

ConnectOne Bancorp, Inc.
Form 10-K
March 05, 2014

**U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549**

FORM 10-K

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

**FOR THE FISCAL YEAR ENDED DECEMBER 31, 2013
OR**

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

**FOR THE TRANSITION PERIOD FROM _ TO _
COMMISSION FILE NUMBER 001-35812**

**ConnectOne Bancorp, Inc.
(Exact name of registrant as specified in its charter)**

**New Jersey
(State of other jurisdiction of
incorporation or organization)**

**26-1998619
(I.R.S. Employer Identification No.)**

**301 Sylvan Avenue, Englewood Cliffs, NJ
(Address of principal executive offices)**

**07632
(Zip Code)**

**(201) 816-8900
(Registrants telephone number including area code)**

SECURITIES REGISTERED UNDER SECTION 12(B) OF THE EXCHANGE ACT:

Title of each class	Name of each exchange on which registered
Common Stock, no par value	Nasdaq

SECURITIES REGISTERED UNDER SECTION 12(g) OF THE EXCHANGE ACT:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes No

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Check whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities and Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Check if there is no disclosure of delinquent filers pursuant to Item 405 of Regulation S-K contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by referenced in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer", "accelerated filer" and "small reporting company" in Rule 12b-2 of the Exchange Act. (check one):
Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold or the average bid and ask price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter \$137.7 million.

As of March 3, 2014 there were 5,121,769 shares of common stock, no par value per share outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

	10-K Item	Document Incorporated
Item 10.	Directors and Executive Officers of the Registrant	Proxy Statement for 2014 Annual Meeting of Shareholders to be filed no later than April 30, 2014.
Item 11.	Executive Compensation	Proxy Statement for 2014 Annual Meeting of Shareholders to be filed no later than April 30, 2014.
Item 12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	Proxy Statement for 2014 Annual Meeting of Shareholders to be filed no later than April 30, 2014.
Item 13.	Certain Relationships and Related Transactions	Proxy Statement for 2014 Annual Meeting of Shareholders to be filed no later than April 30, 2014.
Item 14.	Principal Accountant Fees and Services	Proxy Statement for 2014 Annual Meeting of Shareholders to be filed no later than April 30, 2014.

PART I

Item 1. *Business.*

General

ConnectOne Bancorp, Inc. (we , us our , the Company) is a New Jersey corporation formed in 2008 to become the holding company for ConnectOne Bank (the Bank). Our sole activity currently is ownership and control of the Bank. The Bank operates as a locally headquartered, community- oriented bank serving customers throughout New Jersey from offices in Bergen, Hudson, and Monmouth Counties, New Jersey.

We offer a broad range of deposit and loan products and services to the general public and, in particular, to small and mid-sized businesses, local professionals and individuals residing, working and shopping in our trade area.

Historically, we have concentrated on organic growth, through opening new branches and offering new technology and product delivery channels to acquire new customers. While we expect to take an opportunistic approach to acquisitions, considering opportunities to purchase whole institutions, branches or lines of business that complement our existing strategy, we expect the bulk of our growth to continue to be organic. Our goal is to open new offices in the counties contained in our broader trade area discussed above. However, we do not believe that we need to establish a physical location in each market that we serve. We believe that advances in technology have created new delivery channels which allow us to service customers and maintain business relationships without a physical presence, and that these customers can also be serviced through a regional office. We believe the key to customer acquisition and retention is establishing quality teams of lenders and business relationship officers who will frequently go to the customer, rather than having the customer come into the branch.

We emphasize superior customer service and relationship banking. The Bank offers high-quality service by minimizing personnel turnover and by providing more direct, personal attention than the Bank believes is offered by competing financial institutions, the majority of which are branch offices of banks headquartered outside the Bank s primary trade area. By emphasizing the need for a professional, responsive and knowledgeable staff, the Bank offers a superior level of service to our customers. As a result of senior management s availability for consultation on a daily basis, the Bank believes it offers customers a quicker response on loan applications and other banking transactions, as well as greater certainty that these transactions will actually close, than competitors, whose decisions may be made in distant headquarters. We believe that this response time and certainty to close result in a pricing advantage to us, in that we frequently may exceed competitors loan pricing and still win customers. We also provide state-of-the-art banking technology, including remote deposit capture, internet banking and mobile banking, to provide our customers with the most choices and maximum flexibility. We believe that this combination of quick, responsive and personal service and advanced technology provides the Bank s customers with a superior banking experience.

On January 20, 2014, the Company, entered into an Agreement and Plan of Merger (the Merger Agreement) with Center Bancorp, Inc. (NASDAQ: CNBC) (Center Bancorp). The Merger Agreement provides that, upon the terms and subject to the conditions set forth therein, the Company will merge with and into Center Bancorp, with Center Bancorp continuing as the surviving entity (the Merger). The Merger Agreement also provides that, immediately following the consummation of the Merger, Union Center National Bank, a commercial bank chartered pursuant to the laws of the United States (Union Center) and a wholly-owned subsidiary of Center Bancorp, will merge with and into the Bank, with the Bank continuing as the surviving bank. Upon completion of the Merger, each share of common stock of the Company will be converted into and become the right to receive 2.6 shares of common stock, no par value per share, of Center Bancorp. Immediately after consummation of the transaction, the directors of the resulting corporation and the resulting bank shall consist of six individuals who previously served as Center Bancorp Directors and six Directors who previously served as Directors of the Company, each to hold office in accordance with the Amended and Restated Certificate of Incorporation and the by-laws of the surviving corporation until their respective successors are duly elected or appointed and qualified.

The officers of the surviving corporation shall consist of (i) Frank S. Sorrentino III as Chairman, President and Chief Executive Officer; (ii) William S. Burns, Chief Financial Officer; and (iii) Anthony Weagley, current President and Chief Executive Officer of Center Bancorp, as Chief Operating Officer.

Completion of the Merger is subject to various conditions, including, among others, (i) approval by shareholders of Center Bancorp and the Company of the Merger Agreement and the transactions contemplated thereby, (ii) the receipt of all necessary approvals and consents of governmental entities required to consummate the transactions contemplated by the Merger Agreement, (iii) the absence of any order or proceeding which prohibits the Merger or the Bank Merger and (iv) the receipt by each of Center Bancorp and ConnectOne Bancorp of an opinion to the effect that the Merger will be treated as a reorganization qualifying under Section 368(a) of the Internal Revenue Code of 1986, as amended. Each party's obligation to consummate the Merger is also subject to certain customary conditions, including (i) subject to certain exceptions, the accuracy of the representations and warranties of the other party, (ii) performance in all material respects of its agreements, covenants and obligations and (iii) the delivery of certain certificates and other documents.

The Company expects the Merger to be completed in either the second or third quarter of 2014.

Our Market Area

Our banking offices are located in Bergen, Hudson and Monmouth Counties in New Jersey, which include some of the most affluent markets in the United States. We also attract business and customers from a broader region, primarily defined as the northeastern quarter of the state of New Jersey, from Route 195 to the south and Route 287 to the west to the New York state border on the north.

Products and Services

We derive substantially all of our income from our net interest income (i.e. the difference between the interest we receive on our loans and securities and the interest we pay on deposits and other borrowings.) The Bank offers a broad range of deposit and loan products. In addition, to attract the business of consumer and business customers, we also provide a broad array of other banking services. Products and services provided include personal and business checking accounts, retirement accounts, money market accounts, time and savings accounts, credit cards, wire transfers, access to automated teller services, internet banking, Treasury Direct, ACH origination, lockbox services and mobile banking by phone. In addition, the Bank offers safe deposit boxes. The Bank also offers remote deposit capture banking for both retail and business customers, providing the ability to electronically scan and transmit checks for deposit, reducing time and cost.

Checking consists of both retail and business demand deposit products. Retail products include Totally Free checking and, for businesses, both interest-bearing accounts, which require a minimum balance, and non-interest bearing accounts. NOW accounts consist of both retail and business interest-bearing transaction accounts that have minimum balance requirements. Money market accounts consist of products that provide a market rate of interest to depositors but have limited check writing capabilities. Our savings accounts consist of both passbook and statement type accounts. Time deposits consist of certificates of deposit, including those held in IRA accounts, generally with initial maturities ranging from 7 days to 60 months and brokered certificates of deposit, which the Company uses for asset liability management purposes and to supplement other sources of funding.

Deposits serve as the primary source of funding for the Bank's interest-earning assets, but also generate non-interest revenue through insufficient funds fees, stop payment fees, safe deposit rental fees, card income, including foreign ATM fees and credit and debit card interchange, gift card fees, and other miscellaneous fees. In addition, the Bank generates additional non-interest revenue associated with residential loan origination and sale, loan servicing, late fees and merchant services.

The Bank offers personal and commercial business loans on a secured and unsecured basis, revolving lines of credit, commercial mortgage loans, and residential mortgages on both primary and secondary residences, home equity loans, bridge loans and other personal purpose loans. However, the Bank is not and has not been a participant in the sub-prime lending market.

Commercial loans are loans made for business purposes and are primarily secured by collateral such as cash balances with the Bank, marketable securities held by or under the control of the Bank, business assets including accounts receivable, taxi medallions, inventory and equipment, and liens on commercial and residential real estate. Commercial construction loans are loans to finance the construction of commercial or residential properties secured by first liens on such properties. Commercial real estate loans include loans secured by first liens on completed commercial properties, including multi-family properties, to purchase or refinance such properties. Residential mortgages include loans secured by first liens on residential real estate, and are generally made to existing customers of the Bank to purchase or refinance primary and secondary residences. Home equity loans and lines of credit include loans secured by first or second liens on residential real estate for primary or secondary residences. Consumer loans are made to individuals who qualify for auto loans, cash reserve, credit cards and installment loans.

The Board of Directors has approved a loan policy granting designated lending authorities to members of the Senior Lending Group, which is comprised of the Chief Executive Officer, Chief Lending Officer and Chief Credit Officer. Combined authorities allow the group to approve loans up to the Bank's legal lending limit (currently \$21.9 million as of December 31, 2013 for most loans), provided that (i) the credit does not involve an exception to policy, and (ii) the credit does not exceed a certain dollar amount threshold set forth in our policy, which varies by loan type. The Board Loan Committee (which includes the Chief Executive Officer and four other Board members) approves credits that are both exceptions to policy and are above prescribed amounts related to loan type and collateral.

The Bank's lending policies generally provide for lending inside of our primary trade area. However, the Bank will make loans to persons outside of our primary trade area when the Bank deems it prudent to do so. In an effort to promote a high degree of asset quality, the Bank focuses primarily upon offering secured loans. However, the Bank is willing to make short-term unsecured loans to borrowers with high net worth and income profiles. The Bank generally requires loan customers to maintain deposit accounts with the Bank. In addition, the bank generally provides for a minimum required rate of interest in its variable rate loans. We believe that having senior management on-site allows for an enhanced local presence and rapid decision-making that attracts borrowers. The Bank's legal lending limit to any one borrower is 15% of the Bank's capital base (defined as tangible equity plus the allowance for loan losses) for most loans (\$21.9 million) and 25% of the capital base for loans secured by readily marketable collateral (\$36.5 million). At December 31, 2013, the Bank's largest borrower had an aggregate borrowing outstanding of \$20.4 million. The largest single loan outstanding at the Bank at December 31, 2013 was \$16.5 million.

Our business model includes using industry best practices for community banks, including personalized service, state-of-the-art technology and extended hours. We believe that this will generate deposit accounts with somewhat larger average balances than are found at many other financial institutions. We also use pricing techniques in our efforts to attract banking relationships having larger than average balances.

Competition

The banking business is highly competitive. We face substantial immediate competition and potential future competition both in attracting deposits and in originating loans. We compete with numerous commercial banks, savings banks and savings and loan associations, many of which have assets, capital and lending limits larger than those that we have. Other competitors include money market mutual funds, mortgage bankers, insurance companies, stock brokerage firms, regulated small loan companies, credit unions and issuers of commercial paper and other securities.

Our larger competitors have greater financial resources to finance wide-ranging advertising campaigns.

Additionally, we endeavor to compete for business by providing high quality, personal service to customers, customer access to our decision-makers and competitive interest rates and fees. We seek to hire and retain quality employees who desire greater responsibility than may be available working for a larger employer. Additionally, the local real estate and other business activities of our Directors help us develop business relationships by increasing our profile in our communities.

In the financial services industry in recent years, intense market demands, technological and regulatory changes and economic pressures have eroded industry classifications that were once clearly defined. As a result of increased competition, existing banks have been forced to diversify their services, increase rates paid on deposits and become more cost effective. Corresponding changes in the regulatory framework have resulted in increasing homogeneity in the financial services offered by financial institutions. Some of the results of those market dynamics in the financial services industry include an increase in the number of new bank and non-bank competitors and increased customer awareness of product and service differences among competitors. Those results may be expected to affect our business prospects.

Employees

As of December 31, 2013, we had 100 full-time and 3 part-time employees. None of our employees are subject to a collective bargaining agreement.

SUPERVISION AND REGULATION

We are a bank holding company within the meaning of the BHCA. As a bank holding company, we are subject to regulation and examination by the Board of Governors of the Federal Reserve System (the Federal Reserve). In addition, the Bank is subject to examination and supervision by the FDIC, as the insurer of our deposits, and the New Jersey Department of Banking and Insurance, as the chartering entity of the Bank.

Recently Enacted Regulatory Reform

On July 21, 2010, the President signed into law the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act), which imposes new restrictions and an expanded framework of regulatory oversight for financial institutions, including depository institutions. Although the Dodd-Frank Act is primarily aimed at the activities of investment banks and large, national commercial banks, many of the provisions of the Dodd-Frank Act will impact the operations of community banks like the Bank. The following discussion summarizes significant aspects of the new law that may affect the Bank and the Company. Many regulations implementing these changes have not been promulgated, so we cannot determine the full impact on our business and operations at this time.

The following aspects of the financial reform and consumer protection act are related to the operations of the Bank:

A new independent consumer financial protection bureau was established within the Federal Reserve, empowered to

exercise broad regulatory, supervisory and enforcement authority with respect to both new and existing consumer financial protection laws.

However, smaller financial institutions, like the Bank, are subject to the supervision and enforcement of their primary federal banking regulator with respect to the federal consumer financial protection laws.

The act also imposes new obligations on originators of residential mortgage loans, such as the Bank.

Among other things, originators must make a reasonable and good faith determination based on

documented information that a borrower has a reasonable ability to repay a particular mortgage loan over the long term. If the originator cannot meet this standard, the loan may be unenforceable in foreclosure proceedings. The act contains an exception from this ability to repay rule for qualified mortgages , which are deemed to satisfy the rule, but does not define the term, and left authority to the Consumer Financial Protection Bureau (CFPB) to adopt a definition. A rule issued by the CFPB in January 2013, and effective

January 10, 2014, sets forth specific underwriting criteria for a loan to qualify as a Qualified Mortgage Loan. The criteria generally exclude loans that are interest-only, have excessive upfront points or fees, have negative amortization features or balloon payments, or have terms in excess of 30 years. The underwriting criteria also impose a maximum debt to income ratio of 43%. If a loan meets these criteria and is not a higher priced loan as defined in Federal Reserve regulations, the CFPB rule establishes a safe harbor preventing a consumer from asserting as a defense to foreclosure the failure of the originator to establish the consumer's

ability to
repay.

However, this
defense will be
available to a
consumer for
all other
residential
mortgage
loans.

Although the
majority of
residential
mortgages
historically
originated by
the Bank
would qualify
as Qualified
Mortgage
Loans, the
Bank has also
made, and may
continue to
make in the
future,
residential
mortgage loans
that will not
qualify as
Qualified
Mortgage
Loans. These
loans may
expose the
Bank to greater
losses, loan
repurchase
obligations, or
litigation
related
expenses and
delays in
taking title to
collateral real
estate, if these
loans do not
perform and
borrowers
challenge
whether the

Bank satisfied the ability to repay rule on originating the loan.

Tier 1 capital treatment for hybrid capital items like trust preferred securities is eliminated subject to various grandfathering and transition rules.

The prohibition on payment of interest on demand deposits was repealed, effective July 21, 2011.

Deposit insurance is permanently increased to \$250,000.

The deposit insurance assessment base calculation now equals the depository institution's total assets minus the sum of its average tangible equity during the assessment period.

The minimum reserve ratio of the Deposit Insurance Fund increased to 1.35 percent of estimated annual insured deposits or assessment base; however, the FDIC is directed to offset the effect of the increased reserve ratio for insured depository institutions with total consolidated assets of less than \$10 billion.

Holding Company Supervision and Regulation

General

As a bank holding company registered under the Bank Holding Company Act (the "BHCA"), the Company is subject to the regulation and supervision applicable to bank holding companies by the Federal Reserve. The Company is required to file with the Federal Reserve annual reports and other information regarding its business operations and those of its subsidiaries.

The BHCA requires, among other things, the prior approval of the Federal Reserve in any case where a bank holding company proposes to (i) acquire all or substantially all of the assets of any other bank, (ii) acquire direct or indirect ownership or control of more than 5% of the outstanding voting stock of any bank (unless it owns a majority of such company's voting shares), or (iii) merge or consolidate with any other bank holding company. The Federal Reserve will not approve any acquisition, merger, or consolidation that would have a substantially anti-competitive effect, unless the anti-competitive impact of the proposed transaction is clearly outweighed by a greater public interest in meeting the convenience and needs of the community to be served. The Federal Reserve also considers capital adequacy and other financial and managerial resources and future prospects of the companies and the banks concerned, together with the convenience and needs of the community to be served, when reviewing acquisitions or mergers.

Among other things, the BHCA requires regulatory filings by a stockholder or other party that seeks to acquire direct or indirect control of an FDIC-insured depository institution. The determination whether an investor controls a depository institution is based on all of the facts and circumstances surrounding the investment. As a general matter, a party is deemed to control a depository institution or other company if the party owns or controls 25% or more of any class of voting stock. A party may be presumed to control a depository institution or other company if the investor owns or controls 10% or more of any class of voting stock. Ownership by affiliated parties,

or parties acting in concert, is typically aggregated for these purposes. If a party's ownership of the Company were to exceed certain thresholds, the investor could be deemed to control the Company for regulatory purposes. This could subject the investor to regulatory filings or other regulatory consequences.

