

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q/A  
AMENDMENT NO. 1

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

For the quarterly period ended: \_\_\_\_\_ MARCH 31, 1995 \_\_\_\_\_

or

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

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

Commission File Number: 1-6064

ALEXANDER'S, INC.

-----  
(Exact name of registrant as specified in its charter)

DELAWARE

51-01-00517

-----  
(State or other jurisdiction of incorporation  
or organization)

-----  
(I.R.S. Employer  
Identification Number)

31 WEST 34TH STREET, NEW YORK, NEW YORK

10001

-----  
(Address of principal executive offices)

-----  
(Zip Code)

(212)760-9500

-----  
(Registrant's telephone number, including area code)

N/A

-----  
(Former name, former address and former fiscal year,  
if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports  
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of  
1934 during the preceding 12 months (or for such shorter period that the  
registrant was required to file such reports), and (2) has been subject to such  
filing requirements for the past 90 days.

/X/ Yes / / No

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY  
PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Indicate by check mark whether the registrant (1) has filed all  
reports required to be filed by Sections 12, 13 or 15(d) of the Securities  
Exchange Act of 1934 subsequent to the distribution of securities under a plan  
confirmed by a court.

/ / Yes / / No

As of May 4, 1995 there were 5,000,850 common shares outstanding.

THIS FORM 10-QA AMENDS THE FOLLOWING ITEMS OF THE COMPANY'S QUARTERLY REPORT ON FORM 10-Q PREVIOUSLY FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MAY 12, 1995.

ALEXANDER'S, INC.

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## PART I. FINANCIAL INFORMATION

ALEXANDER'S, INC.  
AND SUBSIDIARIESCONSOLIDATED BALANCE SHEETS  
(AMOUNTS IN THOUSANDS EXCEPT SHARE AMOUNTS)

	MARCH 31, 1995	DECEMBER 31, 1994
	-----	-----
ASSETS:		
Real estate, at cost:		
Land	\$ 46,007	\$ 26,460
Buildings leaseholds, and leasehold improvements	61,242	59,851
Capitalized expenses and predevelopment costs	32,133	27,213
	-----	-----
Total	139,382	113,524
Less accumulated depreciation and amortization	(36,631)	(36,365)
	-----	-----
	102,751	77,159
Investment in unconsolidated joint venture	8,285	7,499
	-----	-----
Real estate, net	111,036	84,658
Cash and cash equivalents	30,196	2,363
Restricted cash	21,014	--
Deferred lease expense	12,082	11,561
Deferred finance and debt expense	6,688	2,642
Other assets	4,067	3,645
Note receivable	--	4,550
	-----	-----
TOTAL ASSETS	\$ 185,083	\$ 109,419
	=====	=====
LIABILITIES AND DEFICIENCY IN NET ASSETS:		
Continuing Operations:		
Secured debt	\$ 157,019	\$ 51,654
Amounts due to Vornado Realty Trust	12,967	12,342
Liability for postretirement healthcare benefits	15,971	15,882
Taxes payable and accrued liabilities	8,971	9,067
Minority interest	600	1,574
Unsecured debt	--	1,188
	-----	-----
Total continuing operations	195,528	91,707
	-----	-----
Discontinued Retail Operations:		
Taxes payable and accrued liabilities	2,349	2,613
Liabilities subject to settlement under reorganization proceedings	10,223	36,672
	-----	-----
Total discontinued retail operations	12,572	39,285
	-----	-----
TOTAL LIABILITIES	208,100	130,992
	-----	-----
Commitments and contingencies		
Deficiency in Net Assets:		
Common stock; \$1.00 par value per share; authorized, 10,000,000 shares; issued 5,173,450	5,174	5,174
Additional capital	24,843	24,843
Deficit	(52,074)	(50,630)
	-----	-----
	(22,057)	(20,613)
Less treasury shares, 172,600 shares at cost	(960)	(960)

Total deficiency in net assets	----- (23,017)	----- (21,573)
TOTAL LIABILITIES AND DEFICIENCY IN NET ASSETS	\$ 185,083 =====	\$ 109,419 =====

See notes to consolidated financial statements.

