the variability of future interest rates and the Company's future financing requirements. Mortgage notes payable and other loans in the amount of \$166.2 million consist of fixed rate mortgage loan

indebtedness with a weighted average interest rate of 5.3% at October 31, 2013. The mortgage loans are secured by 14 properties with a net book value of \$260 million and have fixed rates of interest ranging from 2.8% to 11.3%. The Company made principal payments of \$6.6 million (including the repayment of \$3.2 million in mortgages that matured) in fiscal 2013 compared to \$15.0 million (including the repayment of \$11.8 million in mortgages that matured) in fiscal 2012 and \$6.6 million (including the repayment of \$4.0 million in mortgages that matured) in fiscal 2011. The Company may refinance its mortgage loans, at or prior to scheduled maturity, through replacement mortgage loans. The ability to do so, however, is dependent upon various factors, including the income level of the properties, interest rates and credit conditions within the commercial real estate market. Accordingly, there can be no assurance that such refinancings can be achieved.



## Contractual Obligations

The Company's contractual payment obligations as of October 31, 2013 were as follows (amounts in thousands):

## Payments Due by Period

	Total	2014	2015	2016	2017	2018	Thereafter
Mortgage notes payable	\$166,246	\$3,815	\$8,469	\$11,261	\$53,326	\$2,713	\$86,662
Interest on mortgage notes payable	46,177	8,830	8,598	8,253	5,871	4,933	9,692
Revolving Credit Lines	9,250	-	-	-	9,250	-	-
Tenant obligations*	7,534	7,473	61	-	-	-	-
Total Contractual Obligations	\$229,207	\$20,118	\$17,128	\$19,514	\$68,447	\$7,646	\$96,354

\*Committed tenant-related obligations based on executed leases as of October 31, 2013.

The Company has various standing or renewable service contracts with vendors related to its property management. In addition, the Company also has certain other utility contracts entered into in the ordinary course of business which may extend beyond one year, which vary based on usage. These contracts include terms that provide for cancellation with insignificant or no cancellation penalties. Contract terms are generally one year or less.

## Off-Balance Sheet Arrangements

The Company has five off-balance sheet investments in real estate property including a 66.67% equity interest in the Putnam Plaza shopping center, an 11.642% equity interest in the Midway Shopping Center L.P., a 50% equity interest in the Chestnut Ridge Shopping Center ("Chestnut") and Plaza 59 Shopping Centers ("Plaza 59") and a 20% economic interest in a partnership that owns a retail real estate investment. These unconsolidated joint ventures are accounted for under the equity method of accounting as we have the ability to exercise significant influence over, but not control, the operating and financial decisions of these investments. Our off-balance sheet arrangements are more fully discussed in Note 10, "Investments in and Advances to Unconsolidated Joint Ventures" in the Company's financial statements in Item 8.

## Capital Expenditures

The Company invests in its existing properties and regularly incurs capital expenditures in the ordinary course of business to maintain its properties. The Company believes that such expenditures enhance the competitiveness of its properties. In fiscal 2013, the Company paid approximately \$9.5 million for property improvements, tenant improvement and leasing commission costs. The amounts of these expenditures can vary significantly depending on tenant negotiations, market conditions and rental rates. The Company expects to incur approximately \$7.5 million for anticipated capital and tenant improvements and leasing costs in fiscal 2014. These expenditures are expected to be funded from operating cash flows or bank borrowings.

## Acquisitions and Significant Property Transactions

The Company seeks to acquire properties which are primarily shopping centers located in the northeastern part of the United States with a concentration in Fairfield County, Connecticut, Westchester and Putnam Counties, New York and Bergen County, New Jersey.

Properties under contract to purchase

In October 2013, the Company entered into a contract to purchase, for \$9 million a retail property located in the Company's core marketplace. In conjunction with entering into the contract, the Company made a \$450,000 deposit on the purchase. The Company completed the purchase of this property in January 2014.

In the fourth quarter of fiscal 2013, the Company entered into an agreement to purchase a 50% undivided interest in two retail properties located in the Company's core marketplace. In conjunction with entering into the contract, the Company made a \$1.0 million deposit on the purchase. Subsequent to entering into the agreement, the Company and the prospective owner of the other 50% undivided interest in the property collectively entered into a commitment with a lender to place a first mortgage payable on the property in the amount of \$14 million. The closing of the mortgage is expected to occur simultaneously with the closing of the property sometime in fiscal 2014. In addition, in September 2013, the Company made an unsecured loan to the other prospective owner in the amount of \$1.2 million. The entire unsecured loan along with interest at LIBOR plus 2.00% is due in March 2014.

In August 2013, the Company entered into a contract to purchase, for \$18.4 million, a retail shopping center in the Company's core marketplace. The acquisition requires the assumption of an existing mortgage in the amount of \$7.8 million. The mortgage matures in September 2022. In conjunction with entering into the contract, the Company placed a deposit of \$917,500 with the seller. The Company completed the purchase of this property in December 2013.

In July 2013, the Company entered into a contract to purchase, for \$11.0 million, a retail shopping center in the Company's core marketplace. The acquisition is subject to the assumption of an existing first mortgage loan in the amount of \$7.7 million. The mortgage matures in August 2016. In conjunction with entering into the contract, the Company placed a deposit of \$400,000 with the seller. The Company completed the purchase of this property in December of 2013.

The Company plans on funding its equity needed to close the above transactions with available cash, borrowings on its Facility, or proceeds from the sale of its two non-core properties that were sold in December 2013.

Completed acquisitions

In May 2013, the Company, through a wholly owned subsidiary, purchased two retail properties located in Greenwich, CT for \$18.0 million. In conjunction with the purchase, the Company assumed an existing first mortgage loan encumbering the properties at its estimated fair value of \$8.3 million. The mortgage matures in August 2016.

In May 2013, the Company, through a wholly owned subsidiary, purchased a retail shopping center located in New Providence, New Jersey for \$34.9 million. In connection with the purchase, the Company assumed a first mortgage loan encumbering the property at its estimated fair value of \$21.3 million. The mortgage matures in January 2022.

In January and March 2013, the Company purchased six free standing net leased properties located in the Company's core marketplace with a combined GLA of 20,200 square feet. The gross purchase price of the six properties was \$7.8 million.

In December 2012, subsidiaries of the Company purchased two suburban office buildings located in the Company's core marketplace with a combined GLA of 23,500 square feet. The gross purchase price of the two properties was \$6.5 million.

In December 2012, the Company, through two wholly owned subsidiaries, purchased a 50% undivided equity interest in the Chestnut Ridge Shopping Center located in Montvale, New Jersey and the Plaza 59 Shopping Center located in Spring Valley, New York for a combined investment of approximately \$18 million. The Company accounts for its investment in Chestnut and Plaza 59 under the equity method of accounting since it exercises significant influence, but does not control the ventures. The other venturer in both properties has substantial participation rights in the financial decisions and operation of the property, which preclude the Company from consolidating the investment.

In March 2012, the Company acquired an approximate 2% interest in Orangeburg, a newly formed limited liability company in which the Company is the sole managing member. Orangeburg acquired, by contribution, a 74,000 square foot shopping center in Orangeburg, New York, at its estimated fair value of \$16.0 million and the assumption of an existing first mortgage loan on the property at its estimated fair value of \$7.4 million bearing interest at a fixed rate of 2.04% (6.19% contractual rate). The Company's net investment in Orangeburg amounted to \$186,000. The other member (non-managing) of Orangeburg is the prior owner of the contributed property who, in exchange for contributing the net assets of the property, received units of Orangeburg equal to the value of the contributed property less the value of the assigned first mortgage payable. The Orangeburg operating agreement provides for the non-managing member to receive an annual cash distribution equal to the regular quarterly cash distribution declared by the Company for one share of the Company's Class A Common stock, which amount is attributable to each unit of Orangeburg ownership. The annual cash distribution will be paid from available cash, as defined, of Orangeburg. If there is an available cash shortfall, the managing member must contribute or loan additional capital to fund the non-managing member's required cash distribution. The balance of available cash, if any, is fully distributable to the Company. Upon liquidation, proceeds from the sale of Orangeburg assets are to be distributed in accordance with operating agreement. The non-managing member is not obligated to make any additional capital contributions to the partnership. Orangeburg has a defined termination date of December 31, 2097. Since the purchase of this investment the Company has made additional investments in the amount of \$881,000 in Orangeburg, and as a result, as of October 31, 2013 its ownership percentage has increased from 2% to 10.9%.

In December 2011, a subsidiary of the Company acquired the Eastchester Plaza Shopping Center in the Town of Eastchester, Westchester County, New York for a purchase price of \$9 million. In connection with the purchase, the Company assumed a first mortgage encumbering the property at its estimated fair value of \$3.6 million. The mortgage matured in April 2012 and was repaid.

In October 2011, a wholly owned subsidiary of the Company purchased an additional 82,081 limited partnership units (of the 224,257 outstanding limited partnership units prior to the purchase) or 9.23% of the total outstanding partnership units of the limited partnership that owns the Ferry Plaza property. As a result of the purchase, the

Company or wholly owned subsidiaries of the Company now owns 84.02% of the Partnership.

In October 2011, the Company, through a wholly owned subsidiary, completed the purchase of the Fairfield Centre Shopping Center in Fairfield, Connecticut for a purchase price of \$17.0 million.

In April 2011, the Company, through a wholly owned subsidiary, completed the purchase of the Fairfield Plaza Shopping Center, in New Milford, Connecticut for a purchase price of \$10.8 million, subject to an existing first mortgage secured by the property at its estimated fair value of approximately \$5.0 million.

In December 2010 and January 2011, the Company and a wholly owned subsidiary purchased the remaining 10% limited partner interests in the limited partnership that owns the Stamford property for \$7.4 million. As a result of this transaction, the Company now has a 100% ownership interest in the property.

In December 2010, the Company reached a lease termination settlement ("Settlement") with a former tenant in its Meriden shopping center in Meriden, Connecticut. In accordance with the Settlement agreement, the prior tenant was released from all its obligations under the aforementioned lease in exchange for a settlement payment to the Company. The Settlement agreement provides that the former tenant will pay the Company \$3.3 million in 41 equal monthly payments of \$80,000 and one final monthly payment of \$20,000 without interest beginning on January 1, 2011. The Company has recorded the lease termination in the consolidated statement of income for the fiscal year ended October 31, 2011 in the amount of \$2,988,000, which amount represents the present value of the 42 payments due to the Company under the Settlement agreement at a discount rate of 5.75% per annum. The Company will record the remaining \$312,000 as interest income over the remaining payment term through June 1, 2014 in accordance with the effective yield method.

27

---

### Non-Core Properties

In a prior year, the Company's Board of Directors expanded and refined the strategic objectives of the Company to refocus its real estate portfolio into one of self-managed retail properties located in the northeast and authorized the sale of the Company's non-core properties in the normal course of business over a period of years. At October 31, 2013, the Company's current non-core properties consisted of two distribution service facilities (both of which are located outside of the northeast region of the United States) with a net book value of approximately \$530,000.

In June 2013, the Company extended the leases on both non-core properties ten years through January 2023. Net rents on the St. Louis property (192,000 sf) were decreased to \$3.00 per square foot in year one of the extension versus \$3.41 per square foot previously. The extended lease provides for 2% annual rent increases in years two through ten. Net rents on the Dallas property (255,000 sf) were decreased to \$2.75 per square foot in year one of the extension versus \$3.70 per square foot previously. The extended lease provides for 2% annual rent increases in years two through ten. The effective date of both extensions was February 1, 2013. Currently the properties are used as parts distribution facilities for the parts and service division of Chrysler Group LLC.

In August 2013, the Company entered into a contract to sell both distribution service facilities. The sale of the properties, in the amount of \$14.75 million, closed on December 11, 2013. The Company plans on reinvesting the proceeds from the sale in commercial real estate located in its core marketplace.

### Funds from Operations

The Company considers Funds from Operations ("FFO") to be an additional measure of an equity REIT's operating performance. The Company reports FFO in addition to its net income applicable to common stockholders and net cash provided by operating activities. Management has adopted the definition suggested by The National Association of Real Estate Investment Trusts ("NAREIT") and defines FFO to mean net income (computed in accordance with GAAP) excluding gains or losses from sales of property, plus real estate-related depreciation and amortization and after adjustments for unconsolidated joint ventures.

Management considers FFO a meaningful, additional measure of operating performance because it primarily excludes the assumption that the value of its real estate assets diminishes predictably over time and industry analysts have accepted it as a performance measure. FFO is presented to assist investors in analyzing the performance of the Company. It is helpful as it excludes various items included in net income that are not indicative of the Company's operating performance, such as gains (or losses) from sales of property and depreciation and amortization. However, FFO:

- does not represent cash flows from operating activities in accordance with GAAP (which, unlike FFO, generally reflects all cash effects of transactions and other events in the determination of net income); and

- should not be considered an alternative to net income as an indication of the Company's performance.

FFO as defined by us may not be comparable to similarly titled items reported by other real estate investment trusts due to possible differences in the application of the NAREIT definition used by such REITs. The table below provides a reconciliation of net income applicable to Common and Class A Common Stockholders in accordance with GAAP to FFO for each of the three years in the period ended October 31, 2013 (amounts in thousands):

	Year Ended October 31,		
	2013	2012	2011
Net Income Applicable to Common and Class A Common Stockholders	\$10,613	\$12,966	\$18,549
Real property depreciation	14,147	13,277	12,258
Amortization of tenant improvements and allowances	2,957	2,875	2,440
Amortization of deferred leasing costs	593	426	471

Edgar Filing: URSTADT BIDDLE PROPERTIES INC - Form 10-K

Depreciation and amortization on discontinued operations	47	84	80
Depreciation and amortization on unconsolidated joint ventures	974	911	655
Loss on sale of asset	175	88	-
Funds from Operations Applicable to Common and Class A Common Stockholders	\$29,506	\$30,627	\$34,453
Net Cash Provided by (Used in):			
Operating Activities	\$50,952	\$52,504	\$46,548
Investing Activities	\$(49,631)	\$(10,778)	\$(42,351)
Financing Activities	\$(76,468)	\$31,837	\$(15,343)

FFO amounted to \$29.51 million in fiscal 2013 compared to \$30.63 million in fiscal 2012 and \$34.45 million in fiscal 2011.

28

---

The net decrease in FFO in fiscal 2013, when compared with fiscal 2012 is predominantly attributable, among other things, to a) the Company incurring \$4.2 million in one-time preferred stock redemption charges in fiscal 2013 versus only \$2.0 million in fiscal 2012; b) an increase of \$1.1 million in preferred stock dividends mainly the result of the Company issuing a new preferred stock series in October 2012 in advance of being able to redeem its Series C Preferred Stock series; and c) a \$666,000 increase in general and administration expense primarily the result of increased compensation and benefits related to additional staffing, and an increase in restricted stock amortization as a result of new tranches of shares being valued at a considerably higher stock price than fully amortized tranches, and an increase in legal fees relating to its redemption of its Series C Cumulative Preferred Stock in May of 2013; offset by: d) an increase from the net operating income (including investments accounted for by the equity method of accounting) relating to property acquisitions in the second half of fiscal 2012 and fiscal 2013; e) an increase in interest, dividends and other investment income as a result of the Company investing, at the beginning of fiscal 2013, approximately \$27 million of proceeds from its completed stock offerings in October 2012 in fixed income marketable securities; and f) the Company recording a gain on sale of marketable securities in the amount of \$1.5 million that was realized when the Company sold the above mentioned marketable securities in fiscal 2013.

The net decrease in FFO in fiscal 2012, when compared with fiscal 2011 is predominantly attributable, among other things, to: a) the Company recording a one-time \$2.99 million lease termination income relating to one tenant in the Company's Meriden, CT shopping center in fiscal 2011; b) the Company incurring preferred stock redemption charges in fiscal 2012 of \$2.0 million; offset by c) an increase from the net operating income relating to property acquisitions in fiscal 2011 and 2012 and d) an increase in net operating income provided by normal base rent increases for leases in the Company's portfolio.

## Results of Operations

### Fiscal 2013 vs. Fiscal 2012

The following information summarizes the Company's results of operations for the years ended October 31, 2013 and 2012 (amounts in thousands):

	Year Ended				Change			
	October 31,				Attributable to:			
	2013	2012	Increase (Decrease)	% Change	Property Acquisitions	Both Periods		
Revenues								
Base rents	\$69,094	\$66,878	\$ 2,216	3.3 %	\$2,623	\$ (407 )		
Recoveries from tenants	22,594	20,603	1,991	9.7 %	595	1,396		
Mortgage interest and other	2,343	2,160	183	8.5 %	(134 )	317		
Operating Expenses								
Property operating	17,471	14,200	3,271	23.0 %	488	2,783		
Property taxes	15,524	15,114	410	2.7 %	513	(103 )		
Depreciation and amortization	17,769	16,637	1,132	6.8 %	801	331		
General and administrative	8,211	7,545	666	8.8 %	n/ a	n/ a		
Non-Operating Income/Expense								
Interest expense	9,094	9,148	(54 )	(0.6 )%	620	(674 )		
Interest, dividends, and other investment income	1,345	892	453	50.8 %	n/ a	n/ a		

Revenues:

Base rents increased by 3.3% to \$69.1 million in fiscal 2013 as compared with \$66.9 million in the comparable period of 2012. The increase in base rents and the changes in other income statement line items were attributable to:

29

---



Property Acquisitions:

In fiscal 2012 and fiscal 2013, the Company purchased eleven properties totaling approximately 177,000 square feet of GLA. These properties accounted for all of the revenue and expense changes attributable to property acquisitions during fiscal 2013. In addition, the Company purchased a 50% equity interest in two other properties that it accounts for under the equity method of accounting. These two properties are not included in any of the variance analysis presented above.

Properties Held in Both Periods:

The net decrease in base rents for properties held during fiscal 2013 when compared to the same period in fiscal 2012 was a result of an increase in bad debt expense of \$293,000 and a decrease in straight-line rent in the amount of \$593,000, both of which is included in base rent in the consolidated statement of income; actual base rents billed to tenants for properties held in the fiscal year ended 2013 when compared with the corresponding prior period increased by \$430,000 as result of normal rent increases in the portfolio and the base rent additions caused by new leasing in excess of tenant vacancies.

In fiscal 2013, the Company leased or renewed approximately 1.23 million square feet (or approximately 26.7% of total consolidated property leasable area) at a combined average per square foot increase of 0.79%. At October 31, 2013, the Company's core properties were approximately 90.1% leased, an increase of 0.97% from the end of fiscal 2012.

For the fiscal year ended October 31, 2013, recoveries from tenants for properties owned in both periods (which represent reimbursements from tenants for operating expenses and property taxes) increased by a net \$1.4 million. This net increase was a result of higher operating expenses at its properties held in both periods due predominantly to an increase in expenses relating to parking lots, building roofs and building repairs.

Interest, dividends and other investment income increased in the fiscal year ended October 31, 2013 when compared to the corresponding period in the prior year by \$453,000, predominantly as a result of the Company investing approximately \$27 million of the proceeds from its two equity offerings completed in October 2012 in income producing securities for the first six months of fiscal 2013.