The Bank Holding Company Act generally prohibits a bank holding company, with certain limited exceptions, from (i) acquiring or retaining direct or indirect ownership or control of more than 5% of the outstanding voting stock of any company which is not a bank or bank holding company, or (ii) engaging directly or indirectly in activities other than those of banking, managing or controlling banks, or performing services for its subsidiaries, unless such non-banking business is determined by the Federal Reserve to be so closely related to banking or managing or controlling banks as to be properly incident thereto.

The Bank Holding Company Act was substantially amended through the Gramm-Leach Bliley Financial Modernization Act of 1999 (Financial Modernization Act). The Financial Modernization Act permits bank holding companies and banks, which meet certain capital, management and Community Reinvestment Act standards to engage in a broader range of non-banking activities. In addition, bank holding companies that elect to become financial holding companies may engage in certain banking and non-banking activities without prior Federal Reserve approval. Finally, the Financial Modernization Act imposes certain privacy requirements on all financial institutions and their treatment of consumer information. At this time, the Company has elected not to become a financial holding company, as it does not engage in any activities that are not permissible for banks.

There are a number of obligations and restrictions imposed on bank holding companies and their depository institution subsidiaries by law and regulatory policy that are designed to minimize potential loss to the depositors of such depository institutions and the FDIC insurance fund in the event the depository institution becomes in danger of default. Under provisions of the Bank Holding Company Act, a bank holding company is required to serve as a source of financial strength to its subsidiary depository institutions and to commit resources to support such institutions in circumstances where it might not do so absent such requirement. The Federal Reserve also has the authority under the Bank Holding Company Act to require a bank holding company to terminate any activity or to relinquish control of a non-bank subsidiary upon the Federal Reserve's determination that such activity or control constitutes a serious risk to the financial soundness and stability of any bank subsidiary of the bank holding company.

Capital Adequacy Guidelines for Bank Holding Companies

The Federal Reserve has adopted risk-based capital guidelines for bank holding companies. The risk-based capital guidelines are designed to make regulatory capital requirements more sensitive to differences in risk profile among banks and bank holding companies to account for off-balance sheet exposure, and to minimize disincentives for holding liquid assets. Under these guidelines, assets and off-balance sheet items are assigned to broad risk categories, each with appropriate weights. The resulting capital ratios represent capital as a percentage of total risk-weighted assets and off-balance sheet items. The Federal Reserve's risk-based capital guidelines for bank holding companies are substantially the same as the requirements of the FDIC for insured depository institutions. See Supervision and Regulation of the Bank Capital Adequacy Guidelines.

These requirements apply on a consolidated basis to bank holding companies with consolidated assets of \$500 million or more and to certain bank holding companies with less than \$500 million in consolidated assets if they are engaged in substantial non-banking activities or meet certain other criteria.

In addition to the risk-based capital guidelines, the Federal Reserve has adopted a minimum Tier I capital (leverage) ratio, under which a bank holding company must maintain a minimum level of Tier I capital to average total consolidated assets of at least 3% in the case of a bank holding company that has the highest regulatory examination rating and is not contemplating significant growth or expansion. All other bank holding companies are expected to maintain a leverage ratio of at least 100 to 200 basis points above the stated minimum.

The capital requirements applicable to the Company and the Bank are subject to change as the banking regulators in the United States adopt regulations implementing the Basel III accord. See Supervision and Regulation of the Bank Capital Adequacy Guidelines.

Payment of Dividends

The Federal Reserve has issued a policy statement regarding the payment of dividends by bank holding companies. In general, the Federal Reserve's policies provide that dividends should be paid only out of current earnings and only if the prospective rate of earnings retention by the bank holding company appears consistent with the organization's capital needs, asset quality and overall financial condition. Federal Reserve regulations also require that a bank holding company serve as a source of financial strength to its subsidiary banks by standing ready to use available resources to provide adequate capital funds to those banks during periods of financial stress or adversity and by maintaining the financial flexibility and capital-raising capacity to obtain additional resources for assisting its subsidiary banks where necessary. Under the prompt corrective action laws, the ability of a bank holding company to pay dividends may be restricted if a subsidiary bank becomes undercapitalized, and under regulations implementing the Basel III accord, a bank holding company's ability to pay cash dividends may be impaired if it fails to satisfy certain capital buffer requirements. These regulatory policies could affect the ability of the Company to pay dividends or otherwise engage in capital distributions.

Sarbanes-Oxley Act of 2002

The Sarbanes-Oxley Act of 2002 generally established a comprehensive framework to modernize and reform the oversight of public company auditing, improve the quality and transparency of financial reporting by those companies and strengthen the independence of auditors. Among other things, the legislation (i) created a public company accounting oversight board which is empowered to set auditing, quality control and ethics standards, to inspect registered public accounting firms, to conduct investigations and to take disciplinary actions, subject to SEC oversight and review; (ii) strengthened auditor independence from corporate management by, among other things, limiting the scope of consulting services that auditors can offer their public company audit clients; (iii) heightened the responsibility of public company directors and senior managers for the quality of the financial reporting and disclosure made by their companies; (iv) adopted a number of provisions to deter wrongdoing by corporate management; (v) imposed a number of new corporate disclosure requirements; (vi) adopted provisions which generally seek to limit and expose to public view possible conflicts of interest affecting securities analysts; and (vii) imposed a range of new criminal penalties for fraud and other wrongful acts, as well as extended the period during which certain types of lawsuits can be brought against a company or its insiders.

Supervision and Regulation of the Bank

As a New Jersey-chartered commercial bank, the Bank is subject to the regulation, supervision, and control of the New Jersey Department of Banking and Insurance (the Banking Department). As an FDIC-insured institution, the Bank is subject to regulation, supervision and control of the FDIC, an agency of the federal government. The regulations of the FDIC and the Banking Department affect virtually all of the Bank's activities, including the minimum level of capital, the ability to pay dividends, the ability to expand through new branches or acquisitions and various other matters.

Insurance of Deposits

The deposits of the Bank are insured by the Deposit Insurance Fund, which is administered by the FDIC. The Dodd-Frank Act permanently increased deposit insurance on most accounts to \$250,000.

The FDIC's risk-based premium system provides for quarterly assessments. Each insured institution is placed in one of four risk categories depending on supervisory and capital

considerations. Within its risk category, an institution is assigned to an initial base assessment rate which is then adjusted to determine its final assessment rate based on its brokered deposits, secured liabilities and unsecured debt.

The FDIC has revised its deposit insurance regulations (1) to change the assessment base for insurance from domestic deposits to average assets minus average tangible equity and (2) to lower overall assessment rates. The revised assessments rates are 2.5 to 9 basis points for banks in the lowest risk category and between 30 to 45 basis points for banks in the highest risk category. The revisions reduced the Bank's insurance premium expense.

In addition, all institutions with deposits insured by the FDIC are required to pay assessments to fund interest payments on bonds issued by the Financing Corporation, a mixed-ownership government corporation established to recapitalize a predecessor to the Deposit Insurance Fund. The assessment rate for the fourth quarter of fiscal 2012 was .00165% of insured deposits and is adjusted quarterly. These assessments will continue until the Financing Corporation bonds mature in 2019.

The FDIC may terminate the deposit insurance of any insured depository institution, including the Bank, if it determines after a hearing that the institution has engaged or is engaging in unsafe or unsound practices, is in an unsafe or unsound condition to continue operations, or has violated any applicable law, regulation, order or any condition imposed by an agreement with the FDIC. It also may suspend deposit insurance temporarily during the hearing process for the permanent termination of insurance, if the institution has no tangible capital. If insurance of accounts is terminated, the accounts at the institution at the time of the termination, less subsequent withdrawals, shall continue to be insured for a period of six months to two years, as determined by the FDIC. Management is aware of no existing circumstances that would result in termination of the Bank's deposit insurance.

Interstate Acquisitions

The Interstate Banking Act allows federal regulators to approve mergers between adequately capitalized banks from different states regardless of whether the transaction is prohibited under any state law, unless one of the banks' home states has enacted a law expressly prohibiting out-of-state mergers before June 1997. This act also allows a state to permit out-of-state banks to establish and operate new branches in that state. The State of New Jersey has not opted out of this interstate merger provision. Therefore, the federal provision permitting interstate acquisitions applies to banks chartered in New Jersey. New Jersey law, however, retained the requirement that an acquisition of a New Jersey institution by a New Jersey or a non-New Jersey based holding company must be approved by the Banking Department. The Interstate Banking Act also allows a state to permit out-of-state banks to establish and operate new branches in this state. New Jersey law permits an out of state banking institution to establish additional branch offices in New Jersey if the out of state banking institution has at least one existing branch office location in New Jersey and complies with certain other requirements.

Dividend Rights

Under the New Jersey Corporation Act, we are permitted to pay cash dividends provided that the payment does not leave us insolvent. As a bank holding company under the BHCA, we would be prohibited from paying cash dividends if we are not in compliance with any capital requirements applicable to it. However, as a practical matter, for so long as our major operations consist of ownership of the Bank, the Bank will remain our source of dividend payments, and our ability to pay dividends will be subject to any restrictions applicable to the Bank.

Under the New Jersey Banking Act of 1948, as amended, dividends may be paid by the Bank only if, after the payment of the dividend, the capital stock of the Bank will be unimpaired and either the Bank will have a surplus of not less than 50% of its capital stock or the payment of the dividend will not reduce the Bank's surplus. The payment of dividends is also dependent upon the Bank's ability to maintain adequate capital ratios pursuant to applicable regulatory requirements.

Capital Adequacy Guidelines

The FDIC has promulgated risk-based capital guidelines that are designed to make regulatory capital requirements more sensitive to differences in risk profile among banks, to account for off-balance sheet exposure, and to minimize disincentives for holding liquid assets. Under those guidelines, assets and off-balance sheet items are assigned to broad risk categories, each with appropriate weights. The resulting capital ratios represent capital as a percentage of total risk-weighted assets and off-balance sheet items.

Bank assets are given risk-weights of 0%, 20%, 50% and 100%. In addition, certain off-balance sheet items are given similar credit conversion factors to convert them to asset equivalent amounts to which an appropriate risk-weight will apply. Those computations result in the total risk-weighted assets. Most loans are assigned to the 100% risk category, except for performing first mortgage loans fully secured by residential property, which carry a 50% risk weighting. Most investment securities (including, primarily, general obligation claims of states or other political subdivisions of the United States) are assigned to the 20% category, except for municipal or state revenue bonds, which have a 50% risk-weight, and direct obligations of the U.S. Treasury or obligations backed by the full faith and credit of the U.S. Government, which have a 0% risk-weight. In converting off-balance sheet items, direct credit substitutes, including general guarantees and standby letters of credit backing financial obligations, are given a 100% risk weighting. Transaction-related contingencies such as bid bonds, standby letters of credit backing nonfinancial obligations, and undrawn commitments (including commercial credit lines with an initial maturity of more than one year), have a 50% risk weighting. Short-term commercial letters of credit have a 20% risk weighting, and certain short-term unconditionally cancelable commitments have a 0% risk weighting.

The minimum ratio of total capital to risk-weighted assets required by FDIC regulations (including certain off-balance sheet activities, such as standby letters of credit) is 8%. At least 4% of the total capital is required to be Tier 1 Capital, consisting of common stockholders' equity and qualifying preferred stock or hybrid instruments, less certain goodwill items and other intangible assets. The remainder (Tier 2 Capital) may consist of (a) the allowance for loan losses of up to 1.25% of risk weighted assets, (b) excess of qualifying preferred stock, (c) hybrid capital instruments, (d) perpetual debt, (e) mandatory convertible securities, and (f) qualifying subordinated debt and intermediate-term preferred stock up to 50% of Tier 1 Capital. Total capital is the sum of Tier 1 and Tier 2 Capital less reciprocal holdings of other banking organizations' capital instruments, investments in unconsolidated subsidiaries and any other deductions as determined by the FDIC (determined on a case-by-case basis or as a matter of policy after formal rules-making).

In addition to the risk-based capital guidelines, the FDIC has adopted a minimum Tier 1 Capital (leverage) ratio, under which a bank must maintain a minimum level of Tier 1 Capital to average total consolidated assets of at least 3% in the case of a bank that has the highest regulatory examination rating and is not contemplating significant growth or expansion. All other banks are expected to maintain a leverage ratio of at least 100 to 200 basis points above the stated minimum.

The Group of Governors and Heads of Supervision, the oversight body of the Basel Committee on Banking Supervision, adopted Basel III in September 2010, which constitutes a set of capital reform measures designed to strengthen the regulation, supervision and risk management of banking organizations worldwide. In order to implement Basel III and certain additional capital changes required by the Dodd-Frank Act, on July 9, 2013, the Federal banking agencies, including the FDIC the Federal Reserve and the Office of the Comptroller of the Currency, approved, as an interim final rule, the regulatory capital requirements for U.S. insured depository institutions and their holding companies.

The interim final rule includes new risk-based capital and leverage ratios that will be phased-in from 2015 to 2019. The rule includes a new common equity Tier 1 capital to risk-weighted assets ratio of 4.5% and a common equity Tier 1 capital conservation buffer of 2.5% of risk-weighted assets, which is in addition to the Tier 1 and Total risk-based capital requirements. The interim final rule also raises the minimum ratio of Tier 1 capital to risk-weighted assets from 4.0% to 6.0% and requires a minimum leverage ratio of 4.0%. The required minimum ratio of total capital to

risk-weighted assets will remain 8.0%. The new risk-based capital requirements (except for the capital

conservation buffer) will become effective on January 1, 2015. The capital conservation buffer will be phased in over four years beginning on January 1, 2016, with a maximum buffer of 0.625% of risk-weighted assets for 2016, 1.25% for 2017, 1.875% for 2018, and 2.5% for 2019 and thereafter. Failure to maintain the required capital conservation buffer will result in limitations on capital distributions and on discretionary bonuses to executive officers.

The following chart compares the risk-based capital required under existing rules to those prescribed under the interim final rule under the phase-in period described above:

Common Equity Tier 1	Current Rules	Final Rules
Capital Conservation Buffer		2.5 %
Tier 2	4.0 %	2.0 %
Additional Tier 1		1.5 %
Tier 1	4.0 %	
Common Equity Tier 1		4.5 %

The interim final rule also implements revisions and clarifications consistent with Basel III regarding the various components of Tier 1 capital, including common equity, unrealized gains and losses and instruments that will no longer qualify as Tier 1 capital. The interim final rule also sets forth certain changes for the calculation of risk-weighted assets that we will be required to implement beginning January 1, 2015. Management is currently evaluating the provisions of the interim final rule and its expected impact. Based on our current capital composition and levels, management does not presently anticipate that the interim final rule presents a material risk to our financial condition or results of operations.

These provisions, as well as any other aspects of current or proposed regulatory or legislative changes to laws applicable to the financial industry, may impact the profitability of our business activities and may change certain of our business practices, including the ability to offer new products, obtain financing, attract deposits, make loans, and achieve satisfactory interest spreads, and could expose us to additional costs, including increased compliance costs. These changes also may require us to invest significant management attention and resources to make any necessary changes to operations in order to comply, and could therefore also materially and adversely affect our business, financial condition and results of operations.

Community Reinvestment Act

All insured depository institutions have a responsibility under the Community Reinvestment Act and related regulations to help meet the credit needs of their communities, including low- and moderate-income neighborhoods. An institution's failure to comply with the provisions of the Community Reinvestment Act could result in restrictions on its activities. The Bank received a satisfactory Community Reinvestment Act rating in its most recently completed examination.

Privacy Requirements of the Gramm-Leach-Bliley Act

Federal law places limitations on financial institutions like the Bank regarding the sharing of consumer financial information with unaffiliated third parties. Specifically, these provisions require all financial institutions offering financial products or services to retail customers to provide such customers with the financial institution's privacy policy and provide such customers the opportunity to opt out of the sharing of personal financial information with unaffiliated third parties. The Bank currently has a privacy protection policy in place and believes such policy is in compliance with the regulations.

Anti-Money Laundering

Federal anti-money laundering rules impose various requirements on financial institutions intended to prevent the use of the U.S. financial system to fund terrorist activities. These provisions include a requirement that financial institutions operating in the United States have anti-money laundering compliance programs, due diligence policies and controls to ensure the detection and reporting of money laundering. Such compliance programs supplement existing compliance

requirements, also applicable to financial institutions, under the Bank Secrecy Act and the Office of Foreign Assets Control Regulations. The Bank has established policies and procedures to ensure compliance with the federal anti-laundering provisions.

Item 1A. Risk Factors.

Risks Applicable to Our Business:

Nationwide economic weakness may adversely affect our business by reducing real estate values in our trade area and stressing the ability of our customers to repay their loans.

Our trade area, like the rest of the United States, is currently experiencing weak economic conditions. In addition, the financial services industry is a major employer in our trade area. The financial services industry has been adversely affected by current economic and regulatory factors. As a result, many companies have experienced reduced revenues and have laid off employees. These factors have stressed the ability of both commercial and consumer customers to repay their loans, and may result in higher levels of non-accrual loans. In addition, real estate values have declined in our trade area. Since the number of our loans secured by real estate represents a material segment of our overall loan portfolio, declines in the market value of real estate impact the value of the collateral securing our loans, and could lead to greater losses in the event of defaults on loans secured by real estate.

Our recent growth has substantially increased our expenses and impacted our results of operations.

As a strategy, we have focused on growth by aggressively pursuing business development opportunities, and we have grown rapidly since our incorporation. Our assets have grown from \$179.8 million at December 31, 2006, to \$1.2 billion at December 31, 2013, representing a compound annual growth rate in excess of 32%. During that time, we have opened four new offices. Although we believe that our growth strategy will support our long term profitability and franchise value, the expense associated with our growth, including compensation expense for the employees needed to support this growth and leasehold and other expenses associated with our locations, has and may continue to negatively affect our results. In addition, in order for our most recently opened branches to contribute to our long-term profitability, we will need to be successful in attracting and maintaining cost efficient deposits at these locations. In order to successfully manage our growth, we need to adopt and effectively implement policies, procedures and controls to maintain our credit quality and oversee our operations. We can give you no assurance that we will be successful in this strategy.