ALEXANDER'S, INC.  
AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

(amounts in thousands except share amounts)

	FOR THE THREE MONTHS ENDED	
	MARCH 31, 1995	MARCH 31, 1994
Revenues:		
Property rentals	\$ 2,189	\$ 2,189
Expense reimbursements	285	285
Equity in income of unconsolidated joint venture	773	462
Parking lot income	176	245
Total revenues	3,423	3,181
Expenses:		
Operating, general and administrative (including management fee of \$225 to Vornado in 1995)	1,551	1,094
Depreciation and amortization	464	457
Reorganization costs	1,616	646
Total expenses	3,631	2,197
Operating (loss)/income	(208)	984
Interest and debt expense (including \$392 on loan from Vornado in 1995)	(2,739)	(596)
Gain on sale of real estate	--	161
Interest and other income	97	101
(Loss)/income before reversal of deferred taxes	(2,850)	650
Reversal of deferred taxes	1,406	--
NET (LOSS)/INCOME	\$ (1,444)	\$ 650
Net (Loss)/Income Per Share	\$ (.29)	\$ .13
Weighted average number of common shares outstanding during period	5,000,850	5,000,850

See notes to consolidated financial statements.

ALEXANDER'S, INC.  
AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(amounts in thousands)

	FOR THE THREE MONTHS ENDED	
	MARCH 31, 1995	MARCH 31, 1994
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net (loss)/income	\$ (1,444)	\$ 650
Adjustments to reconcile net (loss)/income to net cash used in operations:		
Depreciation and amortization (including debt issuance costs)	1,660	574
Gain on sale of real estate	--	(161)
Equity in real estate operations (net of contributions of \$1,007 at March 31, 1994)	(773)	(1,491)
Change in assets and liabilities:		
Note receivable	4,550	--
Amounts due to Vornado Realty Trust	60	71
Liability for postretirement healthcare benefits	89	--
Taxes payable and accrued liabilities	(1,593)	(991)
Other	(136)	628
	-----	-----
Net cash provided by/(used in) operating activities of continuing operations	2,413	(720)
	-----	-----
Net cash used in discontinued operations	(26,713)	(613)
	-----	-----
Net cash used in operating activities	(24,300)	(1,333)
	-----	-----
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Additions to real estate	(3,691)	(2,040)
Cash restricted for construction financing	(6,000)	--
Cash restricted for operating liabilities	(15,014)	775
Proceeds from sale of real estate, net	--	193
	-----	-----
Net cash used in investing activities	(24,705)	(1,072)
	-----	-----
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Issuance of secured debt	121,631	--
Debt repayments	(39,552)	(775)
Deferred finance and debt expense	(5,241)	(512)
	-----	-----
Net cash provided by (used in) financing activities	76,838	(1,287)
	-----	-----
Net increase(decrease) in cash and cash equivalents	27,833	(3,692)
Cash and cash equivalents at beginning of period	2,363	7,053
	-----	-----
Cash and cash equivalents at end of period	\$ 30,196	\$ 3,361
	=====	=====
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>		
Cash payments for interest	\$ 4,276	\$ 810
	=====	=====

See notes to consolidated financial statements.



ALEXANDER'S, INC.  
AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. CONSOLIDATED FINANCIAL STATEMENTS

The consolidated balance sheets, the consolidated statements of operations for the three months ended March 31, 1995 and March 31, 1994, and the consolidated statements of cash flows for the three months ended March 31, 1995 and March 31, 1994 are unaudited. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations and changes in cash flows at March 31, 1995 and March 31, 1994 have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. These Consolidated Financial Statements should be read in conjunction with the financial statements and notes thereto included in the Company's 1994 Annual Report to Shareholders. The results of operations for the period ended March 31, 1995 are not necessarily indicative of the operating results for the full year.

Effective in the first quarter of 1995, to be consistent with the prevalent real estate industry practice, the Company changed the presentation of its consolidated statements of operations to show tenant reimbursements of expenses, previously offset against operating expenses, as part of revenues. Prior period's amounts have been reclassified to conform with the current year's presentation.

2. EMERGENCE FROM CHAPTER 11

On March 15, 1995, the Company paid holders of allowed general unsecured claims in full, together with accrued interest in respect of their claims. Such payments aggregated \$24,005,000. The Official Committee of Unsecured Creditors has been dissolved and all secured and unsecured creditors having allowed claims in the Bankruptcy Court cases have received the cash payments or debt instruments contemplated to be delivered to them under the Plan. A number of claims are being disputed by the Company and therefore are not allowed claims. An escrow account has been established for the resolution of these claims (see Note 4). The Bankruptcy Court has retained jurisdiction to resolve these disputed claims and for other limited purposes.