Expenses:

Property operating expenses for properties held in both fiscal year 2013 and 2012 increased by \$2.78 million as a result of an increase in expenses relating to the parking lots, building roofs and building repairs.

Real estate taxes for properties held in both periods were relatively unchanged.

Interest expense for properties held in the fiscal year ended October 31, 2013 when compared to the corresponding prior period decreased by \$674,000 as a result of the Company having \$22 million outstanding on its unsecured line of credit in last year's second and third quarter and no borrowings in this year's first and second quarter and only \$4 million outstanding through three quarters and \$9.25 million outstanding at October 31, 2013; coupled with the Company repaying one mortgage in fiscal 2013 when that mortgage matured.

Depreciation and amortization expense from properties held in the fiscal year ended October 31, 2013 when compared to the corresponding prior period increased by \$331,000 as a result of some tenant improvement write-offs for tenants that vacated their spaces before lease expiration.

General and administrative expenses increased by \$666,000 in fiscal 2013 when compared to fiscal 2012 primarily due to an increase in compensation costs related to an increase in staffing and restricted stock amortization relating to new tranches of stock grants being valued at higher stock prices than fully amortized tranches of stock grants and an

increase in legal costs related to the Company redeeming its Series C Cumulative Preferred Stock in May of fiscal 2013.

#### Fiscal 2012 vs. Fiscal 2011

The following information summarizes the Company's results of operations for the years ended October 31, 2012 and 2011 (amounts in thousands):

	Year Ended		Increase (Decrease)	% Change	Change Attributable to:			
	October 31,				Property Acquisitions	Both Property Acquisitions and Dispositions	Dispositions	Other
Revenues	2012	2011						
Base rents	\$66,878	\$62,703	\$ 4,175	6.7 %	\$3,146		\$ 1,029	
Recoveries from tenants	20,603	21,552	(949 )	(4.4 )%	778		(1,727 )	
Mortgage interest and other	2,160	2,008	152	7.6 %	3		149	
Operating Expenses								
Property operating	14,200	14,750	(550 )	(3.7 )%	592		(1,142 )	
Property taxes	15,114	14,522	592	4.1 %	627		(35 )	
Depreciation and amortization	16,637	15,212	1,425	9.4 %	861		564	
General and administrative	7,545	7,521	24	0.3 %	n/ a		n/ a	
Non-Operating Income/Expense								
Interest expense	9,148	7,865	1,283	16.3 %	291		992	
Interest, dividends, and other investment income	892	851	41	4.8 %	n/ a		n/ a	

Revenues:

Base rents increased by 6.7% to \$66.9 million in fiscal 2012 as compared with \$62.7 million in the comparable period of 2011. The increase in base rents and the changes in other income statement line items were attributable to:

Property Acquisitions:

In fiscal 2011 and 2012, the Company purchased three properties and formed a joint venture that it consolidates totaling approximately 231,500 square feet of GLA. These properties accounted for all of the revenue and expense changes attributable to property acquisitions during fiscal year ended October 31, 2012.

Properties Held in Both Periods:

The net increase in base rents for properties held during the fiscal year ended October 31, 2012 compared to the same periods in fiscal 2011 was a result of increases in rental rates on in-place leases and new leases entered into in the last quarter of fiscal 2011 and fiscal 2012. In addition, the positive variance in base rents for the year ended October 31, 2012 when compared to fiscal 2011 was further increased as a result of an increase in straight-line rents in the amount of \$202,000 and a decrease in bad debt expense in the amount of \$344,000, both of which are included in base rent income on the consolidated statement of income. In fiscal 2012, the Company leased or renewed approximately 661,000 square feet (or approximately 14.92% of total consolidated property leasable area). At October 31, 2012, the Company's core properties were 89% leased, a decrease of 1.2% from the end of fiscal 2011.

For the year ended October 31, 2012 recoveries from tenants for properties owned in both periods (which represent reimbursements from tenants for operating expenses and property taxes) decreased by a net \$1,727,000. This net decrease was a result of lower operating expenses at properties held in both periods and some credits negotiated with tenants at some properties in settlements of prior period billing disputes.

Expenses:

Property operating expenses for properties held in both periods decreased by \$1,142,000 in fiscal 2012 when compared with the same period of fiscal 2011 caused by a reduction of snow removal costs of \$1,527,000. This decrease was offset by an increase in parking lot, building roof and building repair costs.

Real estate taxes for properties held in both periods were relatively unchanged in fiscal 2012 when compared with the prior year.

Interest expense for properties held in both fiscal 2012 and 2011 increased by \$992,000 when compared with the prior year; this increase was a result of the Company placing a \$28 million mortgage on a formerly unencumbered property in February 2012 and assumption of two mortgages relating to property acquisitions in fiscal 2012.

Depreciation and amortization expense from properties held in both periods increased by \$564,000. The increase was predominantly the result of tenant improvements completed in fiscal 2012 and an increase in tenant improvement costs written off for tenants that vacated the portfolio in fiscal 2012.

General and administrative expenses were relatively unchanged.

Assets Held for Sale and Discontinued Operations:

In August 2013, the Company entered into a contract to sell its two industrial facilities. In accordance with U.S. GAAP the operating results of the two properties will be shown as discontinued operations on the consolidated statements of income for the year ended October 31, 2013, 2012 and 2011. The net book value of the two properties is not significant and as such, will not be shown as assets held for sale on the October 31, 2013 and 2012 consolidated balance sheets.

The following table summarizes revenues and expenses for the Company's discontinued operations (amounts in thousands):

	October 31,		
	2013	2012	2011
Revenues	\$1,356	\$1,565	\$1,546
Property operating expense	-	(3 )	-
Depreciation and amortization	(48 )	(84 )	(80 )
Income from discontinued operations	\$1,308	\$1,478	\$1,466

#### Inflation

The Company's long-term leases contain provisions to mitigate the adverse impact of inflation on its operating results. Such provisions include clauses entitling the Company to receive (a) scheduled base rent increases and (b) percentage rents based upon tenants' gross sales, which generally increase as prices rise. In addition, many of the Company's non-anchor leases are for terms of less than ten years, which permits the Company to seek increases in rents upon renewal at then current market rates if rents provided in the expiring leases are below then existing market rates. Most of the Company's leases require tenants to pay a share of operating expenses, including common area maintenance, real estate taxes, insurance and utilities, thereby reducing the Company's exposure to increases in costs and operating expenses resulting from inflation.

Environmental Matters

Based upon management's ongoing review of its properties, management is not aware of any environmental condition with respect to any of the Company's properties that would be reasonably likely to have a material adverse effect on the Company. There can be no assurance, however, that (a) the discovery of environmental conditions, which were previously unknown, (b) changes in law, (c) the conduct of tenants or (d) activities relating to properties in the vicinity of the Company's properties, will not expose the Company to material liability in the future. Changes in laws increasing the potential liability for environmental conditions existing on properties or increasing the restrictions on discharges or other conditions may result in significant unanticipated expenditures or may otherwise adversely affect the operations of the Company's tenants, which could adversely affect the Company's financial condition and results of operations.

32

---

## Item 7A. Quantitative and Qualitative Disclosures about Market Risk

The Company is exposed to interest rate risk primarily through its borrowing activities. There is inherent rollover risk for borrowings as they mature and are renewed at current market rates. The extent of this risk is not quantifiable or predictable because of the variability of future interest rates and the Company's future financing requirements.

The following table sets forth the Company's long term debt obligations by principal cash payments and maturity dates, weighted average fixed interest rates and estimated fair value at October 31, 2013 (amounts in thousands, except weighted average interest rate):

For the years ended October 31,

	2014	2015	2016	2017	2018	Thereafter	Total	Estimated Fair Value
Mortgage notes payable	\$3,815	\$8,469	\$11,261	\$53,326	\$2,713	\$86,662	\$166,246	\$154,698
Weighted average interest rate for debt maturing	n/ a	5.0 %	4.0 %	5.17 %	n/ a	5.52 %		

At October 31, 2013, the Company had \$9.25 million in outstanding variable rate debt.

The Company believes that its weighted average fixed interest rate of 5.3% on its debt is not materially different from current market interest rates for debt instruments with similar risks and maturities.

The Company may enter into certain types of derivative financial instruments to reduce exposure to interest rate risk. The Company uses interest rate swap agreements, for example, to convert some of our variable rate debt to a fixed-rate basis. As of October 31, 2013, the Company has three open derivative financial instruments. These interest rate swaps expire in October of 2019 and are cross collateralized with three mortgages on properties in Rye, NY.

## Item 8. Financial Statements and Supplementary Data.

The consolidated financial statements required by this Item, together with the reports of the Company's independent registered public accounting firm thereon and the supplementary financial information required by this Item are included under Item 15 of this Annual Report.

## Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

There were no changes in, or any disagreements with, the Company's independent registered public accounting firm on accounting principles and practices or financial disclosure during the years ended October 31, 2013 and 2012.

## Item 9A. Controls and Procedures.

At the end of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(e). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective. During the fourth quarter of 2013, there were no changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.



(a) Management's Report on Internal Control over Financial Reporting

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. The Company's internal control over financial reporting is a process designed by, or under the supervision of, the Company's Chief Executive Officer and Chief Financial Officer 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 in accordance with generally accepted accounting principles.

The Company's internal control over financial reporting includes policies and procedures that: relate to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of assets of the Company; provide reasonable assurance of the recording of all transactions necessary to permit the preparation of the Company's consolidated financial statements in accordance with generally accepted accounting principles and the proper authorization of receipts and expenditures in accordance with authorization of the Company's management and directors; 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 consolidated financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projection of any evaluation of effectiveness to future periods is subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies and procedures may deteriorate.

Management assessed the effectiveness of the Company's internal control over financial reporting as of October 31, 2013. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in Internal Control – Integrated Framework (1992). Based on its assessment, management determined that the Company's internal control over financial reporting was effective as of October 31, 2013. The Company's independent registered public accounting firm, PKF O'Connor Davies, a division of O'Connor Davies, LLP, has audited the effectiveness of the Company's internal control over financial reporting, as indicated in their attestation report which is included in (b) below.

34

---



(b) Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of Urstadt Biddle Properties Inc.

We have audited Urstadt Biddle Properties Inc.'s internal control over financial reporting as of October 31, 2013, based on criteria established in Internal Control—Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO 1992 criteria"). Urstadt Biddle Properties Inc.'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's 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 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 its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that 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, Urstadt Biddle Properties Inc. maintained, in all material respects, effective internal control over financial reporting as of October 31, 2013 based on the COSO 1992 criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Urstadt Biddle Properties Inc. as of October 31, 2013 and 2012, and the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended October 31, 2013 and our report dated January 10, 2014 expressed an unqualified opinion thereon.

New York, New York /s/ PKF O'Connor Davies  
January 10, 2014 a division of O'Connor Davies, LLP

Item 9B. Other Information.

Not applicable.

**PART III**

Item 10: Directors, Executive Officers and Corporate Governance.

The Company will file its definitive Proxy Statement for its Annual Meeting of Stockholders to be held on March 26, 2014 within the period required under the applicable rules of the SEC. The additional information required by this Item is included under the captions "ELECTION OF DIRECTORS", "CORPORATE GOVERNANCE AND BOARD MATTERS", "SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE" and other information included in the Proxy Statement and is incorporated herein by reference.

Executive Officers of the Registrant.

The following sets forth certain information regarding the executive officers of the Company:

Name	Age	Offices Held
Charles J. Urstadt	85	Chairman (since 1986) and Chief Executive Officer (September 1989 to June 2013); Mr. Urstadt has been a Director since 1975.
Willing L. Biddle	52	Chief Executive Officer (since July 2013); President and Chief Operating Officer (December 1996 to June 2013); Executive Vice President (March 1996 to December 1996); Senior Vice President – Management (1995 to 1996); Vice President – Retail (1993 to 1995); Mr. Biddle has been a director since 1997.
Thomas D. Myers	62	Executive Vice President (since March 2009), Secretary (since 2000) and Chief Legal Officer (since August 2008); Senior Vice President (2003-2009); Co-Counsel (2007-2008); Vice President (1995-2003); Associate Counsel (1995-2007).
John T. Hayes	47	Senior Vice President, Treasurer and Chief Financial Officer (since July 2008); Vice President and Controller (March 2007 to June 2008).
Stephan A. Rapaglia	43	Chief Operating Officer (since January 1, 2014); Senior Vice President (since December 2012); Assistant Secretary (since December 2009), Real Estate Counsel (since August 2008); Vice President and Real Estate Counsel (from August 2008 to December 2009).

The Directors elect officers of the Company annually.

The Company has adopted a code of ethics that applies to the chief executive officer and senior financial officers. In the event of any amendment to, or waiver from, the code of ethics, the Company will promptly disclose the amendment or waiver as required by law or regulation of the SEC on Form 8-K.

Item 11. Executive Compensation.

The Company will file its definitive Proxy Statement for its Annual Meeting of Stockholders to be held on March 26, 2014 within the period required under the applicable rules of the SEC. The information required by this Item is included under the captions "COMPENSATION DISCUSSION AND ANALYSIS" and "COMPENSATION COMMITTEE REPORT", and as part of the executive compensation and Director related compensation tables and other information included in the Proxy Statement and is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The Company will file its definitive Proxy Statement for its Annual Meeting of Stockholders to be held on March 26, 2014 within the period required under the applicable rules of the SEC. The information required by this Item is included under the captions "ELECTION OF DIRECTORS", "SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT" and other information included in the Proxy Statement and is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions and Director Independence.

The Company will file its definitive Proxy Statement for its Annual Meeting of Stockholders to be held on March 26, 2014 within the period required under the applicable rules of the SEC. The information required by this Item is included under the captions "ELECTION OF DIRECTORS", "SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT", "CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS" and other information included in the Proxy Statement and is incorporated herein by reference.

Item 14. Principal Accountant Fees and Services.

The Company will file its definitive Proxy Statement for its Annual Meeting of Stockholders to be held on March 26, 2014 within the period required under the applicable rules of the SEC. The information required by this Item is included under the caption "FEES BILLED BY INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM" of such Proxy Statement and is incorporated herein by reference.

PART IV

Item 15. Exhibits and  
Financial Statement  
Schedules

A. Index to  
Financial  
Statements and  
Financial  
Statement  
Schedules

1. Financial  
Statements

The consolidated financial statements listed in the accompanying index to financial statements on Page 39 are filed as part of this Annual Report.

2. Financial  
Statement  
Schedules --

The financial statement schedules required by this Item are filed with this report and are listed in the accompanying index to financial statements on Page 39. All other financial statement schedules are

not applicable.

B. Exhibits.

Listed below are all Exhibits  
filed as part of this report.

Certain Exhibits are  
incorporated by reference to  
documents previously filed  
by the Company with the  
SEC pursuant to Rule  
12b-32 under the Securities  
Exchange Act of 1934, as  
amended.

Exhibit

(3) Articles of  
Incorporation  
and Bylaws

3.1 (a) Amended  
Articles of  
Incorporation of  
the Company  
dated December  
30, 1996  
(incorporated by  
reference to  
Exhibit 3.1 of  
the Company's  
Quarterly  
Report on Form  
10-Q for the  
period ended  
April 30, 2013  
(SEC File No.  
001-12803)).

(b) Articles  
Supplementary  
of the Company  
dated March 12,  
1997,  
classifying the  
Company's  
Series A  
Participating  
Preferred Shares  
(incorporated by  
reference to  
Exhibit 3.1 of  
the Company's

Quarterly  
Report on Form  
10-Q for the  
period ended  
April 30, 2013  
(SEC File No.  
001-12803)).

(c) Articles of  
Amendment  
with Name  
Change dated  
March 11, 1998  
to the  
Company's  
Amended  
Articles of  
Incorporation  
(incorporated by  
reference to  
Exhibit 3.1 of  
the Company's  
Quarterly  
Report on Form  
10-Q for the  
period ended  
April 30, 2013  
(SEC File No.  
001-12803)).

(d) Articles  
Supplementary  
of the Company  
dated June 16,  
1998,  
classifying the  
Company's  
Class A  
Common Stock  
(incorporated by  
reference to  
Exhibit 3.1 of  
the Company's  
Quarterly  
Report on Form  
10-Q for the  
period ended  
April 30, 2013  
(SEC File No.  
001-12803)).

(e) Articles  
Supplementary  
of the Company  
dated April 7,  
2005,  
classifying the  
Company's  
Series D Senior  
Cumulative  
Preferred Stock  
(incorporated by  
reference to  
Exhibit 3.1 of  
the Company's  
Quarterly  
Report on Form  
10-Q for the  
period ended  
April 30, 2013  
(SEC File No.  
001-12803)).

(f) Certificate of  
Correction dated  
April 29, 2005  
to the Articles  
Supplementary  
of the Company  
dated April 7,  
2005  
(incorporated by  
reference to  
Exhibit 3.1 of  
the Company's  
Quarterly  
Report on Form  
10-Q for the  
period ended  
April 30, 2013  
(SEC File No.  
001-12803)).

(g) Articles  
Supplementary  
of the Company  
dated April 29,  
2005,  
classifying  
850,000  
additional shares  
of the



Company's  
Series D Senior  
Cumulative  
Preferred Stock  
(incorporated by  
reference to  
Exhibit 3.1 of  
the Company's  
Quarterly  
Report on Form  
10-Q for the  
period ended  
April 30, 2013  
(SEC File No.  
001-12803)).

(h) Articles  
Supplementary  
of the Company  
dated June 3,  
2005,  
classifying  
450,000  
additional shares  
of the  
Company's  
Series D Senior  
Cumulative  
Preferred Stock  
(incorporated by  
reference to  
Exhibit 3.1 of  
the Company's  
Quarterly  
Report on Form  
10-Q for the  
period ended  
April 30, 2013  
(SEC File No.  
001-12803)).

(i) Articles  
Supplementary  
of the Company  
dated October  
22, 2012,  
classifying the  
Company's  
Series F  
Cumulative  
Redeemable

Preferred Stock  
(incorporated by  
reference to  
Exhibit 3.1 of  
the Company's  
Quarterly  
Report on Form  
10-Q for the  
period ended  
April 30, 2013  
(SEC File No.  
001-12803)).

(j) Articles of  
Amendment  
dated March 21,  
2013 to the  
Company's  
Amended  
Articles of  
Incorporation  
(incorporated by  
reference to  
Exhibit 3.1 of  
the Company's  
Quarterly  
Report on Form  
10-Q for the  
period ended  
April 30, 2013  
(SEC File No.  
001-12803)).

3.2 Bylaws of the  
Company,  
Amended and  
Restated as of  
December 12,  
2012  
(incorporated by  
reference to  
Exhibit 99.1 of  
the Company's  
Current Report  
on Form 8-K  
dated December  
18, 2012 (SEC  
File No.  
001-12803)).

Instruments Defining the  
Rights of Security Holders,  
Including Indentures.

4.1 Common Stock:  
See Exhibits 3.1  
(a)-(i) hereto.

4.2 Series D  
Preferred  
Shares: See  
Exhibits 3.1  
(a)-(i) hereto.

4.3 Series A  
Preferred Share  
Purchase Rights:  
See Exhibits 3.1  
(a)-(i) and 10.7  
hereto.

4.4 Series F  
Preferred  
Shares: See  
Exhibits 3.1  
(a)-(i) hereto.

(10) Material Contracts.