Our growth-oriented business strategy could be adversely affected if we are not able to attract and retain skilled employees.

We may not be able to successfully manage our business as a result of the strain on our management and operations that may result from growth. Our ability to manage growth will depend upon our ability to continue to attract, hire and retain skilled employees. Our success will also depend on the ability of our officers and key employees to continue to implement and improve our operational and other systems, to manage multiple, concurrent customer relationships and to hire, train and manage our employees.

We may need to raise additional capital to execute our growth oriented business strategy.

In order to continue our historic rate of growth, we will be required to maintain our regulatory capital ratios at levels higher than the minimum ratios set by our regulators. In light of current economic conditions, our regulators have been seeking higher capital bases for insured depository institutions experiencing strong growth. In addition, the implementation of certain new regulatory requirements, such as the Basel III accord and the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act), may establish higher tangible capital requirements for financial institutions. These developments may require us to raise additional capital in the future.

We can offer you no assurances that we will be able to raise capital in the future, or that the terms of any such capital will be beneficial to our existing security holders. In the event we are unable to raise capital in the future, we may not be able to continue our growth strategy.

We have a significant concentration in commercial real estate loans and commercial business loans.

Our loan portfolio is made up largely of commercial real estate loans and commercial business loans. These types of loans generally expose a lender to a higher degree of credit risk of non-payment and loss than do residential mortgage loans because of several factors, including dependence on the successful operation of a business or a project for repayment, the collateral securing these loans may not be sold as easily as residential real estate, and loan terms with a balloon payment rather than full amortization over the loan term. In addition, commercial real estate and commercial loans typically involve larger loan balances to single borrowers or groups of related borrowers compared to one-to-four-family residential mortgage loans. Underwriting and portfolio management activities cannot completely eliminate all risks related to these loans. Any significant failure to pay on time by our customers or a significant default by our customers would materially and adversely affect us.

At December 31, 2013, we had \$769.1 million of commercial real estate loans, which represented 66.7% of our total loan portfolio. Our commercial real estate loans include loans secured by multi-family, owner occupied and non-owner occupied properties for commercial uses. In addition, we make both secured and unsecured commercial and industrial loans. At December 31, 2013, we had \$203.7 million of commercial business loans, which represented 17.7% of our total loan portfolio. Unsecured loans generally involve a higher degree of risk of loss than do secured loans because, without collateral, repayment is wholly dependent upon the success of the borrowers' businesses. Secured commercial and industrial loans are generally collateralized by accounts receivable, inventory, equipment or other assets owned by the borrower and typically include a personal guaranty of the business owner. Compared to real estate, that type of collateral is more difficult to monitor, its value is harder to ascertain, it may depreciate more rapidly and it may not be as readily saleable if repossessed.

Loans secured by owner-occupied real estate and commercial and industrial loans are both reliant on the operating businesses to provide cash flow to meet debt service obligations, and as a result they are more susceptible to the general impact on the economic environment affecting those operating companies as well as the real estate.

Although the economy in our market area generally, and the real estate market in particular, is improving slowly, we can give you no assurance that it will continue to grow or that the rate of growth will accelerate to historical levels. Many factors, including continuing European economic difficulties could reduce or halt growth in our local economy and real estate market. Accordingly, it may be more difficult for commercial real estate borrowers to repay their loans in a timely manner in the current economic climate, as commercial real estate borrowers' ability to repay their loans frequently depends on the successful development of their properties. The deterioration of one or a few of our commercial real estate loans could cause a material increase in our level of nonperforming loans, which would result in a loss of revenue from these loans and could result in an increase in the provision for loan losses and/or an increase in charge-offs, all of which could have a material adverse impact on our net income. We also may incur losses on commercial real estate loans due to declines in occupancy rates and rental rates, which may decrease property values and may decrease the likelihood that a borrower may find permanent financing alternatives. Given the continued weaknesses in the commercial real estate market in general, there may be loans where the value of our collateral has been negatively impacted. Any weakening of the commercial real estate market may increase the likelihood of default of these loans, which could negatively impact our loan portfolio's performance and asset quality. If we are required to liquidate the collateral securing a loan to satisfy the debt during a period of reduced real estate values, we could incur material losses. Any of these events could increase our costs, require management time and attention, and materially and adversely affect us.

Federal banking agencies have issued guidance regarding high concentrations of commercial real estate loans within bank loan portfolios. The guidance requires financial institutions that exceed certain levels of commercial real estate lending compared with their total capital to maintain heightened risk management practices that address the following key elements: board and management oversight and strategic planning, portfolio management, development of underwriting standards, risk assessment and monitoring through market analysis and stress testing, and maintenance of increased capital levels as needed to support the level of commercial real estate lending. If there is any deterioration in our commercial real estate portfolio or if our regulators conclude that we have not implemented appropriate risk management practices, it could adversely affect our business, and could result in the requirement to maintain increased capital levels. Such capital may not be available at that time, and may result in our regulators requiring us to reduce our concentration in commercial real estate loans.

The nature and growth rate of our commercial loan portfolio may expose us to increased lending risks.

Given the significant growth in our loan portfolio, many of our commercial real estate loans are unseasoned, meaning that they were originated relatively recently. As of December 31, 2013, we had \$769.1 million in commercial real estate loans outstanding. Approximately eighty-two percent (82%) of the loans, or \$630.2 million, had been originated in the past three years. Our limited experience with these loans does not provide us with a significant payment history pattern with which to judge future collectability. As a result, it may be difficult to predict the future performance of our loan portfolio. These loans may have delinquency or charge-off levels above our expectations, which could negatively affect our performance.

The small to medium-sized businesses that the Bank lends to may have fewer resources to weather a downturn in the economy, which may impair a borrower's ability to repay a loan to the Bank that could materially harm our operating results.

The Bank targets its business development and marketing strategy primarily to serve the banking and financial services needs of small to medium-sized businesses. These small to medium-sized businesses frequently have smaller market share than their competition, may be more vulnerable to economic downturns, often need substantial additional capital to expand or compete and may experience significant volatility in operating results. Any one or more of these factors may impair the borrower's ability to repay a loan. In addition, the success of a small to medium-sized business often depends on the management talents and efforts of one or two persons or a small group of persons, and the death, disability or resignation of one or more of these persons could have a material adverse impact on the business and its ability to repay a loan. Economic downturns and other events that negatively impact our market areas could cause the Bank to incur substantial credit losses that could negatively affect our results of operations and financial condition.

Regulatory changes allowing the payment of interest on commercial accounts may negatively impact our core deposit strategy and our net interest income.

Our current core deposit strategy includes continuing to increase our noninterest-bearing commercial accounts in order to lower our cost of funds. Recent changes effected by the Dodd-Frank Act, however, permit the payment of interest on such accounts, which was previously prohibited. If our competitors begin paying interest on commercial accounts, this may increase competition from other financial institutions for these deposits and negatively affect our ability to continue to increase commercial deposit accounts, may require us to consider paying interest on such accounts, or may otherwise require us to revise our core deposit strategy, any of which could increase our interest expense and therefore our cost of funds and, as a result, decrease our net interest income which would adversely impact our results of operations.

The loss of our Chairman and Chief Executive Officer could hurt our operations.

We rely heavily on our Chairman and Chief Executive Officer, Frank Sorrentino III. Mr. Sorrentino has served as Chief Executive Officer of the Bank for five years. It was Mr. Sorrentino who originally conceived of the business idea of organizing ConnectOne Bank, and he spearheaded the efforts to organize the Bank in 2005. The loss of Mr. Sorrentino could have a material adverse effect on us, as he is central to virtually all aspects of our business operations and management. In addition, as a community bank, we have fewer management-level personnel who are in position to succeed and assume the responsibilities of Mr. Sorrentino.

Our lending limit may restrict our growth.

We are limited in the amount we can loan to a single borrower by the amount of our capital. Generally, under current law, we may lend up to 15% of our unimpaired capital and surplus to any one borrower. Based upon our current capital levels, the amount we may lend is significantly less than that of many of our competitors and may discourage potential borrowers who have credit needs in excess of our lending limit from doing business with us. We accommodate larger loans by selling participations in those loans to other financial institutions, but this strategy may not always be available.

We are a community bank and our ability to maintain our reputation is critical to the success of our business and the failure to do so may materially adversely affect our performance.

We are a community bank, and our reputation is one of the most valuable components of our business. As such, we strive to conduct our business in a manner that enhances our reputation. This is done, in part, by recruiting, hiring and retaining employees who share our core values of being an integral part of the communities we serve, delivering superior service to our customers and caring about our customers and associates. If our reputation is negatively affected, by the actions of our employees or otherwise, our business and, therefore, our operating results may be materially adversely affected.

Historically low interest rates may adversely affect our net interest income and profitability.

During the last five years it has been the policy of the Board of Governors of the Federal Reserve System (the Federal Reserve) to maintain interest rates at historically low levels through its targeted federal funds rate and the purchase of mortgage-backed securities. As a result, yields on securities we have purchased, and to a lesser extent, market rates on the loans we have originated, have been at levels lower than were available prior to 2008. Consequently, the average yield on our interest-earning assets has decreased during the recent low interest rate environment. As a general matter, our interest-bearing liabilities re-price or mature more quickly than our interest-earning assets, which have contributed to increases in net interest income (the difference between interest income earned on assets and interest expense paid on liabilities) in the short term. However, our ability to lower our interest expense is limited at these interest rate levels, while the average yield on our interest-earning assets may continue to decrease. The Federal Reserve has indicated its intention to maintain low interest rates for the foreseeable future. Accordingly, our net interest income may decrease, which may have an adverse effect on our profitability. For information with respect to changes in interest rates, see Risk Factors Changes in interest rates may adversely affect our earnings and financial condition.

Anti-takeover provisions in our corporate documents and in New Jersey corporate law may make it difficult and expensive to remove current management.

Anti-takeover provisions in our corporate documents and in New Jersey law may render the removal of our existing board of directors and management more difficult. Consequently, it may be difficult and expensive for our stockholders to remove current management, even if current management is not performing adequately.

Competition from other financial institutions in originating loans and attracting deposits may adversely affect our profitability.

We face substantial competition in originating loans. This competition comes principally from other banks, savings institutions, mortgage banking companies, credit unions and other lenders. Many of our competitors enjoy advantages, including greater financial resources and higher lending limits, a wider geographic presence, more accessible branch office locations, the ability to offer a wider array of services or more favorable pricing alternatives, as well as lower origination and operating costs. This competition could reduce our net income by decreasing the number and size of loans that we originate and the interest rates we may charge on these loans.

In attracting deposits, we face substantial competition from other insured depository institutions such as banks, savings institutions and credit unions, as well as institutions offering uninsured investment alternatives, including money market funds. Many of our competitors enjoy advantages, including greater financial resources, more aggressive marketing campaigns, better brand recognition and more branch locations.

These competitors may offer higher interest rates than we do, which could decrease the deposits that we attract or require us to increase our rates to retain existing deposits or attract new deposits. Increased deposit competition could adversely affect our ability to generate the funds necessary for lending operations, which may increase our cost of funds.

We also compete with non-bank providers of financial services, such as brokerage firms, consumer finance companies, insurance companies and governmental organizations, which may offer more favorable terms. Some of our non-bank competitors are not subject to the same extensive regulations that govern our operations. As a result, such non-bank competitors may have advantages over us in providing certain products and services. This competition may reduce or limit our margins on banking services, reduce our market share and adversely affect our earnings and financial condition.

Hurricanes or other adverse weather events could negatively affect our local economies or disrupt our operations, which would have an adverse effect on our business or results of operations.

Hurricanes and other weather events can disrupt our operations, result in damage to our properties and negatively affect the local economies in which we operate. In addition, these weather events may result in a decline in value or destruction of properties securing our loans and an increase in delinquencies, foreclosures and loan losses.

We do not expect to pay cash dividends on shares of our common stock.

We have not paid cash dividends on our common stock since the formation of the Bank in 2005, and expect that we will continue to retain earnings to augment our capital base and finance future growth. Therefore, investors should not purchase shares of common stock with a view for a current return on their investment in the form of cash dividends.

Risks Applicable to the Banking Industry Generally:

The financial services industry is undergoing a period of great volatility and disruption.

Beginning in mid-2007, there has been significant turmoil and volatility in global financial markets. Nationally, economic factors including inflation, recession, a rise in unemployment, a weakened US dollar, dislocation and volatility in the credit markets, and rising consumer costs persist. Recent market uncertainty regarding the financial sector has increased. In addition to the impact on the economy generally, changes in interest rates, in the shape of the yield curve, or in valuations in the debt or equity markets or disruptions in the liquidity or other functioning of financial markets, all of which have been seen recently, could directly impact us in one or more of the following ways:

Net interest income, the difference between interest earned on our interest earning assets and interest paid on interest bearing liabilities, represents a significant portion of our earnings.

Both increases and decreases in the interest rate environment may reduce our profits. We expect that we will continue to realize income from the spread between the interest we earn on loans, securities and other interest-earning assets, and the interest we pay on deposits, borrowings and other interest-bearing liabilities. The net interest spread is affected by the differences between the maturity and repricing characteristics of our interest-earning assets and interest-bearing liabilities. Our interest-earning assets may not reprice as slowly or rapidly as our interest-bearing liabilities.

The market value of our securities portfolio may decline and result in other than temporary

impairment charges. The value of securities in our portfolio is affected by factors that impact the U.S. securities market in general as well as specific financial sector factors and entities. Recent uncertainty in the market regarding the financial sector has negatively impacted the value of securities within our portfolio. Further declines in these sectors may result in future other than temporary impairment charges.

Asset quality may deteriorate as borrowers become unable to repay their loans.

Our allowance for loan losses may not be adequate to cover actual losses.

Like all financial institutions, we maintain an allowance for loan losses to provide for loan defaults and nonperformance. The process for determining the amount of the allowance is critical to our financial results and condition. It requires difficult, subjective and complex judgments about the future, including the impact of national and regional economic conditions on the ability of our borrowers to repay their loans. If our judgment proves to be incorrect, our allowance for loan losses may not be sufficient to cover losses inherent in our loan portfolio. Further, state and federal regulatory agencies, as an integral part of their examination process, review our loans and allowance for loan losses and may require an increase in our allowance for loan losses.

At December 31, 2013, our allowance for loan losses as a percentage of total loans was 1.39% and as a percentage of total non-accrual loans was 174.2%. Although we believe that our allowance for loan losses is adequate to cover known and probable incurred losses included in the portfolio, we cannot assure you that we will not further increase

the allowance for loan losses or that our regulators will not require us to increase this allowance. Either of these occurrences could adversely affect our earnings.

Changes in interest rates may adversely affect our earnings and financial condition.

Our net income depends primarily upon our net interest income. Net interest income is the difference between interest income earned on loans, investments and other interest-earning assets and the interest expense incurred on deposits and borrowed funds. The level of net interest income is primarily a function of the average balance of our interest-earning assets, the average balance of our interest-bearing liabilities, and the spread between the yield on such assets and the cost of such liabilities. These factors are influenced by both the pricing and mix of our interest-earning assets and our interest-bearing liabilities which, in turn, are impacted by such external factors as the local economy, competition for loans and deposits, the monetary policy of the Federal Open Market Committee of the Federal Reserve Board of Governors (the FOMC), and market interest rates.

A sustained increase in market interest rates could adversely affect our earnings if our cost of funds increases more rapidly than our yield on our earning assets, and compresses our net interest margin. In addition, the economic value of portfolio equity would decline if interest rates increase. For example, we estimate that as of December 31, 2013, a 200 basis point increase in interest rates would have resulted in our economic value of portfolio equity declining by approximately \$31.8 million or 20.6%. See Management's Discussion and Analysis of Financial Condition and Results of Operations Interest Rate Sensitivity Analysis.

Different types of assets and liabilities may react differently, and at different times, to changes in market interest rates. We expect that we will periodically experience gaps in the interest rate sensitivities of our assets and liabilities. That means either our interest-bearing liabilities will be more sensitive to changes in market interest rates than our interest-earning assets, or vice versa.

When interest-bearing liabilities mature or re-price more quickly than interest-earning assets, an increase in market rates of interest could reduce our net interest income. Likewise, when interest-earning assets mature or re-price more quickly than interest-bearing liabilities, falling interest rates could reduce our net interest income. We are unable to predict changes in market interest rates, which are affected by many factors beyond our control, including inflation, deflation, recession, unemployment, money supply, domestic and international events and changes in the United States and other financial markets.

We also attempt to manage risk from changes in market interest rates, in part, by controlling the mix of interest rate sensitive assets and interest rate sensitive liabilities. However, interest rate risk management techniques are not exact. A rapid increase or decrease in interest rates could adversely affect our results of operations and financial performance.

The banking business is subject to significant government regulations.

We are subject to extensive governmental supervision, regulation and control. These laws and regulations are subject to change, and may require substantial modifications to our operations or may cause us to incur substantial additional compliance costs. In addition, future legislation and government policy could adversely affect the commercial banking industry and our operations. Such governing laws can be anticipated to continue to be the subject of future modification. Our management cannot predict what effect any such future modifications will have on our operations. In addition, the primary focus of Federal and state banking regulation is the protection of depositors and not the shareholders of the regulated institutions.

For example, the Dodd-Frank Act may result in substantial new compliance costs. The Dodd-Frank Act was signed into law on July 21, 2010. Generally, the Dodd-Frank Act is effective the day after it was signed into law, but different effective dates apply to specific sections of the law, many of which will not become effective until various Federal regulatory agencies have promulgated rules implementing the statutory provisions. Uncertainty remains as to the ultimate impact of the Dodd-Frank Act, which could have a material adverse impact either on the financial services industry as a whole, or on our business, results of operations and financial condition.