Because the Company is in the development stage, its current operating properties (four of its eight properties) do not generate sufficient cash flow to pay all of its expenses. The Company's four non-operating properties (Rego Park, Lexington Avenue, Paramus and the Kings Plaza Store) are in various stages of development. Rents under the Rego Park project are scheduled to commence in March 1996. As rents commence from a portion of the remaining development properties, the Company expects that cash flow will become positive.

The Company estimates that the fair market values of its assets are substantially in excess of their historical cost and that there is additional borrowing capacity. Therefore, Alexander's may raise capital through (a) property specific or corporate borrowing, (b) the sale of securities and (c) asset sales. In addition, the Company may receive the proceeds from certain tax certiorari or condemnation proceedings--see Note 6 "Paramus Property" and "Tax Certiorari Proceedings." Although there can be no assurance, the Company believes that these cash sources will be adequate to fund cash requirements until its operations generate adequate cash flow.



ALEXANDER'S, INC.  
AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

3. RELATED PARTY TRANSACTIONS

Steven Roth is Chief Executive Officer and a Director of the Company, the Managing General Partner of Interstate Properties ("Interstate") and Chairman of the Board and Chief Executive Officer of Vornado Realty Trust ("Vornado"). Interstate owns 27.1% of the outstanding common stock of the Company and owns 27.7% of the outstanding common shares of beneficial interest of Vornado. In addition, Mr. Roth owns 3.7% of the outstanding common shares of beneficial interest of Vornado. Mr. Roth, Interstate and the other two general partners of Interstate own, in the aggregate, 32.8% of the outstanding common shares of beneficial interest of Vornado. Vornado owns 29.3% of the outstanding common stock of the Company, including 27.1% purchased on March 2, 1995.

On March 2, 1995, the Company and Vornado entered into a three-year management and development agreement (the "Management Agreement"). The annual fee to Vornado (payable in monthly installments) is \$3,000,000, plus 6% of development costs with a minimum guaranteed fee for the development portion of \$1,650,000 in the first year and \$750,000 in each of the second and third years.

The fee pursuant to the Management Agreement is in addition to the leasing fee the Company pays to Vornado under the leasing agreement (the "Leasing Agreement") which has been in effect since 1992. Subject to the payment of rents by tenants, Vornado is due \$12,255,000, payable annually in an amount not to exceed \$2,500,000, until the present value of such installments (calculated at a discount rate of 9% per annum) equals the amount that would have been paid had it been paid on September 21, 1993, or at the time the transactions which gave rise to the commissions occurred, if later. The term of the Leasing Agreement has been extended to be coterminous with the term of the Management Agreement.

On March 15, 1995, the Company borrowed \$45,000,000 from Vornado, the subordinated tranche of a \$75,000,000 secured financing (see Note 4 (2)).

Effective March 2, 1995, for a three-year period, Vornado and Interstate agreed not to own in excess of two-thirds of the Company's common stock or to enter into certain other transactions with the Company, other than the transactions described above, without the consent of the Company's independent directors.

4. DEBT AND RESTRICTED CASH

During the quarter ended March 31, 1995, the Company borrowed \$121,631,000. The proceeds of these borrowings were used (i) to repay \$39,552,000 of outstanding funded debt, and \$24,005,000 of allowed general unsecured claims and (ii) to fund (a) interest-bearing escrow accounts for unpaid real estate taxes (\$7,000,000) and the remaining disputed claims in the Bankruptcy Court cases as they become allowed (\$8,000,000), and (b) collateral accounts for the Rego Park construction (\$6,000,000). Substantially all of the assets of the Company and its subsidiaries have been pledged and/or mortgaged to secure such indebtedness. The borrowings consist of:

(1) A \$25,000,000 five year loan maturing February 24, 2000, secured principally by, a mortgage on the Company's Fordham Road property and guaranteed by the parent. The loan bears annual interest at 30 day LIBOR +4.25% (10.38% at March 31, 1995), capped at LIBOR 9.75% (all-in rate, 14%) and requires amortization based on a 20 year term with an assumed interest rate of 9 1/2%. Beginning in year four, all cash flow of the property, after debt service, will further amortize the loan. The loan is not prepayable for the first six months of its term and is only prepayable with yield maintenance during the next twelve months in the event of certain types of refinancings. For the

ALEXANDER'S, INC.  
AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

remainder of the term, it is prepayable without penalty. The loan contains customary mortgage covenants, including, among others, a default by the existing tenant. Further, in the event debt service coverage falls below certain levels or the existing tenant's financial condition, as defined, deteriorates, then during the first three years of the loan term, all cash flow of the property, after debt service, will be escrowed with the lender.

