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URSTADT BIDDLE PROPERTIES INC
Form 10-Q/A
March 19, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q/A
AMENDMENT NO. #1

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

For the quarterly period ended January 31, 2003

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 1-12803

URSTADT BIDDLE PROPERTIES INC.
(Exact Name of Registrant 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) (ZipCode)

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

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 X No

As of March 12, 2003, the number of shares outstanding of each of the Registrant's classes of Common Stock and Class A Common Stock was: 6,741,308 Common Shares, par value \$.01 per share and 18,510,617 Class A Common Shares, par value \$.01 per share

THE SEC FORM 10-Q, FILED HEREWITH, CONTAINS 19 PAGES, NUMBERED CONSECUTIVELY FROM 1 TO 19 INCLUSIVE, OF WHICH THIS PAGE IS 1.

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EXPLANATORY NOTE

The Company is filing this Quarterly Report on Form 10-Q/A solely to amend Item 6 (a) to indicate that the Company did not file any Exhibits to the Quarterly Report on Form 10-Q for the quarter ended January 31, 2003. There are no other changes to the Quarterly Report.

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URSTADT BIDDLE PROPERTIES INC.

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SIGNATURES

URSTADT BIDDLE PROPERTIES INC.
CONSOLIDATED BALANCE SHEETS
(In thousands, except share data)

ASSETS

Real Estate Investments:

Core properties-- at cost, net of accumulated depreciation
Non-core properties - at cost, net of accumulated depreciation
Mortgage notes and other receivable

Cash and cash equivalents
Restricted cash
Short-term investments
Tenant receivables, net of allowances of \$1,206 and \$533 in 2003 and 2002, respectively
Deferred charges, net of accumulated amortization
Prepaid expenses and other assets

Total Assets

LIABILITIES AND STOCKHOLDERS' EQUITY

Liabilities:

Mortgage notes payable
Accounts payable and accrued expenses
Deferred officers' compensation
Other liabilities

Total Liabilities

Minority Interests

Preferred Stock, par value \$.01 per share; 20,000,000 shares authorized; 8.99%
Series B Senior Cumulative Preferred stock, (liquidation preference of \$100
Per share); 150,000 shares issued and outstanding in 2003 and 2002

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Commitments and Contingencies

Stockholders' Equity:

Excess stock, par value \$.01 per share; 10,000,000 shares authorized;
 none issued and outstanding

Common stock, par value \$.01 per share; 30,000,000 shares authorized;
 6,741,308 and 6,578,572 issued and outstanding shares in 2003 and 2002,
 respectively

Class A Common stock, par value \$.01 per share; 40,000,000 shares authorized;
 18,510,617 and 18,449,472 issued and outstanding shares in 2003 and 2002,
 respectively

Additional paid in capital

Cumulative distributions in excess of net income

Unamortized restricted stock compensation and notes receivable
 from officers/stockholders

Total Stockholders' Equity

Total Liabilities and Stockholders' Equity

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

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URSTADT BIDDLE PROPERTIES INC.
 CONSOLIDATED STATEMENTS OF INCOME (Unaudited)
 (In thousands, except per share data)

	Three Months 2003 -----
Revenues:	
Operating rents	\$13,320
Lease termination income	-
Interest and other	361
	----- 13,681 -----
Operating Expenses:	
Property expenses	3,974
Interest	2,035
Depreciation	2,230
Amortization	119
General and administrative expenses	985
Directors' fees and expenses	49
	----- 9,392 -----

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Operating Income before Minority Interests	4,289
Minority Interests in Results of Consolidated Joint Ventures	(92)
Net Income	4,197
Preferred Stock Dividends	(337)
Excess of Carrying Value over Cost to Repurchase Preferred Shares	-
Net Income Applicable to Common and Class A Common Stockholders	\$3,860
Basic Earnings per Share:	
Common	\$.15
Class A Common	\$.16
Diluted Earnings Per Share:	
Common	\$.15
Class A Common	\$.16
Dividends Paid Per Share:	
Common	\$.19
Class A Common	\$.21

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

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

	Three Month
Operating Activities:	
Net income	\$4,1
Adjustments to reconcile net income to net cash provided	
By operating activities:	
Depreciation and amortization	2,3
Compensation recognized relating to restricted stock	2

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Increase in interest and rent receivable	(43
Increase (decrease) in accounts payable and accrued expenses	3
Decrease (increase) in other assets and other liabilities, net	3

Net Cash Provided by Operating Activities	7,0

Investing Activities:	
Acquisitions of properties	(51,35
Sale (purchase) of short term investments	25,1
Payments to limited partners of unconsolidated joint venture	
Improvements to properties and deferred charges	(80
Payments received on mortgage notes and other receivables	

Net Cash Used in Investing Activities	(26,98

Financing Activities:	
Dividends paid - Common and Class A Common shares	(5,16
Dividends paid - Preferred Stock	(33
Sales of additional Common and Class A Common shares	
Repurchase of preferred shares	
Payments on mortgage notes payable	(44

Net Cash Used in Financing Activities	(5,85

Net Decrease In Cash and Cash Equivalents	(25,77
Cash and Cash Equivalents at Beginning of Period	46,3

Cash and Cash Equivalents at End of Period	\$20,5
	=====
Supplemental Cash Flow Disclosures	
Interest Paid	\$2,0
	=====