The following aspects of the financial reform and consumer protection act are related to the operations of the Bank:

A new independent consumer financial protection bureau was established within the Federal Reserve, empowered to exercise broad regulatory, supervisory and enforcement authority with respect to both new and

existing
consumer
financial
protection
laws.

However,
smaller
financial
institutions,
like the Bank,
are subject to
the
supervision
and
enforcement
of their
primary
federal
banking
regulator with
respect to the
federal
consumer
financial
protection
laws.

The act also
imposes new
obligations on
originators of
residential
mortgage
loans, such as
the Bank.
Among other
things,
originators
must make a
reasonable and
good faith
determination
based on
documented
information
that a
borrower has a
reasonable
ability to
repay a
particular

mortgage loan over the long term. If the originator cannot meet this standard, the loan may be unenforceable in foreclosure proceedings. The act contains an exception from this ability to repay rule for qualified mortgages , which are deemed to satisfy the rule, but does not define the term, and left authority to the Consumer Financial Protection Bureau (CFPB) to adopt a definition. A rule issued by the CFPB in January 2013, and effective January 10, 2014, sets forth specific underwriting criteria for a loan to qualify as a Qualified Mortgage Loan. The criteria generally exclude loans that are interest- only,

have excessive
upfront points
or fees, have
negative
amortization
features or
balloon
payments, or
have terms in
excess of 30
years. The
underwriting
criteria also
impose a
maximum
debt to income
ratio of 43%.

If a loan meets
these criteria
and is not a

higher priced

loan as
defined in

Federal
Reserve

regulations,
the CFPB rule

establishes a
safe harbor

preventing a
consumer

from asserting
as a defense to

foreclosure the
failure of the

originator to
establish the

consumer's
ability to

repay.

However, this
defense will

be available to
a consumer for

all other
residential

mortgage
loans.

Although the
majority of

residential

mortgages
historically

originated by the Bank would qualify as Qualified Mortgage Loans, the Bank has also made, and may continue to make in the future, residential mortgage loans that will not qualify as Qualified Mortgage Loans. These loans may expose the Bank to greater losses, loan repurchase obligations, or litigation related expenses and delays in taking title to collateral real estate, if these loans do not perform and borrowers challenge whether Sullivan satisfied the ability to repay rule on originating the loan.

Tier 1 capital treatment for hybrid capital items like trust preferred securities is eliminated subject to various grandfathering and transition rules.

The prohibition on payment of interest on demand deposits was repealed, effective July 21, 2011.

Deposit insurance is permanently increased to \$250,000.

The deposit insurance assessment base calculation now equals the depository institution's total assets minus the sum of its average tangible equity during the assessment period.

The minimum reserve ratio of the Deposit Insurance Fund increased to 1.35 percent of

estimated annual insured deposits or assessment base; however, the FDIC is directed to offset the effect of the increased reserve ratio for insured depository institutions with total consolidated assets of less than \$10 billion.

In addition, in order to implement Basel III and certain additional capital changes required by the Dodd-Frank Act, on July 9, 2013, the Federal ban>

Loss from continuing operations used to calculate

earnings per share - basic and diluted

\$(13,777) \$(9,313) \$(30,283) \$(17,104)

Income from discontinued operations used to

calculate earnings per share - basic and diluted

\$3,496 \$149 \$3,788 \$435

Basic (loss) income per share

Loss from continuing operations

\$(0.32) \$(0.24) \$(0.75) \$(0.44)

Income from discontinued operations

0.08 0.09 0.01 \$(0.24) \$(0.24) \$(0.66) \$(0.43)

Diluted (loss) income per share

Loss from continuing operations

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\$(0.32) \$(0.24) \$(0.75) \$(0.44)

Income from discontinued operations

0.08 0.09 0.01 \$(0.24) \$(0.24) \$(0.66) \$(0.43)

(in thousands of shares)

Weighted average shares outstanding - basic

42,195 38,840 40,144 38,781

Effect of common share equivalents ⁽¹⁾

Weighted average shares outstanding - diluted

42,195 38,840 40,144 38,781

⁽¹⁾ For the three and nine months ended September 30, 2009 and September 30, 2008, respectively, the Company had net losses from continuing operations. Therefore, the effect of common share equivalents is excluded from the calculation of diluted loss per share for these periods because it would be antidilutive.

See accompanying notes to the unaudited consolidated financial statements.

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PENNSYLVANIA REAL ESTATE INVESTMENT TRUST

CONSOLIDATED STATEMENTS OF EQUITY

AND COMPREHENSIVE INCOME

For the nine months ended

September 30, 2009

(Unaudited)

(in thousands of dollars, except per share amounts)	Total Equity	Comprehensive Income (Loss)	PREIT Shareholders				
			Shares of Beneficial Interest \$1.00 Par	Capital Contributed in Excess of Par	Accumulated Other Comprehensive Loss	Distributions in Excess of Net Income	Non-controlling Interest
Balance January 1, 2009, revised	\$ 698,263	\$	\$ 39,469	\$ 853,281	\$ (45,341)	\$ (201,080)	\$ 51,934
Comprehensive income (loss):							
Net loss	(25,860)	(25,860)				(24,645)	(1,215)
Unrealized gain on derivatives	11,739	11,739			11,117		622
Other comprehensive income	953	953			902		51
Total comprehensive loss	(13,168)	\$ (13,168)					(542)
Shares issued upon redemption of Operating Partnership Units			13	276			(289)
Shares issued under distribution reinvestment and share purchase plan	252		43	209			
Shares issued under employee share purchase plans	409		91	318			
Shares issued under equity incentive plans, net of retirements	(208)		686	(894)			
Shares issued for repurchase of exchangeable notes	15,030		3,000	12,030			
Amortization of deferred compensation	5,916			5,916			
Distributions paid to common shareholders (\$0.59 per share)	(24,167)					(24,167)	
Distributions paid to noncontrolling interests:							
Operating Partnership unitholders (\$0.59 per unit)	(1,286)						(1,286)
Other change in noncontrolling interest	9,760						9,760
Balance September 30, 2009	\$ 690,801		\$ 43,302	\$ 871,136	\$ (33,322)	\$ (249,892)	\$ 59,577

See accompanying notes to the unaudited consolidated financial statements.

Table of Contents**PENNSYLVANIA REAL ESTATE INVESTMENT TRUST****CONSOLIDATED STATEMENTS OF EQUITY****AND COMPREHENSIVE INCOME****For the nine months ended****September 30, 2008 (as revised)****(Unaudited)**

(in thousands of dollars, except per share amounts)	PREIT Shareholders						
	Total Equity	Comprehensive Income (Loss)	Shares of Beneficial Interest \$1.00 Par	Capital Contributed in Excess of Par	Accumulated Other Comprehensive Loss	Distributions in Excess of Net Income	Non-controlling Interest
Balance January 1, 2008, revised	\$ 829,984	\$	\$ 39,134	\$ 838,221	\$ (6,968)	\$ (95,569)	\$ 55,166
Comprehensive income (loss):							
Net loss	(15,751)	(15,751)				(15,113)	(638)
Unrealized gain on derivatives	10,785	10,785			10,785		
Other comprehensive loss	(18,650)	(18,650)			(18,650)		
Total comprehensive loss	(23,616)	\$ (23,616)					(638)
Shares issued upon redemption of Operating Partnership Units			4	101			(105)
Shares issued upon exercise of options			26	583			(609)
Shares issued under distribution reinvestment and share purchase plan	1,229		54	1,175			
Shares issued under employee share purchase plans	589		26	563			
Shares issued under equity incentive plans, net of retirements	(629)		153	(782)			
Amortization of deferred compensation	6,431			6,431			
Distributions paid to common shareholders (\$1.71 per share)	(67,282)					(67,282)	
Distributions paid to noncontrolling interests:							
Operating Partnership unitholders (\$1.71 per unit)	(3,729)						(3,729)
Other changes in noncontrolling interest	4,050						4,050
Balance September 30, 2008	\$ 747,027		\$ 39,397	\$ 846,292	\$ (14,833)	\$ (177,964)	\$ 54,135

See accompanying notes to the unaudited consolidated financial statements.

Table of Contents**PENNSYLVANIA REAL ESTATE INVESTMENT TRUST****CONSOLIDATED STATEMENTS OF CASH FLOWS****(Unaudited)**

(in thousands of dollars)	Nine Months Ended September 30,	
	2009	(as revised) 2008
Cash flows from operating activities:		
Net loss	\$ (25,860)	\$ (15,751)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation	97,416	86,336
Amortization	29,980	19,583
Straight-line rent adjustments	(1,256)	(2,265)
Provision for doubtful accounts	5,807	4,083
Amortization of deferred compensation	5,916	7,056
Gain on sales of real estate investments	(5,052)	(49)
Net gain on forward starting swap activities		(2,002)
Gain on extinguishment of debt	(13,971)	
Change in assets and liabilities:		
Net change in other assets	(32)	(7,129)
Net change in other liabilities	4,031	4,905
Net cash provided by operating activities	96,979	94,767
Cash flows from investing activities:		
Additions to construction in progress	(122,131)	(225,878)
Investments in real estate improvements	(15,916)	(23,743)
Investments in real estate acquisitions, net of cash acquired	(789)	(12,709)
Additions to leasehold improvements	(257)	(685)
Investments in partnerships	(613)	(3,542)
Capitalized leasing costs	(3,149)	(3,971)
Cash proceeds from sales of real estate investments	20,936	126
Decrease in cash escrows	3,756	9,250
Cash distributions from partnerships in excess of equity in income	1,884	653
Net cash used in investing activities	(116,279)	(260,499)
Cash flows from financing activities:		
Net borrowings from Credit Facility	85,000	50,000
Borrowings from senior unsecured term loan		170,000
Proceeds from mortgage notes payable	70,143	460,265
Repayment of mortgage notes payable	(18,058)	(413,617)
Principal installments on mortgage notes payable	(12,736)	(17,669)
Repurchase of exchangeable notes	(7,893)	
Net payment from settlement of forward-starting interest swap agreements		(16,503)
Payment of deferred financing costs	(1,776)	(6,570)
Dividends paid to common shareholders	(24,167)	(67,282)
Distributions paid to operating partnership unitholders and noncontrolling interest	(1,286)	(3,729)
Shares of beneficial interest issued	561	2,987
Shares of beneficial interest repurchased	(114)	(623)
Contributions from investor with noncontrolling interest in project	10,088	

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Net cash provided by financing activities	99,762	157,259
Net change in cash and cash equivalents	80,462	(8,473)
Cash and cash equivalents, beginning of period	9,786	27,925
Cash and cash equivalents, end of period	\$ 90,248	\$ 19,452

See accompanying notes to the unaudited consolidated financial statements.

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PENNSYLVANIA REAL ESTATE INVESTMENT TRUST
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2009

1. BASIS OF PRESENTATION

Nature of Operations

Pennsylvania Real Estate Investment Trust (PREIT or the Company) prepared the accompanying unaudited consolidated financial statements pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles (GAAP) have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the included disclosures are adequate to make the information presented not misleading. The unaudited consolidated financial statements should be read in conjunction with the audited financial statements and the notes thereto included in PREIT s Annual Report on Form 10-K, as amended, for the year ended December 31, 2008. In management s opinion, all adjustments, consisting only of normal recurring adjustments, necessary to present fairly the consolidated financial position of the Company and its subsidiaries and the consolidated results of its operations and its cash flows are included. The results of operations for the interim periods presented are not necessarily indicative of the results for the full year.

PREIT, a Pennsylvania business trust founded in 1960 and one of the first equity real estate investment trusts (REITs) in the United States, has a primary investment focus on retail shopping malls and power centers located in the eastern half of the United States, primarily in the Mid-Atlantic region. As of September 30, 2009, the Company s portfolio consisted of a total of 55 properties in 13 states, including 38 shopping malls, 14 strip and power centers and three properties under development. The development portion of the Company s portfolio contained three properties in two states, with two classified as mixed-use (a combination of retail and other uses) and one classified as other.

The Company holds its interest in its portfolio of properties through its operating partnership, PREIT Associates, L.P. (the Operating Partnership). The Company is the sole general partner of the Operating Partnership and, as of September 30, 2009, the Company held a 94.9% interest in the Operating Partnership and consolidates it for reporting purposes. The presentation of consolidated financial statements does not itself imply that the assets of any consolidated entity (including any special-purpose entity formed for a particular project) are available to pay the liabilities of any other consolidated entity, or that the liabilities of any consolidated entity (including any special-purpose entity formed for a particular project) are obligations of any other consolidated entity.

Pursuant to the terms of the partnership agreement of the Operating Partnership, each of the limited partners has the right to redeem such partner s units of limited partnership interest in the Operating Partnership (OP Units) for cash or, at the election of the Company, the Company may acquire such OP Units for common shares of the Company on a one-for-one basis. In some cases, the right to tender OP Units for redemption begins one year following the respective issue date of the OP Units, and in other cases immediately.

The Company provides its management, leasing and real estate development services through two companies: PREIT Services, LLC (PREIT Services), which generally develops and manages properties that the Company consolidates for financial reporting purposes, and PREIT-RUBIN, Inc. (PRI), which generally develops and manages properties that the Company does not consolidate for financial reporting purposes, including properties owned by partnerships in which the Company owns an interest and properties that are owned by third parties in which the Company does not have an interest. PREIT Services and PRI are consolidated. Because PRI is a taxable REIT subsidiary as defined by federal tax laws, it is capable of offering a broad range of services to tenants without jeopardizing the Company s continued qualification as a real estate investment trust under federal tax law.

As further described in note 2, the Company s consolidated financial statements presented herein have been revised to reflect the effect of the Company s adoption of new accounting guidance relating to convertible debt instruments that may be settled in cash upon conversion and to noncontrolling interests.

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

Risks and Uncertainties

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The Company is subject to various risks and uncertainties in the ordinary course of business that could have adverse effects on its operating results and financial condition. The most significant external risks facing the Company today stem from the current downturn in the overall economy and challenging conditions in the capital and credit markets.

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PENNSYLVANIA REAL ESTATE INVESTMENT TRUST

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

September 30, 2009

Substantially all of the Company's revenue is generated from leases with retail tenants. The reduction in consumer spending as a result of declining consumer confidence and increasing unemployment has negatively affected, and may continue to negatively affect, the operations of many retail companies. Beginning in the second half of 2008 and continuing into 2009, the number of retail bankruptcies and store closings has increased. Retailers also have reduced the number of store openings planned for 2009 and 2010 due to these economic conditions. These conditions have caused and may continue to cause the Company's occupancy rates, revenue and net income to decline.

The Company has historically used a substantial amount of debt to finance its business, and has relied primarily on new borrowings to fund its redevelopment and development projects. The Company estimates that it will incur approximately \$20.0 million during the remainder of 2009, and up to an additional \$50.0 million, net of expected reimbursements in 2010 and 2011, to fund its current redevelopment and development projects, including \$14.6 million as to which the Company is contractually committed.

As of September 30, 2009, \$485.0 million was outstanding under the Credit Facility, which matures March 20, 2010. In addition, the Company has pledged \$3.0 million under the Credit Facility as collateral for letters of credit. The unused portion of the Credit Facility that was available to the Company on September 30, 2009 was \$12.0 million. The Company has agreed upon a non-binding term sheet with the lead bank in the Credit Facility and the senior unsecured term loan (Term Loan) to refinance such debt. The term sheet is subject to review and approval by the members of the Credit Facility bank group, which might or might not be obtained, or which might only be obtained following changes to the term sheet. Even if a term sheet is accepted by all the members of the bank group, the Company might or might not be successful in negotiating satisfactory definitive documents. Management of the Company believes that it will be able to reach an agreement with the bank group with respect to a refinancing of the Credit Facility and Term Loan. This belief is subject to risks and uncertainties that could cause actual events to differ, including: risks arising from a further downturn in economic and retail industry conditions, including unemployment, decreased consumer confidence and consumer spending, which particularly affect retail REITs like the Company; risks arising from disruptions in the capital and credit markets, which might affect the Company's ability to obtain other debt or equity capital or the banks' abilities to extend credit; the risk of a real or perceived decline in the value of the Company's properties; risks arising from the Company's substantial indebtedness, the level of its cash flows, its ability to comply with debt agreement covenants, and perceptions of its creditworthiness, which might affect the Company's continuing attractiveness as a borrower and the banks' willingness to further extend credit; and other risks, including individual bank group members declining to approve a term sheet or definitive documents, which could inhibit the execution of a comprehensive agreement.

The Company expects to satisfy its remaining 2009 capital requirements for redevelopment and development projects and debt maturities through existing cash balances, as well as through borrowings under its Credit Facility, extensions of the maturity dates of existing indebtedness, additional borrowings secured by certain select properties and operating cash flow. The Company expects to continue to use some or all of these methods to meet its capital requirements in early 2010, assuming the Company refinances its Credit Facility and Term Loan, and subject to any restrictions that it may agree to in connection with any such refinancing. Given the continued weakness of the credit markets and the Company's current financial position and results of operations, there is no assurance that the Company will be able to refinance its Credit Facility, Term Loan or other existing debt. Even if the Company is able to refinance its Credit Facility and Term Loan, it may not be able to obtain the additional capital necessary to satisfy its obligations or requirements going forward, and its possible actions to secure additional capital might be subject to restrictions in applicable debt obligations, including restrictions on asset sales or the use of proceeds from other transactions. The Company may seek to raise capital through the public or private issuance of equity or unsecured debt securities. However, while the Company may seek to sell equity or debt securities, continued uncertainty in the capital markets may make it difficult for the Company to issue securities on terms that are favorable to it, if at all, and any such issuance of equity securities would likely be dilutive to existing shareholders. The Company might also seek, subject to restrictions in applicable debt obligations, to satisfy its long-term capital requirements through the formation of joint ventures with institutional partners, private equity investors or other REITs, or through a combination of some or all of the alternatives that might be available to the Company. The Company expects that other long-term capital requirements for which commitments have not previously been made, including any future redevelopment and development projects, renovations, expansions, property and portfolio acquisitions and other non-recurring capital improvements, may be deferred until such time as capital or financing can be obtained on terms the Company finds acceptable.