(2) A \$75,000,000 three-year loan secured by mortgages on all of the Company's assets and/or pledges of the stock of subsidiaries owning the assets and/or guarantees of such subsidiaries and the parent. The loan bears interest at a blended rate of 13.8% per annum for the first two years and is comprised of two separate notes of \$45,000,000 to Vornado and \$30,000,000 to a bank. Each note is separately secured by the collateral described above. The Vornado loan is subordinate to that of the bank and bears interest at 16.43% per annum (effective rate 17.54%) for the first two years and at a fixed rate for the third year of 992 basis points over the one-year Treasury bill rate. The bank's loan bears interest at 9.86% for the first two years and at a fixed rate for the third year of 325 basis points over the one-year Treasury bill rate. The Company paid a loan origination fee to Vornado and the bank of \$1,500,000 and \$375,000, respectively. The loans are prepayable at the end of the second year of their term without penalty. The loans contain customary covenants including, among others, lease approval rights, limitations on additional debt, dividends, acquisitions, mergers, property sales and restrict the Company from developing property without signed leases for more than 50% of such property's leasable space. At March 31, 1995, no dividends can be paid unless required to maintain Real Estate Investment Trust ("REIT") status.

(3) A two year \$60,000,000 construction loan and a two year \$25,000,000 bridge loan from a bank, each secured by a mortgage on the Rego Park property. As of March 31, 1995, approximately \$21,600,000 was funded under such loans. The loans mature on April 1, 1997 (but may be extended at the Company's option, subject to certain conditions, for an additional year) and bear annual interest at (i) LIBOR plus 1.625% or (ii) the greater of (a) Federal Funds Rate plus 1.125% or (b) prime plus 0.625%, at the option of the Company (8.19% at March 31, 1995). The ability of the Company to borrow the \$25,000,000 under the bridge loan is based on conditions that cannot be met today and may not be met during the term of this loan. The Company has not relied on this amount in its determination of its ability to fund its current cash needs but believes that it will be able to refinance the Rego Park property at a level exceeding \$60,000,000 upon the completion of construction and commencement of tenants paying rent.

In addition to the above, in January 1995, the Seven Thirty One Limited Partnership ("the Partnership"), redeemed the first portion of the outside 731 Limited Partners' interest by giving such limited partners a promissory note due in August 1998 in the amount of \$21,812,000 (the "Note"). The Note bears annual interest at Prime plus 1% and is secured by a third mortgage on the Lexington Avenue property. The outside 731 Limited Partners have the right to put their remaining 7.64% interest to the Partnership until October 1998, in exchange for a five year secured note in the principal amount of \$15,000,000, bearing annual interest at Prime plus 1%.

After giving effect to the additional borrowings and debt repayments noted above, a summary of maturities of long-term debt is as follows (amounts in thousands):

Year ended December 31,

1995	\$	326
1996		473
1997		519
1998		132,590
1999		628
Thereafter		22,483
		-----

\$157,019  
=====

ALEXANDER'S, INC.  
AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

5. INCOME TAXES

The Company intends to file, with its Federal income tax return for 1995, an election to be treated as a REIT for Federal income tax purposes. As a result of the Company's intention to elect to be taxed as a REIT, the deferred tax balance of \$1,406,000 at December 31, 1994 was reversed, resulting in an income tax benefit in the quarter ended March 31, 1995. At March 31, 1995, net operating loss carryovers of approximately \$115,000,000 are available to offset both future taxable income and the amount of the Company's REIT taxable income that otherwise would be required to be distributed to stockholders.

6. CONTINGENCIES

Paramus Property

The State of New Jersey has notified the Company of its intention to condemn a portion of the Paramus property. The New Jersey Department of Transportation ("DOT") has recently made an offer to purchase the land which is the subject of the condemnation proceeding for \$15,400,000 based on an appraisal performed on their behalf. The Company and the DOT expect to commence negotiations to attempt to reach agreement on the value. In the event that the Company and the DOT do not reach agreement on the value, a formal process will be initiated by the DOT, pursuant to which, among other things, a group of independent commissioners will be appointed by a court to determine fair market value. If the condemnation occurs, the Company will be required to change its development plans, Home Depot and B.J.'s Wholesale Clubs will not be obligated under their current leases, and the time and cost to develop the Paramus property may materially increase.