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

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

Common Stock Class A Common Stock

(Cumulative

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	Outstanding Number of Shares	Par Value	Outstanding Number of Shares	Par Value	Additional Paid In Capital	Distributio In Excess Net Incom
Balance - October 31 2002	6,578,572	\$66	18,449,472	\$185	\$254,266	\$(30,48
Net Income applicable to Common and Class A Common stockholders	-	-	-	-	-	3,8
Cash dividends paid :						
Common Stock (\$.19 per share)	-	-	-	-	-	(1,28
Class A Common Stock (\$.21 per share)	-	-	-	-	-	(3,88
Sale of additional shares under dividend reinvestment plan	3,236	-	4,945	-	96	
Shares issued under restricted stock plan	159,500	1	56,200	-	2,665	
Amortization of restricted stock compensation	-	-	-	-	-	
	-----	---	-----	----	-----	-----
Balances - January 31, 2003	6,741,308	\$67	18,510,617	\$185	\$257,027	\$(31,79
	=====	===	=====	=====	=====	=====

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

URSTADT BIDDLE PROPERTIES INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

1. SIGNIFICANT ACCOUNTING POLICIES

Business

Urstadt Biddle Properties Inc. (the Company) 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. Other assets include office and retail buildings and industrial properties. The Company's major tenants include supermarket chains and other retailers who sell basic necessities. As of January 31, 2003, the Company owned or had interests in 28 properties containing approximately 3.2 million square feet.

Basis of Presentation

The accompanying unaudited consolidated financial statements include the accounts of the Company, its wholly-owned subsidiaries, and joint ventures in which the Company has the ability to control the affairs of the venture. All significant intercompany transactions and balances have been eliminated. The financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Certain information

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and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been omitted. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Results of operations for the three-month period ended January 31, 2003 are not necessarily indicative of the results that may be expected for the year ending October 31, 2003. It is suggested that these financial statements be read in conjunction with the financial statements and notes thereto included in the Company's annual report on Form 10-K for the fiscal year ended October 31, 2002. The preparation of financial statements requires management to make use of estimates and assumptions that affect amounts reported in the financial statements as well as certain disclosures. Actual results could differ from those estimates.

The balance sheet at October 31, 2002 has been derived from audited financial statements at that date.

Reclassifications

Certain prior year amounts have been reclassified to conform to the current year presentation.

Federal Income Taxes

The Company has elected to be treated as a real estate investment trust (REIT) under the Internal Revenue Code, as amended. A REIT, that among other things, distributes at least 90% of its REIT taxable income will not be taxed on that portion of its taxable income which is distributed. The Company believes it qualifies and intends to continue to qualify as a REIT.

Earnings Per Share

Basic 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 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.

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

Three Months
January

2003

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Numerator	
Net income applicable to common stockholders - basic	\$914
Effect of dilutive securities:	
Operating partnership units	34
	--
Net income applicable to common stockholders - diluted	\$948
	=====
Denominator	
Denominator for basic EPS-weighted average common shares	6,232
Effect of dilutive securities:	
Stock options and awards	227
Operating partnership units	55
	--
Denominator for diluted EPS - weighted average common equivalent shares	6,514
	=====
Numerator	
Net income applicable to Class A common Stockholders-basic	\$2,946
Effect of dilutive securities:	
Operating partnership units	58
	--
Net income applicable to Class A common Stockholders - diluted	\$3,004
	=====
Denominator	
Denominator for basic EPS - weighted average Class A common shares	18,170
Effect of dilutive securities:	
Stock options and awards	190
Operating partnership units	310

Denominator for diluted EPS - weighted average Class A Common equivalent shares	18,670
	=====

Segment Reporting

Company operates in one industry segment, ownership of commercial real estate properties which are located principally in the northeastern United States. Management reviews operating and financial data for each property separately and independently from all other properties when making resource allocation decisions and measuring performance.

Recently Issued Accounting Pronouncements

In January 2003, the FASB issued Interpretation No. 46, Consolidation of Variable Interest Entities. This Interpretation clarifies the application of existing accounting pronouncements to certain entities in which equity investors do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. The provisions of the Interpretation are effective for all variable interests in variable interest entities created after January 31, 2003, and will apply to any existing variable interests in variable interest entities no later than September 30, 2003. We do not believe that this Interpretation will have a significant impact on our financial statements.

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2. CORE PROPERTIES

In December 2002, the Company acquired the Westchester Pavilion Shopping Center in White Plains, New York, a 185,000 square foot property for \$39.9 million in an all cash transaction. The property is currently 100% leased. The Company also acquired the Orange Meadows Shopping Center in Orange, Connecticut, a 78,000 square foot property for \$11.3 million in an all cash transaction. The property is currently 87% leased.

In connection with the purchase of the Orange Meadows property, the Company has agreed to pay the seller on September 20, 2003 an additional amount pursuant to an agreed formula but not less than \$969,000 for leasing efforts for vacant space at the property.

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The Company intends to account for the acquisitions of the Westchester Pavilion and Orange Meadows properties in accordance with SFAS 141 and 142. In this connection, the Company is currently in the process of analyzing the fair value of in-place leases; and, consequently, no value has yet been assigned to the leases. Accordingly, the purchase price allocation is preliminary and may be subject to change.

3. MORTGAGE NOTES PAYABLE AND LINES OF CREDIT

At January 31, 2003, the Company had ten non-recourse first mortgage notes payable totaling \$105,981,000 due in installments over various terms extending to the fiscal year 2011 at fixed rates of interest ranging from 6.29% to 8.375%. The mortgage notes payable are collateralized by real estate investments having a net carrying value of approximately \$169,400,000 as of January 31, 2003.

The Company has a secured revolving line of credit with a bank which allows for borrowings up to \$18.75 million. The agreement expires in October 2005 and is secured by first mortgage liens on two properties. Interest on outstanding borrowings is at a variable rate of prime + 1/2% or LIBOR + 1.5%. The agreement requires the Company to maintain certain debt service coverage ratios during its term and provides for a permanent reduction in the revolving credit loan amount of \$625,000 annually. The Company also has a \$20 million unsecured line of credit arrangement with the same bank. In January 2003, the line of credit was extended until January 2004. Outstanding borrowings bear interest at prime rate + 1/2 or LIBOR + 2 1/2%. Extensions of credit under the arrangement are at the bank's discretion and subject to the bank's satisfaction of certain conditions. There were no borrowings outstanding under either line of credit at January 31, 2003.