10.1 Form of  
Indemnification  
Agreement  
entered into  
between the  
Company and  
each of its  
Directors and  
for future use  
with Directors  
and officers of  
the Company  
(incorporated  
herein by  
reference to  
Exhibit 10.1 of  
the Company's  
Annual Report  
on Form 10-K  
for the year  
ended October  
31, 1989 (SEC

File No.  
001-12803)).<sup>1</sup>

10.2 Amended and Restated Dividend Reinvestment and Share Purchase Plan (incorporated herein by reference to the Company's Registration Statement on Form S-3 filed on March 31, 2010 (SEC File No. 333-64381)).

10.3 Excess Benefit and Deferred Compensation Plan (incorporated by reference to Exhibit 10.10 of the Company's Annual Report on Form 10-K for the year ended October 31, 1998 (SEC File No. 001-12803)).<sup>1</sup>

10.4 Forms of Restricted Stock Award Agreement with Restricted Stock Plan Participants (Non-Employee Directors, Employee Directors and Employees), effective as of November 1, 2006

(incorporated by reference to Exhibits 10.24.1, 10.24.2 and 10.24.3 of the Company's Annual Report on Form 10-K for the year ended October 31, 2006) <sup>1</sup>

10.5 Form of Amended and Restated Change of Control Agreements dated as of December 19, 2007 between the Company and Charles J. Urstadt, Willing L. Biddle and Thomas D. Myers (incorporated by reference to Exhibit 99.1 of the Company's Current Report on Form 8-K dated December 26, 2007 (SEC File No. 001-12803)).<sup>1</sup>

10.6 Forms of Restricted Stock Award Agreements with Restricted Stock Plan Participants (Employees, Non-Employee Directors, Employee Directors and Employee Directors –

Alternate  
Version)  
effective as of  
November 7,  
2007  
(incorporated by  
reference to  
Exhibits 10.18,  
10.19, 10.20 and  
10.21 of the  
Company's  
Annual Report  
on Form 10-K  
for the year  
ended October  
31, 2007 (SEC  
File No.  
001-12803)).<sup>1</sup>

10.7 Rights  
Agreement  
between the  
Company and  
The Bank of  
New York, as  
Rights Agent,  
dated as of July  
18, 2008  
(incorporated by  
reference to  
Exhibit 4.1 of  
the Company's  
Current Report  
on Form 8-K  
dated July 24,  
2008 (SEC File  
No.  
001-12803)).

10.8 Form of  
Restricted Stock  
Award  
Agreement with  
Restricted Stock  
Plan Participants  
(Non-Director  
Employees)  
effective as of  
December 10,  
2008  
(incorporated by

- reference to  
Exhibit 10.22 of  
the Company's  
Annual Report  
on Form 10-K  
for the year  
ended October  
31, 2008 (SEC  
File No.  
001-12803)). <sup>1</sup>
- 10.9 Amended and  
Restated Excess  
Benefit and  
Deferred  
Compensation  
Plan dated  
December 10,  
2008  
(incorporated by  
reference to  
Exhibit 99.1 of  
the Company's  
Current Report  
on Form 8-K  
dated December  
15, 2008 (SEC  
File No.  
001-12803)). <sup>1</sup>
- 10.10 Change of  
Control  
Agreement  
dated December  
16, 2008  
between the  
Company and  
John T. Hayes  
(incorporated by  
reference to  
Exhibit 99.1 of  
the Company's  
Current Report  
on Form 8-K  
dated December  
17, 2008 (SEC  
File No.  
001-12803)). <sup>1</sup>
- 10.11 Amended and  
Restated

- Restricted Stock Award Plan as approved by the Company's stockholders on March 21, 2013 (incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q for the period ended April 30, 2013 (SEC File No. 001-12803)).<sup>1</sup>
- 10.12 Form of Restricted Stock Award Agreement with Restricted Stock Plan Participants (Employee Directors (Form 9)) effective as of December 7, 2011 (incorporated by reference to Exhibit 10.16 of the Company's Annual Report on Form 10-K for the year ended October 31, 2011 (SEC File No. 001-12803)).<sup>1</sup>
- 10.13 Credit Agreement, dated as of September 21, 2012, by and among the Company, The Bank of New York Mellon, as Administrative



Agent, and  
Wells Fargo  
Bank, N.A., as  
Syndication  
Agent, and the  
Lenders named  
therein  
(incorporated by  
reference to  
Exhibit 10.1 of  
the Company's  
Current Report  
on Form 8-K  
dated September  
27, 2012 (SEC  
File No.  
001-12803)).

10.14 Equity  
Underwriting  
Agreement,  
dated October 1,  
2012, between  
the Company  
and Deutsche  
Bank Securities,  
Inc. as  
Underwriter  
(incorporated by  
reference to  
Exhibit 1.1 of  
the Company's  
Current Report  
on Form 8-K  
dated October 4,  
2012 (SEC File  
No.  
001-12803)).

10.15 Underwriting  
Agreement,  
dated October  
17, 2012,  
between the  
Company and  
BMO Capital  
Markets Corp.,  
as representative  
of the several  
underwriters  
named on

Schedule I  
thereto  
(incorporated by  
reference to  
Exhibit 1.1 of  
the Company's  
Current Report  
on Form 8-K  
dated October  
22, 2012 (SEC  
File No.  
001-12803)).

<sup>1</sup> Management contract,  
compensatory plan or arrangement.

(14) Code of Ethics  
for Chief  
Executive  
Officer and  
Senior Financial  
Officers  
(incorporated by  
reference to  
Exhibit 14 of the  
Company's  
Annual Report  
on Form 10-K  
for the year  
ended October  
31, 2003 (SEC  
File No.  
001-12803)).

(21) List of  
Company's  
subsidiaries

(23) Consent of PKF  
O'Connor  
Davies, a  
division of  
O'Connor  
Davies, LLP

(31.1) Certification  
pursuant to Rule  
13a-14(a) of the  
Securities  
Exchange Act of  
1934, as  
amended, signed

and dated by  
Willing L.  
Biddle.

(31.2) Certification  
pursuant to Rule  
13a-14(a) of the  
Securities  
Exchange Act of  
1934, as  
amended, signed  
and dated by  
John T. Hayes.

(32) Certification  
pursuant to 18  
U.S.C. Section  
1350, as  
adopted,  
pursuant to  
section 906 of  
the  
Sarbanes-Oxley  
Act of 2002,  
signed and dated  
by Willing L.  
Biddle and John  
T. Hayes.

101 The following  
materials from  
Urstadt Biddle  
Properties Inc.  
Annual Report  
on Form 10-K  
for the year  
ended October  
31, 2013,  
formatted in  
XBRL  
(Extensible  
Business  
Reporting  
Language): (1)  
the Consolidated  
Balance Sheets,  
(2) the  
Consolidated  
Statements of  
Income, (3) the  
Consolidated

Statements of  
Comprehensive  
Income (4) the  
Consolidated  
Statements of  
Cash Flows, (5)  
the Consolidated  
Statements of  
Stockholders'  
Equity and (6)  
Notes to  
Consolidated  
Financial  
Statements  
detail tagged.

<u>Item 15.</u>	URSTADT BIDDLE PROPERTIES INC. INDEX TO FINANCIAL STATEMENTS AND <u>FINANCIAL STATEMENT SCHEDULES</u>	<u>Page</u>
	<u>Consolidated Balance Sheets at October 31, 2013 and 2012</u>	40
	<u>Consolidated Statements of Income for each of the three years in the period ended October 31, 2013</u>	41
	<u>Consolidated Statements of Comprehensive Income for each of the three years in the period ended October 31, 2013</u>	42
	<u>Consolidated Statements of Cash Flows for each of the three years in the period ended October 31, 2013</u>	43
	<u>Consolidated Statements of Stockholders' Equity for each of the three years in the period ended October 31, 2013</u>	44
	<u>Notes to Consolidated Financial Statements</u>	45
	<u>Report of Independent Registered Public Accounting Firm</u>	62
Schedules		
III	<u>Real Estate and Accumulated Depreciation - October 31, 2013</u>	63
IV	<u>Mortgage Loans on Real Estate - October 31, 2013</u>	65

All other schedules for which provision is made in the applicable accounting regulation of the Securities and Exchange Commission are not required under the related instructions or are inapplicable and therefore have been omitted.

URSTADT BIDDLE PROPERTIES INC.  
CONSOLIDATED BALANCE SHEETS

(In thousands, except share data)

	October 31,	
ASSETS	2013	2012
Real Estate Investments:		
Core properties – at cost	\$731,564	\$659,780
Non-core properties – at cost	595	595
	732,159	660,375
Less: Accumulated depreciation	(155,272)	(140,511)
	576,887	519,864
Investments in and advances to unconsolidated joint ventures	31,432	26,708
Mortgage note receivable	-	898
	608,319	547,470
Cash and cash equivalents	2,945	78,092
Restricted cash	1,397	63,979
Marketable securities	96	994
Tenant receivables	21,077	21,549
Prepaid expenses and other assets	10,802	6,958
Deferred charges, net of accumulated amortization	5,390	5,201
Total Assets	\$650,026	\$724,243
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Liabilities:		
Revolving credit lines	\$9,250	\$11,600
Mortgage notes payable and other loans	166,246	143,236
Preferred stock called for redemption	-	58,508
Accounts payable and accrued expenses	1,450	1,632
Deferred compensation – officers	176	194
Other liabilities	15,147	13,134
Total Liabilities	192,269	228,304
Redeemable Noncontrolling Interests	11,843	11,421
8.50% Series C Senior Cumulative Preferred Stock; (liquidation preference of \$100 per share); issued and outstanding - and 224,027 shares	-	21,510
Commitments and Contingencies		
Stockholders' Equity:		
7.50% Series D Senior Cumulative Preferred Stock (liquidation preference of \$25 per share); 2,450,000 shares issued and outstanding	61,250	61,250
7.125% Series F Cumulative Preferred Stock (liquidation preference of \$25 per share); 5,175,000 shares issued and outstanding	129,375	129,375
	-	-

Edgar Filing: URSTADT BIDDLE PROPERTIES INC - Form 10-K

Excess Stock, par value \$.01 per share; 20,000,000 shares authorized; none issued and outstanding		
Common Stock, par value \$.01 per share; 30,000,000 shares authorized; 9,035,212 and 8,854,465 shares issued and outstanding	90	89
Class A Common Stock, par value \$.01 per share; 100,000,000 shares authorized; 23,530,704 and 23,460,880 shares issued and outstanding	235	235
Additional paid in capital	367,070	362,777
Cumulative distributions in excess of net income	(112,168)	(90,701)
Accumulated other comprehensive income (loss)	62	(17)
Total Stockholders' Equity	445,914	463,008
Total Liabilities and Stockholders' Equity	\$650,026	\$724,243

The accompanying notes to consolidated financial statements are an integral part of these statements.

URSTADT BIDDLE PROPERTIES INC.  
CONSOLIDATED STATEMENTS OF INCOME

(In thousands, except per share data)

	Year Ended October 31,		
	2013	2012	2011
Revenues			
Base rents	\$69,094	\$66,878	\$62,703
Recoveries from tenants	22,594	20,603	21,552
Lease termination income	214	89	3,196
Other income	2,343	2,160	2,008
Total Revenues	94,245	89,730	89,459
Expenses			
Property operating	17,471	14,200	14,750
Property taxes	15,524	15,114	14,522
Depreciation and amortization	17,769	16,637	15,212
General and administrative	8,211	7,545	7,521
Acquisition costs	857	296	89
Directors' fees and expenses	337	262	261
Total Operating Expenses	60,169	54,054	52,355
Operating Income	34,076	35,676	37,104
Non-Operating Income (Expense):			
Interest expense	(9,094)	(9,148)	(7,865)
Gain on sale of marketable securities	1,460	-	-
Equity in net income (loss) from unconsolidated joint ventures	1,318	(138)	393
Interest, dividends and other investment income	1,345	892	851
Income From Continuing Operations Before Discontinued Operations	29,105	27,282	30,483
Discontinued Operations:			
Income from discontinued operations	1,308	1,478	1,466
Net Income	30,413	28,760	31,949
Noncontrolling interests:			
Net income attributable to noncontrolling interests	(618)	(500)	(306)
Net income attributable to Urstadt Biddle Properties Inc.	29,795	28,260	31,643
Preferred stock dividends	(14,949)	(13,267)	(13,094)
Redemption of preferred stock	(4,233)	(2,027)	-
Net Income Applicable to Common and Class A Common Stockholders	\$10,613	\$12,966	\$18,549
Basic Earnings Per Share:			
Per Common Share:			
Income from continuing operations	0.28	0.38	0.57
Income from discontinued operations	0.04	0.05	0.05
Net Income Applicable to Common Stockholders	\$0.32	\$0.43	\$0.62
Per Class A Common Share:			
Income from continuing operations	0.31	0.42	0.63
Income from discontinued operations	0.04	0.05	0.05
Net Income Applicable to Class A Common Stockholders	\$0.35	\$0.47	\$0.68
Diluted Earnings Per Share:			



Per Common Share:

Income from continuing operations	0.27	0.36	0.55
Income from discontinued operations	0.04	0.05	0.05
Net Income Applicable to Common Stockholders	\$0.31	\$0.41	\$0.60

Per Class A Common Share:

Income from continuing operations	0.30	0.41	0.61
Income from discontinued operations	0.04	0.05	0.05
Net Income Applicable to Class A Common Stockholders	\$0.34	\$0.46	\$0.66

The accompanying notes to consolidated financial statements are an integral part of these statements.

41

---

URSTADT BIDDLE PROPERTIES INC.  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(In thousands)

	Year Ended October 31,		
	2013	2012	2011
Net Income	\$30,413	\$28,760	\$31,949
Other comprehensive income:			
Change in unrealized gain in marketable equity securities	1,403	64	-
Change in unrealized loss on interest rate swaps	136	73	75
Unrealized (gains) in marketable securities reclassified into income	(1,460 )	-	-
Total comprehensive income	30,492	28,897	32,024
Comprehensive income attributable to noncontrolling interests	(618 )	(500 )	(306 )
Total comprehensive income attributable to Urstadt Biddle Properties Inc.	29,874	28,397	31,718
Preferred stock dividends	(14,949)	(13,267)	(13,094)
Redemption of preferred stock	(4,233 )	(2,027 )	-
Total comprehensive income applicable to Common and Class A Stockholders	\$10,692	\$13,103	\$18,624

The accompanying notes to consolidated financial statements are an integral part of these statements.

URSTADT BIDDLE PROPERTIES INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(In thousands)

	Year Ended October 31,		
	2013	2012	2011
<b>Cash Flows from Operating Activities:</b>			
Net income	\$30,413	\$28,760	\$31,949
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	17,816	16,721	15,292
Straight-line rent adjustment	(291)	(832)	(634)
Provisions for tenant credit losses	958	665	1,009
Restricted stock compensation expense and other adjustments	4,069	3,812	3,881
Deferred compensation arrangement	(18)	6	(116)
Gain on sale of marketable securities	(1,460)	-	-
Equity in net loss/(income) of unconsolidated joint ventures	(1,318)	138	(393)
Lease termination income	-	-	(2,988)
Changes in operating assets and liabilities:			
Tenant receivables	(193)	1,335	(2,588)
Accounts payable and accrued expenses	(7)	812	(428)
Other assets and other liabilities, net	1,535	1,068	1,568
Restricted Cash	(552)	19	(4)
<b>Net Cash Flow Provided by Operating Activities</b>	<b>50,952</b>	<b>52,504</b>	<b>46,548</b>
<b>Cash Flows from Investing Activities:</b>			
Acquisitions of real estate investments	(40,381)	(5,432)	(23,329)
Investments in and advances to unconsolidated joint ventures	(18,003)	(1,044)	(1,598)
Return of investments in and advances to unconsolidated joint ventures	13,170	-	-
Acquisitions of noncontrolling interests	-	-	(8,787)
Deposits on acquisition of real estate investments	(3,287)	(129)	(1,252)
Returns of deposits on real estate investments	400	843	-
Improvements to properties and deferred charges	(9,494)	(6,523)	(8,134)
Net proceeds from sale of properties	4,475	533	-
Distributions to noncontrolling interests	(618)	(500)	(306)
Distribution from unconsolidated joint ventures	789	412	165
Payments received on mortgage notes and other receivables	1,858	1,062	890
Proceeds on sale of securities available for sale	30,782	-	-
Purchases of securities available for sale	(29,322)	-	-
<b>Net Cash Flow (Used in) Investing Activities</b>	<b>(49,631)</b>	<b>(10,778)</b>	<b>(42,351)</b>
<b>Cash Flows from Financing Activities:</b>			
Dividends paid -- Common and Class A Common Stock	(31,655)	(29,331)	(28,173)
Dividends paid -- Preferred Stock	(14,949)	(13,267)	(13,094)
Principal repayments on mortgage notes payable	(6,623)	(15,049)	(6,589)
Proceeds from revolving credit line borrowings	38,350	58,000	30,250
Proceeds from loan financing	-	28,000	1,546
Sales of additional shares of Common and Class A Common Stock	244	47,799	717
Repayments on revolving credit line borrowings	(40,700)	(88,250)	-
Repurchase of shares of Common Stock	(18)	-	-
Net proceeds from issuance of Series F Preferred Stock	-	125,281	-

Edgar Filing: URSTADT BIDDLE PROPERTIES INC - Form 10-K

Return of escrow deposit	1,286	-	-
Redemption of preferred stock including restricted cash	(22,403)	(81,346)	-
Net Cash Flow Provided by (Used in) Financing Activities	(76,468)	31,837	(15,343)
Net Increase/(Decrease) In Cash and Cash Equivalents	(75,147)	73,563	(11,146)
Cash and Cash Equivalents at Beginning of Year	78,092	4,529	15,675
Cash and Cash Equivalents at End of Year	\$2,945	\$78,092	\$4,529

The accompanying notes to consolidated financial statements are an integral part of these statements.