Lexington Avenue Property

The Company believes that, along with a number of other locations, a portion of the Lexington Avenue property is being considered by the Port Authority of New York and New Jersey (the "Port Authority") for the site of the terminus for a rail link from midtown Manhattan to LaGuardia and Kennedy Airports. In June 1994, the Federal Aviation Administration ("FAA") and the New York State Department of Transportation ("NYDOT") released a draft environmental impact statement ("DEIS") and Section 4(f) Evaluation (the "DEIS and Section 4(f) Evaluation") of the Port Authority's proposed rail link. On December 15, 1994, the Company submitted a letter of comment and a report to the U.S. Department of Transportation, the FAA and the NYDOT on the DEIS and Section 4(f) Evaluation pursuant to the period of public comment. The Company expressed its opposition to the consideration of a portion of the Lexington Avenue property for the site of the terminus. Approval of numerous Federal, New York State and New York City agencies are required before construction could begin. The Company does not know whether the rail link terminus project will be undertaken or, if undertaken, the timing of the project and whether the Lexington Avenue property will be chosen as the site of the terminus.

If the project proceeds and the Port Authority selects a portion of the Lexington Avenue property for such use and can establish that it is needed to serve a public use, benefit or purpose, the Port Authority, after conducting the requisite public hearings, may acquire such portion of the Lexington Avenue property pursuant to its powers of eminent domain. The Company has the right to appeal any such action by the Port Authority. If the Port Authority prevails, the Company would be entitled to compensation for its loss. Since the nature and scope of any plans being considered by the Port Authority, and whether any such plans would ultimately affect the Lexington Avenue property, cannot be fully assessed by the Company at this time, it is impossible to determine the ultimate effect that a taking, or any uncertainty with respect thereto, would have on the Company's use or development of the Lexington Avenue property.

ALEXANDER'S, INC.  
AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## Tax Certiorari Proceedings

Alexander's Department Stores of Valley Stream, Inc. ("ADS of Valley Stream") is a party to a tax certiorari proceeding against The Board of Assessors and The Board of Assessment Review of the County of Nassau (the "Board") for overpayment of taxes on its former Valley Stream store property during the assessment rolls for May 1, 1986 through May 1, 1992. On January 12, 1995, the Supreme Court of Nassau County, New York ruled that ADS of Valley Stream is entitled to an assessment reduction which would result in a refund of approximately \$6,600,000, plus interest (currently, \$3,100,000). Both the Board and the Company have appealed the Court's decision.

## Environmental Matters

The results of a 1993 Phase I environmental assessment at the Kings Plaza Shopping Center's ("Center") property show that certain adjacent properties owned by third parties have experienced petroleum hydrocarbon contamination. Based on this assessment and preliminary investigation of the Center's property and its history there is potential for contamination on the property. If contamination is found on the property, the Center may be required to engage in remediation activities; management is unable to estimate the financial impact of potential contamination if any is discovered in the future. If further investigations reveal that there is contamination on its site, since the Center believes such contamination would have resulted from activities of third parties, the Center intends to pursue all available remedies against any of these third parties.

ALEXANDER'S, INC.  
AND SUBSIDIARIESMANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

## RESULTS OF OPERATIONS

The Company's revenues were \$3,423,000 in the quarter ended March 31, 1995, compared to \$3,181,000 in the prior year's quarter, an increase of \$242,000 or 7.6%. This increase resulted primarily from an increase in the income derived from the operation of the Kings Plaza Shopping Center and Marina.

Operating, general and administrative expenses were \$1,551,000 in the quarter ended March 31, 1995, compared to \$1,094,000 in the prior year's quarter, an increase of \$457,000. This increase resulted primarily from commencement of salary to the Chairman of the Board of Directors and fees under the Management Agreement.

Depreciation and amortization expense for the three months ended March 31, 1995, did not change significantly from such expense for the prior year's period.

Reorganization costs were \$1,616,000 in the quarter ended March 31, 1995, compared to \$646,000 in the prior year's quarter, an increase of \$970,000. The increase was due primarily to higher professional fees incurred in connection with investigating financing alternatives, becoming a REIT and bankruptcy expenses.