4. PREFERRED STOCK

In November 2001, the Company repurchased 200,000 shares of its Series B Preferred Stock for a purchase price of \$16,050,000 in a negotiated transaction with a holder of the preferred shares. The Company recorded the excess of the carrying value over the cost to repurchase the preferred shares (\$3,071,000) as an increase to net income applicable to Common and Class A Common stockholders in the accompanying consolidated statement of income for the three months ended January 31, 2002.

5. STOCKHOLDERS EQUITY

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The Company has a restricted stock plan for key employees and directors of the Company. The plan authorizes grants as an incentive for future services of up to 1,050,000 shares (350,000 shares each of Class A Common stock and Common stock and 350,000 shares, which at the discretion of the Company's compensation committee, maybe awarded in any combination of Class A Common or Common Stock). In January 2003, the Company awarded 56,200 shares of Class A Common stock and 159,500 shares of Common stock to participants in the Plan. The shares vest between five and ten years after the date of grant. As of January 31, 2003, the Company has awarded 509,500 shares of Common stock and 339,250 shares of Class A Common Stock to participants in the plan (of which 13,250 shares each of Common Stock and Class A Common Stock are vested). Dividends on vested and non-vested shares are paid as declared. The market value of shares awarded has been recorded as unamortized restricted stock compensation and is being amortized to expense over the vesting period.

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6. PRO FORMA FINANCIAL INFORMATION

The unaudited pro forma financial information set forth below is based upon the Company's historical consolidated statements of income for the three months ended January 31, 2003 and 2002 adjusted to give effect to the acquisitions of the Ridgeway Shopping Center, Westchester Pavilion and the Orange Meadows Shopping Center and the issuance of 8,050,000 of Class A Common stock as though these transactions were completed on November 1, 2001.

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 November 1, 2001, nor does it purport to represent the results of future operations. (Amounts in thousands, except per share figures).

	Three M 20 --
Pro forma revenues:	\$14,8
Pro forma net income applicable to Common and Class A Common Stockholders:	\$4,3
Pro forma basic shares outstanding:	
Common and Common Equivalent	6,2 ====
Class A Common and Class A Common Equivalent	18,1 =====
Pro forma diluted shares outstanding:	
Common and Common Equivalent	6,5 ====
Class A Common and Class A Common Equivalent	18,6 =====
Pro forma earnings per share:	
Basic:	

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Common

\$0.
===

Class A Common

\$0.
===

Diluted:
Common

\$0.
===

Class A Common

\$0.
===

7. SUBSEQUENT EVENT, COMMITMENT AND CONTINGENCIES

On February 12, 2003, the Company acquired a 40,000 square foot shopping center in Westport, Connecticut for a cash purchase price of approximately \$10.1 million.

The Company has contracted to purchase a retail property containing 129,000 square feet for a purchase price of approximately \$22 million.

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 may ultimately 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.

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

Liquidity and Capital Resources

General

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. Other real estate assets include office and retail buildings and industrial properties. The Company's major tenants include supermarket chains and other retailers who sell basic necessities. At January 31, 2003, the Company owned or had interest in 28 properties containing a total of 3.2 million square feet of leasable area.

This report 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 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), expansion and other development trends of the real estate industry, business strategies, expansion and growth of the Company's operations and other such matters are forward-looking statements. These

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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, 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. Any such statements are not guarantees of future performance and actual results or developments may differ materially from those anticipated in the forward-looking statements.

Sources of Capital

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 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 2003 and to meet its dividend requirements necessary to maintain its REIT status. For the three months ended January 31, 2003 and 2002, net cash provided by operations amounted to \$7.1 million and \$3.3 million, respectively. Dividends paid to stockholders of the Company in the comparable periods amounted to \$5.5 million and \$3.8 million, respectively. The Company derives substantially all of its revenues from tenants 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.

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 non-core 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

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conditions at the time of sale.

At January 31, 2003, the Company had cash and cash equivalents of \$20.6 million compared to \$46.3 million at October 31, 2002. The Company also had \$25.1 million in liquid short-term investments at October 31, 2002. The Company's cash positions and short-term investments reflect the temporary investment of the remaining net proceeds received from the sales of the Company's Class A Common shares during fiscal 2002.

Financings

At January 31, 2003, the Company had a \$18.75 million secured revolving credit facility with a bank which expires in fiscal 2005 and a conditional \$20 million unsecured revolving line of credit with the same bank. In January 2003, the unsecured credit line was extended on the same terms as the expiring arrangement for an additional one year period. The unsecured credit line expires in January 2004. Both revolving credit lines are available to finance future acquisitions, management and/or development of commercial real estate, refinance indebtedness and for working capital purposes. Extensions of credit under the unsecured credit line are at the bank's discretion and subject to the bank's satisfaction of certain conditions. There were no borrowings during the period under either credit line and there were no outstanding borrowings on either line of credit at January 31, 2003.

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.

At January 31, 2003, the Company's contractual obligations for borrowings are as follows:

Payments Due by Period	Amount
Less than 1 year	\$ 1,392,000
1 to 3 years	\$ 4,124,000
4 to 5 years	\$20,153,000
After 5 years	\$80,312,000

Borrowings consist of \$105,981,000 of fixed rate mortgage loan indebtedness with a weighted average interest rate of 7.53% at January 31, 2003. The mortgage loans are secured by fourteen properties and have fixed rates of interest ranging from 6.29% to 8.375%. The Company may refinance certain of these borrowings, at or prior to maturity, through new mortgage loans on real estate. 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.