43

---

URSTADT BIDDLE PROPERTIES INC.  
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY  
(In thousands, except shares and per share data)

	7.5% Series D Preferred Stock Issued	7.5% Series D Preferred Stock Amount	7.125% Series F Preferred Stock Issued	7.125% Series F Preferred Stock Amount	Common Stock Issued	Common Stock Amount	Class A Common Stock Issued	Class A Common Stock Amount	Additional Paid In Capital	Cumulative Distribution In Excess of Net Income
Balances – October 31, 2010	2,450,000	\$61,250	-	\$-	8,461,440	\$84	20,819,698	\$208	\$310,695	\$(64,557 )
Net income applicable to Common and Class A common stockholders	-	-	-	-	-	-	-	-	-	18,549
Change in unrealized loss on interest rate swap	-	-	-	-	-	-	-	-	-	-
Cash dividends paid :										
Common stock (\$0.89 per share)	-	-	-	-	-	-	-	-	-	(7,705 )
Class A common stock (\$0.98 per share)	-	-	-	-	-	-	-	-	-	(20,468 )
Issuance of shares under dividend reinvestment plan	-	-	-	-	34,498	1	8,532	-	715	-
Shares issued under restricted stock plan	-	-	-	-	175,950	2	63,100	1	(3 )	-
Restricted stock compensation and other adjustment	-	-	-	-	-	-	-	-	3,881	-
Adjustments to redeemable noncontrolling interests	-	-	-	-	-	-	-	-	-	(281 )
	2,450,000	61,250	-	-	8,671,888	87	20,891,330	209	315,288	(74,462 )

Balances – October 31, 2011											
Net income applicable to Common and Class A common stockholders	-	-	-	-	-	-	-	-	-	-	12,966
Change in unrealized gains (losses) in marketable securities	-	-	-	-	-	-	-	-	-	-	-
Change in unrealized (loss) on interest rate swap	-	-	-	-	-	-	-	-	-	-	-
Cash dividends paid :											
Common stock (\$0.90 per share)	-	-	-	-	-	-	-	-	-	-	(7,966 )
Class A common stock (\$0.99 per share)	-	-	-	-	-	-	-	-	-	-	(21,365 )
Sale of Class A Common Shares	-	-	-	-	-	-	2,500,000	25	47,504	-	-
Issuance of Series F Preferred Stock	-	-	5,175,000	129,375	-	-	-	-	(4,094 )	-	-
Issuance of shares under dividend reinvestment plan	-	-	-	-	6,627	-	7,950	-	270	-	-
Shares issued under restricted stock plan	-	-	-	-	175,950	2	61,600	1	(3 )	-	-
Restricted stock compensation and other adjustment	-	-	-	-	-	-	-	-	3,812	-	-
Adjustments to redeemable	-	-	-	-	-	-	-	-	-	-	126

Edgar Filing: URSTADT BIDDLE PROPERTIES INC - Form 10-K

noncontrolling interests											
Balances –											
October 31, 2012	2,450,000	61,250	5,175,000	129,375	8,854,465	89	23,460,880	235	362,777	(90,701)	
Net income applicable to Common and Class A common stockholders	-	-	-	-	-	-	-	-	-	-	10,613
Change in unrealized gains (losses) in marketable securities	-	-	-	-	-	-	-	-	-	-	-
Change in unrealized (loss) on interest rate swap	-	-	-	-	-	-	-	-	-	-	-
Cash dividends paid :											
Common stock (\$0.90 per share)	-	-	-	-	-	-	-	-	-	-	(8,128)
Class A common stock (\$1.00 per share)	-	-	-	-	-	-	-	-	-	-	(23,527)
Issuance of shares under dividend reinvestment plan	-	-	-	-	5,797	-	6,724	-	244	-	-
Shares issued under restricted stock plan	-	-	-	-	175,950	1	64,100	-	(1)		-
Repurchase of common stock	-	-	-	-	(1,000)	-	-	-	(18)		-
Forfeiture of restricted stock	-	-	-	-	-	-	(1,000)	-	-		-
Restricted stock compensation and other adjustment	-	-	-	-	-	-	-	-	4,068		-
Adjustments to redeemable noncontrolling	-	-	-	-	-	-	-	-	-		(425)

interests

Balances –

October 31,

2013	2,450,000	\$61,250	5,175,000	\$129,375	9,035,212	\$90	23,530,704	\$235	\$367,070	\$(112,168)
------	-----------	----------	-----------	-----------	-----------	------	------------	-------	-----------	-------------

The accompanying notes to consolidated financial statements are an integral part of these statements.

44

---



URSTADT BIDDLE PROPERTIES INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
October 31, 2013

(1) ORGANIZATION, BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business

Urstadt Biddle Properties Inc. ("Company"), a real estate investment trust ("REIT"), is engaged in the acquisition, ownership and management of commercial real estate, primarily neighborhood and community shopping centers in the northeastern part of the United States. The Company's major tenants include supermarket chains and other retailers who sell basic necessities. At October 31, 2013, the Company owned or had equity interests in 66 properties containing a total of 5.1 million square feet of gross leasable area ("GLA").

Principles of Consolidation and Use of Estimates

The accompanying consolidated financial statements include the accounts of the Company, its wholly owned subsidiaries, and joint ventures in which the Company meets certain criteria of a sole general partner in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 810, "Consolidation" and ASC Topic 970-810 "Real Estate-General-Consolidation". The Company has determined that such joint ventures should be consolidated into the consolidated financial statements of the Company. In accordance with ASC Topic 970-323 "Real Estate-General-Equity Method and Joint Ventures", joint ventures that the Company does not control but otherwise exercises significant influence in, are accounted for under the equity method of accounting. See Note 10 for further discussion of the unconsolidated joint ventures. All significant intercompany transactions and balances have been eliminated in consolidation.

The accompanying financial statements are prepared on the accrual basis in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the disclosure of contingent assets and liabilities, the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the periods covered by the financial statements. The most significant assumptions and estimates relate to the valuation of real estate, depreciable lives, revenue recognition, fair value measurements and the collectability of tenant and notes receivable and other assets. Actual results could differ from these estimates.

Federal Income Taxes

The Company has elected to be treated as a real estate investment trust under Sections 856-860 of the Internal Revenue Code (Code). Under those sections, a REIT that, among other things, distributes at least 90% of real estate trust taxable income and meets certain other qualifications prescribed by the Code will not be taxed on that portion of its taxable income that is distributed. The Company believes it qualifies as a REIT and intends to distribute all of its taxable income for fiscal 2013 in accordance with the provisions of the Code. Accordingly, no provision has been made for Federal income taxes in the accompanying consolidated financial statements.

The Company follows the provisions of ASC Topic 740, "Income Taxes," that, among other things, defines a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC Topic 740 also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. Based on its evaluation, the Company determined that it has no uncertain tax positions and no unrecognized tax benefits as of October 31, 2013. As of October 31, 2013, the fiscal tax years 2010 through and including 2013 remain open to examination by the Internal Revenue Service. There are currently no federal tax examinations in progress.

#### Real Estate Investments

All costs related to the improvement or replacement of real estate properties is capitalized. Additions, renovations and improvements that enhance and/or extend the useful life of a property are also capitalized. Expenditures for ordinary maintenance, repairs and improvements that do not materially prolong the normal useful life of an asset are charged to operations as incurred.

Upon the acquisition of real estate properties, the fair value of the real estate purchased is allocated to the acquired tangible assets (consisting of land, buildings and building improvements), and identified intangible assets and liabilities (consisting of above-market and below-market leases and in-place leases), in accordance with ASC Topic 805, "Business Combinations." The Company utilizes methods similar to those used by independent appraisers in estimating the fair value of acquired assets and liabilities. The fair value of the tangible assets of an acquired property considers the value of the property "as-if-vacant." The fair value reflects the depreciated replacement cost of the asset. In allocating purchase price to identified intangible assets and liabilities of an acquired property, the value of above-market and below-market leases are estimated based on the differences between (i) contractual rentals and the estimated market rents over the applicable lease term discounted back to the date of acquisition utilizing a discount rate adjusted for the credit risk associated with the respective tenants and (ii) the estimated cost of acquiring such leases giving effect to the Company's history of providing tenant improvements and paying leasing commissions, offset by a vacancy period during which such space would be leased. The aggregate value of in-place leases is measured by the excess of (i) the purchase price paid for a property after adjusting existing in-place leases to market rental rates over (ii) the estimated fair value of the property "as-if-vacant," determined as set forth above.

Above and below-market leases acquired are recorded at their fair value. The capitalized above-market lease values are amortized as a reduction of rental revenue over the remaining term of the respective leases and the capitalized below-market lease values are amortized as an increase to rental revenue over the remaining term of the respective leases. The value of in-place leases is based on the Company's evaluation of the specific characteristics of each tenant's lease. Factors considered include estimates of carrying costs during expected lease-up periods, current market conditions, and costs to execute similar leases. The value of in-place leases are amortized over the remaining term of the respective leases. If a tenant vacates its space prior to its contractual expiration date, any unamortized balance of their related intangible asset is recorded in the consolidated statement of income.

### Depreciation and Amortization

The Company uses the straight-line method for depreciation and amortization. Core and non-core properties are depreciated over the estimated useful lives of the properties, which range from 30 to 40 years. Property improvements are depreciated over the estimated useful lives that range from 10 to 20 years. Furniture and fixtures are depreciated over the estimated useful lives that range from 3 to 10 years. Tenant improvements are amortized over the shorter of the life of the related leases or their useful life.

### Property Held for Sale and Discontinued Operations

The Company follows the provisions of ASC Topic 360, "Property, Plant, and Equipment," and ASC Topic 205, "Presentation of Financial Statements." ASC Topic 360 and ASC Topic 205 require, among other things, that the assets and liabilities and the results of operations of the Company's properties that have been sold or otherwise qualify as held for sale be classified as discontinued operations and presented separately in the Company's consolidated financial statements. If significant to financial statement presentation, the Company classifies properties as held for sale that are under contract for sale and are expected to be sold within the next 12 months.

### Deferred Charges

Deferred charges consist principally of leasing commissions (which are amortized ratably over the life of the tenant leases) and financing fees (which are amortized over the terms of the respective agreements). Deferred charges in the accompanying consolidated balance sheets are shown at cost, net of accumulated amortization of \$3,043,000 and \$3,015,000 as of October 31, 2013 and 2012, respectively.

### Asset Impairment

On a periodic basis, management assesses whether there are any indicators that the value of its real estate investments may be impaired. A property value is considered impaired when management's estimate of current and projected operating cash flows (undiscounted and without interest) of the property over its remaining useful life is less than the net carrying value of the property. Such cash flow projections consider factors such as expected future operating income, trends and prospects, as well as the effects of demand, competition and other factors. To the extent impairment has occurred, the loss is measured as the excess of the net carrying amount of the property over the fair value of the asset. Changes in estimated future cash flows due to changes in the Company's plans or market and economic conditions could result in recognition of impairment losses which could be substantial. Management does not believe that the value of any of its real estate investments is impaired at October 31, 2013.

### Revenue Recognition

Revenues from operating leases include revenues from core properties and non-core properties. Rental income is generally recognized based on the terms of leases entered into with tenants. In those instances in which the Company funds tenant improvements and the improvements are deemed to be owned by the Company, revenue recognition will commence when the improvements are substantially completed and possession or control of the space is turned over to the tenant. When the Company determines that the tenant allowances are lease incentives, the Company commences revenue recognition when possession or control of the space is turned over to the tenant for tenant work to begin. Minimum rental income from leases with scheduled rent increases is recognized on a straight-line basis over the lease term. At October 31, 2013 and 2012, approximately \$13,719,000 and \$13,507,000, respectively, has been recognized as straight-line rents receivable (representing the current net cumulative rents recognized prior to when billed and collectible as provided by the terms of the leases), all of which is included in tenant receivables in the accompanying consolidated financial statements. Percentage rent is recognized when a specific tenant's sales breakpoint is achieved. Property operating expense recoveries from tenants of common area maintenance, real estate taxes and other recoverable costs are recognized in the period the related expenses are incurred. Lease incentives are amortized as a reduction of rental revenue over the respective tenant lease terms. Lease termination amounts are recognized in operating revenues when there is a signed termination agreement, all of the conditions of the agreement have been met, the tenant is no longer occupying the property and the termination consideration is probable of collection. Lease termination amounts are paid by tenants who want to terminate their lease obligations before the end of the contractual term of the lease by agreement with the Company. There is no way of predicting or forecasting the

timing or amounts of future lease termination fees. Interest income is recognized as it is earned. Gains or losses on disposition of properties are recorded when the criteria for recognizing such gains or losses under GAAP have been met.

The Company provides an allowance for doubtful accounts against the portion of tenant receivables (including an allowance for future tenant credit losses of approximately 10% of the deferred straight-line rents receivable) which is estimated to be uncollectible. Such allowances are reviewed periodically. At October 31, 2013 and 2012, tenant receivables in the accompanying consolidated balance sheets are shown net of allowances for doubtful accounts of \$3,604,000 and \$3,686,000, respectively. During the years ended October 31, 2013, 2012 and 2011, the Company provided \$958,000, \$665,000 and \$1,009,000, respectively, for uncollectible amounts, which is recorded in the accompanying consolidated statement of income as a reduction of base rental revenue.

46

---

### Cash Equivalents

Cash and cash equivalents consist of cash in banks and short-term investments with original maturities of less than three months.

### Restricted Cash

Restricted cash consists of those tenant security deposits and replacement and other reserves required by agreement with certain of the Company's mortgage lenders for property level capital requirements that are required to be held in separate bank accounts.

### Marketable Securities

Marketable securities consist of short-term investments and marketable equity securities. Short-term investments (consisting of investments with original maturities of greater than three months when purchased) and marketable equity securities are carried at fair value. The Company has classified marketable securities as available for sale. Unrealized gains and (losses) on available for sale securities are recorded as other comprehensive income (loss) in stockholders' equity. In November 2012, the Company purchased approximately \$27 million of REIT and preferred security investment funds with a portion of the proceeds from its completed stock sales in October 2012. In May 2013, the Company sold a portion of the Company's marketable security investments. The shares sold represented the entire REIT and preferred security and investment funds and a portion of our REIT Preferred Stocks. In conjunction with this sale the Company realized a gain on sale of marketable securities of approximately \$1.5 million, which will be reclassified out of accumulated other comprehensive income and recorded in the consolidated statement of income for year ended October 31, 2013. There were no purchases or sales of marketable securities during the fiscal year ended October 31, 2012 and 2011.

The Company analyzes unrealized losses, if any, to determine if the unrealized losses are temporary. If and when the Company deems unrealized losses to be other than temporary, unrealized losses will be realized and reclassified into earnings. The net unrealized gain at October 31, 2013 and 2012 is detailed below (in thousands):

Description:	Fair Market Value	Cost Basis	Net Unrealized Gain/(Loss)	Gross Unrealized Gains	Gross Unrealized (Loss)
<u>October 31, 2013</u>					
REIT Common and Preferred Stocks	\$ 96	\$ 115	\$ (19)	\$ -	\$ (19)
<u>October 31, 2012</u>					
REIT Common and Preferred Stocks	\$ 994	\$ 956	\$ 38	\$ 38	\$ -

### Derivative Financial Instruments

The Company occasionally utilizes derivative financial instruments, such as interest rate swaps, to manage its exposure to fluctuations in interest rates. The Company has established policies and procedures for risk assessment and the approval, reporting and monitoring of derivative financial instruments. Derivative financial instruments must be effective in reducing the Company's interest rate risk exposure in order to qualify for hedge accounting. When the terms of an underlying transaction are modified, or when the underlying hedged item ceases to exist, all changes in the fair value of the instrument are marked-to-market with changes in value included in net income for each period until the derivative instrument matures or is settled. Any derivative instrument used for risk management that does not meet the hedging criteria is marked-to-market with the changes in value included in net income. The Company has not entered into, and does not plan to enter into, derivative financial instruments for trading or speculative purposes. Additionally, the Company has a policy of entering into derivative contracts only with major financial institutions.

As of October 31, 2013, the Company believes it has no significant risk associated with non-performance of the financial institution that is the counterparty to its derivative contracts. At October 31, 2013, the Company had approximately \$3.7 million in secured mortgage financings subject to interest rate swaps. Such interest rate swaps converted the LIBOR-based variable rates on the mortgage financings to a fixed annual rate of 3.95 % per annum. As of October 31, 2013, the Company had a deferred asset of \$81,000 (included in prepaid expenses and other assets on the consolidated balance sheets) relating to the fair value of the Company's interest rate swaps applicable to secured mortgages. Charges and/or credits relating to the changes in fair values of such interest rate swaps are made to other comprehensive income as the swap is deemed effective and is classified as a cash flow hedge. There were no significant amounts recorded in the Company's financial statements for the above swaps in either fiscal 2012 or fiscal 2011.

### Comprehensive Income

Comprehensive income is comprised of net income applicable to Common and Class A Common stockholders and other comprehensive income (loss). Other comprehensive income (loss) includes items that are otherwise recorded directly in stockholders' equity, such as unrealized gains or losses on marketable securities and unrealized gains and losses on interest rate swaps designated as cash flow hedges. At October 31, 2013, accumulated other comprehensive income (loss) consisted of net unrealized losses on marketable securities of approximately \$19,000 and net unrealized gains on an interest rate swap agreement of approximately \$81,000. At October 31, 2012, accumulated other comprehensive income (loss) consisted of net unrealized gains on marketable securities of approximately \$38,000 and net unrealized losses on an interest rate swap agreement of approximately \$55,000. Unrealized gains and losses included in other comprehensive income (loss) will be reclassified into earnings as gains and losses are realized.

### Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents, and tenant receivables. The Company places its cash and cash equivalents in excess of insured amounts with high quality financial institutions. The Company performs ongoing credit evaluations of its tenants and may require certain tenants to provide security deposits or letters of credit. Though these security deposits and letters of credit are insufficient to meet the terminal value of a tenant's lease obligation, they are a measure of good faith and a source of funds to offset the economic costs associated with lost rent and the costs associated with re-tenanting the space. There is no dependence upon any single tenant.

### Earnings Per Share

The Company calculates basic and diluted earnings per share in accordance with the provisions of ASC Topic 260, "Earnings Per Share." Basic earnings per share ("EPS") excludes the impact of dilutive shares and is computed by dividing net income applicable to Common and Class A Common stockholders by the weighted average number of Common shares and Class A Common shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue Common shares or Class A Common shares were exercised or converted into Common shares or Class A Common shares and then shared in the earnings of the Company. Since the cash dividends declared on the Company's Class A Common stock are higher than the dividends declared on the Common Stock, basic and diluted EPS have been calculated using the "two-class" method. The two-class method is an earnings allocation formula that determines earnings per share for each class of common stock according to the weighted average of the dividends declared, outstanding shares per class and participation rights in undistributed earnings.

The following table sets forth the reconciliation between basic and diluted EPS (in thousands):

	Year Ended October 31,		
	2013	2012	2011
Numerator			
Net income applicable to common stockholders – basic	\$2,409	\$3,166	\$4,536
Effect of dilutive securities:			
Stock awards	182	236	265
Net income applicable to common stockholders – diluted	\$2,591	\$3,402	\$4,801
Denominator			
Denominator for basic EPS-weighted average common shares	7,543	7,370	7,306
Effect of dilutive securities:			
Restricted stock and other awards	840	834	655
Denominator for diluted EPS – weighted average common equivalent shares	8,383	8,204	7,961
Numerator			
Net income applicable to Class A common stockholders – basic	\$8,204	\$9,800	\$14,013
Effect of dilutive securities:			
Stock awards	(182)	(236)	(265)

Edgar Filing: URSTADT BIDDLE PROPERTIES INC - Form 10-K

Net income applicable to Class A common stockholders – diluted	\$8,022	\$9,564	\$13,748
Denominator			
Denominator for basic EPS – weighted average Class A common shares	23,122	20,740	20,496
Effect of dilutive securities:			
Restricted stock and other awards	235	224	208
Denominator for diluted EPS – weighted average Class A common equivalent shares	23,357	20,964	20,704

Stock-Based Compensation

The Company accounts for its stock-based compensation plans under the provisions of ASC Topic 718, "Stock Compensation," which requires that compensation expense be recognized based on the fair value of the stock awards less estimated forfeitures. The fair value of stock awards is equal to the fair value of the Company's stock on the grant date.