Interest and debt expense was \$2,739,000 in the quarter ended March 31, 1995, as compared to \$596,000 in the prior year's quarter, an increase of \$2,143,000. Of this increase, \$1,808,000 resulted from increased borrowings and \$556,000 resulted from the write-off of unamortized debt issuance costs on debt repaid.

The Company recorded a pre-tax gain of \$161,000 in the first quarter of 1994 from the sale of an approximately 20,000 square foot warehouse in the Bronx, New York.

Interest and other income for the three months ended March 31, 1995, did not change significantly from such amount for the prior year's period.

As a result of the Company's intention to elect to be taxed as a REIT for the year ended December 31, 1995, the deferred tax balance of \$1,406,000 at December 31, 1994 was reversed, resulting in an income tax benefit in the quarter ended March 31, 1995.

## LIQUIDITY AND CAPITAL RESOURCES

Cash used in operating activities of \$24,300,000 for the three months ended March 31, 1995, was comprised of: (i) a net loss of 1,444,000 less adjustments for non-cash items of \$887,000, and (ii) the payment of liabilities of discontinued operations of \$26,713,000, offset by (iii) the net change in operating assets and liabilities of \$2,970,000.

Cash used in operating activities of \$1,333,000 for the three months ended March 31, 1994 was comprised of (i) the payment of liabilities of discontinued operations of \$613,000, and (ii) the net change in operating assets and liabilities of \$292,000, and (iii) net income of \$650,000, less adjustments for non-cash items of \$1,078,000.

ALEXANDER'S, INC.  
AND SUBSIDIARIESMANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Net cash used in investing activities of \$24,705,000 for the three months ended March 31, 1995 was comprised of capital expenditures of \$3,691,000, cash restricted for construction financing of \$6,000,000 and cash restricted for operating liabilities of \$15,014,000. Net cash used in investing activities of \$1,072,000 for the three months ended March, 31, 1994 was comprised primarily of capital expenditures.

Net cash provided by financing activities of \$76,838,000 for the three months ended March 31, 1995 was comprised of proceeds from the issuance of secured debt of \$116,390,000 (net of deferred debt expense), offset by repayments of debt of \$39,552,000. Net cash used in financing activities of \$1,072,000 for the three months ended March 31, 1994 was comprised primarily of the payment of deferred debt expense and debt repayments.

In connection with the redevelopment of its Rego Park property (new parking structure and other improvements), the Company has expended approximately \$2,600,000 during the three months ended March 31, 1995, and expects to expend through the first quarter of 1996 up to an additional \$34,000,000 to complete the project. At March 31, 1995, there was \$38,400,000 available under a \$60,000,000 construction loan to fund these expenditures. The Company estimates that its capital expenditure requirements for other projects will include (i) the asbestos removal, building demolition and other improvements at the Paramus property which are expected to cost between \$15,000,000 and \$17,000,000, and (ii) the subdivision of the existing space and other improvements at the Kings Plaza Store property estimated to cost \$10,000,000. While the Company anticipates that financing will be available after tenants have been obtained for these redevelopment projects, there can be no assurance that such financing will be obtained or if obtained, that such financings will be on terms that are acceptable to the Company. In addition, it is uncertain as to when these projects will commence.

Because the Company is in the development stage, its current operating properties (four of its eight properties) do not generate sufficient cash flow to pay all of its expenses. The Company's four non-operating properties (Rego Park, Lexington Avenue, Paramus and the Kings Plaza Store) are in various stages of development. Rents under the Rego Park project are scheduled to commence in March 1996. As rents commence from a portion of the remaining development properties, the Company expects that cash flow will become positive.

The Company estimates that the fair market values of its assets are substantially in excess of their historical cost, and that there is additional borrowing capacity. Therefore, Alexander's may raise capital through (a) property specific or corporate borrowing, (b) the sale of securities, and (c) asset sales. In addition, the Company may receive the proceeds from certain tax certiorari or condemnation proceedings-- see Note 6 "Paramus Property" and "Tax Certiorari Proceedings". Although there can be no assurance, the Company believes that these cash sources will be adequate to fund cash requirements until its operations generate adequate cash flow.

ALEXANDER'S, INC.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ALEXANDER'S, INC.

-----  
(Registrant)

Date: December 20, 1995

/s/ Joseph Macnow

-----  
JOSEPH MACNOW

Vice President - Chief Financial  
Officer and Chief Accounting Officer