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. During the first quarter of fiscal 2003, the Company spent

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approximately \$806,000 for capital expenditures including \$713,000 related to tenant allowances and commissions in connection with the Company's leasing activities. The amounts of these expenditures can vary significantly depending on tenant negotiations, market conditions and rental rates. The Company has budgeted an additional \$2.5 million for known capital improvement and leasing costs in the balance of fiscal 2003. These expenditures are generally funded from operating cash flows or borrowings.

Acquisitions and Sales

In December 2002, the Company acquired the Westchester Pavilion Shopping Center in White Plains, New York, a 185,000 square foot property for \$39.9 million in an all cash transaction. The property is currently 100% leased. The Company also acquired the Orange Meadows Shopping Center in Orange, Connecticut, a 78,000 square foot property for \$11.3 million in an all cash transaction. The property is currently 87% leased. In February 2003, the Company acquired the Greens Farms Plaza in Westport, Connecticut, a 40,000 square foot property for \$10.1 million in an all cash transaction. The property is 100% leased.

The Company has also contracted to acquire a shopping center for a purchase price of approximately \$22 million. The property is located in the Company's preferred geographic area of Westchester County, New York. The transaction is expected to close in fiscal 2003.

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 a plan to sell the non-core properties of the Company in the normal course of business over a period of several years. The Company intends to sell the non-core properties as opportunities become available. The Company has selectively effected asset sales to generate cash proceeds over the last several years. The Company's ability to generate cash from asset sales is dependent upon market conditions and will necessarily be limited if market conditions make such sales unattractive. At January 31, 2003, the remaining non-core properties total four properties with a net book value of approximately \$12 million and consist of two distribution service facilities, one office building and one retail property (all of which are located outside of the northeast region of the United States). There were no sales of properties in the first quarter of fiscal 2003.

Funds from Operations

The Company considers Funds from Operations ("FFO") to be one supplemental financial measure of an equity REIT's operating performance. FFO is calculated as net income (computed in accordance with generally accepted accounting principles (GAAP)), plus depreciation and amortization, excluding gains (or losses) from sales of property and debt restructuring and after adjustments for unconsolidated joint ventures. FFO does not represent cash flows from operations as defined by GAAP and should not be considered an alternative to net income as an indication of the Company's operating performance or for cash flows as a measure of liquidity or its dividend paying capacity. Furthermore, FFO as disclosed by other REITs may not be comparable to the Company's calculation of FFO. The table below provides a reconciliation of net income in accordance with GAAP to FFO for the three months ended January 31, 2003 and 2002 (amounts in thousands).

	Three M
	20
	--
Net Income Applicable to Common and Class A Common Stockholders	\$3,8

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Plus: Real property depreciation	1,7
Amortization of tenant improvements and allowances	5
Amortization of deferred leasing costs	1
Minority Interest	
Less: Excess of carrying value over cost to repurchase preferred shares	-----
Funds from Operations (Diluted)	\$6,3 =====
Net Cash Provided by Operating Activities	\$7,0 =====
Net Cash Used in Investing Activities	\$(26,98 =====
Net Cash Used in Financing Activities	\$(5,85 =====

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Results of Operations

Revenues

Revenues from operating leases increased 44.3% to \$13.3 million in the first quarter of fiscal 2003 compared to \$9.2 million in the comparable quarter of fiscal 2002. The increase in operating lease revenues resulted from additional rental revenues from new properties acquired and leasing of previously vacant space at the Company's core properties. Since the first quarter of fiscal 2002, the Company has acquired four properties containing 661,000 square feet of leasable space. Rents from recently acquired properties increased operating lease income by approximately \$3.4 million in the first quarter of fiscal 2003. At January 31, 2003, the overall leasing levels at the Company's properties were 96% compared to 98% leased at the end of the first quarter of fiscal 2002. The decrease in leased percentage resulted from the loss of a tenant occupying 94,000 square feet at the Company's office property in Southfield, Michigan who re-leased 32,400 square feet of its previously occupied space. During the first quarter of fiscal 2003, the Company leased or renewed approximately 147,000 square feet of space. The Company's total property occupancy levels were unchanged from the end of the last fiscal year.

Lease termination income of \$515,000 in the first quarter of fiscal 2002 represents a lease cancellation payment from a tenant who terminated its lease during the year. The vacant space was subsequently re-leased during the year.

Interest income increased from the temporary investment of the cash proceeds from the sale of the Company's Class A shares in fiscal 2002 into short-term investments.

Expenses

Total expenses increased to \$9.4 million from \$6.4 million in the first quarter of fiscal 2002. Property operating expenses increased to \$4.0 million from \$2.9 million in the year ago quarter principally from the incremental expense of recently acquired properties which increased property expenses by \$945,000 in the first quarter of fiscal 2003. Property operating expenses for properties owned in the first quarter of fiscal 2003 and 2002 increased by \$152,000 from higher property taxes, insurance costs and snow removal expenses.

Interest expense increased principally from new mortgage loans totaling \$59.6 million assumed in connection with property acquisitions completed in fiscal 2002.

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Depreciation expense increased by \$562,000 principally due to the additional expense incurred from recent property acquisitions.

General and administrative expenses increased to \$985,000 in the first quarter of fiscal 2003 as compared to \$755,000 in the comparable quarter. The increase is due primarily to higher compensation costs.

In the first quarter of fiscal 2002, the Company repurchased 200,000 shares of its Series B Preferred Stock for a purchase price of \$16,050,000 in a negotiated transaction with a holder of the preferred shares. The Company has recorded the excess of the carrying value over the cost to repurchase the preferred shares of \$3,071,000 as an increase in net income applicable to Common and Class A Common stockholders.

Application of 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. The Company's critical accounting policies are those applicable to the evaluation of the collectibility of accounts and notes receivable and the evaluation of impairment of long-term assets.