2. RECENT ACCOUNTING PRONOUNCEMENTS

Accounting for Convertible Debt

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Effective January 1, 2009, the Company adopted new accounting requirements that clarify the accounting treatment for convertible debt instruments that may be settled in cash upon either mandatory or optional conversion (including partial cash settlement). The Company's exchangeable notes are within the scope of these new accounting requirements. The Company was required to retrospectively apply these new accounting requirements to prior periods, and recorded the impact of its adoption of these new accounting requirements as of the issuance date of the exchangeable notes (May 2007). Pursuant to these new accounting requirements, the value assigned to the debt component is the estimated fair value of a similar bond without the conversion feature, which would result in the debt being recorded at a discount. The Company determined that the fair value of the conversion feature at the date of the issuance was \$19.3 million, which was recorded as an increase to capital contributed in excess of par and a decrease to exchangeable notes in the accompanying consolidated balance sheets. The amount that was recorded for the conversion feature is not

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PENNSYLVANIA REAL ESTATE INVESTMENT TRUST

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

September 30, 2009

amortized. The debt discount is amortized as additional non-cash interest expense over the period during which the debt is expected to be outstanding. The unamortized discount on the exchangeable notes was \$7.7 million and \$11.4 million as of September 30, 2009 and December 31, 2008, respectively, following repurchases of some outstanding exchangeable notes by the Company in 2009. The implementation of this standard resulted in an increase to interest expense and net loss of \$0.9 million and \$2.6 million from amounts previously reported for the three and nine months ended September 30, 2008, respectively.

Business Combinations

Effective January 1, 2009, the Company prospectively adopted new accounting requirements relating to business combinations. These new accounting requirements apply to all transactions or other events in which an entity obtains control of one or more businesses, including those combinations achieved without the transfer of consideration. These new accounting requirements expand the scope of the acquisition method of accounting to include all business combinations and require an acquirer to recognize the assets acquired, the liabilities assumed, and any noncontrolling interests in the acquiree at their fair values as of the acquisition date. Additionally, these new accounting requirements change the way entities account for business combinations achieved in stages by requiring the identifiable assets and liabilities to be measured at fair value at the acquisition date. These new accounting requirements require entities to directly expense transaction costs. The adoption of these new accounting requirements did not have a material effect on the Company's consolidated financial statements.

Classification and Measurement of Redeemable Securities

Effective January 1, 2009, the Company adopted new accounting requirements related to the classification and measurement of redeemable securities. The ownership interests in a subsidiary that are held by owners other than the parent are noncontrolling interests (which were previously reported on the consolidated balance sheet as *Minority interest*). Under these new accounting requirements, noncontrolling interest represents the portion of equity in a subsidiary not attributable, directly or indirectly, to a parent. Under these new accounting requirements, such noncontrolling interests are reported on the consolidated balance sheets within equity, separately from the Company's equity. Consolidated statements of equity are included for both quarterly and annual financial statements, including beginning balances, activity for the period and ending balances. On the consolidated statements of operations, revenue, expenses and net loss are reported at the consolidated amounts including both the amounts attributable to the Company and to noncontrolling interests.

However, in accordance with these new accounting requirements, securities (including those considered to be noncontrolling interests) that are redeemable for cash or other assets at the option of the holder, not solely within the control of the issuer, must be classified outside of permanent equity. The Company makes this determination based on terms in applicable agreements, specifically in relation to redemption provisions. Additionally, with respect to noncontrolling interests for which the Company has a choice to settle the contract by delivery in its own shares, the Company considered the guidance relating to the accounting for derivative financial instruments indexed to, and potentially settled in, a company's own stock, to evaluate whether such provisions are solely within the Company's control. The Company has concluded that for its noncontrolling interests that allow for redemption in either cash or Company shares, all such provisions are solely within its control. As a result of its evaluation, the Company has determined that all of its noncontrolling interests qualify as permanent equity, and therefore are not subject to the classification and measurement provisions of these new accounting requirements.

As of September 30, 2009, the Operating Partnership's noncontrolling interests have a redemption value of approximately \$17.7 million (based on the Company's closing common share price on the New York Stock Exchange on that date of \$7.61), which represents the amount that would be paid to the Operating Partnership's noncontrolling limited partners.

Also as a result of the adoption of these new accounting requirements, the statement of operations captions entitled *Income (loss) before minority interest*, *Minority interest* and *Net income (loss)* are now entitled *Net income (loss)*, *Net income (loss) attributable to noncontrolling interest* and *Net income (loss) attributable to PREIT*, respectively.

As of September 30, 2009, the Company has a 99.8% interest in Bala Cynwyd Associates, L.P. (*BCA*) and an option to purchase the remaining interests, as described in note 3. *BCA* owns an office building. The Company has consolidated the assets, liabilities and results of operations of

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BCA in the Company's consolidated financial statements. The interest that was not owned by the Company is reflected in noncontrolling interest on the accompanying consolidated balance sheets of \$15,000 and \$3.8 million as of September 30, 2009 and December 31, 2008, respectively.

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PENNSYLVANIA REAL ESTATE INVESTMENT TRUST

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

September 30, 2009

Disclosures about Derivative Instruments and Hedging Activities

Effective January 1, 2009, the Company adopted new accounting requirements relating to disclosures about derivative instruments and hedging activities, which require enhanced disclosures about an entity's derivative and hedging activities and thereby improves the transparency of financial reporting.

Subsequent Events

Effective June 30, 2009, the Company adopted new accounting requirements relating to subsequent events. These new accounting requirements are modeled after the same principles as the subsequent event guidance in auditing literature, with some terminology changes and additional disclosures. The adoption of these new accounting requirements had no material effect on the Company's consolidated financial statements. The Company evaluated subsequent events through the date of this filing.

Accounting for Transfers of Financial Assets

In June 2009, new accounting requirements relating to accounting for transfers of financial assets were issued. These new accounting requirements are effective for annual reporting periods beginning after November 15, 2009. The recognition and measurement provisions of these new accounting requirements are applied to transfers that occur on or after the effective date. The disclosure provisions of these new accounting requirements are applied to transfers that occurred both before and after the effective date of the new accounting requirements. The Company does not expect the adoption of these new accounting requirements to have a material effect on the Company's financial statements.

Variable Interest Entities

In June 2009, new accounting requirements relating to variable interest entities were issued. These new accounting requirements amend the existing accounting guidance as follows: a) to require an enterprise to perform an analysis to determine whether the enterprise's variable interest or interests give it a controlling financial interest in a variable interest entity, identifying the primary beneficiary of a variable interest entity; b) to require ongoing reassessment of whether an enterprise is the primary beneficiary of a variable interest entity, rather than only when specific events occur; c) to eliminate the quantitative approach previously required for determining the primary beneficiary of a variable interest; d) to amend certain guidance for determining whether an entity is a variable interest entity; e) to add an additional reconsideration event when changes in facts and circumstances pertinent to a variable interest entity occur; f) to eliminate the exception for troubled debt restructuring regarding variable interest entity reconsideration; and g) to require advanced disclosures that will provide users of financial statements with more transparent information about an enterprise's involvement in a variable interest entity. These new accounting requirements are effective for the first annual reporting period that begins after November 15, 2009. The Company is currently evaluating the effect that the adoption of these new accounting requirements will have on the Company's consolidated financial statements.

FASB Accounting Standards Codification

Effective September 30, 2009, the Company adopted the Financial Accounting Standards Board Accounting Standards Codification (ASC). The ASC is the sole source of authoritative U.S. GAAP for interim and annual periods ending after September 15, 2009, except for rules and interpretive releases of the SEC, which are sources of authoritative GAAP for SEC registrants. The adoption of the ASC did not have a significant impact on the Company's consolidated financial statements.

Table of Contents**PENNSYLVANIA REAL ESTATE INVESTMENT TRUST****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****September 30, 2009****3. REAL ESTATE ACTIVITIES**

Investments in real estate as of September 30, 2009 and December 31, 2008 were comprised of the following:

(in thousands of dollars)	As of September 30, 2009	As of December 31, 2008
Buildings, improvements and construction in progress	\$ 3,222,025	\$ 3,140,371
Land, including land held for development	570,102	567,677
Total investments in real estate	3,792,127	3,708,048
Accumulated depreciation	(608,605)	(516,832)
Net investments in real estate	\$ 3,183,522	\$ 3,191,216

Capitalization of Costs

Costs incurred in relation to development and redevelopment projects for interest, property taxes and insurance are capitalized only during periods in which activities necessary to prepare the property for its intended use are in progress. Costs incurred for such items after the property is substantially complete and ready for its intended use are charged to expense as incurred. Capitalized costs, as well as tenant inducement amounts and internal and external commissions, are recorded in construction in progress. The Company capitalizes a portion of development department employees' compensation and benefits related to time spent involved in development and redevelopment projects.

The Company capitalizes payments made to obtain options to acquire real property. All other related costs that are incurred before acquisition that are expected to have ongoing value to the project are capitalized if the acquisition of the property is probable. If the property is acquired, such costs are included in the amount recorded as the initial value of the asset. Capitalized pre-acquisition costs are charged to abandoned project costs, income taxes and other expenses when it is probable that the property will not be acquired. The Company recorded abandoned project costs of \$0.2 million and \$0.3 million for the three months ended September 30, 2009, and 2008, respectively, and \$0.4 million and \$1.6 million for the nine months ended September 30, 2009, and 2008, respectively.

The Company capitalizes salaries, commissions and benefits related to time spent by leasing and legal department personnel involved in originating leases with third-party tenants.

The following table summarizes the Company's capitalized salaries, commissions and benefits, real estate taxes and interest for the three and nine months ended September 30, 2009 and 2008, respectively.

(in thousands of dollars)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	2008	2009	2008
Development/Redevelopment Activities:				
Salaries and benefits	\$ 339	\$ 770	\$ 1,715	\$ 2,416
Real estate taxes	\$ 94	\$ 666	\$ 939	\$ 1,746
Interest	\$ 1,344	\$ 4,145	\$ 4,601	\$ 11,584

Leasing Activities:

Salaries, commissions and benefits	\$ 999	\$ 1,166	\$ 3,149	\$ 3,971
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Asset Impairment

Real estate investments and related intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the property might not be recoverable. A property to be held and used is considered impaired only if management's estimate of the aggregate future cash flows, less estimated capital expenditures, to be generated by the property, undiscounted and without interest charges, are less than the carrying value of the property. The estimate takes into consideration factors such as expected future operating income, trends and prospects, as well as the effects of demand, competition and other factors. In addition, these estimates may consider a probability weighted cash flow estimation approach when alternative courses of action to recover the carrying amount of a long-lived asset are under consideration or when a range of possible values is estimated.

The determination of undiscounted cash flows requires significant estimates by management, including the expected course of action at the balance sheet date that would lead to such cash flows. Subsequent changes in estimated undiscounted cash flows arising from changes in anticipated action to be taken with respect to the property could impact the determination of whether an impairment exists

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PENNSYLVANIA REAL ESTATE INVESTMENT TRUST

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

September 30, 2009

and whether the effects could materially impact the Company's results of operations. To the extent estimated undiscounted cash flows are less than the carrying value of the property, the loss will be measured as the excess of the carrying amount of the property over the fair value of the property.

The Company tests for impairment in several situations, including when current or projected cash flows from a real estate investment are significantly less than budgeted cash flows, when it becomes more likely than not that a property will be sold before the end of its previously estimated useful life, or when other events or changes in circumstances indicate that an asset's carrying value might not be recoverable. In the evaluation of the impairment of the Company's assets, the Company makes many assumptions and estimates, including:

projected cash flows, both from operations and from a hypothetical disposition;

expected useful life and holding period;

future required capital expenditures; and

fair values, including consideration of capitalization rates, discount rates and comparable selling prices.

As a preliminary indicator to determine if the carrying value of a property might not be recovered by undiscounted cash flows, the Company utilizes a five-year planning model based on existing tenants, expectations about future rental activity and expense levels. For periods beyond the five-year model, the Company assumes a 2.0% rate of growth for cash flows over the estimated useful lives of the individual properties, which is lower than the historical assumed growth rate utilized because of the current economic conditions. As of September 30, 2009, the Company has not identified any properties that required further consideration of property and market specific conditions or factors to determine if the property was impaired.

Dispositions

In August 2009, the Company sold Crest Plaza in Allentown, Pennsylvania for \$15.8 million. The Company recorded a gain of \$3.4 million from this sale.

In June 2009, the Company sold a land parcel adjacent to North Hanover Mall in Hanover, Pennsylvania for \$2.0 million. The Company recorded a gain of \$1.4 million from this sale.

In June 2009, the Company sold a land parcel adjacent to Woodland Mall in Grand Rapids, Michigan for \$2.7 million. The parcel contained a department store that was subject to a ground lease. The Company recorded a gain of \$0.2 million from this sale.

In May 2009, the Company sold an outparcel and related land improvements containing an operating restaurant at Monroe Marketplace in Selinsgrove, Pennsylvania for \$0.9 million. The Company recorded an impairment of \$0.1 million immediately prior to this transaction. No gain or loss was recorded from this sale.

Acquisitions

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In January 2008, the Company entered into an agreement under which it acquired a 0.1% general partnership interest and a 49.8% limited partnership interest in BCA, and an option to purchase the remaining partnership interests in BCA. In June 2009, the Company acquired an additional 49.9% limited partnership interest in BCA at a second closing. A third closing is expected to occur in the second quarter of 2010 at which time the Company will acquire the remaining 0.2% limited partnership interest. BCA is the owner of One Cherry Hill Plaza, an office building located within the boundaries of the Company's Cherry Hill Mall in Cherry Hill, New Jersey. The Company acquired its interests in BCA for \$4.1 million in cash and 140,745 OP Units paid at the first and second closings. See note 7 for further discussion. The Company has consolidated BCA for financial reporting purposes.

Table of Contents**PENNSYLVANIA REAL ESTATE INVESTMENT TRUST****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****September 30, 2009****4. INVESTMENTS IN PARTNERSHIPS**

The following table presents summarized financial information of the equity investments in the Company's unconsolidated partnerships as of September 30, 2009 and December 31, 2008:

(in thousands of dollars)	As of September 30, 2009	As of December 31, 2008
ASSETS:		
Investments in real estate, at cost:		
Retail properties	\$ 391,897	\$ 390,341
Construction in progress	2,814	4,402
Total investments in real estate	394,711	394,743
Accumulated depreciation	(112,896)	(102,804)
Net investments in real estate	281,815	291,939
Cash and cash equivalents	8,436	5,887
Deferred costs and other assets, net	21,923	22,848
Total assets	312,174	320,674
LIABILITIES AND PARTNERS' DEFICIT:		
Mortgage notes payable	367,174	370,206
Other liabilities	15,928	18,308
Total liabilities	383,102	388,514
Net deficit	(70,928)	(67,840)
Partners' share	(35,329)	(33,659)
Company's share	(35,599)	(34,181)
Excess investment ⁽¹⁾	16,889	16,143
Advances	4,848	5,414
Net investments and advances	\$ (13,862)	\$ (12,624)
Investment in partnerships, at equity	\$ 34,142	\$ 36,164
Distributions in excess of partnership investments	(48,004)	(48,788)
Net investments and advances	\$ (13,862)	\$ (12,624)

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(1) Excess investment represents the unamortized difference between the Company's investment and the Company's share of the equity in the underlying net investment in the partnerships. The excess investment is amortized over the life of the properties, and the amortization is included in Equity in income of partnerships in the consolidated statements of operations.

The following table summarizes the Company's share of equity in income of partnerships for the three and nine months ended September 30, 2009 and 2008:

(in thousands of dollars)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	2008	2009	2008
Real estate revenue	\$ 18,210	\$ 19,143	\$ 55,400	\$ 56,435
Expenses:				
Property operating expenses	(5,746)	(6,130)	(17,460)	(17,011)
Interest expense	(3,867)	(4,740)	(10,991)	(15,912)
Depreciation and amortization	(3,863)	(3,975)	(11,603)	(11,799)
Total expenses	(13,476)	(14,845)	(40,054)	(44,722)
Net income	4,734	4,298	15,346	11,713
Less: Partners' share	(2,350)	(2,068)	(7,630)	(5,788)
Company's share	2,384	2,230	7,716	5,925
Amortization of excess investment	(29)	(61)	(185)	(187)
Equity in income of partnerships	\$ 2,355	\$ 2,169	\$ 7,531	\$ 5,738

Table of Contents**PENNSYLVANIA REAL ESTATE INVESTMENT TRUST****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****September 30, 2009****Significant Subsidiary**

The Company owns an indirect 50% partnership interest in Lehigh Valley Associates which owns Lehigh Valley Mall, located in Allentown, Pennsylvania, that is included in the amounts above. Summarized financial information for the nine months ended September 30, 2009 and 2008 for this property, which is accounted for by the equity method, is as follows:

(in thousands of dollars)	Nine Months Ended September 30, 2009	Nine Months Ended September 30, 2008
Total assets	\$ 62,039	\$ 67,407
Mortgage payable	\$ 150,000	\$ 150,000
Revenue	\$ 22,568	\$ 21,388
Property operating expenses	\$ (6,067)	\$ (6,438)
Interest expense	\$ (1,186)	\$ (4,551)
Net income	\$ 12,390	\$ 7,494
Company's share of equity in income of partnership	\$ 6,195	\$ 3,747

Financing Activity

In July 2006, Lehigh Valley Associates entered into a \$150.0 million mortgage loan that is secured by Lehigh Valley Mall. The Company owns an indirect 50% partnership interest in this entity. The mortgage loan had an initial term of 12 months, during which monthly payments of interest only were required. The loan bears interest at the one month LIBOR rate, reset monthly, plus a spread of 0.56%. There are three separate one-year extension options, provided that there is no event of default, that the borrower buys an interest rate cap for the term of any applicable extension and provided that certain other conditions are met, as required under the loan agreement. In August 2007, June 2008 and July 2009, the partnership that owns the mall exercised the first, second and third one-year extension options, respectively.