48

---



### Segment Reporting

The Company operates in one industry segment, ownership of commercial real estate properties, which are located principally in the northeastern United States. The Company does not distinguish its property operations for purposes of measuring performance. Accordingly, the Company believes it has a single reportable segment for disclosure purposes.

### Reclassification

Certain fiscal 2011 and 2012 amounts have been reclassified to conform to current period presentation.

### New Accounting Standards

#### Adopted in fiscal 2013

In June 2011, the FASB issued ASU 2011-05, "Comprehensive Income (ASC Topic 220): Presentation of Comprehensive Income." ASU 2011-05 eliminates the option to present components of other comprehensive income as part of the statement of shareholders' equity and requires the presentation of components of net income and components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. This pronouncement became effective for the Company in the first quarter of fiscal 2013 and as a result the Company has included a separate consolidated statement of comprehensive income immediately following the consolidated statement of income as required by the ASU.

In February 2013, the FASB issued ASU 2013-02, "Comprehensive Income (ASC Topic 220): Reporting of Amounts Reclassified out of Accumulated Other Comprehensive Income." ASU 2013-02 requires the reporting of reclassifications out of accumulated other comprehensive income. The amendments in ASU 2013-02 seek to attain that objective by requiring an entity to report the effect of significant reclassifications out of accumulated other comprehensive income on the respective line items in net income if the amount being reclassified is required under US GAAP to be reclassified in its entirety to net income. The Company adopted this pronouncement in the second quarter of fiscal 2013. The effect of the adoption of this pronouncement did not have a significant impact on our consolidated financial statements.

## (2) REAL ESTATE INVESTMENTS

The Company's investments in real estate, net of depreciation, were composed of the following at October 31, 2013 and 2012 (in thousands):

	Core Properties	Non-Core Properties	Unconsolidated Joint Venture	2013 Totals	2012 Totals
Retail	\$ 562,835	\$ -	\$ 31,432	\$594,267	\$539,268
Office	13,521	-	-	13,521	7,649
Industrial	-	531	-	531	553
	\$ 576,356	\$ 531	\$ 31,432	\$608,319	\$ 547,470

The Company's investments at October 31, 2013 consisted of equity interests in 66 properties, which are located in various regions throughout the United States. The Company's primary investment focus is neighborhood and community shopping centers located in the northeastern United States. These properties are considered core properties of the Company. The remaining properties are located outside of the northeastern United States and are considered non-core properties. Since a significant concentration of the Company's properties are in the northeast, market changes in this region could have an effect on the Company's leasing efforts and ultimately its overall results of operations. The following is a summary of the geographic locations of the Company's investments at October 31, 2013 and 2012

(in thousands):

	2013	2012
Northeast	\$607,788	\$546,019
Midwest	288	303
Southwest	243	1,148
	\$608,319	\$547,470

**(3) CORE PROPERTIES**

The components of the core properties consolidated in the financial statements are as follows (in thousands):

	2013	2012
Land	\$134,466	\$121,382
Buildings and improvements	597,098	538,398
	731,564	659,780
Accumulated depreciation	(155,208)	(140,469)
	\$576,356	\$519,311

Space at the Company's core properties is generally leased to various individual tenants under short and intermediate-term leases which are accounted for as operating leases.

Minimum rental payments on non-cancelable operating leases in the consolidated core properties totaling \$414,296,000 become due as follows: 2014 - \$68,029,000; 2015 - \$61,914,000; 2016 - \$55,132,000; 2017 - \$48,497,000; 2018 - \$37,239,000 and thereafter - \$143,485,000.

Certain of the Company's leases provide for the payment of additional rent based on a percentage of the tenant's revenues. Such additional percentage rents are included in operating lease income and were less than 1% of consolidated revenues in each of the three years ended October 31, 2013.

#### Owned Properties and Properties Under Contract to Purchase

In October 2013, the Company entered into a contract to purchase, for \$9 million, a retail property located in the Company's core marketplace. In conjunction with entering into the contract, the Company made a \$450,000 deposit on the purchase that is included in prepaid expenses and other assets on the consolidated balance sheet at October 31, 2013. The Company will fund the remaining equity needed to complete the purchase of this property with available cash or borrowings under its unsecured revolving credit facility ("Facility") (See Note 7). The Company completed the purchase of this property in January 2014.

In the fourth quarter of fiscal 2013, the Company entered into an agreement to purchase a 50% undivided interest in 2 retail properties located in the Company's core marketplace. In conjunction with entering into the contract, the Company made a \$1.0 million deposit on the purchase that is included in prepaid expenses and other assets on the consolidated balance sheet at October 31, 2013. Subsequent to entering into the agreement, the Company and the prospective owner of the other 50% undivided interest in the property collectively entered into a commitment with a lender to place a first mortgage payable on the property in the amount of \$14 million. The closing of the mortgage is expected to occur simultaneously with the closing of the property sometime in fiscal 2014. The mortgage will be for a term of 10 years and will require payments of principal and interest based on a fixed interest rate. In conjunction with entering into the mortgage commitment, the Company placed a deposit with the lender in the amount of \$280,000 that is included in prepaid expenses and other assets on the consolidated balance sheet at October 31, 2013. The Company will fund the equity needed to complete the purchase with available cash or borrowings under its Facility. In addition, in September 2013, the Company made an unsecured loan to the other prospective owner in the amount of \$1.2 million. The entire unsecured loan along with interest at LIBOR plus 2.00% is due in March 2014.

In August 2013, the Company entered into a contract to purchase, for \$18.4 million a retail shopping center in the Company's core marketplace. The acquisition requires the assumption of an existing mortgage in the amount of \$7.8 million that requires payments of principal and interest at a fixed rate of 4.20% per annum. The mortgage matures in September 2022. In conjunction with entering into the contract, the Company placed a deposit of \$917,500 with the seller that is included in prepaid expenses and other assets on the consolidated balance sheet at October 31, 2013. The Company will fund the equity needed to complete the purchase with borrowings under its Facility. The Company completed the purchase of this property in December 2013.

In July 2013, the Company entered into a contract to purchase, for \$11 million, a retail shopping center in the Company's core marketplace. The acquisition is subject to the assumption of an existing first mortgage loan in the amount of \$7.7 million that requires payments of principal and interest at a fixed rate of 6.375% per annum. The mortgage matures in August 2016. In conjunction with entering into the contract, the Company placed a deposit of \$400,000 with the seller. The Company will fund its equity to complete the purchase with borrowings under its Facility. The Company has incurred acquisition costs totaling \$158,000, which have been expensed in the year ended October 31, 2013 consolidated statement of income. The Company completed the purchase of this property in December 2013.

In May 2013, the Company, through a wholly owned subsidiary, purchased 2 retail properties located in Greenwich, CT, with a combined GLA totaling 24,000 square feet ("Greenwich Properties"), for \$18 million. In conjunction with the purchase, the Company assumed an existing first mortgage loan encumbering the properties at its estimated fair value of \$8.3 million. The assumption of the mortgage loan represents a non-cash financing activity and is therefore not included in the accompanying consolidated statement of cash flows for the year ended October 31, 2013. The mortgage loan requires monthly payments of principal and interest at a fixed rate of 4.00% per annum. The mortgage matures in August 2016. The Company funded its remaining equity needed to complete the purchase with proceeds from its Class A Common Stock and Series F Preferred Stock offerings completed in October 2012. In conjunction with the purchase, the Company incurred acquisition costs totaling \$78,000, which have been expensed in the year ended October 31, 2013 consolidated statement of income.

In May 2013, the Company, through a wholly owned subsidiary, purchased a 110,000 square foot retail shopping center located in New Providence, New Jersey ("New Providence") for \$34.9 million. In connection with the purchase, the Company assumed a first mortgage loan encumbering the property at its estimated fair value of \$21.3 million. The assumption of the mortgage loan represents a non-cash financing activity and is therefore not included in the accompanying consolidated statement of cash flows for the year ended October 31, 2013. The mortgage loan requires monthly payments of principal and interest at the fixed rate of 4.00% per annum. The mortgage matures in January 2022. The Company funded its remaining equity needed to complete the purchase with proceeds from its Class A Common Stock and Series F Preferred Stock offerings completed in October 2012. In conjunction with the purchase, the Company incurred acquisition costs totaling \$227,000, which have been expensed in the year ended October 31, 2013 consolidated statement of income.

50

---

In January and March 2013, the Company purchased 6 free standing net leased properties ("Net Leased Properties") located in the Company's core marketplace with a combined GLA of 20,200 square feet. The gross purchase price of the six properties was \$7.8 million. The Company funded its equity with proceeds from its Class A Common Stock and Series F Preferred Stock offerings completed in October 2012. In conjunction with the purchase, the Company incurred acquisition costs totaling \$73,000, which have been expensed in the year ended October 31, 2013 consolidated statement of income.

In December 2012, subsidiaries of the Company purchased 2 suburban office buildings ("NJ Office Buildings") located in the Company's core marketplace with a combined GLA of 23,500 square feet. The gross purchase price of the two properties was \$6.5 million. The Company funded its equity to complete the purchase with proceeds from its Class A Common Stock and Series F Preferred Stock offerings completed in October 2012. In conjunction with the purchase, the Company incurred acquisition costs totaling \$103,000, which have been expensed in the year ended October 31, 2013 consolidated statement of income.

On July 24, 2009 the state of Connecticut acquired certain areas of a property owned by two of the Company's wholly owned subsidiaries through a combination of condemnation and easement due to the re-construction of a bridge over the property and awarded the Company's subsidiaries a total of approximately \$2.0 million. In December 2012, the Company received an additional \$2.7 million award from the state of Connecticut for the condemnation and easement. Approximately \$4.27 million of the total award represents amounts paid to the Company for easements provided to the state of Connecticut for certain areas of the property through the end of the construction period, loss of rental income and property restoration costs. The Company will continue to amortize the original \$1.8 million easement and loss of rental income proceeds as an addition to income on a straight line basis evenly over the 10 year life of the easement and lost rent period and the newly awarded \$2.46 million easement and loss of rental income over the remaining 6.75 year life of the easement and loss of rent income.

The Company has accounted for the condemnation portion of the award in accordance with ASC Topic 605 – Revenue Recognition, Subtopic 40 – Gains and Losses which requires the Company to record a gain or loss on the excess or deficit of the proceeds received over the estimated net book value of the condemned non-monetary asset. As a result of the transaction the Company has recorded an additional gain on condemnation of approximately \$213,000 which is recorded in other income on the consolidated statement of income for the fiscal year ended October 31, 2013.

In December 2011, a subsidiary of the Company acquired the Eastchester Plaza Shopping Center ("Eastchester") in the Town of Eastchester, Westchester County, New York for a purchase price of \$9 million. In connection with the purchase, the Company assumed a first mortgage encumbering the property at its estimated fair value of \$3.6 million. The assumption of the mortgage loan represents a non-cash financing activity and is therefore not included in the accompanying consolidated statement of cash flows for the year ended October 31, 2012. The mortgage matured in April 2012 and was repaid. The remaining equity needed to complete the acquisition was funded with available cash and borrowings on the Company's unsecured revolving credit facility. In conjunction with the purchase, the Company incurred acquisition costs totaling \$33,000, which have been expensed in the year ended October 31, 2012 consolidated statement of income.

In October 2011, the Company, through a wholly owned subsidiary, completed the purchase of the 63,000 square foot Fairfield Centre Shopping Center, in Fairfield, Connecticut ("Fairfield Centre"), for a purchase price of \$17.0 million. The Company financed its net investment in the property with available cash and a borrowing on its unsecured revolving credit facility. In conjunction with the purchase, the Company incurred acquisition costs totaling \$19,000 which have been expensed in the year ended October 31, 2011 consolidated statement of income.

In April 2011, the Company, through a wholly owned subsidiary, completed the purchase of the 72,000 square foot Fairfield Plaza Shopping Center, in New Milford, Connecticut ("Fairfield Plaza"), for a purchase price of \$10.8 million, subject to an existing first mortgage secured by the property at its estimated fair value of approximately \$5.0 million. The assumption of the mortgage loan represents a non-cash financing activity and is therefore not included in

the accompanying consolidated statement of cash flows for the year ended October 31, 2011. The Company financed its net investment in the property with available cash and a borrowing on its unsecured revolving credit facility. In conjunction with the purchase, the Company incurred acquisition costs totaling \$53,000 which have been expensed in the year ended October 31, 2011 consolidated statement of income.

In fiscal 2013, the Company completed evaluating the fair value of the in-place leases for UB Orangeburg, LLC ("Orangeburg") (see note 9), acquired in fiscal 2012 and has concluded that no value needs to be assigned to those leases. In addition, the Company completed evaluating the fair value of the in-place leases for the properties it acquired in fiscal 2013 and as a result of its evaluation the Company has allocated \$234,000 to an asset associated with the net fair value assigned to the acquired leases for the Greenwich Properties, a \$291,000 asset associated with the net fair value assigned to the acquired leases for the NJ Office Buildings and a \$402,000 liability associated with the net fair value assigned to the acquired leases for the Net Leased Properties. All of these amounts represent non-cash investing activities and are therefore not included in the accompanying consolidated statement of cash flows for the fiscal year ended October 31, 2013.

During fiscal 2012, the Company completed its evaluation of the acquired leases for Eastchester Plaza, which was acquired at the beginning of fiscal 2012, and its Fairfield Centre Property and Fairfield Plaza properties, which were acquired in fiscal 2011. As a result of its evaluation, the Company has allocated \$392,000 to a liability associated with the net fair value assigned to the acquired leases at Eastchester and \$765,000 to a liability associated with the net fair value assigned to the acquired leases at Fairfield Centre. The Company determined that no purchase price adjustment was necessary in order to ascribe value to the in-place leases at Fairfield Plaza. These amounts represents a non-cash investing activity and are therefore not included in the accompanying consolidated statement of cash flows for the year ended October 31, 2012.

During fiscal 2011, the Company completed its evaluation of the acquired leases for its New Milford Plaza Property and its Katonah Property, which properties were acquired in fiscal 2010. As a result of its evaluation, the Company has allocated \$396,000 to a liability associated with the net fair value assigned to the acquired leases at the properties, which amounts represent a non-cash investing activity and are therefore not included in the accompanying consolidated statement of cash flows for the fiscal year ended October 31, 2011.

For the years ended October 31, 2013, 2012 and 2011, the net amortization of above-market and below-market leases amounted to \$419,000, \$515,000 and \$262,000, respectively, which amounts are included in base rents in the accompanying consolidated statements of income.

In fiscal 2013, the Company incurred costs of approximately \$9.5 million related to capital improvements to its properties and leasing costs.

#### (4) NON-CORE PROPERTIES

At October 31, 2013, the non-core properties consist of 2 industrial properties ("the St. Louis" property and "the Dallas" property) located outside of the Northeast region of the United States. The Board of Directors has authorized management, subject to its approval of any contract for sale, to sell the non-core properties of the Company over a period of several years in furtherance of the Company's objectives to focus on northeast properties.

The components of non-core properties were as follows (in thousands):

	2013	2012
Land	\$450	\$450
Buildings and improvements	145	145
	595	595
Accumulated depreciation	(64 )	(42 )
	\$531	\$553

#### (5) DISCONTINUED OPERATIONS

In December of 2013, the Company sold the St. Louis and Dallas properties. In accordance with ASC Topics 360 and 205 the operating results of the two properties will be shown as discontinued operations on the consolidated statement of income for the year ended October 31, 2013, 2012 and 2011. The net book value of the two properties is not significant and as such, will not be shown as assets held for sale on the October 31, 2013 and 2012 consolidated balance sheets.

The combined operating results for the St. Louis and Dallas properties have been reclassified as discontinued operations in the accompanying consolidated statements of income for all periods presented. The following table summarizes revenues and expenses for the Company's discontinued operations (amounts in thousands):

	October 31,		
	2013	2012	2011
Revenues	\$1,356	\$1,565	\$1,546
Property operating expense	-	(3 )	-
Depreciation and amortization	(48 )	(84 )	(80 )
Income from discontinued operations	\$1,308	\$1,478	\$1,466

(6) MORTGAGE NOTE RECEIVABLE

In Fiscal 2013, the Company's mortgage note receivable, consisting of one fixed rate mortgage with a contractual interest rate of 9% was repaid by the borrower.

(7) MORTGAGE NOTES PAYABLE, BANK LINES OF CREDIT AND OTHER LOANS

At October 31, 2013, mortgage notes payable and other loans are due in installments over various periods to fiscal 2027 at effective rates of interest ranging from 2.8% to 11.3% and are collateralized by real estate investments having a net carrying value of approximately \$260 million.

52

---



Combined aggregate principal maturities of mortgage notes payable during the next five years and thereafter are as follows (in thousands):

	Principal Repayments	Scheduled Amortization	Total
2014	\$ -	\$ 3,815	\$3,815
2015	4,480	3,989	8,469
2016	7,276	3,985	11,261
2017	49,524	3,802	53,326
2018	-	2,713	2,713
Thereafter	64,375	22,287	86,662
	\$ 125,655	\$ 40,591	\$ 166,246

The Company has an \$80 million Unsecured Revolving Credit Facility with a syndicate of 4 banks led by The Bank of New York Mellon, as administrative agent. The syndicate also includes Wells Fargo Bank N.A. (syndication agent), Bank of Montreal and Regions Bank (co-documentation agents). The Facility gives the Company the option, under certain conditions, to increase the Facility's borrowing capacity up to \$125 million. The maturity date of the Facility is September 21, 2016 with a 1-year extension at the Company's option. Borrowings under the Facility can be used for, among other things, acquisitions, working capital, capital expenditures, and repayment of other indebtedness and the issuance of letters of credit (up to \$10 million). Borrowings will bear interest at the Company's option of Eurodollar rate plus 1.50% to 2.00% or The Bank of New York Mellon's prime lending rate plus 0.50% based on consolidated indebtedness, as defined. The Company will pay an annual fee on the unused commitment amount of up to 0.25% to 0.35% based on outstanding borrowings during the year. The Facility contains certain representations and financial and other covenants typical for this type of facility. The Company's ability to borrow under the Facility is subject to its compliance with the covenants and other restrictions on an ongoing basis. The principal financial covenants limit the Company's level of secured and unsecured indebtedness and additionally require the Company to maintain certain debt coverage ratios. The Company was in compliance with such covenants at October 31, 2013.

At October 31, 2013, the Company had borrowed a total of \$9.25 million on its Facility to fund a portion of its equity for a property acquisitions and capital improvements to its properties. In a prior year, the Company had borrowed \$11.6 million on its Facility to loan to one of its unconsolidated joint ventures. In fiscal 2013 the loan was repaid and the Company in-turn repaid the \$11.6 million borrowed under the Facility.

During fiscal 2013, the Company, through a wholly-owned subsidiary, assumed an existing first mortgage loan encumbering the Greenwich Properties at its estimated fair value of \$8.3 million. The mortgage loan requires monthly payments of principal and interest at a fixed rate of 4.0% per annum. The mortgage matures in August 2016.