The allowance for doubtful accounts and notes receivable is established based on 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 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 is subject to revision as these factors change and is sensitive to the effects of economic and market conditions on tenants, particularly those at retail centers.

Rental revenue is recognized on a straight-line basis over the term of the lease. The excess of rents recognized over amounts contractually due pursuant to the underlying leases is included in tenant receivables on the accompanying balance sheets. It is the Company's policy to maintain an allowance for future tenant credit losses of approximately 10% of the deferred straight line rent receivable balance.

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On a periodic basis, management assesses whether there are any indicators that the value of the real estate properties and mortgage notes receivable may be impaired. To the extent impairment has occurred, the loss is measured as the excess of the carrying amount of the property over the fair value of the asset. Management does not believe that the value of any of its rental properties or mortgage notes receivable is impaired at January 31, 2003.

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 (i) scheduled base rent increases and (ii) 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

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a share of operating expenses, including common area maintenance, real estate taxes, insurance and utilities, thereby reducing the Company's expose 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 which would be reasonably likely to have a material adverse effect on the Company. There can be no assurance, however, that (i) the discovery of environmental conditions, which were previously unknown, (ii) changes in law, (iii) the conduct of tenants or (iv) 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 would adversely affect the Company's financial condition and results of operations.

Item 3 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.

During the three months period ended January 31, 2003 and 2002, the Company has no outstanding borrowings under either of its secured or unsecured lines of credit arrangements.

The Company has not, and does not plan to, enter into any derivative financial instruments for trading or speculative purposes. As of January 31, 2003 the Company had no other material exposure to market risk.

Item 4 CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Based on their evaluation as of a date within 90 days of the filing date of this Quarterly Report on Form 10-Q, the Company's principal executive officer and principal financial officer have concluded that its disclosure and controls procedures (as defined in Rules 13a-14 (c) and 15d-14 (c) under the Exchange Act) are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms.

Changes in Internal Controls

There were no significant changes in the Company's internal controls or in other factors that could significantly affect those controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

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Item 1. Legal Proceedings

The Company is not involved in any litigation, nor to its knowledge is any litigation threatened against the Company or its subsidiaries, that in management's opinion, would result in a material adverse affect on the Company's ownership, management or operation of its properties, or which is not covered by the Company's liability insurance.

Item 6. Exhibits and Reports on Form 8-K

- (a) Exhibits:
None

During the three months ended January 31, 2003, the Registrant filed with the Commission:

- (1) A Current Report on Form 8-K dated December 9, 2002. Such report referred under Item 5 to a press release published by the Company on December 9, 2002 announcing an agreement to acquire a Shopping Center for approximately \$41 million.
- (2) A Current Report on Form 8-K dated December 24, 2002. Such report referred under Item 2 to the purchase of the Westchester Pavilion Shopping Center, White Plains, New York on December 23, 2002 for a purchase price of \$39,900,000 (exclusive of estimated closing costs, fees and other expenses of approximately \$130,000).
- (3) Amendment No. #1 to the Current Report on Form 8-K/A dated January 29, 2003. Such report referred under Item 2 to the purchase of the Westchester Pavilion Shopping Center and under Item 7 to the financial statements, proforma information and exhibits required thereto.

S I G N A T U R E S

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.

URSTADT BIDDLE PROPERTIES INC.
(Registrant)

By /s/ Charles J. Urstadt

Charles J. Urstadt
Chairman and
Chief Executive Officer

By: /s/ James R. Moore

James R. Moore
Executive Vice President/
Chief Financial Officer
(Principal Financial Officer
and Principal Accounting Officer)

Dated: March 19, 2003

Certification

I, Charles J. Urstadt, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A for the quarter ended January 31, 2003 of Urstadt Biddle Properties Inc ;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

- a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
- b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days before the filing date of this quarterly report (the "Evaluation Date"); and
- c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

- a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material

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weaknesses in internal controls; and

- b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls;

6. The registrant's other certifying officers and I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: March 19, 2003

/s/ Charles J. Urstadt

Charles J. Urstadt
Chairman and
Chief Executive Officer

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Certification

I, James R. Moore, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A for the quarter ended January 31, 2003 of Urstadt Biddle Properties Inc ;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days before the filing date of this quarterly report (the "Evaluation Date"); and
 - c) presented in this quarterly report our conclusions about the effectiveness of the

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disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

- a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
- b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls;

6. The registrant's other certifying officers and I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: March 19, 2003

/s/ James R. Moore

James R. Moore
Executive Vice President and
Chief Financial Officer

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Contributions:

Employer
873,255

817,631

Participant
2,025,426

1,936,936

Rollovers
286,671

83,159

Net Additions
7,361,317

2,172,005

Deductions

Benefits paid to participants
3,526,766

1,959,190

Administrative expenses
11,916

13,822

Total Deductions
3,538,682

1,973,012

Net Increase
3,822,635

198,993

Net Assets Available for Benefits:

Beginning of year
34,887,178

34,688,185

End of year
\$
38,709,813

\$
34,887,178

See accompanying notes to the financial statements

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Flow International Corporation Voluntary Pension and Salary Deferral Plan
Notes to Financial Statements

Note 1: Plan Description

The following description of the Flow International Corporation Voluntary Pension and Salary Deferral Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

The Plan is a defined contribution plan established under the provisions of Section 401(a) of the Internal Revenue Code (IRC), and shall meet the special requirements of Sections 401(k) and 401(m) of the IRC, for the benefit of eligible employees of Flow International Corporation and its subsidiaries (the Company). The Plan was established on October 1, 1986 and is subject to the provisions of the Employee Retirement Income Security Act of 1974 as amended (ERISA).