In October 2009, Red Rose Commons Associates, LP entered into a \$23.9 million mortgage loan that is secured by Red Rose Commons, located in Lancaster, Pennsylvania. The Company owns an indirect 50% partnership interest in this entity. The mortgage loan has an initial term of two years, during which monthly payments of interest only are required. The loan bears interest at a variable rate of LIBOR plus 4.00% with a floor of 6.00% per annum. The proceeds from the mortgage loan were used to repay the previous mortgage, of which the Company's share was \$12.3 million, that was secured by Red Rose Commons.

Impairment of Investments in Unconsolidated Subsidiaries

An other than temporary impairment of an investment in an unconsolidated partnership is recognized when the carrying value of the investment is not considered recoverable based on evaluation of the severity and duration of the decline in fair value, including the results of discounted cash flow and other valuation techniques. To the extent impairment has occurred, the excess carrying value of the asset over its estimated fair value is charged to income.

5. FINANCING ACTIVITY**Credit Facility**

As of September 30, 2009, \$485.0 million was outstanding under the Credit Facility, which expires March 20, 2010. The Company had pledged \$3.0 million under the Credit Facility as collateral for letters of credit, and the unused portion of the Credit Facility that was available to the Company was \$12.0 million at September 30, 2009. The weighted average effective interest rate based on amounts borrowed was 1.96% and 4.29% for the three months ended September 30, 2009 and 2008, respectively. The weighted average interest rate on outstanding Credit Facility

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borrowings at September 30, 2009 was 1.65% (LIBOR plus 1.40%). The Company has agreed upon a non-binding term sheet with the lead bank in the Credit Facility and the Term Loan. The term sheet is subject to review and approval by the members of the Credit Facility bank group, which might or might not be obtained, or which might only be obtained following changes to the term sheet. Even if a term sheet is accepted by all of the members of the bank group, the Company might or might not be successful in negotiating satisfactory definitive documents.

Management of the Company believes that it will be able to reach an agreement with the bank group with respect to a refinancing of the Credit Facility and Term Loan. This belief is subject to risks and uncertainties that could cause actual events to differ, including: risks arising from a further downturn in economic and retail industry conditions, including unemployment, decreased consumer confidence and consumer spending, which particularly affect retail REITs like the Company; risks arising from disruptions in the capital and credit markets, which might affect the Company's ability to obtain other debt or equity capital or the banks' abilities to extend credit; the risk of a real or perceived decline in the value of the Company's properties; risks arising from the Company's substantial indebtedness, the level of its cash flows, its ability to comply with debt agreement covenants, and perceptions of its creditworthiness, which might affect the Company's continuing attractiveness as a borrower and the banks' willingness to further extend credit; and other risks, including individual bank group members declining to approve a term sheet or definitive documents, which could inhibit the execution of a comprehensive agreement.

The amounts borrowed under the Company's Credit Facility bear interest at a rate between 0.95% and 2.00% per annum over LIBOR based on the Company's leverage. In determining the Company's leverage, the capitalization rate used to calculate Gross Asset Value, as defined in the Credit Facility agreement, is 7.50%.

The Credit Facility contains affirmative and negative covenants and requirements customarily found in facilities of this type, as detailed in the Company's Annual Report on Form 10-K for the year ended December 31, 2008, and which have not changed since that date. As of September 30, 2009, the Company was in compliance with all of these covenants. The financial covenants under the Credit Facility require, among other things, that the Company's leverage ratio, as defined in the Credit Facility, be less than 65%, provided that this leverage ratio can be exceeded for one period of two consecutive quarters, but may not exceed 70%. The financial covenants also require compliance with other debt yield, interest coverage and fixed charge ratios.

Table of Contents**PENNSYLVANIA REAL ESTATE INVESTMENT TRUST****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****September 30, 2009**

Compliance with each of these ratios is dependent upon the Company's financial performance. The leverage ratio is based, in part, on applying a capitalization rate to the Company's net operating income. Based on this calculation method, decreases in net operating income would result in an increased leverage ratio, even if overall debt levels remain constant. The leverage ratio was 66.1% at the end of the quarter ended September 30, 2009. The quarter ended September 30, 2009 was the first quarter that the ratio exceeded 65%. The financial covenants also require that the minimum debt yield ratio, as defined in the Credit Facility, be greater than 9.75%, provided that this ratio can be less than 9.75% for one period of two consecutive quarters, but may not be below 9.25%. The minimum debt yield ratio was 9.74% for the quarter ended September 30, 2009. The quarter ended September 30, 2009 was the first quarter that the ratio was less than 9.75%.

Upon the expiration of any applicable cure period following an event of default, the lenders may declare all of the Company's obligations in connection with the Credit Facility immediately due and payable, and the commitments of the lenders to make further loans under the Credit Facility will terminate. Upon the occurrence of a voluntary or involuntary bankruptcy proceeding of the Company, PREIT Associates, PRI or any material subsidiary, all outstanding amounts will automatically become immediately due and payable and the commitments of the lenders to make further loans will automatically terminate.

Exchangeable Notes

The Company's exchangeable notes had a balance of \$202.4 million and \$241.5 million (excluding debt discount of \$7.7 million and \$11.4 million) as of September 30, 2009 and December 31, 2008, respectively. Interest expense related to the exchangeable notes was \$2.8 million and \$3.8 million (including non-cash amortization of debt discount of \$0.7 million and \$0.9 million) for the three months ended September 30, 2009 and 2008, respectively, and \$9.1 million and \$11.2 million (including non-cash amortization of debt discount of \$2.2 million and \$2.6 million) for the nine months ended September 30, 2009 and 2008, respectively. The exchangeable notes bear interest at a contractual rate of 4.00% per annum. The exchangeable notes had an effective interest rate of 5.68% for the three months ended September 30, 2009, including the impact of the debt discount amortization.

Pursuant to the exchangeable notes' exchange settlement feature, upon surrender of the exchangeable notes for exchange, the exchangeable notes will be exchangeable for cash equal to the principal amount of the exchangeable notes and, with respect to any excess exchange value above the principal amount of the exchangeable notes, at the Company's option, for cash, common shares of the Company or a combination of cash and common shares at an initial exchange rate of 18.303 shares per \$1,000 principal amount of exchangeable notes, or \$54.64 per share. The exchangeable notes will be exchangeable only under certain circumstances. Prior to maturity, the Operating Partnership may not redeem the exchangeable notes except to preserve the Company's status as a real estate investment trust. If the Company undergoes certain change of control transactions at any time prior to maturity, holders of the exchangeable notes may require the Operating Partnership to repurchase their exchangeable notes, in whole or in part, for cash equal to 100% of the principal amount of the exchangeable notes to be repurchased plus unpaid interest, if any, accrued to the repurchase date, and there is a mechanism for holders to receive any excess exchange value. The indenture for the exchangeable notes does not contain any financial covenants.

As of September 30, 2009, the if-converted value of the exchangeable notes did not exceed their principal amounts because the market value of the Company's common shares was less than \$54.64, and therefore, the conversion feature of the exchangeable notes had no value.

In October 2009, the Company repurchased \$35.0 million in aggregate principal amount of its exchangeable notes in exchange for 1.3 million common shares, with a fair market value of \$9.9 million, and \$13.3 million in cash. The Company will record a gain on extinguishment of debt of \$9.9 million in the fourth quarter of 2009. In connection with the repurchase, the Company retired an aggregate of \$1.8 million of deferred financing costs and debt discount.

In September 2009, the Company repurchased \$12.0 million in aggregate principal amount of its exchangeable notes for \$7.2 million in cash. The Company recorded a gain on extinguishment of debt of \$4.2 million in the third quarter of 2009. In connection with the repurchase, the Company retired an aggregate of \$0.6 million of deferred financing costs and debt discount.

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In June 2009, the Company repurchased \$25.0 million in aggregate principal amount of its exchangeable notes in exchange for 3.0 million common shares with a fair market value of \$15.0 million, resulting in a gain on extinguishment of debt of \$8.5 million. In connection with the repurchase, the Company retired an aggregate of \$1.4 million of deferred financing costs and debt discount.

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PENNSYLVANIA REAL ESTATE INVESTMENT TRUST

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

September 30, 2009

In January 2009, the Company repurchased \$2.1 million in aggregate principal amount of its exchangeable notes for \$0.7 million, resulting in a gain on extinguishment of debt of \$1.3 million. In connection with the repurchase, the Company retired an aggregate of \$0.1 million of deferred financing costs and debt discount.

Based on the relationship of the consideration paid to retire the exchangeable notes and the fair value of the exchangeable notes on the date of retirement, none of the funds utilized in the repurchase were allocated to the retirement of the equity component of the exchangeable notes.

Mortgage Activity

In September 2009, the Company entered into a \$20.0 million mortgage loan secured by Northeast Tower Center in Philadelphia, Pennsylvania. The mortgage loan provided for a variable interest rate of 2.75% plus the greater of three-month LIBOR or 4.50% and a term of two years, with two one-year option extensions. This mortgage loan was repaid in October 2009 in connection with the Company's sale of a controlling interest in Northeast Tower Center.

In June 2009, the Company made a principal payment of \$2.4 million and exercised its first one-year renewal option on the mortgage loan at the One Cherry Hill Plaza office building in Cherry Hill, New Jersey.

In June 2009, the Company entered into a \$38.0 million mortgage loan that is secured by Lycoming Mall in Pennsdale, Pennsylvania. The outstanding principal balance on the loan as of September 30, 2009 was \$28.0 million. The mortgage loan has a fixed interest rate of 6.84% and a term of five years. In October 2009, the Company drew an additional \$5.0 million.

In June 2009, the Company entered into a \$10.0 million construction loan that is secured by Pitney Road Plaza, an operating power center with development activity located in Lancaster, Pennsylvania. The outstanding balance as of September 30, 2009 was \$5.9 million. The construction loan has a variable interest rate of 2.50% over three-month LIBOR with a floor of 5.00%, during the construction period and a term of one year with a six-month extension option for the construction period. The Company also has an option to convert the loan to a two-year loan at the end of the construction period. The loan is interest only during the construction period.

In March 2009, the Company entered into a \$16.3 million mortgage loan that is secured by New River Valley Center in Christiansburg, Virginia. The mortgage loan has a variable interest rate of 3.25% plus LIBOR with a minimum interest rate of 5.75% and a term of three years with two one-year extension options. The variable interest rate was capped to a fixed interest rate of 5.75% for the initial three-year term of the loan.

In January 2009, the Company repaid a \$15.7 million mortgage loan on Palmer Park Mall in Easton, Pennsylvania.

Fair Value of Financial Instruments

In June 2009, the Company adopted new accounting guidance that require disclosures about the fair value of financial instruments for interim reporting periods as well as in annual financial statements, and amends previous accounting guidance by requiring disclosures in summarized financial information at interim reporting periods. Disclosures about fair value of financial instruments are based on pertinent information available to management as of the valuation date. Considerable judgment is necessary to interpret market data and develop estimated fair values. Accordingly, the estimates presented are not necessarily indicative of the amounts at which these instruments could be purchased, sold or settled. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts.

The Company estimates the fair value of its fixed rate debt and the credit spreads over variable market rates on its variable rate debt by discounting the future cash flows of each instrument at estimated market rates, recent market transactions, or credit spreads consistent with the maturity of the debt obligation with similar credit features. Credit spreads take into consideration general market conditions and maturity. As of September 30, 2009, the carrying value and estimated fair value of the Company's debt were \$2,648.4 million and \$2,367.0 million, respectively. As of December 31, 2008, the carrying value and estimated fair value of the Company's debt were \$2,560.4 million and \$2,304.7 million,

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respectively. The carrying value of the Company's other financial instruments approximates fair value due to the short-term nature of these financial instruments.

6. CASH FLOW INFORMATION

Cash paid for interest was \$93.4 million (net of capitalized interest of \$4.6 million) and \$84.8 million (net of capitalized interest of \$11.6 million) for the nine months ended September 30, 2009 and 2008, respectively.

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PENNSYLVANIA REAL ESTATE INVESTMENT TRUST

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

September 30, 2009

Non-Cash Activities

In connection with the acquisition of partnership interests in BCA in the first quarter of 2008, the Company consolidated an \$8.0 million mortgage loan. Accrued construction expenses decreased \$21.1 million in the nine months ended September 30, 2009, representing a non-cash increase in construction in progress.

In June 2009, the Company repurchased \$25.0 million in aggregate principal amount of its exchangeable notes in exchange for 3.0 million common shares with a fair market value of \$15.0 million.

In February 2008, the Company acquired a 0.1% general partner interest and a 49.8% limited partner interest in BCA for \$3.9 million. In June 2009, the Company acquired an additional 49.9% of the limited partner interest in BCA for 140,745 OP Units with a value of \$3.8 million as of the first closing in February 2008 and a nominal cash amount, pursuant to a put/call arrangement.

7. RELATED PARTY TRANSACTIONS

Bala Cynwyd Associates, L.P.

In January 2008, the Operating Partnership and another subsidiary of the Company entered into a Contribution Agreement with BCA, City Line Associates (CLA), Ronald Rubin, George F. Rubin, Joseph Coradino, and two other individuals to acquire all of the partnership interests in BCA. BCA entered into a tax deferred exchange agreement with the owners of One Cherry Hill Plaza, an office building located within the boundaries of the Company's Cherry Hill Mall (the Office Building), to acquire title to the Office Building in exchange for an office building located in Bala Cynwyd, Pennsylvania owned by BCA.

Ronald Rubin, George F. Rubin, Joseph Coradino and two other individuals (collectively, the Individuals) own 100% of CLA, a limited partnership that owned 50% of BCA immediately prior to closing. Each of Ronald Rubin and George F. Rubin owns 40.53% of the partnership interests in CLA, and Joseph Coradino owns 3.16% of the partnership interests. Immediately prior to the closing, BCA redeemed 50% of its partnership interests, which were held by a third party. At the initial closing under the Contribution Agreement and in exchange for a 0.1% general partner interest and 49.8% limited partner interest in BCA, the Company made a capital contribution to BCA of \$3.9 million.

In June 2009, the Company acquired an additional 49.9% of the limited partner interest in BCA from the Individuals for 140,745 OP Units and a nominal cash amount, pursuant to a put/call arrangement. A third closing is expected to occur pursuant to a put/call agreement approximately one year after the second closing, at which time the remaining 0.2% interest in BCA will be acquired by the Company from the Individuals in exchange for 564 OP Units and a nominal cash amount. None of Ronald Rubin, George F. Rubin or Joseph Coradino received any consideration from the Company in connection with the first closing.

The acquisition of the Office Building was financed in part by a mortgage loan with a principal amount of \$8.0 million.

The Company and the Operating Partnership have agreed to provide tax protection to the Individuals in connection with taxes arising from a sale of the Office Building during the eight years following the initial closing.

In accordance with the Company's related party transactions policy, a special committee consisting exclusively of independent members of the Company's Board of Trustees considered and approved the terms of this transaction. The approval was subject to final approval of the Company's Board of Trustees, and the disinterested members of the Company's Board of Trustees approved the transaction.

Other

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PRI provides management, leasing and development services for eight properties owned by partnerships and other entities in which certain officers or trustees of the Company and of PRI or members of their immediate families and affiliated entities have direct or indirect ownership interests. Total revenue earned by PRI for such services was \$0.2 million and \$0.3 million for the three months ended September 30, 2009 and 2008, respectively, and \$0.6 million and \$0.8 million for the nine months ended September 30, 2009 and 2008, respectively.

The Company leases its principal executive offices from Bellevue Associates (the Landlord). Ronald Rubin and George F. Rubin, collectively with members of their immediate families and affiliated entities, own approximately a 50% interest in the Landlord. The office lease has a 10 year term that commenced on November 1, 2004. The Company's base rent is \$1.4 million per year during the first five years of the office lease and \$1.5 million during the second five years. Total rent expense under this lease was \$0.4 million for each of the three months ended September 30, 2009 and 2008, respectively, and \$1.2 million for each of the nine months ended September 30, 2009 and 2008, respectively.

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PENNSYLVANIA REAL ESTATE INVESTMENT TRUST

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

September 30, 2009

The Company uses an airplane in which Ronald Rubin owns a fractional interest. The Company did not incur any expenses in the first nine months of 2009 for this service. The Company paid \$0.1 million in the three months ended September 30, 2008, and \$0.2 million in the nine months ended September 30, 2008 for flight time used by employees on Company-related business.

8. COMMITMENTS AND CONTINGENCIES

Development and Redevelopment Activities

In connection with its current development and its redevelopment projects, the Company has made contractual commitments on some of these projects in the form of tenant allowances, lease termination fees and contracts with general contractors and other professional service providers. As of September 30, 2009, the remainder to be paid against such contractual and other commitments was \$14.6 million.

Tax Protection Agreements

The Company has entered into tax protection agreements in connection with certain completed property acquisitions. Under these agreements, the Company has agreed to indemnify the prior owners of the acquired properties for certain tax liabilities resulting from actions taken by the Company with respect to the property, including any sale of the property. In some cases, members of the Company's senior management and/or Board of Trustees are the beneficiaries of these agreements.

Other

In the normal course of business, the Company has become and may, in the future, become involved in legal actions relating to the ownership and operation of its properties and the properties it manages for third parties. In management's opinion, the resolution of any such pending legal actions is not expected to have a material adverse effect on the Company's consolidated financial position or results of operations.

9. DERIVATIVES

In the normal course of business, the Company is exposed to financial market risks, including interest rate risk on its interest bearing liabilities. The Company attempts to limit these risks by following established risk management policies, procedures and strategies, including the use of financial instruments. The Company does not use financial instruments for trading or speculative purposes.