During fiscal 2013, the Company, through a wholly-owned subsidiary, assumed a first mortgage loan encumbering the New Providence Property at its estimated fair value of \$21.3 million. The mortgage loan requires monthly payments of principal and interest at the fixed rate of 4.0% per annum. The mortgage matures in January 2022.

In June of fiscal 2013, the Company repaid, at maturity, its first mortgage payable secured by its Veteran's Plaza property in the amount of \$3.2 million.

During fiscal 2012, the Company borrowed a total of \$8 million on its Facility to fund its equity for a property acquisition and to make an additional investment in one of its unconsolidated joint ventures; this amount was repaid in October 2012.

In December 2011 (fiscal 2012), the Company, through a wholly owned subsidiary, assumed a first mortgage payable secured by Eastchester Plaza with an estimated fair value of approximately of \$3.6 million. The mortgage matured in April 2012 and was repaid.

In March 2012, the Company assumed a first mortgage payable in the amount of \$7.4 million in conjunction with its investment in Orangeburg (see note 9 below). The loan requires payments of principal and interest at a fair market value interest rate of 2.04% (6.19% contractual rate). Subsequent to the assumption, Orangeburg extended the loan with the current lender for an additional 5 years, leaving all terms unchanged, except the interest rate that was adjusted to a fixed rate of 2.78%. The loan now matures in October 2017. The operating agreement for Orangeburg requires that the loan be refinanced and not repaid at maturity.

In February 2012, the Company borrowed \$28.0 million by placing a non-recourse first mortgage on one of its unencumbered properties. The loan is for a term of ten years and will require payments of principal and interest based on a 30-year amortization schedule at the fixed interest rate of 4.85%. The proceeds of the loan were used to repay approximately \$28.0 million in borrowing on the Company's revolving credit facility.

In October 2012, the Company repaid, at maturity, its first mortgage payable secured by its New Milford property in the amount of \$8.3 million.

In August 2012, a wholly owned subsidiary of the Company completed the installation of a solar power system (the "Ferry System") at the Company's Ferry Plaza Shopping Center in Newark, New Jersey at a total cost of approximately \$1.7 million. The subsidiary financed a portion of the project with a loan in the amount of \$1.1 million from The Public Service Electric and Gas Company of New Jersey ("PSE&G"), through PSE&G's "Solar Loan Program II". The loan requires monthly payments of principal and interest at 11.30% per annum through its maturity date of August 31, 2027. The subsidiary has the option of repaying all or part of the PSE&G loan, including interest, with Solar Renewable Energy Credits ("SREC's") that are expected to be generated by the Ferry System. The remaining cost of the Ferry System was funded by a renewable energy grant from the federal government.

53

---

In fiscal 2011, the Company, through a wholly owned subsidiary, assumed a first mortgage payable with an estimated fair value of approximately \$5.0 million in conjunction with its purchase of Fairfield Plaza. The mortgage requires payments of principal and interest at a fixed rate of interest of 5.00% with a maturity of August 2015.

In October 2011, the Company repaid, at maturity, its first mortgage payable secured by its Carmel property in the amount of \$4.0 million.

In May 2011, a wholly owned subsidiary of the Company completed the installation of a solar power system (the "Emerson System") at the Company's Emerson Shopping Center in Emerson, New Jersey at a total cost of approximately \$1.2 million. The subsidiary financed a portion of the project with a loan in the amount of \$819,000 from PSE&G, through PSE&G's "Solar Loan Program II". The loan requires monthly payments of principal and interest at 11.30% per annum through its maturity date of May 31, 2026. The subsidiary has the option of repaying all or part of the PSE&G loan, including interest, with SREC's that are expected to be generated by the Emerson System. The remaining cost of the Emerson System was funded by a renewable energy grant from the federal government.

In January 2011, a wholly owned subsidiary of the Company completed the installation of a solar power system (the "Valley Ridge System") at the Company's Valley Ridge Shopping Center in Wayne, New Jersey at a total cost of approximately \$1.1 million. In conjunction with the solar installation the subsidiary of the Company financed a portion of the project with a loan in the amount of \$726,000 from the PSE&G, through PSE&G's "Solar Loan Program I". The loan requires monthly payments of principal and interest at 11.11% per annum through its maturity date of January 31, 2026. The subsidiary of the Company has the option of repaying all or part of the PSE&G loan, including interest, with SREC's that are expected to be generated by the Valley Ridge System. The remaining cost of the Valley Ridge System was funded by a renewable energy grant from the federal government.

Interest paid in the years ended October 31, 2013, 2012, and 2011 was approximately \$8.5 million, \$8.6 million and \$7.6 million, respectively.

#### (8) REDEEMABLE PREFERRED STOCK

On March 21, 2013, the stockholders of the Company approved an amendment to the Company's Charter increasing the number of authorized shares of preferred stock to 50,000,000 from 20,000,000. At October 31, 2013, the Company had issued and outstanding 2,450,000 shares of Series D Senior Cumulative Preferred Stock (Series D Preferred Stock) (see note 11), and 5,175,000 shares of Series F Cumulative Preferred Stock (see note 11).

The following table sets forth the details of the Company's redeemable preferred stock as of October 31, 2013 and 2012 (amounts in thousands, except share data):

	October 31, 2013	October 31, 2012
8.50% Series C Senior Cumulative Preferred Stock; liquidation preference of \$100 per share; issued and outstanding - and 224,027 shares	\$ -	\$ 21,510

On October 22, 2012, the Company repurchased 175,973 shares of its Series C Preferred Stock for \$103.50 per share (\$18.2 million). As a result of the repurchase, the \$616,000 excess of the repurchase price of the preferred shares paid

over the carrying amount of the shares is included as a reduction of income available to Common and Class A Common shareholders in the accompanying consolidated statement of income for the year ended October 31, 2012. On May 29, 2013, the Company redeemed the remaining 224,027 outstanding shares of its Series C Preferred Stock for \$22,403,000 (liquidation preference) plus all accrued and unpaid dividends. The difference between the redemption amount and the net book value of the Series C Preferred Stock was accreted from the date the redemption became probable through the redemption date on May 29, 2013. As a result the Company included \$892,000, and \$701,000 as a reduction of income available to Common and Class A Common shareholders in the accompanying consolidated statement of income for the fiscal years ended October 31, 2013 and 2012, respectively.

On November 21, 2012, the Company redeemed all of the 2,400,000 shares of its Series E Senior Cumulative Preferred Stock at a make-whole price of \$25.77 per share (liquidation value \$25.00 per share). As a result, the Company has included the \$1,848,000 difference between the make-whole price of \$25.77 per share and the liquidation value of \$25.00 per share as a reduction of income available to Common and Class A Common shareholders in the accompanying consolidated statement of income for the fiscal year ended October 31, 2013. The remaining difference between the liquidation value and the net book value of the Series E Preferred Stock in the amount of \$1,492,000 is recorded as a reduction of income available to Common and Class A Common shareholders in the accompanying consolidated statement of income for the fiscal year ended October 31, 2013.

(9) CONSOLIDATED JOINT VENTURES AND REDEEMABLE NONCONTROLLING INTERESTS.

The Company has an investment in two joint ventures, UB Ironbound, LP ("Ironbound") and Orangeburg, each of which owns a commercial retail real estate property. The Company has evaluated its investment in these two joint ventures and has concluded that both ventures are not Variable Interest Entities ("VIE or VIE's"), however both joint venture investments meet certain criteria of a sole general partner (or limited liability member) in accordance with ASC Topic 970-810 "Real Estate-Consolidation". The Company has determined that such joint ventures are fully controlled by the Company and that the presumption of control is not offset by any rights of any of the limited partners or non-controlling members in either venture and that both joint ventures should be consolidated into the consolidated financial statements of the Company. The Company's investment in both consolidated joint ventures is more fully described below:

Ironbound (Ferry Plaza)

The Company, through a wholly-owned subsidiary, is the general partner and owns 84% of one consolidated limited partnership, Ironbound, which owns a grocery anchored shopping center.

The Ironbound limited partnership has a defined termination date of December 31, 2097. The partners in Ironbound are entitled to receive an annual cash preference payable from available cash of the partnership. Any unpaid preferences accumulate and are paid from future cash, if any. The balance of available cash, if any, is distributed in accordance with the respective partner's interests. The limited partners in Ironbound currently have the right to require the Company to repurchase all or a portion of their remaining limited partner interests at prices as defined in the Ironbound partnership agreement. Upon liquidation of Ironbound, proceeds from the sale of partnership assets are to be distributed in accordance with the respective partnership interests. The limited partners are not obligated to make any additional capital contributions to the partnership. The Company retains an affiliate of one of the limited partners in Ironbound to provide management and leasing services to the property at an annual fee equal to 2.00% percent of rental income collected, as defined.

Orangeburg

The Company, through a wholly-owned subsidiary, is the managing member and owns an approximate 10.9% interinterest in Orangeburg, which owns a grocery anchored shopping center in Orangeburg, NY. The other member (non-managing) of Orangeburg is the prior owner of the contributed property who, in exchange for contributing the net assets of the property, received units of Orangeburg equal to the value of the contributed property less the value of the assigned first mortgage payable. The Orangeburg operating agreement provides for the non-managing member to receive an annual cash distribution equal to the regular quarterly cash distribution declared by the Company for one share of the Company's Class A Common stock for each unit of Orangeburg ownership. The annual cash distribution will be paid from available cash, as defined, of Orangeburg. If there is an available cash shortfall, the managing member must contribute or loan additional capital to fund the non-managing member's required cash distribution. The balance of available cash, if any, is fully distributable to the Company. Upon liquidation, proceeds from the sale of Orangeburg assets are to be distributed in accordance with the operating agreement. The non-managing member is not obligated to make any additional capital contributions to the partnership. Orangeburg has a defined termination date of December 31, 2097. Since purchasing this property, the Company has made additional investments in the amount of \$881,000 in Orangeburg and as a result as of October 31, 2013 its ownership percentage has increased to 10.9% from approximately 2.00% at inception.

Noncontrolling interests:

The Company accounts for non-controlling interests in accordance with ASC Topic 810, "Consolidation". Because the limited partners or non-controlling members in both Ironbound and Orangeburg have the right to require the Company

to redeem all or a part of their limited partnership or limited liability company units at prices as defined in the governing agreements, the Company reports the noncontrolling interests in both consolidated joint ventures in the mezzanine section, outside of permanent equity, of the consolidated balance sheets at redemption value which approximates fair value. The value of the Orangeburg redemption is based solely on the price of the Company's Class A Common stock on the date of redemption. For the years ended October 31, 2013 and 2012, the Company adjusted the carrying value of the non-controlling interests by \$422,000 and \$(127,000), respectively, with the corresponding adjustment recorded in stockholders' equity.

55

---

Edgar Filing: URSTADT BIDDLE PROPERTIES INC - Form 10-K

The following table sets forth the details of the Company's redeemable non-controlling interests at October 31, 2013 and 2012 (amounts in thousands):

	October 31, 2013	October 31, 2012
Beginning Balance	\$11,421	\$2,824
Initial Orangeburg noncontrolling interest	-	8,724
Change in Redemption Value	422	(127)
Ending Balance	\$11,843	\$11,421

(10) INVESTMENTS IN AND ADVANCES TO UNCONSOLIDATED JOINT VENTURES

At October 31, 2013 and 2012, investments in and advances to unconsolidated joint ventures consisted of the following (with the Company's ownership percentage in parentheses) (amounts in thousands):

	October 31, 2013	October 31, 2012
Chestnut Ridge and Plaza 59 Shopping Centers (50.0% in 2013 and 0% in 2012)	\$18,277	\$-
Midway Shopping Center, L.P. (11.642%)	5,668	19,165
Putnam Plaza Shopping Center (66.67%)	6,764	6,820
81 Pondfield Road Company (20%)	723	723
Total	\$31,432	\$26,708

Chestnut Ridge and Plaza 59 Shopping Centers

In December 2012, the Company, through two wholly owned subsidiaries, purchased a 50% undivided equity interest in the 76,000 square foot Chestnut Ridge Shopping Center located in Montvale, New Jersey ("Chestnut") and the 24,000 square foot Plaza 59 Shopping Center located in Spring Valley, New York ("Plaza 59") for a combined investment of approximately \$18 million. The Company accounts for its investment in Chestnut and Plaza 59 under the equity method of accounting since it exercises significant influence, but does not control the ventures. The other venturer in both properties has substantial participation rights in the financial decisions and operation of each property, which preclude the Company from consolidating the investment. The Company has evaluated its investment in the two properties and has concluded that the ventures are not VIEs. Under the equity method of accounting the initial investment is recorded at cost as an investment in unconsolidated joint venture, and subsequently adjusted for equity in net income (loss) and cash contributions and distributions from the venture. Any difference between the carrying amount of the investment on the Company's balance sheet and the underlying equity in net assets of each venture is evaluated for impairment at each reporting period.

Midway Shopping Center, L.P.

The Company, through a wholly owned subsidiary, owns an 11.642% equity interest in Midway Shopping Center L.P. ("Midway"), which owns a 247,000 square foot shopping center in Westchester County, New York. In addition, the Company loaned Midway, in the form of an unsecured note, approximately \$13.2 million. The loan to Midway by the Company required monthly payments to the Company of interest only at 5.75% per annum. The loan matured on January 1, 2013 and was repaid. The Company has evaluated its investment in Midway and has concluded that the

venture is not a VIE and should not be consolidated into the financial statements of the Company. Although the Company only has an approximate 12% equity interest in Midway, it controls 25% of the voting power of Midway and as such has determined that it exercises significant influence over the financial and operating decisions of Midway and accounts for its investment in Midway under the equity method of accounting. Under the equity method of accounting the initial investment is recorded at cost as an investment in unconsolidated joint venture, and subsequently adjusted for equity in net income (loss) and cash contributions and distributions from the venture. Any difference between the carrying amount of the investment on the Company's balance sheet and the underlying equity in net assets of the venture is evaluated for impairment at each reporting period.

The Company has allocated the \$7.4 million excess of the carrying amount of its investment in and advances to Midway over the Company's share of Midway's net book value to real property and is amortizing the difference over the property's estimated useful life of 39 years.

Midway currently has a non-recourse first mortgage payable in the amount of \$32 million. The loan requires payments of principal and interest at the rate of 4.80% per annum and will mature in 2027.

#### Putnam Plaza Shopping Center

The Company, through a wholly owned subsidiary, owns a 66.67% undivided equity interest in the 189,000 square foot Putnam Plaza Shopping Center ("Putnam Plaza"). The Company accounts for its investment in the Putnam Plaza joint venture under the equity method of accounting since it exercises significant influence, but does not control the venture. The other venturer in Putnam Plaza has substantial participation rights in the financial decisions and operation of the property, which preclude the Company from consolidating the investment. The Company has evaluated its investment in Putnam Plaza and has concluded that the venture is not a VIE. Under the equity method of accounting the initial investment is recorded at cost as an investment in unconsolidated joint venture, and subsequently adjusted for equity in net income (loss) and cash contributions and distributions from the venture. Any difference between the carrying amount of the investment on the Company's balance sheet and the underlying equity in net assets of the venture is evaluated for impairment at each reporting period.

Putnam Plaza has a first mortgage payable in the amount of \$21 million. The mortgage requires monthly payments of principal and interest at a fixed rate of 4.17% and will mature in 2019.

#### 81 Pondfield Road Company

The Company's other investment in an unconsolidated joint venture is a 20% economic interest in a partnership which owns a retail and office building in Westchester County, New York.



## (11) STOCKHOLDERS' EQUITY

On March 21, 2013, the stockholders of the Company approved an amendment to the Company's Charter increasing the number of authorized shares of stock from 100,000,000 to 200,000,000. As amended, the total number of shares of authorized stock consists of 100,000,000 shares of Class A Common Stock, 30,000,000 shares of Common Stock, 50,000,000 shares of Preferred Stock, and 20,000,000 shares of Excess Stock.

The Series D Preferred Stock has no maturity and is not convertible into any other security of the Company. The Series D Preferred Stock is currently redeemable at the Company's option at a price of \$25 per share plus accrued and unpaid dividends. Underwriting commissions and costs incurred in connection with the sale of the Series D Preferred Stock are reflected as a reduction of additional paid in capital.

During fiscal 2012, the Company completed the public offering of 5,175,000 Series F Cumulative Preferred Stock (the "Series F Preferred Stock") at a price of \$25.00 per share for net proceeds of \$125.3 million after underwriting discounts but before offering expenses. These shares are nonvoting, have no stated maturity and are redeemable for cash at \$25.00 per share at the Company's option on or after October 24, 2017. Holders of these shares are entitled to cumulative dividends, payable quarterly in arrears. Dividends accrue from the date of issue at the annual rate of \$1.78125 per share per annum. The holders of our Series F Preferred Stock have general preference rights with respect to liquidation and quarterly distributions. Except under certain conditions holders of the Series F Preferred Stock will not be entitled to vote on most matters. In the event of a cumulative arrearage equal to six quarterly dividends, holders of Series F Preferred Stock, together with all of the Company's other Series of preferred stock (voting as a single class without regard to series) will have the right to elect two additional members to serve on the Company's Board of Directors until the arrearage has been cured. Upon the occurrence of a Change of Control, as defined in the Company's Articles of Incorporation, the holder of the Series F Preferred Stock will have the right to convert all or part of the shares of Series F Preferred Stock held by such holder on the applicable conversion date into a number of the Company's shares of Class A common stock. Underwriting commissions and costs incurred in connection with the sale of the Series F Preferred Stock are reflected as a reduction of additional paid in capital.

During fiscal 2012, the Company sold 2,500,000 shares of Class A Common Stock in an underwritten follow-on common stock offering for \$19.16 per share and raised net proceeds of \$47.5 million. The Company used the proceeds of the offering to repay an \$8 million existing draw on its Facility and to repay an existing \$8.3 million mortgage on one its properties when it matured. The balance of the proceeds was used for the Company's equity needed for property acquisitions in fiscal 2013.

The Class A Common Stock entitles the holder to 1/20 of one vote per share. The Common Stock entitles the holder to one vote per share. Each share of Common Stock and Class A Common Stock have identical rights with respect to dividends except that each share of Class A Common Stock will receive not less than 110% of the regular quarterly dividends paid on each share of Common Stock.

The Company has a Dividend Reinvestment and Share Purchase Plan, as amended (the "DRIP"), that permits stockholders to acquire additional shares of Common Stock and Class A Common Stock by automatically reinvesting dividends. During fiscal 2013, the Company issued 5,797 shares of Common Stock and 6,724 shares of Class A Common Stock (6,627 shares of Common Stock and 7,950 shares of Class A Common Stock in fiscal 2012) through the DRIP. As of October 31, 2013, there remained 364,300 shares of Common Stock and 423,084 shares of Class A Common Stock available for issuance under the DRIP.