Plan Administration

The Plan is administered by an Advisory Committee consisting of Company officers and employees appointed by the Board of Directors of the Company. No such officer or employee receives compensation from the Plan.

Contributions to the Plan and net Plan earnings thereon are held by the Plan trustee under terms of a trust agreement with Wilmington Trust Retirement and Institutional Services Company (Wilmington). The funds must be used for the exclusive benefit of Plan participants and their beneficiaries.

The Plan provides that administrative expenses may be paid by either the Plan or the Company.

Eligibility

Employees of the Company are eligible for participation in the Plan upon commencement of employment with the Company. Certain employees, as defined in the Plan, are not eligible to participate.

Employees are eligible for participation in Company contributions, if any, on the January 1, April 1, July 1 or October 1 coincident with or immediately following the date on which the employee completes one year of service. Additionally, to receive the Company discretionary contribution, an employee must be employed on the last day of the Plan year unless due to death, disability, or normal retirement age.

Contributions

Eligible employees hired after January 1, 2008, are automatically enrolled in the Plan. Upon enrollment, 6% of participant compensation is withheld and contributed to the Plan unless an election form to the contrary is received prior to date of hire. Participants may elect not to participate in the Plan, cease salary deferrals, change or resume salary deferrals and change investment directions at any time. Eligible employees may elect to contribute up to 40% of pretax annual compensation (up to 15% for highly compensated employees), as defined in the Plan. Total deferrals in any taxable year may not exceed specific dollar limitations set under the IRC, which was \$17,000 for 2012 and \$16,500 for 2011. The Plan also allows for catch-up contributions for participants age 50 and over and for transfers into the Plan from other qualified retirement plans (Rollovers).

The Company may make matching contributions or other additional discretionary contributions to the Plan in amounts determined by the Advisory Committee. As defined in the Plan document, the Company provides for a matching

contribution of 50% of eligible employee contributions by participants with less than 5 years of service and 75% of eligible employee contributions by participants with more than 5 years of service, not to exceed more than 6% of participant compensation for the Plan year. There were no Company discretionary contributions for the years ended December 31, 2012 and 2011.

Participant Investment Options

Participants may direct the total amount of assets in their accounts into various investment options offered by the Plan. Those investment options currently consist of mutual funds, the MetLife Stable Value Fund (collective trust fund), and the Flow International Corporation Unitized Common Stock Fund (Flow Stock Fund).

Participant Accounts

Participant accounts are valued daily. Each participant's account is credited or charged with the participant's contribution and allocations of (a) the Company's contributions, (b) Plan earnings, and (c) administrative expenses. Allocations are based on participant contributions or account balances, as defined. Income is allocated daily based on the shares in the participant's account. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Voting Rights

Each participant invested in the Flow Stock Fund is entitled to exercise voting rights and tender decisions attributable to the shares allocated to his or her account. The Advisory Committee is responsible for tabulating and complying with the voting or tendering instructions it receives from participants. If the participant does not instruct the Advisory Committee with regard to a voting or tendering decision, the shares are voted or tendered as instructed by the Flow Stock Fund.

Vesting

Participants are immediately vested in their voluntary contributions, plus actual earnings thereon. Participants vest in Company contributions and earnings thereon based on years of service with the Company. Participants become 100% vested ratably over five years of service or if the participant reaches the normal retirement age of 65, dies, or becomes disabled while in the service of the Company. In the event of termination of employment prior to the completion of five years of credited service, participants forfeit their non-vested portion of employer contributions.

Notes Receivable from Participants

Participants may borrow up to the lesser of \$50,000 or 50% of their vested account balance, with a minimum loan amount of \$1,000. A participant's vested account balance does not include the value of assets that are directly invested in the Flow Stock Fund. A participant may only apply for a loan once in a Plan year and may not have more than one loan outstanding at any time.

Loan terms shall not exceed five years, except for the acquisition of a principal residence, in which case the maximum loan term is ten years. The loans are collateralized by the vested balance in the participant's account. Principal and interest is paid not less than monthly. The interest rate charged on participant loans is the prime rate (3.25% at both December 31, 2012 and 2011) plus 1%. Interest rates on outstanding participant loans range from 4.25% to 8.25% at December 31, 2012.

Payment of Benefits and Withdrawals

Upon termination of employment, the participant is entitled to receive the vested portion of their account. If the vested amount is \$1,000 or less, the account is paid in a lump-sum payment to the participant. If the vested amount is more than \$1,000, the participant must consent to the distribution before it may be made. Vested benefits are also payable upon the request of a Plan participant after having attained the age of 59½ while in the service of the Company. Benefits are immediately payable upon the retirement, death or disability of a participant in a lump-sum amount equal to the value of the participant's vested interest in his or her account.

A participant may receive a hardship withdrawal to satisfy certain immediate and heavy financial needs, as defined by the Plan, provided the participant does not have other distributions or loans available under the Plan. Participant contributions are suspended for the six months following a hardship withdrawal.

A participant may withdraw any part of their vested account resulting from rollover contributions at any time; however no more than one withdrawal request may be made during any Plan year.

Forfeitures

Unvested forfeited investment balances will be used to pay for plan expenses, any remaining forfeitures can be used to reduce employer contributions. Forfeitures pending utilization were \$34,515 and \$51,000 at December 31, 2012 and December 31, 2011, respectively. Forfeitures of \$5,542 were used to reduce Plan expenses for the year ended December 31, 2012. No forfeitures were used during the year ended December 31, 2011.

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

Investment Valuation and Income Recognition

Investments are valued at their fair value. Mutual funds are stated at fair value based on quoted market prices, which represent the net asset values of shares held by the Plan at year-end. Flow International Corporation common stock is included in the Flow Stock Fund and is valued at quoted market prices.