Cash Flow Hedges of Interest Rate Risk

The Company's objectives in using interest rate derivatives are to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish this objective, the Company uses interest rate swaps and caps as part of its interest rate risk management strategy. The Company's outstanding derivatives have been designated as cash flow hedges. The effective portion of changes in the fair value of derivatives designated as, and that qualify as, cash flow hedges is recorded in Accumulated other comprehensive income (loss) and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. To the extent these instruments are ineffective as cash flow hedges, changes in the fair value of these instruments are recorded in Other (expenses) income, net. The Company recognizes all derivatives at fair value as either assets or liabilities in the accompanying consolidated balance sheets. The Company's derivative assets are recorded in Fair value of derivative assets. The Company's derivative liabilities are recorded in Fair value of derivative liabilities.

During the three and nine months ended September 30, 2009, the Company's derivatives were used to hedge the variable cash flows associated with existing variable-rate debt. During the three and nine months ended September 30, 2009, the Company recorded no amounts associated with hedge ineffectiveness in earnings. During the nine months ended September 30, 2008, the Company recorded a gain due to hedge ineffectiveness of \$2.0 million.

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Amounts reported in Accumulated other comprehensive income (loss) that are related to derivatives will be reclassified to Interest expense, net as interest payments are made on the Company's debt. During the next twelve months, the Company estimates that \$15.6 million would be reclassified as an increase to interest expense in connection with derivatives.

Table of Contents**PENNSYLVANIA REAL ESTATE INVESTMENT TRUST****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****September 30, 2009**

The following table summarizes the terms and fair values of the Company's interest rate swap and cap derivative instruments at September 30, 2009 and December 31, 2008. The notional amounts provide an indication of the extent of the Company's involvement in these instruments, but do not represent exposure to credit, interest rate or market risks.

Notional Value	Fair Value at September 30, 2009 ⁽¹⁾	Fair Value at December 31, 2008 ⁽¹⁾	Balance Sheet Location	Interest Rate ⁽²⁾	Maturity Date
Interest Rate Swaps					
\$25.0 million	\$ (0.3) million	\$ (0.6) million	Fair value of derivative liabilities	2.86%	March 20, 2010
\$75.0 million	(0.9) million	(1.7) million	Fair value of derivative liabilities	2.83%	March 20, 2010
\$30.0 million	(0.4) million	(0.7) million	Fair value of derivative liabilities	2.79%	March 20, 2010
\$40.0 million	(0.4) million	(0.8) million	Fair value of derivative liabilities	2.65%	March 22, 2010
\$20.0 million	(0.4) million	(0.7) million	Fair value of derivative liabilities	3.41%	June 1, 2010
\$45.0 million	(2.1) million	(2.8) million	Fair value of derivative liabilities	4.02%	June 19, 2011
\$54.0 million	(2.4) million	(3.3) million	Fair value of derivative liabilities	3.84%	July 25, 2011
\$65.0 million	(2.9) million	(4.7) million	Fair value of derivative liabilities	3.60%	September 9, 2013
\$68.0 million	(3.2) million	(5.2) million	Fair value of derivative liabilities	3.69%	September 9, 2013
\$56.3 million	(2.7) million	(4.4) million	Fair value of derivative liabilities	3.73%	September 9, 2013
\$55.0 million	(1.1) million	(2.3) million	Fair value of derivative liabilities	2.90%	November 29, 2013
\$48.0 million	(0.9) million	(2.0) million	Fair value of derivative liabilities	2.90%	November 29, 2013
Interest Rate Cap					
\$16.3 million	0.0 million	N/A	Fair value of derivative liabilities	2.50%	April 2, 2012
	\$ (17.7) million	\$ (29.2) million			

⁽¹⁾ As of September 30, 2009 and December 31, 2008, derivative valuations in their entirety are classified in Level 2 of the fair value hierarchy. As of September 30, 2009 and December 31, 2008, the Company does not have any significant fair value measurements using significant unobservable inputs (Level 3).

⁽²⁾ Interest rate does not include the spread on the designated debt.

The table below presents the effect of the Company's derivative financial instruments on the Statement of Operations as of September 30, 2009.

Derivatives in Cash Flow Hedging Relationships	Three Months Ended September 30, 2009	Nine Months Ended September 30, 2009	Income Statement Location
Interest rate products			
Loss recognized in OCI on derivatives (effective portion)	\$ (7.3) million	\$ (1.9) million	N/A
Gain reclassified from Accumulated OCI into income (effective portion)	\$ 4.8 million	\$ 13.7 million	Interest expense
Gain (loss) recognized in income on derivatives (ineffective portion and amount excluded from effectiveness testing)	\$	\$	Interest expense
Credit-Risk-Related Contingent Features			

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The Company has agreements with some of its derivative counterparties that contain a provision pursuant to which, if the entity that originated such derivative instruments defaults on any of its indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender, then the Company could also be declared in default on its derivative obligations. As of September 30, 2009, the Company was not in default on any of its derivative obligations.

The Company has an agreement with a derivative counterparty that incorporates the loan covenant provisions of the Company's loan agreement with a lender affiliated with the derivative counterparty. Failure to comply with the loan covenant provisions would result in the Company being in default on any derivative instrument obligations covered by the agreement.

As of September 30, 2009, the fair value of derivatives in a net liability position, which excludes accrued interest but includes any adjustment for nonperformance risk, related to these agreements was \$17.7 million. As of September 30, 2009, the Company has not posted any collateral related to these agreements. If the Company had breached any of these provisions as of September 30, 2009, it would have been required to settle its obligations under the agreements at their termination value (including accrued interest) of \$22.3 million. The Company has not breached any of the provisions as of September 30, 2009.

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PENNSYLVANIA REAL ESTATE INVESTMENT TRUST

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

September 30, 2009

Fair Value

Fair value measurements are determined based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, an entity establishes a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the reporting entity's own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy).

Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access. Level 2 inputs are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs may include quoted prices for similar assets and liabilities in active markets, as well as inputs that are observable for the asset or liability (other than quoted prices), such as interest rates, foreign exchange rates, and yield curves that are observable at commonly quoted intervals. Level 3 inputs are unobservable inputs for the asset or liability, which are typically based on an entity's own assumptions, as there is little, if any, related market activity. In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

Currently, the Company uses interest rate swaps and caps to manage its interest rate risk. The valuation of these instruments is determined using widely accepted valuation techniques, including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs.

The Company incorporates credit valuation adjustments to appropriately reflect both its own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. In adjusting the fair value of its derivative contracts for the effect of nonperformance risk, the Company has considered the impact of netting and any applicable credit enhancements.

Although the Company has determined that the majority of the inputs used to value its derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with its derivatives utilize Level 3 inputs, such as estimates of current credit spreads, to evaluate the likelihood of default by itself and its counterparties. However, as of September 30, 2009, the Company has assessed the significance of the effect of the credit valuation adjustments on the overall valuation of its derivative positions and has determined that the credit valuation adjustments are not significant to the overall valuation of its derivatives. As a result, the Company has determined that its derivative valuations in their entirety are classified in Level 2 of the fair value hierarchy.

Forward Starting Interest Rate Swaps

During the year ended December 31, 2008, the Company cash settled all of its forward-starting interest rate swaps with an aggregate notional amount of \$400.0 million. The Company paid an aggregate of \$16.5 million in cash to settle these swaps. The swaps were settled in anticipation of the Company's issuance of long term debt. Accumulated other comprehensive loss as of September 30, 2009 includes a net loss of \$13.5 million relating to forward-starting swaps that the Company has cash settled that are being amortized over 10 year periods commencing on the closing dates of the debt instruments that are associated with these settled swaps.

Interest Rate Swaps and Cap

As of September 30, 2009, the Company had entered into 12 interest rate swap agreements and one interest rate cap agreement that have a weighted average interest rate of 3.29% on a notional amount of \$597.5 million maturing on various dates through November 2013.

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The Company entered into these interest rate swap agreements and the cap agreement in order to hedge the interest payments associated with the Company's 2008 issuances of variable interest rate long-term debt. The Company assessed the effectiveness of these swap agreements and cap agreement as hedges at inception and on September 30, 2009 and considered these swap agreements and cap agreement to be highly effective cash flow hedges. The Company's interest rate swap agreements and cap agreement will be settled in cash.

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PENNSYLVANIA REAL ESTATE INVESTMENT TRUST

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

September 30, 2009

10. SUBSEQUENT EVENTS

In October 2009, the Company sold a controlling interest in Northeast Tower Center, a power center located in Philadelphia, Pennsylvania, for \$30.4 million. The Company will record a gain of approximately \$6.0 million from this transaction in the fourth quarter of 2009.

In November 2009, the Company entered into a one-year extension of the \$34.3 million mortgage loan secured by Valley View Mall in La Crosse, Wisconsin, with two six-month extension options.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following analysis of our consolidated financial condition and results of operations should be read in conjunction with our unaudited consolidated financial statements and the notes thereto included elsewhere in this report.

OVERVIEW

Pennsylvania Real Estate Investment Trust, a Pennsylvania business trust founded in 1960 and one of the first equity REITs in the United States, has a primary investment focus on retail shopping malls and power centers located in the eastern half of the United States, primarily in the Mid-Atlantic region. As of September 30, 2009, our portfolio consisted of a total of 55 properties in 13 states, including 38 shopping malls, 14 strip and power centers and three properties under development. The retail properties have a total of 34.9 million square feet. The retail properties we consolidate for financial reporting purposes have a total of 30.4 million square feet, of which we own 24.1 million square feet. The retail properties that are owned by unconsolidated partnerships with third parties have a total of 4.5 million square feet, of which 2.9 million square feet are owned by such partnerships. The development portion of our portfolio contains three properties in two states, with two classified as mixed use (a combination of retail and other uses) and one classified as other. In October 2009, we sold a controlling interest in Northeast Tower Center, a power center in Philadelphia, Pennsylvania.

Our primary business is owning and operating shopping malls and power centers. We evaluate operating results and allocate resources on a property-by-property basis, and do not distinguish or evaluate our consolidated operations on a geographic basis. No individual property constitutes more than 10% of our consolidated revenue or assets, and thus the individual properties have been aggregated into one reportable segment based upon their similarities with regard to the nature of our properties and the nature of our tenants and operational processes, as well as long-term financial performance. In addition, no single tenant accounts for 10% or more of our consolidated revenue, and none of our properties are located outside the United States.

We hold our interests in our portfolio of properties through our operating partnership, PREIT Associates, L.P. (PREIT Associates). We are the sole general partner of PREIT Associates and, as of September 30, 2009, held a 94.9% controlling interest in PREIT Associates. We consolidate PREIT Associates for financial reporting purposes. We hold our investments in seven of the 52 retail properties and one of the three development properties in our portfolio through unconsolidated partnerships or tenancy in common relationships with third parties in which we own a 40% to 50% interest. We hold a noncontrolling interest in each unconsolidated partnership, and account for such partnerships using the equity method of accounting. We do not control any of these equity method investees for the following reasons:

Except for two properties that we co-manage with our partner, the other entities are managed on a day-to-day basis by one of our partners as the managing general partner in each of the respective partnerships. In the case of the co-managed properties, all decisions in the ordinary course of business are made jointly.

The managing general partner is responsible for establishing the operating and capital decisions of the partnership, including budgets, in the ordinary course of business.

All major decisions of each partnership, such as the sale, refinancing, expansion or rehabilitation of the property, require the approval of all partners.

Voting rights and the sharing of profits and losses are generally in proportion to the ownership percentages of each partner. We hold our interest in three of our unconsolidated partnerships through tenancy in common arrangements. For each of these properties, title is held by us and another person or persons, and each has an undivided interest in the property. With respect to each of the three properties, under the applicable agreements between us and the other persons with ownership interests, we and such other persons have joint control because decisions regarding matters such as the sale, refinancing, expansion or rehabilitation of the property require the approval of both us and the other person (or at least one of the other persons) owning an interest in the property. Hence, we account for each of the properties using the equity method of accounting. The balance sheet items arising from these properties appear under the caption Investments in partnerships, at equity. The income statement items arising from these properties appears in Equity in income of partnerships.

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We record the earnings from the unconsolidated partnerships using the equity method of accounting under the statement of operations caption entitled Equity in income of partnerships, rather than consolidating the results of the unconsolidated partnerships with our results. Changes in our investments in these entities are recorded in the balance sheet caption entitled Investment in partnerships, at equity. In the case of deficit investment balances, such amounts are recorded in Distributions in excess of partnership investments.

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For further information regarding our unconsolidated partnerships, see note 4 to our unaudited consolidated financial statements.

We provide our management, leasing and development services through PREIT Services, LLC, which generally manages and develops properties that we consolidate for financial reporting purposes, and PREIT-RUBIN, Inc. (PRI), which generally manages and develops properties that we own interests in through partnerships with third parties and properties that are owned by third parties in which we do not have an interest. One of our long-term objectives is to obtain managerial control of as many of our assets as possible. Due to the nature of our existing partnership arrangements, we cannot anticipate when this objective will be achieved, if at all.

Our revenue consists primarily of fixed rental income, additional rent in the form of expense reimbursements, and percentage rent (rent that is based on a percentage of our tenants' sales or a percentage of sales in excess of thresholds that are specified in the applicable leases) derived from our income producing retail properties. We also receive income from our real estate partnership investments and from the management and leasing services PRI provides.

Net loss was \$10.1 million for the three months ended September 30, 2009, compared to \$8.9 million for the three months ended September 30, 2008. For the three months ended September 30, 2009, net loss was affected by decreased occupancy as a result of tenant bankruptcies and store closings in 2008 and 2009, increased depreciation and amortization as a result of redevelopment and development assets having been placed in service, increased interest expense as a result of a higher aggregate debt balance and properties placed in service, and increased property operating expenses compared to the three months ended September 30, 2008. The results of operations for the three months ended September 30, 2009 included gain on extinguishment of debt of \$4.2 million and a gain on the sale of discontinued operations of \$3.4 million.

Net loss was \$25.9 million for the nine months ended September 30, 2009, compared to \$15.8 million for the nine months ended September 30, 2008. For the nine months ended September 30, 2009, net loss was affected by decreased revenue and occupancy as a result of tenant bankruptcies and store closings in 2008 and 2009, increased depreciation and amortization as a result of redevelopment and development assets having been placed in service, increased interest expense as a result of a higher aggregate debt balance and properties placed in service, and increased property operating expenses compared to the nine months ended September 30, 2008. The results of operations for the nine months ended September 30, 2009 included gain on extinguishment of debt of \$14.0 million, a gain on the sale of discontinued operations of \$3.4 million, and gains on the sales of real estate of \$1.7 million. The results of operations for the nine months ended September 30, 2008 included a gain from hedging activities of \$2.0 million.

CURRENT ECONOMIC DOWNTURN

We are subject to various risks and uncertainties in the ordinary course of business that could have adverse effects on our operating results and financial condition. The most significant external risks facing us today stem from the current downturn in the overall economy and challenging conditions in the capital and credit markets.

Substantially all of our revenue is generated from leases with retail tenants. The reduction in consumer spending as a result of declining consumer confidence and increasing unemployment has negatively affected, and might continue to negatively affect, the operations of many retail companies. Beginning in the second half of 2008 and continuing in 2009, the number of retail bankruptcies and store closings has increased. Retailers also have reduced the number of store openings planned for 2009 and 2010 due to these economic conditions. These conditions have caused, and might continue to cause, our occupancy rates, revenue and net income to decline.

ACQUISITIONS, DISPOSITIONS, REDEVELOPMENT AND DEVELOPMENT ACTIVITIES

We record our acquisitions based on estimates of fair value, as determined by management, based on information available and on assumptions about future performance. These allocations are subject to revisions, in accordance with GAAP, during the twelve month periods following the closings of the respective acquisitions.

Acquisitions

In February 2008, we acquired a 49.9% ownership interest in Bala Cynwyd Associates, L.P., which owns One Cherry Hill Plaza, an office building located within the boundaries of our Cherry Hill Mall in Cherry Hill, New Jersey. In June 2009, we acquired an additional 49.9% ownership interest. See *Related Party Transactions* for further information about this transaction.

Table of Contents*Dispositions*

In October 2009, we sold a controlling interest in Northeast Tower Center, a power center located in Philadelphia, Pennsylvania, for \$30.4 million. We will record a gain of approximately \$6.0 million from this transaction in the fourth quarter of 2009.

In August 2009, we sold Crest Plaza in Allentown, Pennsylvania for \$15.8 million. We recorded a gain of \$3.4 million from this sale.

In June 2009, we sold a land parcel adjacent to North Hanover Mall in Hanover, Pennsylvania for \$2.0 million. We recorded a gain of \$1.4 million from this sale.

In June 2009, we sold a land parcel adjacent to Woodland Mall in Grand Rapids, Michigan for \$2.7 million. The parcel contained a department store that was subject to a ground lease. We recorded a gain of \$0.2 million from this sale.

In May 2009, we sold an outparcel and related land improvements containing an operating restaurant at Monroe Marketplace in Selinsgrove, Pennsylvania for \$0.9 million. We recorded impairment of \$0.1 million immediately prior to this transaction. No gain or loss was recorded from this sale.

Redevelopment and Development

We are engaged in the redevelopment of five of our consolidated properties. We might undertake redevelopment projects at additional properties in the future. These projects might include the introduction of residential, office or other uses to our properties. As of September 30, 2009, we had incurred \$453.8 million of costs related to these five redevelopment properties. The total costs identified to date to complete these projects, net of tenant reimbursement and tax credits, are expected to be approximately \$493.1 million in the aggregate, including amounts invested to date.

The following table sets forth the amount of our estimated total cost and the amounts invested as of September 30, 2009 in each redevelopment project:

Redevelopment Project	Estimated Project Cost⁽¹⁾	Invested as of September 30, 2009
Cherry Hill Mall	\$ 218.0 million	\$ 209.9 million
Plymouth Meeting Mall	97.7 million	89.9 million
The Gallery at Market East	81.6 million	79.5 million
Voorhees Town Center	83.0 million	64.0 million
Wiregrass Commons Mall	12.8 million	10.5 million
	\$ 493.1 million	\$ 453.8 million

⁽¹⁾ The estimated project cost is net of any expected tenant reimbursements, parcel sales, tax credits or other incentives.