The Company has a stockholder rights agreement that expires on November 11, 2018. The rights are not currently exercisable. When they are exercisable, the holder will be entitled to purchase from the Company one one-hundredth of a share of a newly-established Series A Participating Preferred Stock at a price of \$65 per one one-hundredth of a preferred share, subject to certain adjustments. The distribution date for the rights will occur 10 days after a person or group either acquires or obtains the right to acquire 10% ("Acquiring Person") or more of the combined voting power

of the Company's Common Shares, or announces an offer, the consummation of which would result in such person or group owning 30% or more of the then outstanding Common Shares. Thereafter, shareholders other than the Acquiring Person will be entitled to purchase original common shares of the Company having a value equal to 2 times the exercise price of the right.

57

---

If the Company is involved in a merger or other business combination at any time after the rights become exercisable, and the Company is not the surviving corporation or 50% or more of the Company assets are sold or transferred, the rights agreement provides that the holder other than the Acquiring Person will be entitled to purchase a number of shares of common stock of the acquiring company having a value equal to two times the exercise price of each right.

The Company's articles of incorporation provide that if any person acquires more than 7.5% of the aggregate value of all outstanding stock, except, among other reasons, as approved by the Board of Directors, such shares in excess of this limit automatically will be exchanged for an equal number of shares of Excess Stock. Excess Stock has limited rights, may not be voted and is not entitled to any dividends.

In a prior year, the Board of Directors of the Company approved a share repurchase program ("Program") for the repurchase of up to 1,500,000 shares of Common Stock and Class A Common Stock in the aggregate. In addition the Board of Directors amended the Program to allow the Company to repurchase shares of the Company's Series C and Series D Senior Cumulative Preferred Stock (Preferred Stock) in open market transactions. During the fiscal year ended October 31, 2013, the Company repurchased 1,000 shares of Common Stock under the plan. The Company did not purchase any shares under the plan in the fiscal year ended October 31, 2012. As of October 31, 2013, the Company had repurchased 4,600 shares of Common Stock and 724,578 shares of Class A Common Stock under the program. The Company had not yet repurchased any Preferred Stock under the Program. On December 12, 2013, the Board of Directors approved a new share repurchase program to repurchase up to 2,000,000 shares, in the aggregate, of the Company's Common Stock, Class A Common Stock, Series D Cumulative Preferred Stock and Series F Cumulative Preferred Stock. The new authorization supersedes and replaces the prior Program.

## (12) STOCK COMPENSATION AND OTHER BENEFIT PLANS

### Restricted Stock Plan

The Company accounts for its Restricted Stock Plan in accordance with ASC Topic 718, "Stock Compensation." On March 21, 2013, the stockholders of the Company approved an amendment to the Company's restricted stock plan (the "Plan") to provide for an additional 600,000 Common Shares or Class A Common shares to be available for issuance under the Plan. As amended, the Plan authorizes grants of up to an aggregate of 3,750,000 shares of the Company's common equity consisting of 350,000 Common shares, 350,000 Class A Common shares and 3,050,000 shares, which at the discretion of the Company's compensation committee, may be awarded in any combination of Class A Common shares or Common shares.

In January 2013, the Company awarded 175,950 shares of Common Stock and 64,100 shares of Class A Common Stock to participants in the Plan. The grant date fair value of restricted stock grants awarded to participants in 2012 was approximately \$4.5 million. As of October 31, 2012, there was \$13.0 million of unamortized restricted stock compensation related to non-vested restricted stock grants awarded under the Plan. The remaining unamortized expense is expected to be recognized over a weighted average period of 4.71 years. For the years ended October 31, 2013, 2012 and 2011, amounts charged to compensation expense totaled \$4,073,000, \$3,824,000 and \$3,822,000, respectively.

A summary of the status of the Company's non-vested restricted stock awards as of October 31, 2013, and changes during the year ended October 31, 2013 are presented below:

	Common Shares		Class A Common Shares	
	Shares	Weighted-Average Grant Date Fair Value	Shares	Weighted-Average Grant Date Fair Value
Non-vested at October 31, 2012	1,473,400	\$ 15.33	399,900	\$16.62
Granted	175,950	\$ 18.30	64,100	\$19.74

Vested	(169,650)	\$ 14.87	(58,850)	\$ 18.08
Forfeited	-	\$ -	(1,000)	\$ 19.05
Non-vested at October 31, 2013	1,479,700	\$ 15.88	404,150	\$ 17.39

#### Profit Sharing and Savings Plan

The Company has a profit sharing and savings plan (the "401K Plan"), which permits eligible employees to defer a portion of their compensation in accordance with the Internal Revenue Code. Under the 401K Plan, the Company made contributions on behalf of eligible employees. The Company made contributions to the 401K Plan of approximately \$145,000 in each of the three years ended October 31, 2013, 2012 and 2011. The Company also has an Excess Benefit and Deferred Compensation Plan that allows eligible employees to defer benefits in excess of amounts provided under the Company's 401K Plan and a portion of the employee's current compensation.

#### (13) FAIR VALUE MEASUREMENTS

ASC Topic 820, "Fair Value Measurements and Disclosures," defines fair value as the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants.

58

---

ASC Topic 820's valuation techniques are based on observable or unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's market assumptions. These two types of inputs have created the following fair value hierarchy:

·Level 1- Quoted prices for identical instruments in active markets

Level 2- Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which significant value drivers are observable

·Level 3- Valuations derived from valuation techniques in which significant value drivers are unobservable

Marketable debt and equity securities are valued based on quoted market prices on national exchanges.

The Company calculates the fair value of the redeemable noncontrolling interests based on either quoted market prices on national exchanges or unobservable inputs considering the assumptions that market participants would make in pricing the obligations. The inputs used include an estimate of the fair value of the cash flow generated by the limited partnership in which the investor owns the partnership units.

The fair values of interest rate swaps are determined using widely accepted valuation techniques, including discounted cash flow analysis, on the expected cash flows of each derivative. The analysis reflects the contractual terms of the swaps, including the period to maturity, and uses observable market-based inputs, including interest rate curves ("significant other observable inputs.") The fair value calculation also includes an amount for risk of non-performance using "significant unobservable inputs" such as estimates of current credit spreads to evaluate the likelihood of default. The Company has concluded, as of October 31, 2013, that the fair value associated with the "significant unobservable inputs" relating to the Company's risk of non-performance was insignificant to the overall fair value of the interest rate swap agreements and, as a result, the Company has determined that the relevant inputs for purposes of calculating the fair value of the interest rate swap agreements, in their entirety, were based upon "significant other observable inputs".

The Company measures its redeemable noncontrolling interests, marketable equity and debt securities classified as available for sale securities and interest rate swap derivative at fair value on a recurring basis. The fair value of these financial assets and liabilities was determined using the following inputs at October 31, 2013 and 2012 (amounts in thousands):

	Total	Fair Value Measurements at Reporting Date Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<u>Fiscal Year Ended October 31, 2013</u>				
Assets:				
Available for Sale Securities	\$96	\$ 96	\$-	\$ -
Interest Rate Swap Agreement	\$81	\$ -	\$81	\$ -
Liabilities:				
Redeemable noncontrolling interests	\$11,843	\$ 8,946	\$-	\$ 2,897

Fiscal Year Ended October 31, 2012

## Assets:

Available for Sale Securities	\$ 994	\$ 994	\$ -	\$ -
-------------------------------	--------	--------	------	------

## Liabilities:

Interest Rate Swap Agreement	\$ 55	\$ -	\$ 55	\$ -
------------------------------	-------	------	-------	------

Redeemable noncontrolling interests	\$ 11,421	\$ 8,584	\$ -	\$ 2,837
-------------------------------------	-----------	----------	------	----------

Fair market value measurements based upon Level 3 inputs changed from \$2,824 at November 1, 2011 to \$2,837 at October 31, 2012 as a result of a \$13 increase in the redemption value of the Company's noncontrolling interest in Ironbound in accordance with the application of ASC Topic 810. Fair market value measurements based upon Level 3 inputs changed from \$2,837 at November 1, 2012 to \$2,897 at October 31, 2013 as a result of a \$60 increase in the redemption value of the Company's noncontrolling interest in Ironbound in accordance with the application of ASC Topic 810. (See note 9)

59

### Fair Value of Financial Instruments

The carrying values of cash and cash equivalents, restricted cash, tenant receivables, prepaid expenses, other assets, accounts payable and accrued expenses are reasonable estimates of their fair values because of the short-term nature of these instruments. The carrying value of the revolving credit facility is deemed to be at fair value since the outstanding debt is directly tied to monthly LIBOR contracts. Mortgage notes payable that were assumed in property acquisitions were recorded at their fair value at the time they were assumed. Mortgage notes payable are estimated to have a fair value of approximately \$155 million and \$139 million at October 31, 2013 and October 31, 2012, respectively. The estimated fair value of mortgage notes payable is based on discounting the future cash flows at a year-end risk adjusted borrowing rate currently available to the Company for issuance of debt with similar terms and remaining maturities. These fair value measurements fall within level 2 of the fair value hierarchy. When the Company acquires a property it is required to fair value all of the assets and liabilities, including intangible assets and liabilities, relating to the properties in-place leases (See Note 3). Those fair value measurements fall within level 3 of the fair value hierarchy.

Although management is not aware of any factors that would significantly affect the estimated fair value amounts, such amounts have not been comprehensively revalued for purposes of these financial statements since that date and current estimates of fair value may differ significantly from the amounts presented herein.

### (14) COMMITMENTS AND CONTINGENCIES

In the normal course of business, from time to time, the Company is involved in legal actions relating to the ownership and operations of its properties. In management's opinion, the liabilities, if any, that ultimately may result from such legal actions are not expected to have a material adverse effect on the consolidated financial position, results of operations or liquidity of the Company.

At October 31, 2013, the Company had commitments of approximately \$7.5 million for tenant-related obligations.

### (15) PRO FORMA FINANCIAL INFORMATION (UNAUDITED)

The unaudited pro forma financial information set forth below is based upon the Company's historical consolidated statements of income for the years ended October 31, 2013 and 2012 adjusted to give effect to the property acquisitions completed in fiscal 2013 and fiscal 2014 (see Note 3), the issuance of 2.5 million Class A Common shares in fiscal 2012 and the issuance of Series F Preferred Stock in fiscal 2012 as though these transactions were completed on November 1, 2011. In addition the pro forma information removes dividend income and gain on marketable securities in fiscal 2013, as these amounts would not have been earned by the Company had the properties described in note 3 been purchased as of November 1, 2011.

The pro forma financial information is presented for informational purposes only and may not be indicative of what the actual results of operations would have been had the transactions occurred as of the beginning of the year or does it purport to represent the results of future operations. (Amounts in thousands).

	Years Ended October 31,	
	2013	2012
Pro forma revenues	\$102,168	\$100,791
Pro forma income from continuing operations	\$28,942	\$29,254

Pro forma income from continuing operations applicable to Common and Class A Common stockholders: \$9,142    \$11,367

The following table summarizes the revenues and income from continuing operations that is included in the Company's historical consolidated statement of income for the year ended October 31, 2013 for the properties acquired in fiscal 2013 as more fully described in note 3. (Amounts in thousands)

Revenues	\$2,708
Income from continuing operations	\$1,225



**(16) QUARTERLY RESULTS OF OPERATIONS (UNAUDITED)**

The unaudited quarterly results of operations for the years ended October 31, 2013 and 2012 are as follows (in thousands, except per share data):

	Year Ended October 31, 2013				Year Ended October 31, 2012			
	Quarter Ended				Quarter Ended			
	Jan 31	Apr 30	July 31	Oct 31	Jan 31	Apr 30	July 31	Oct 31
Revenues	\$23,737	\$22,834	\$23,613	\$24,061	\$22,298	\$22,100	\$22,672	\$22,660
Income from continuing operations	\$6,814	\$7,173	\$7,840	\$7,278	\$6,752	\$6,408	\$7,287	\$6,835
Net Income Attributable to Urstadt Biddle Properties Inc.	\$7,014	\$7,421	\$7,915	\$7,445	\$7,037	\$6,674	\$7,495	\$7,054
Preferred Stock Dividends	(3,961 )	(3,929 )	(3,606 )	(3,453 )	(3,273 )	(3,274 )	(3,273 )	(3,447 )
Redemption of Preferred Stock	(3,759 )	(406 )	(68 )	-	-	-	-	(2,027 )
Net Income Applicable to Common and Class A Common Stockholders	\$(706 )	\$3,086	\$4,241	\$3,992	\$3,764	\$3,400	\$4,222	\$1,580
Per Share Data:								
Net income from continuing operations - Basic:								
Class A Common Stock	\$(0.04 )	\$0.09	\$0.13	\$0.12	\$0.12	\$0.11	\$0.14	\$0.04
Common Stock	\$(0.03 )	\$0.08	\$0.12	\$0.11	\$0.11	\$0.10	\$0.13	\$0.04
Net income from continuing operations - Diluted:								
Class A Common Stock	\$(0.04 )	\$0.09	\$0.13	\$0.12	\$0.12	\$0.11	\$0.14	\$0.04
Common Stock	\$(0.03 )	\$0.08	\$0.11	\$0.11	\$0.11	\$0.10	\$0.13	\$0.04

Amounts may not equal previously reported results due to reclassification between income from continuing operations and income from discontinued operations.

Amounts may not equal full year results due to rounding.

**(17) SUBSEQUENT EVENTS**

On December 12, 2013, the Board of Directors of the Company declared cash dividends of \$0.225 for each share of Common Stock and \$0.2525 for each share of Class A Common Stock. The dividends are payable on January 17, 2014 to stockholders of record on January 3, 2014. The Board of Directors also ratified the actions of the Company's compensation committee authorizing awards of shares of The Board of Directors also ratified the actions of the Company's compensation committee authorizing awards of 152,000 share of Common Stock and 78,900 shares of Class A Common Stock to certain key officers and directors of the Company on January 2, 2014 pursuant to the Company's restricted stock plan. The fair value of the shares awarded totaling \$3.8 million will be charged to expense over the respective vesting periods.

In November 2013, a wholly-owned subsidiary of the Company entered into contracts with an unaffiliated solar power development company to install 7 solar power systems on portions of the roofs of 5 shopping center properties that the Company owns in Connecticut. The total cost of the project will be approximately \$2.5 million. These systems will produce a portion of the power used in the common areas of these shopping centers. In addition, the Company's wholly-owned subsidiary will receive cash payments for power produced by the systems under a program sponsored by the state of Connecticut. The installations will be funded with a combination of available cash, federal tax grants and vendor financing.

61

---

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of Urstadt Biddle Properties Inc.

We have audited the accompanying consolidated balance sheets of Urstadt Biddle Properties Inc. (the "Company") as of October 31, 2013 and 2012 and the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended October 31, 2013. Our audits also included the financial statement schedules listed in the Index at Item 15(a). These financial statements and schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and 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, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Urstadt Biddle Properties Inc. at October 31, 2013 and 2012, and the consolidated results of its operations and its cash flows for each of the three years in the period ended October 31, 2013, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, the related financial statement schedules, when considered in relation to the basic financial statements taken as a whole, present fairly in all material respects, the information set forth therein.

We also have 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 October 31, 2013 based on criteria established in Internal Control-Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated January 10, 2014 expressed an unqualified opinion thereon.

New York, New York /s/ PKF O'Connor Davies  
January 10, 2014 a division of O'Connor Davies, LLP

## URSTADT BIDDLE PROPERTIES INC.

OCTOBER 31, 2013

## SCHEDULE III - REAL ESTATE AND ACCUMULATED DEPRECIATION

(In thousands)

COL. A	COL. B	COL. C	COL. D		COL. E		COL. F	COL. G/H		
		Initial Cost to Company	Cost Capitalized Subsequent to Acquisition		Amount at which Carried at Close of Period					
Description and Location	Encumbrance	Land	Building & Improvements	Land	Building & Improvements	Land	Building & Improvements	TOTAL (a)	Accumulated Depreciation (Note (b))	Date Constructed or Acquired
Real Estate Subject to Operating Leases (Note (a)):										
Office Buildings:										
Greenwich, CT	\$-	\$ 708	\$ 1,641	\$ -	\$ 164	\$ 708	\$ 1,805	\$ 2,513	\$ 551	2001
Greenwich, CT	-	488	1,139	-	318	488	1,457	1,945	440	2000
Greenwich, CT	-	570	2,359	-	789	570	3,148	3,718	1,223	1998
Greenwich, CT	-	199	795	-	660	199	1,455	1,654	451	1993
Greenwich, CT	-	111	444	-	5	111	449	560	302	1994
Bernardsville, NJ	-	720	2,880	(24)	(46)	696	2,834	3,530	63	2012
Chester, NJ	-	570	2,280	(34)	(137)	536	2,143	2,679	49	2012
	-	3,366	11,538	(58)	1,753	3,308	13,291	16,599	3,079	
Retail Properties:										
Bronxville, NY	-	60	239	95	776	155	1,015	1,170	98	2009
Yonkers, NY	-	30	121	183	734	213	855	1,068	88	2009

## Edgar Filing: URSTADT BIDDLE PROPERTIES INC - Form 10-K

Yonkers, NY	-	30	121	85	341	115	462	577	48	2009
New Milford, CT	-	2,114	8,456	71	319	2,185	8,775	10,960	1,156	2008
New Milford, CT	-	4,492	17,967	166	738	4,658	18,705	23,363	1,664	2010
Newark, NJ	11,758	5,252	21,023	-	1,426	5,252	22,449	27,701	3,083	2008
Briarcliff, NY	-	279	1,117	-	-	279	1,117	1,396	162	2008
Waldwick, NJ	-	1,266	5,064	-	(1)	1,266	5,063	6,329	768	2007
Emerson NJ	690	3,633	14,531	-	1,419	3,633	15,950	19,583	2,659	2007
Monroe, CT	-	765	3,060	-	135	765	3,195	3,960	549	2007
Queens, NY	-	826	3,304	(34)	(138)	792	3,166	3,958	564	2006
Pelham, NY	-	1,694	6,843	-	(48)	1,694	6,795	8,489	1,312	2006
Stratford, CT	27,281	10,173	40,794	(94)	8,393	10,079	49,187	59,266	11,563	2005
Yorktown Heights, NY	-	5,786	23,221	-	1,502	5,786	24,723	30,509	5,072	2005
Rye, NY	-	909	3,637	-	363	909	4,000	4,909	942	2004
Rye, NY	1,493	483	1,930	-	7	483	1,937	2,420	472	2004
Rye, NY	673	239	958	-	87	239	1,045	1,284	274	2004
Rye, NY	1,534	695	2,782	-	(1)	695	2,781	3,476	676	2004
Somers, NY	-	4,318	17,268	-	569	4,318	17,837	22,155	5,034	2003
Westport, CT	-	2,076	8,305	-	207	2,076	8,512	10,588	2,387	2003
White Plains, NY	-	8,065	32,258	-	7,245	8,065	39,503	47,568	11,562	2003
Orange, CT	-	2,320	10,564	-	1,280	2,320	11,844	14,164	3,509	2003
Stamford, CT	47,571	17,965	71,859	-	6,134	17,965	77,993	95,958	23,718	2002
Danbury, CT	-	2,459	4,566	-	696	2,459	5,262	7,721	1,598	2002
Briarcliff, NY	-	2,222	5,185	-	1,890	2,222	7,075	9,297	1,645	2001
Somers, NY	-	1,833	7,383	-	743	1,833	8,126	9,959	3,474	1999
Briarcliff, NY	-	380	1,531	-	335	380	1,866	2,246	730	1999
Briarcliff, NY	16,457	2,300	9,708	2	3,798	2,302	13,506	15,808	5,203	1998
Ridgefield, CT	-	900	3,793	-	1,592	900	5,385	6,285	1,738	1998
Darien, CT	17,391	4,260	17,192	-	835	4,260	18,027	22,287	6,897	1998
Eastchester, NY	-	1,500	6,128	-	2,439	1,500	8,567	10,067	2,957	1997
Danbury, CT	-	3,850	15,811	-	4,030	3,850	19,841	23,691	9,682	1995
Carmel, NY	-	1,488	5,973	-	1,743	1,488	7,716	9,204	3,905	1995
Meriden, CT	-	5,000	20,309	-	7,026	5,000	27,335	32,335	14,021	1993
Somers, NY	-	821	2,600	-	549	821	3,149	3,970	1,400	1992
Wayne, NJ	488	2,492	9,966	-	1,367	2,492	11,333	13,825	5,594	1992
Newington, NH	-	728	1,997	-	1,605	728	3,602	4,330	2,434	1979
Springfield, MA	-	1,372	3,656	337	10,158	1,709	13,814	15,523	10,017	1970
Katonah, NY	-	1,704	6,816	-	39	1,704	6,855	8,559	630	2010
Fairfield, CT	-	3,393	13,574	153	612	3,546	14,186	17,732	716	2011