The collective trust fund's estimated fair value and contract value is based on the underlying benefit-responsive investment contract with MetLife Insurance Company, as reported by the fund's trustee. Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Plan invests in an investment contract through a collective trust fund. The Statements of Net Assets Available for Benefits present the adjustments of the investment contract from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Notes Receivable from Participants

Notes receivable from participants are stated at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable are reclassified as distributions based upon the terms of the Plan document.

Payment of Benefits

Benefit payments and withdrawals are recorded when paid.

Use of Estimates

The preparation of the Plan's financial statements in conformity with accounting principles generally accepted in the United States of America requires the Advisory Committee to make estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements and the changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

Fair Value Measurements

The Plan performs fair value measurements in accordance with FASB ASC 820, Fair Value Measurements and Disclosures. Refer to Note 6 for the fair value measurement disclosures associated with the Plan's investments.

FASB ASC 820 applies to certain accounting standards that require or permit fair value measurements and defines fair value, establishes a consistent framework for measuring fair value and expands disclosures for each major asset and liability category measured at fair value on either a recurring or nonrecurring basis. FASB ASC 820 clarifies that fair

value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, FASB ASC 820 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

• Level 1: Observable market inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities;

• Level 2: Observable market inputs, other than quoted prices in active markets, that are observable either directly or indirectly; and

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Level 3: Unobservable inputs where there is little or no market data, which require the reporting entity to develop its own assumptions.

An asset or liability's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. There have been no changes in the valuation methodologies used at December 31, 2012 and 2011.

The following is a description of the valuation methodologies used for instruments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

Mutual Funds

These investments are public investment vehicles using the Net Asset Value (NAV) provided by the administrators of the funds. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is a quoted price in an active market and classified within level 1 of the valuation hierarchy.

Flow International Corporation Unitized Common Stock Fund

Flow International Corporation common stock is valued at the closing price reported on the National Association of Securities Dealers Automated Quotations (NASDAQ) stock exchange and is classified within Level 1 of the valuation hierarchy.

Collective Trust Fund

This investment is a public vehicle valued using the NAV provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is classified as Level 2 of the valuation hierarchy because the NAV's unit price is quoted on a private market that is not active; however, the unit price is based on underlying investments which are traded on an active market.

Reclassification

Certain amounts in the 2011 financial statements have been reclassified to conform with the 2012 presentation. These reclassifications do not affect net assets available for benefits as previously reported.

Note 3: Flow International Corporation Unitized Common Stock Fund

Investments in the Flow Stock Fund are not diversified, therefore, this investment may present higher than average volatility. Accordingly, the Plan states that a participant may not direct more than 25% of future contributions be invested in the Flow Stock Fund.

Note 4: Collective Trust Fund

The MetLife Stable Value Fund (collective trust fund) is an "AA" rated fund that invests primarily in a benefit responsive investment contract that provides for a guaranteed rate of return established each quarter. In determining the net assets available for benefits, the collective trust fund is included in the accompanying financial statements at contract value, which represents contributions made under the contract plus earnings, less withdrawals and administrative expenses. An investment contract is generally valued at contract value, rather than at fair value, to the extent it is fully benefit responsive. The crediting interest rate averaged 2.52% and yielded 3.75% during 2012 and averaged 2.96% and yielded 6.45% during 2011. The crediting rate is based on a formula agreed upon with the issuer,

with no minimum crediting rate. The collective trust fund is fully benefit-responsive and participants will receive the principal and accrued earnings credited to their accounts on withdrawal for allowed events. These events include transfers to other Plan investment options, and payments because of retirement, termination of employment, disability, death and in-service withdrawals as permitted by the Plan. Certain events, such as the premature termination of the contract by the Plan or the termination of the Plan, would limit the Plan's ability to transact at contract value with MetLife. The Plan administrator believes the occurrence of such events that would limit the Plan's ability to transact at contract value with the Plan participants is not probable.

Note 5: Investments

As of December 31, 2012 and 2011, the Plan investments are held in trust at Wilmington. Investments that represent 5% or more of the Plan's net assets available for benefits in either year are separately identified as follows:

	December 31,	
	2012	2011
Mutual Funds:		
T. Rowe Price New America Growth Fund	\$4,724,759	\$4,157,580
Alliance NFJ Small Cap Value Fund Class A	2,107,511	1,986,594
Oppenheimer Global Fund Class A	2,744,658	2,213,917
Vanguard 500 Index Fund Signal	3,194,777	2,720,063
American Funds Europacific Growth Fund Class A	3,276,993	2,919,260
PIMCO Total Return Fund Class A	4,693,333	3,908,879
Invesco Van Kampen Growth & Income Fund Class A	2,043,635	1,877,395
Prudential Jennison Small Company Class Z	4,267,193	3,986,946
Collective Trust Fund:		
MetLife Stable Value Fund, at contract value	4,122,580	5,233,317

Net appreciation (depreciation) in fair value of the Plan's investments, including gains and losses on investments bought and sold, as well as held during the year, were as follows:

	Year Ended December 31,	
	2012	2011
Mutual Funds	\$3,235,919	\$(1,422,865)
Flow International Corporation Unitized Common Stock Fund	65,503	(205,646)
Collective Trust Fund	92,770	228,013
Net appreciation (depreciation)	\$3,394,192	\$(1,400,498)

Note 6: Fair Value Measurements

The following tables disclose by level within the fair value hierarchy the Plan's assets measured and reported on the statements of net assets available for benefits as of December 31, 2012 and 2011, at fair value on a recurring basis:

	Levels of Fair Value Measurements at December 31, 2012:		Total Fair Value at December 31, 2012
	Level 1 Inputs	Level 2 Inputs	
Investments:			
Mutual Funds			
Blend funds	\$9,095,354	\$—	\$9,095,354
Bond funds	4,693,333	—	4,693,333
Growth funds	14,812,528	—	14,812,528
Value funds	2,873,070	—	2,873,070
Other funds	1,272,076	—	1,272,076
International			
Flow Stock Fund	1,213,303	—	1,213,303
Fixed Income			
Collective Trust Fund	—	4,362,968	4,362,968
	\$33,959,664	\$4,362,968	\$38,322,632
	Levels of Fair Value Measurements at December 31, 2011:		Total Fair Value at December 31, 2011
	Level 1 Inputs	Level 2 Inputs	
Investments:			
Mutual Funds			
Blend funds	\$7,646,765	\$—	\$7,646,765
Bond funds	3,908,879	—	3,908,879
Growth funds	12,455,610	—	12,455,610
Value funds	2,531,649	—	2,531,649
Other funds	722,434	—	722,434
International			
Flow Stock Fund	1,647,830	—	1,647,830
Fixed Income			
Collective Trust Fund	—	5,510,979	5,510,979
	\$28,913,167	\$5,510,979	\$34,424,146

The following table sets forth additional disclosures for the fair value measurement of investments in certain entities that calculate net asset value per share (or its equivalent) as of December 31:

	2012 Fair Value	2011 Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Fixed Income Collective Trust Fund	\$4,362,968	\$5,510,979	N/A	Daily	60 Days

Participants can transact daily at contract value, however, a 60 day redemption notice period is required for the Plan to terminate the investment contract.

The collective trust fund's objective is to achieve maximum current income consistent with a safety of principal by investing in high quality insurance contracts (GICs) issued by insurance companies. However, there is no assurance that this objective can be achieved.

Note 7: Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts. Any unallocated assets of the Plan shall be allocated to participant accounts and distributed in such a manner as the Company may determine.

Note 8: Income Tax Status

The Plan obtained its latest determination letter dated February 3, 2011, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan has been amended since receiving the determination letter. However, the Plan Administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America ("GAAP") require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. As the Plan is tax-exempt, the Plan administrator has concluded that as of December 31, 2012 and 2011, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

Note 9: Related Party Transactions

The Plan invests in shares of common stock of the Company. The Company is the Plan sponsor; therefore, these transactions qualify as party-in-interest transactions. These transactions are covered by an exemption from the prohibited transaction provisions of ERISA and the IRC. As of December 31, 2012 and 2011, the Plan held 360,726 and 478,464 shares of common stock in the Company (employer securities) with a fair value of \$1,213,303 and \$1,647,830, respectively. During the years ended December 31, 2012 and 2011, the Plan purchased shares of common stock of the Company at a cost of \$468,355 and \$452,855, respectively and sold shares of common stock of the Company for proceeds of \$968,385 and \$621,041. Wilmington is the trustee as defined by the Plan; therefore, the investment transactions qualify as party-in-interest transactions.

Note 10: Risks and Uncertainties

The Plan allows participants to direct contributions into choices that include mutual funds, a collective trust fund that has an underlying investment in a benefit-responsive insurance contract with MetLife Insurance Company (MetLife) and the Flow Stock Fund. The underlying investment securities within these investment vehicles are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain underlying investment securities and the level of uncertainty related to changes in the value of the funds, it is reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits. Refer to the Company's Annual Report on Form 10-K and its Quarterly Reports on Form 10-Q filed with the U.S. Securities and Exchange Commission regarding risks associated with Flow International Corporation's common stock.

Flow International Corporation Voluntary Pension and Salary Deferral Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

EIN Number: 91-1104842

Plan Number: 002

December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Mutual Funds:			
	T. Rowe Price New America Growth Fund	Mutual Fund	**	\$4,724,759
	PIMCO Total Return Fund Class A	Mutual Fund	**	4,693,333
	Prudential Jennison Small Company Class Z	Mutual Fund	**	4,267,193
	American Funds EuroPacific Growth Fund Class A	Mutual Fund	**	3,276,993
	Vanguard 500 Index Fund Signal	Mutual Fund	**	3,194,777
	Oppenheimer Global Fund Class A	Mutual Fund	**	2,744,658
	Alliance NFJ Small Cap Value Fund Class A	Mutual Fund	**	2,107,511
	Invesco Van Kampen Growth & Income Fund Class A	Mutual Fund	**	2,043,635
	Lord Abbett Fundamental Equity Class A	Mutual Fund	**	1,610,740
	Oppenheimer Developing Markets Class Y	Mutual Fund	**	1,032,283
	Vanguard Extended Market Index Fund Signal	Mutual Fund	**	1,012,844
	American Funds Washington Mutual Investors Fund Class A	Mutual Fund	**	765,559
	T. Rowe Price Retirement 2040 ADV	Mutual Fund	**	423,408
	T. Rowe Price Retirement 2030 ADV	Mutual Fund	**	420,387
	T. Rowe Price Retirement 2020 ADV	Mutual Fund	**	270,735
	T. Rowe Price Retirement 2010 ADV	Mutual Fund	**	157,546
	Total Mutual Funds			32,746,361
	Collective Trust Fund:			
	MetLife Stable Value Fund (Contract Value)	Collective Trust Fund	**	4,122,580
	Flow International Corporation Unitized Common Stock Fund:			
*	Flow International Corporation Common Stock	Common Stock Fund	**	1,213,303
*	Participant Loans	Maturing at various dates through June 2022 Interest rates ranging from 4.25% to 8.25%	0	624,208
	Total Investments			\$38,706,452

* Represents party-in-interest

** Cost information is omitted and not required for participant-directed investments.

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the members of the Plan Advisory Committee have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

FLOW INTERNATIONAL CORPORATION
VOLUNTARY PENSION AND SALARY DEFERRAL PLAN

/s/ John S. Leness
John S. Leness
General Counsel and Secretary
June 20, 2013