Edgar Filing: URSTADT BIDDLE PROPERTIES INC - Form 10-K

New Milford, CT	4,694	2,168	8,672	-	27	2,168	8,699	10,867	575	2011
Eastchester, NY	-	1,800	7,200	78	463	1,878	7,663	9,541	366	2012
Orangetown, NY	6,977	3,200	12,800	30	903	3,230	13,703	16,933	537	2012
Greenwich, CT	3,648	1,600	6,401	27	115	1,627	6,516	8,143	70	2013
Various	-	1,555	1,122	80	5,414	1,635	6,536	8,171	115	2013
Greenwich, CT	4,550	1,998	7,994	53	212	2,051	8,206	10,257	88	2013
New Providence, NJ	21,041	6,970	27,880	463	2,051	7,433	29,931	37,364	376	2013
	166,246	129,463	503,679	1,695	80,129	131,158	583,808	714,966	152,128	
Industrial Distribution Centers:										
Dallas, TX	-	217	-	-	46	217	46	263	21	1970
St. Louis, MO	-	233	934	-	(836)	233	98	331	44	1970
	-	450	934	-	(790)	450	144	594	65	
Total	\$ 166,246	\$ 133,279	\$ 516,151	\$ 1,637	\$ 81,092	\$ 134,916	\$ 597,243	\$ 732,159	\$ 155,272	

## URSTADT BIDDLE PROPERTIES INC.

OCTOBER 31, 2013

## SCHEDULE III - REAL ESTATE AND ACCUMULATED DEPRECIATION - CONTINUED

(In thousands)

NOTES:	Year Ended October 31,		
	2013	2012	2011
(a) RECONCILIATION OF REAL ESTATE - OWNED SUBJECT TO OPERATING LEASES			
Balance at beginning of year	\$660,375	\$631,167	\$601,222
Property improvements during the year	11,263	5,782	7,452
Properties acquired during the year	67,062	26,306	28,702
Properties sold during the year	(4,475)	(533)	-
Property assets fully depreciated and written off	(2,066)	(2,347)	(6,209)
Balance at end of year	\$732,159	\$660,375	\$631,167

## (b) RECONCILIATION OF ACCUMULATED DEPRECIATION

Balance at beginning of year	\$140,511	\$126,693	\$118,193
Provision during the year charged to income	17,126	16,183	14,709
Property sold during the year	(299)	(18)	-
Property assets fully depreciated and written off	(2,066)	(2,347)	(6,209)
Balance at end of year	\$155,272	\$140,511	\$126,693

(c) Tenant improvement costs are depreciated over the life of the related leases, which range from 5 to 20 years.

(d) The depreciation provision represents the expense calculated on real property only.

(e) The aggregate cost for Federal Income Tax purposes for real estate subject to operating leases was approximately \$606 million at October 31, 2013.

URSTADT BIDDLE PROPERTIES INC.  
 OCTOBER 31, 2013  
 SCHEDULE IV - MORTGAGE LOANS ON REAL ESTATE  
 (In thousands)

COL. A	COL. B	COL. C	COL. D	COL. E	COL. F
				Remaining Face Amount of Mortgages (Note (b)) (In Thousands)	Carrying Amount of Mortgage (Note (a)) (In Thousands)
Description	Coupon	Interest Rate	Final Maturity		
	Effective Date		Periodic Payment Terms		
FIRST MORTGAGE LOANS ON BUSINESS PROPERTIES (Notes (c) and (d)):					
Retail Store: Riverside, CA	9%	12 %	January 15, 2013	Payable in quarterly installments of Principal and Interest of \$54	\$ - \$ -
TOTAL MORTGAGE LOANS ON REAL ESTATE				\$ -	\$ -

URSTADT BIDDLE PROPERTIES INC.  
 OCTOBER 31, 2013  
 SCHEDULE IV - MORTGAGE LOANS ON REAL ESTATE (Continued)  
 (In thousands)

NOTES TO SCHEDULE IV	Year Ended October 31		
(a) Reconciliation of Mortgage Loans on Real Estate	2013	2012	2011
Balance at beginning of period:	\$898	\$999	\$1,090
Deductions during the current period:			
Collections of principal and amortization of discounts	(898)	(101)	(91)
Balance at end of period:	\$-	\$898	\$999

- (b) The aggregate cost basis for Federal income tax purposes is equal to the face amount of the mortgages
- (c) At October 31, 2013 no mortgage loans were delinquent in payment of currently due principal or interest.
- (d) There are no prior liens for any of the Mortgage Loans on Real Estate.





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.

URSTADT BIDDLE PROPERTIES INC.  
(Registrant)

/s/ Willing L. Biddle  
Willing L. Biddle  
President and Chief Executive Officer

/s/ John T. Hayes  
John T. Hayes  
Senior Vice President and Chief Financial Officer  
(Principal Financial Officer

Dated: January 13, 2014 and Principal Accounting Officer)

Edgar Filing: URSTADT BIDDLE PROPERTIES INC - Form 10-K

Pursuant to the requirements of the Securities Exchange Act of 1934, the following persons on behalf of the Registrant and in the capacities and on the date indicated have signed this Report below.

/s/ Charles J. Urstadt

Charles J. Urstadt  
Chairman and Director

January 13, 2014

/s/ Willing L. Biddle

Willing L. Biddle  
President, Chief Executive Officer and Director  
(Principal Executive Officer)

January 13, 2014

/s/ John T. Hayes

John T. Hayes  
Senior Vice President & Chief Financial Officer  
(Principal Financial Officer and Principal Accounting Officer)

January 13, 2014

/s/ Kevin J. Bannon

Kevin J. Bannon  
Director

January 13, 2014

/s/ Catherine U. Biddle

Catherine U. Biddle  
Director

January 13, 2014

/s/ E. Virgil Conway

E. Virgil Conway  
Director

January 13, 2014

/s/ Robert R. Douglass

Robert R. Douglass  
Director

January 13, 2014

/s/ Richard Grellier

Richard Grellier  
Director

January 13, 2014

/s/ George H.C. Lawrence

George H. C. Lawrence  
Director

January 13, 2014

/s/ Robert J. Mueller

Robert J. Mueller  
Director

January 13, 2014

/s/ Charles D. Urstadt

Charles D. Urstadt  
Director

January 13, 2014



Exhibit Index

Exhibit

(3) Articles of  
Incorporation  
and Bylaws

3.1 (a) Amended  
Articles of  
Incorporation of  
the Company  
dated December  
30, 1996  
(incorporated by  
reference to  
Exhibit 3.1 of  
the Company's  
Quarterly  
Report on Form  
10-Q for the  
period ended  
April 30, 2013  
(SEC File No.  
001-12803)).

(b) Articles  
Supplementary  
of the Company  
dated March 12,  
1997,  
classifying the  
Company's  
Series A  
Participating  
Preferred Shares  
(incorporated by  
reference to  
Exhibit 3.1 of  
the Company's  
Quarterly  
Report on Form  
10-Q for the  
period ended  
April 30, 2013  
(SEC File No.  
001-12803)).

(c) Articles of  
Amendment  
with Name

Change dated  
March 11, 1998  
to the  
Company's  
Amended  
Articles of  
Incorporation  
(incorporated by  
reference to  
Exhibit 3.1 of  
the Company's  
Quarterly  
Report on Form  
10-Q for the  
period ended  
April 30, 2013  
(SEC File No.  
001-12803)).

(d) Articles  
Supplementary  
of the Company  
dated June 16,  
1998,  
classifying the  
Company's  
Class A  
Common Stock  
(incorporated by  
reference to  
Exhibit 3.1 of  
the Company's  
Quarterly  
Report on Form  
10-Q for the  
period ended  
April 30, 2013  
(SEC File No.  
001-12803)).

(e) Articles  
Supplementary  
of the Company  
dated April 7,  
2005,  
classifying the  
Company's  
Series D Senior  
Cumulative  
Preferred Stock  
(incorporated by

reference to  
Exhibit 3.1 of  
the Company's  
Quarterly  
Report on Form  
10-Q for the  
period ended  
April 30, 2013  
(SEC File No.  
001-12803)).

(f) Certificate of  
Correction dated  
April 29, 2005  
to the Articles  
Supplementary  
of the Company  
dated April 7,  
2005  
(incorporated by  
reference to  
Exhibit 3.1 of  
the Company's  
Quarterly  
Report on Form  
10-Q for the  
period ended  
April 30, 2013  
(SEC File No.  
001-12803)).

(g) Articles  
Supplementary  
of the Company  
dated April 29,  
2005,  
classifying  
850,000  
additional shares  
of the  
Company's  
Series D Senior  
Cumulative  
Preferred Stock  
(incorporated by  
reference to  
Exhibit 3.1 of  
the Company's  
Quarterly  
Report on Form  
10-Q for the

period ended  
April 30, 2013  
(SEC File No.  
001-12803)).

(h) Articles  
Supplementary  
of the Company  
dated June 3,  
2005,  
classifying  
450,000  
additional shares  
of the  
Company's  
Series D Senior  
Cumulative  
Preferred Stock  
(incorporated by  
reference to  
Exhibit 3.1 of  
the Company's  
Quarterly  
Report on Form  
10-Q for the  
period ended  
April 30, 2013  
(SEC File No.  
001-12803)).

(i) Articles  
Supplementary  
of the Company  
dated October  
22, 2012,  
classifying the  
Company's  
Series F  
Cumulative  
Redeemable  
Preferred Stock  
(incorporated by  
reference to  
Exhibit 3.1 of  
the Company's  
Quarterly  
Report on Form  
10-Q for the  
period ended  
April 30, 2013  
(SEC File No.



001-12803)).

(j) Articles of Amendment dated March 21, 2013 to the Company's Amended Articles of Incorporation (incorporated by reference to Exhibit 3.1 of the Company's Quarterly Report on Form 10-Q for the period ended April 30, 2013 (SEC File No. 001-12803)).

3.2 Bylaws of the Company, Amended and Restated as of December 12, 2012 (incorporated by reference to Exhibit 99.1 of the Company's Current Report on Form 8-K dated December 18, 2012 (SEC File No. 001-12803)).

(4) Instruments Defining the Rights of Security Holders, Including Indentures.

4.1 Common Stock:  
See Exhibits 3.1 (a)-(i) hereto.

4.2 Series D Preferred Shares: See Exhibits 3.1

(a)-(i) hereto.

4.3 Series A  
Preferred Share  
Purchase Rights:  
See Exhibits 3.1  
(a)-(i) and 10.7  
hereto.

4.4 Series F  
Preferred  
Shares: See  
Exhibits 3.1  
(a)-(i) hereto.

(10) Material Contracts.

10.1 Form of  
Indemnification  
Agreement  
entered into  
between the  
Company and  
each of its  
Directors and  
for future use  
with Directors  
and officers of  
the Company  
(incorporated  
herein by  
reference to  
Exhibit 10.1 of  
the Company's  
Annual Report  
on Form 10-K  
for the year  
ended October  
31, 1989 (SEC  
File No.  
001-12803)).<sup>1</sup>

10.2 Amended and  
Restated  
Dividend  
Reinvestment  
and Share  
Purchase Plan  
(incorporated  
herein by  
reference to the

Company's  
Registration  
Statement on  
Form S-3 filed  
on March 31,  
2010 (SEC File  
No.  
333-64381)).

10.3 Excess Benefit  
and Deferred  
Compensation  
Plan  
(incorporated by  
reference to  
Exhibit 10.10 of  
the Company's  
Annual Report  
on Form 10-K  
for the year  
ended October  
31, 1998 (SEC  
File No.  
001-12803)). <sup>1</sup>

10.4 Forms of  
Restricted Stock  
Award  
Agreement with  
Restricted Stock  
Plan Participants  
(Non-Employee  
Directors,  
Employee  
Directors and  
Employees),  
effective as of  
November 1,  
2006  
(incorporated by  
reference to  
Exhibits  
10.24.1, 10.24.2  
and 10.24.3 of  
the Company's  
Annual Report  
on Form 10-K  
for the year  
ended October  
31, 2006) <sup>1</sup>

10.5 Form of Amended and Restated Change of Control Agreements dated as of December 19, 2007 between the Company and Charles J. Urstadt, Willing L. Biddle and Thomas D. Myers (incorporated by reference to Exhibit 99.1 of the Company's Current Report on Form 8-K dated December 26, 2007 (SEC File No. 001-12803)).<sup>1</sup>

10.6 Forms of Restricted Stock Award Agreements with Restricted Stock Plan Participants (Employees, Non-Employee Directors, Employee Directors and Directors – Alternate Version) effective as of November 7, 2007 (incorporated by reference to Exhibits 10.18, 10.19, 10.20 and 10.21 of the Company's Annual Report

on Form 10-K  
for the year  
ended October  
31, 2007 (SEC  
File No.  
001-12803)).<sup>1</sup>

10.7 Rights  
Agreement  
between the  
Company and  
The Bank of  
New York, as  
Rights Agent,  
dated as of July  
18, 2008  
(incorporated by  
reference to  
Exhibit 4.1 of  
the Company's  
Current Report  
on Form 8-K  
dated July 24,  
2008 (SEC File  
No.  
001-12803)).

10.8 Form of  
Restricted Stock  
Award  
Agreement with  
Restricted Stock  
Plan Participants  
(Non-Director  
Employees)  
effective as of  
December 10,  
2008  
(incorporated by  
reference to  
Exhibit 10.22 of  
the Company's  
Annual Report  
on Form 10-K  
for the year  
ended October  
31, 2008 (SEC  
File No.  
001-12803)). <sup>1</sup>

10.9

- Amended and Restated Excess Benefit and Deferred Compensation Plan dated December 10, 2008 (incorporated by reference to Exhibit 99.1 of the Company's Current Report on Form 8-K dated December 15, 2008 (SEC File No. 001-12803)). <sup>1</sup>
- 10.10 Change of Control Agreement dated December 16, 2008 between the Company and John T. Hayes (incorporated by reference to Exhibit 99.1 of the Company's Current Report on Form 8-K dated December 17, 2008 (SEC File No. 001-12803)). <sup>1</sup>
- 10.11 Amended and Restated Restricted Stock Award Plan as approved by the Company's stockholders on March 21, 2013 (incorporated by reference to Exhibit 10.1 of the Company's Quarterly

Report on Form  
10-Q for the  
period ended  
April 30, 2013  
(SEC File No.  
001-12803)).<sup>1</sup>

10.12 Form of  
Restricted Stock  
Award  
Agreement with  
Restricted Stock  
Plan Participants  
(Employee  
Directors (Form  
9)) effective as  
of December 7,  
2011  
(incorporated by  
reference to  
Exhibit 10.16 of  
the Company's  
Annual Report  
on Form 10-K  
for the year  
ended October  
31, 2011 (SEC  
File No.  
001-12803)).<sup>1</sup>

10.13 Credit  
Agreement,  
dated as of  
September 21,  
2012, by and  
among the  
Company, The  
Bank of New  
York Mellon, as  
Administrative  
Agent, and  
Wells Fargo  
Bank, N.A., as  
Syndication  
Agent, and the  
Lenders named  
therein  
(incorporated by  
reference to  
Exhibit 10.1 of  
the Company's

Current Report  
on Form 8-K  
dated September  
27, 2012 (SEC  
File No.  
001-12803)).

10.14 Equity  
Underwriting  
Agreement,  
dated October 1,  
2012, between  
the Company  
and Deutsche  
Bank Securities,  
Inc. as  
Underwriter  
(incorporated by  
reference to  
Exhibit 1.1 of  
the Company's  
Current Report  
on Form 8-K  
dated October 4,  
2012 (SEC File  
No.  
001-12803)).

10.15 Underwriting  
Agreement,  
dated October  
17, 2012,  
between the  
Company and  
BMO Capital  
Markets Corp.,  
as representative  
of the several  
underwriters  
named on  
Schedule I  
thereto  
(incorporated by  
reference to  
Exhibit 1.1 of  
the Company's  
Current Report  
on Form 8-K  
dated October  
22, 2012 (SEC  
File No.



001-12803)).

<sup>1</sup> Management contract,  
compensatory plan or arrangement.

(14) Code of Ethics  
for Chief  
Executive  
Officer and  
Senior Financial  
Officers  
(incorporated by  
reference to  
Exhibit 14 of the  
Company's  
Annual Report  
on Form 10-K  
for the year  
ended October  
31, 2003 (SEC  
File No.  
001-12803)).

(21) List of  
Company's  
subsidiaries

(23) Consent of PKF  
O'Connor  
Davies, a  
division of  
O'Connor  
Davies, LLP

(31.1) Certification  
pursuant to Rule  
13a-14(a) of the  
Securities  
Exchange Act of  
1934, as  
amended, signed  
and dated by  
Willing L.  
Biddle.

(31.2) Certification  
pursuant to Rule  
13a-14(a) of the  
Securities  
Exchange Act of  
1934, as  
amended, signed

and dated by  
John T. Hayes.

(32) Certification  
pursuant to 18  
U.S.C. Section  
1350, as  
adopted,  
pursuant to  
section 906 of  
the  
Sarbanes-Oxley  
Act of 2002,  
signed and dated  
by Willing L.  
Biddle and John  
T. Hayes.

101 The following  
materials from  
Urstadt Biddle  
Properties Inc.  
Annual Report  
on Form 10-K  
for the year  
ended October  
31, 2013,  
formatted in  
XBRL  
(Extensible  
Business  
Reporting  
Language): (1)  
the Consolidated  
Balance Sheets,  
(2) the  
Consolidated  
Statements of  
Income, (3) the  
Consolidated  
Statements of  
Comprehensive  
Income (4) the  
Consolidated  
Statements of  
Cash Flows, (5)  
the Consolidated  
Statements of  
Stockholders'  
Equity and (6)  
Notes to

Consolidated  
Financial  
Statements  
detail tagged.