We are engaged in the development of three mixed use and other projects that we believe meet the financial hurdles that we apply, given economic, market and other circumstances, although we do not expect to make material investments in these projects in the short term. We also own and manage one property that is now operating while some remaining development takes place. As of September 30, 2009, we had incurred \$91.2 million of costs related to these development projects. We will evaluate the financing opportunities available to us at the time a project requires funding. In cases where the project is undertaken with a partner, our flexibility in funding the project might be restricted by the partnership agreement or the covenants contained in our Credit Facility, which limit our involvement or flexibility in such projects.

We generally seek to develop these projects in areas that we believe evidence the likelihood of supporting additional retail development and have desirable population or income trends, and where we believe the projects have the potential for strong competitive positions. We will consider other uses of a property that would have synergies with our retail development and redevelopment based on several factors, including local demographics, market demand for other uses such as residential and office, and applicable land use regulations. In recent quarters, we generally had several development projects under way at one time. These projects were typically in various stages of the development process.

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We manage all aspects of these undertakings, including market and trade area research, site selection, acquisition, preliminary development work, construction and leasing. We monitor our developments closely, including costs and tenant interest.

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The following table sets forth the amount of our estimated total cost and the amounts invested as of September 30, 2009 in each development project:

Development Project	Estimated Project Cost ⁽¹⁾	Invested as of September 30, 2009	Actual/Expected Initial Occupancy Date
Operating Property:			
Pitney Road Plaza	\$ 18.8 million	\$ 14.1 million	2009
Development Properties:			
White Clay Point ⁽²⁾	To be determined	43.5 million	To be determined
Springhills	To be determined	32.9 million	To be determined
Pavilion at Market East ⁽³⁾	To be determined	0.7 million	To be determined
		\$ 91.2 million	

(1) The estimated project cost is net of any expected tenant reimbursements, parcel sales, tax credits or other incentives.

(2) Amount invested as of September 30, 2009 does not reflect an \$11.8 million impairment charge we recorded in 2008.

(3) The property is unconsolidated. The amount shown represents our share.

In connection with the redevelopment and development projects listed above and other projects ongoing at our other properties, we have made contractual and other commitments in the form of tenant allowances, lease termination amounts and contracts with general contractors and other professional service providers. We estimate that we will incur approximately \$20.0 million during the remainder of 2009 and up to an additional \$50.0 million, net of expected reimbursements, in 2010 and 2011, to fund our current development and redevelopment projects, including \$14.6 million as to which we are contractually committed. While we expect that the expenditures related to our redevelopment and development projects listed in this report will continue through 2011, we believe that our construction in progress balance has peaked. Construction in progress represents the aggregate expenditures on projects less amounts placed in service. Generally, assets are placed in service upon substantial completion or when tenants begin occupancy and rent payments commence.

Continued uncertainty in the credit markets might negatively affect our ability to access additional debt financing on reasonable terms, or at all, which might negatively affect our ability to fund our redevelopment and development projects and other business initiatives. A continued prolonged downturn in the credit markets might cause us to seek alternative sources of capital or financing, which could be less attractive and might require us to adjust our business plan accordingly. See Liquidity and Capital Resources.

OFF BALANCE SHEET ARRANGEMENTS

We have no material off-balance sheet items other than the partnerships described in note 4 to the unaudited consolidated financial statements and in the Overview section above.

RELATED PARTY TRANSACTIONS*Bala Cynwyd Associates, L.P.*

In January 2008, PREIT Associates and another subsidiary of PREIT entered into a Contribution Agreement with Bala Cynwyd Associates, L.P. (BCA), City Line Associates (CLA), Ronald Rubin, George F. Rubin, Joseph Coradino, and two other individuals to acquire all of the partnership interests in BCA. BCA entered into a tax deferred exchange agreement with the owners of One Cherry Hill Plaza, an office building located within the boundaries of our Cherry Hill Mall (the Office Building), to acquire title to the Office Building in exchange for an office building located in Bala Cynwyd, Pennsylvania owned by BCA.

Ronald Rubin, George F. Rubin, Joseph Coradino and two other individuals (collectively, the Individuals) own 100% of CLA, a limited partnership that owned 50% of BCA immediately prior to closing. Each of Ronald Rubin and George F. Rubin owns 40.53% of the partnership interests in CLA, and Joseph Coradino owns 3.16% of the partnership interests. Immediately prior to the closing, BCA redeemed 50% of its partnership interests, which were held by a third party. At the initial closing under the Contribution Agreement and in exchange for a 0.1% general partner interest and 49.8% limited partner interest in BCA, we made a capital contribution to BCA in an approximate amount of \$3.9

million.

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In June 2009, a second closing occurred in which we acquired an additional 49.9% of the limited partner interest in BCA from the Individuals for 140,745 OP Units and a nominal cash amount. A third closing is expected to occur pursuant to a put/call agreement approximately one year after the second closing, at which time we will acquire the remaining interest in BCA from the Individuals in exchange for 564 OP Units and a nominal cash amount. None of Ronald Rubin, George F. Rubin or Joseph Coradino received any consideration from us in connection with the first closing.

The acquisition of the Office Building was financed in part by a mortgage loan with a principal amount of \$8.0 million.

PREIT and PREIT Associates have agreed to provide tax protection to the Individuals in connection with taxes arising from a sale of the Office Building during the eight years following the initial closing.

In accordance with our related party transactions policy, a special committee consisting exclusively of independent members of our Board of Trustees considered and approved the terms of this transaction. The approval was subject to final approval of our Board of Trustees, and the disinterested members of our Board of Trustees approved the transaction.

Other

PRI provides management, leasing and development services for eight properties owned by partnerships and other entities in which certain officers or trustees of the Company and of PRI or members of their immediate families and affiliated entities have indirect ownership interests. Total revenue earned by PRI for such services was \$0.2 million and \$0.3 million for the three months ended September 30, 2009 and 2008, respectively, and \$0.6 million and \$0.8 million for the nine months ended September 30, 2009 and 2008, respectively.

We lease our principal executive offices from Bellevue Associates (the Landlord). Ronald Rubin and George F. Rubin, collectively with members of their immediate families and affiliated entities, own approximately a 50% interest in the Landlord. The office lease has a 10 year term that commenced on November 1, 2004. Our base rent is \$1.4 million per year during the first five years of the office lease and \$1.5 million per year during the second five years. Total rent expense under this lease was \$0.4 million for each of the three months ended September 30, 2009 and 2008, and \$1.2 million for each of the nine months ended September 30, 2009 and 2008.

We use an airplane in which Ronald Rubin owns a fractional interest. We did not incur any expenses in the first nine months of 2009 for this service. We paid \$0.1 million in the three months ended September 30, 2008, and \$0.2 million in the nine months ended September 30, 2008 for flight time used by employees on Company-related business.

CRITICAL ACCOUNTING POLICIES

Critical accounting policies are those that require the application of management's most difficult, subjective, or complex judgments, often because of the need to make estimates about the effect of matters that are inherently uncertain and that may change in subsequent periods. In preparing the consolidated financial statements, management has made estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting periods. In preparing the financial statements, management has utilized available information, including our past history, industry standards and the current economic environment, among other factors, in forming its estimates and judgments, giving due consideration to materiality. Actual results may differ from these estimates. In addition, other companies may utilize different estimates, which may impact the comparability of our results of operations to those of companies in similar businesses.

Our management makes complex or subjective assumptions and judgments in connection with applying its critical accounting policies. In making these judgments and assumptions, management considers, among other factors:

events and changes in property, market and economic conditions;

estimated future cash flows from property operations; and

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the risk of loss on specific accounts or amounts.

The estimates and assumptions made by management in applying critical accounting policies have not changed materially during 2009 and 2008, and none of these estimates or assumptions have proven to be materially incorrect or resulted in our recording any significant adjustments relating to prior periods. We will continue to monitor the key factors underlying our estimates and judgments, but no change is currently expected. See our Annual Report on Form 10-K for the year ended December 31, 2008 for a summary of the accounting policies that management believes are critical to the preparation of the consolidated financial statements.

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Asset Impairment

Real estate investments and related intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the property might not be recoverable. A property to be held and used is considered impaired only if management's estimate of the aggregate future cash flows, less estimated capital expenditures, to be generated by the property, undiscounted and without interest charges, are less than the carrying value of the property. The estimate takes into consideration factors such as expected future operating income, trends and prospects, as well as the effects of demand, competition, and other factors. In addition, these estimates may consider a probability weighted cash flow estimation approach when alternative courses of action to recover the carrying amount of a long-lived asset are under consideration or when a range of possible values is estimated.

The determination of undiscounted cash flows requires significant estimates by management, including the expected course of action at the balance sheet date that would lead to such cash flows. Subsequent changes in estimated undiscounted cash flows arising from changes in anticipated action to be taken with respect to the property could impact the determination of whether an impairment exists and whether the effects could materially impact our net income. To the extent estimated undiscounted cash flows are less than the carrying value of the property, the loss will be measured as the excess of the carrying amount of the property over the fair value of the property.

We test for impairment in several situations, including when current or projected cash flows from a real estate investment are significantly less than budgeted cash flows, when it becomes more likely than not that a property will be sold before the end of its previously estimated useful life, or when other events or changes in circumstances indicate that an asset's carrying value might not be recoverable. In the evaluation of the impairment of our assets, we make many assumptions and estimates, including:

projected cash flows, both from operations and from a hypothetical disposition;

expected useful life and holding period;

future required capital expenditures; and

fair values, including consideration of capitalization rates, discount rates and comparable selling prices.

As a preliminary indicator to determine if the carrying value of a property might not be recovered by undiscounted cash flows, we utilized a five-year planning model based on existing tenants, expectations about future rental activity and expense levels. For periods beyond the five-year model, we assumed a 2.0% rate of growth for cash flows over the estimated useful lives of the individual properties, which is lower than the historical assumed growth rate utilized because of the current economic conditions. As a result of this test, we did not identify any properties that required further consideration of property and market specific conditions or factors to determine if the property was impaired.

An other than temporary impairment of an investment in an unconsolidated joint venture is recognized when the carrying value of the investment is not considered recoverable based on evaluation of the severity and duration of the decline in fair value, including the results of discounted cash flow and other valuation techniques. To the extent impairment has occurred, the excess carrying value of the asset over its estimated fair value is charged to income.

Application of New Accounting Standards

The Financial Accounting Standards Board recently amended its guidance surrounding a company's analysis to determine whether any of its variable interests constitute controlling financial interests in a variable interest entity. This analysis identifies the primary beneficiary of a variable interest entity as the enterprise that has both of the following characteristics:

- a. The power to direct the activities of a variable interest entity that most significantly impact the company's economic performance.

- b. The obligation to absorb losses of the company that could potentially be significant to the variable interest entity or the right to receive benefits from the entity that could potentially be significant to the variable interest entity.

Additionally, an enterprise is required to assess whether it has an implicit financial responsibility to ensure that a variable interest entity operates as designed when determining whether it has the power to direct the activities of the variable interest entity that most significantly impact the entity's economic performance. The new guidance also requires ongoing reassessments of whether an enterprise is the primary beneficiary of a variable interest entity. The guidance is effective for the first annual reporting period that begins after November 15, 2009 and, accordingly, we will reevaluate our interests in variable interest entities for the period beginning on January 1, 2010 to determine that the entities are reflected properly in the financial statements as investments or consolidated entities. We are currently evaluating the impact that this guidance will have on our financial statements.

RESULTS OF OPERATIONS

Comparison of Three and Nine Months Ended September 30, 2009 and 2008

Overview

Our results in recent periods have been significantly affected by challenging conditions in the economy and by ongoing redevelopment initiatives that were in various stages at several of our consolidated mall properties. While we might undertake a redevelopment project to maximize the long-term performance of the property, in the short term, the operations and performance of the property, as measured by occupancy and net operating income, can be negatively affected by the project. For the three and nine months ended September 30, 2009, net loss was affected by decreased occupancy as a result of tenant bankruptcies and store closings in 2008 and 2009, increased depreciation and amortization as a result of development and redevelopment assets having been placed in service, increased interest expense primarily as a result of a higher aggregate debt balance and properties placed in service, and increased property operating expenses compared to the three and nine months ended September 30, 2008. Results for the three and nine months ended September 30, 2009 included gains on extinguishment of debt, gains on sales of real estate, and a gain on the sale of discontinued operations.

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The table below sets forth certain occupancy statistics as of September 30, 2009 and 2008:

	Occupancy as of September 30,			
	Consolidated		Partnership ⁽¹⁾	
	2009	2008	2009	2008
Retail portfolio weighted average:				
Total excluding anchors	84.1%	87.0%	87.4%	92.9%
Total including anchors	89.2%	89.2%	90.8%	95.0%
Enclosed malls weighted average:				
Total excluding anchors	83.4%	86.0%	89.9%	92.4%
Total including anchors	88.7%	88.5%	92.0%	94.0%
Strip and power centers weighted average	94.1%	98.7%	90.1%	95.5%

⁽¹⁾ Owned by partnerships in which we own a 50% interest.

The following information sets forth our results of operations for the three months ended September 30, 2009 and 2008:

(in thousands of dollars)	Three Months Ended		% Change 2008 to 2009
	September 30,		
	2009	2008	
Revenue	\$ 113,666	\$ 114,736	(1)%
Property operating expenses	(48,729)	(47,640)	2%
Depreciation and amortization	(41,702)	(38,270)	9%
General and administrative expenses, abandoned project costs, income taxes and other expenses	(9,783)	(10,675)	(8)%
Interest expense, net	(33,589)	(29,329)	15%
Gain on extinguishment of debt	4,167		
Equity in income of partnerships	2,355	2,169	9%
Income from discontinued operations	3,496	149	
Net loss	\$ (10,119)	\$ (8,860)	14%

The following information sets forth our results of operations for the nine months ended September 30, 2009 and 2008:

(in thousands of dollars)	Nine Months Ended		% Change 2008 to 2009
	September 30,		
	2009	2008	
Revenue	\$ 339,535	\$ 342,844	(1)%
Property operating expenses	(141,646)	(136,805)	4%
Depreciation and amortization	(122,243)	(110,958)	10%
General and administrative expenses, abandoned project costs, income taxes and other expenses	(29,104)	(33,592)	(13)%
Interest expense, net	(99,346)	(83,413)	19%
Gain on extinguishment of debt	13,971		
Equity in income of partnerships	7,531	5,738	31%
Gains on sales of real estate	1,654		
Income from discontinued operations	3,788	435	
Net loss	\$ (25,860)	\$ (15,751)	64%

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The amounts reflected as net loss in the tables above reflect our consolidated properties. Our unconsolidated partnerships are presented under the equity method of accounting in the line item Equity in income of partnerships.

Revenue

Real estate revenue decreased by \$0.5 million in the three months ended September 30, 2009 compared to the three months ended September 30, 2008. Real estate revenue increased \$1.1 million from two properties under development during 2008 that are now placed in service. Real estate revenue from properties that were owned by us prior to July 1, 2008 decreased by \$1.6 million, primarily due to decreases of \$1.6 million in expense reimbursements, \$0.4 million in other revenue and \$0.1 million in percentage

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rent. These decreases were partially offset by an increase of \$0.5 million in base rent, which is comprised of minimum rent, straight line rent and rent from tenants that pay a percentage of sales in lieu of minimum rent. These changes in real estate revenue are explained below in further detail.

Expense reimbursements decreased by \$1.6 million in the three months ended September 30, 2009 compared to the three months ended September 30, 2008. At many of our malls, we have continued to recover a lower proportion of common area maintenance and real estate tax expenses. In addition to being affected by store closings, our properties are experiencing a trend towards more gross leases (leases that provide that tenants pay a higher base rent amount in lieu of contributing toward common area maintenance costs and real estate taxes), as well as more leases that provide for the rent amount to be determined on the basis of a percentage of sales in lieu of minimum rent. We are also experiencing rental concessions made to tenants affected by our redevelopment activities, to tenants experiencing financial difficulties, as well as rental concessions driven by conditions in the economy.

Other revenue decreased by \$0.4 million, primarily due to a \$0.3 million decrease in marketing revenue. The decrease in marketing revenue was offset by a corresponding \$0.3 million decrease in marketing expense. Marketing revenue is generally recognized in tandem with marketing expense. Percentage rent decreased by \$0.1 million due to a decrease in tenant sales compared to the three months ended September 30, 2008. This decrease was also partially due to a trend in certain leases toward slightly higher minimum rent and higher thresholds at which percentage rent begins.

Base rent increased by \$0.5 million in the three months ended September 30, 2009 compared to the three months ended September 30, 2008. Base rent at Cherry Hill Mall, Voorhees Town Center and Plymouth Meeting Mall, three of our current redevelopment projects, increased by \$0.9 million, \$0.4 million and \$0.2 million, respectively, due to increased occupancy from newly opened tenants. Base rent at Sunrise Plaza, a development project that opened in October 2007, increased by \$0.2 million due to increased occupancy from tenants that opened new stores. Partially offsetting these increases, base rent decreased by \$1.3 million due to 67 store closings and liquidations associated with tenant bankruptcy filings during 2008 and 2009. As of September 30, 2009, 13 of the 67 stores have been leased to new tenants.

Interest and other income decreased by \$0.6 million, or 41%, in the three months ended September 30, 2009 compared to the three months ended September 30, 2008 due to lower interest rates on excess cash investments and non-recurring development fees and leasing commissions recorded in 2008.

Real estate revenue decreased by \$1.7 million, or 1%, in the nine months ended September 30, 2009 compared to the nine months ended September 30, 2008. Real estate revenue in the nine months ended September 30, 2009 was significantly affected by tenant bankruptcies and store closings, resulting in lower occupancy and expense reimbursements and higher bad debt expense compared to the nine months ended September 30, 2008. Real estate revenue from two properties that were under development during 2008 that are now placed in service increased by \$3.0 million, and real estate revenue from One Cherry Hill Plaza (office building acquired in February 2008) increased by \$0.1 million. Real estate revenue from properties that were owned by us prior to January 1, 2008 decreased by \$4.8 million, primarily due to decreases of \$1.4 million in expense reimbursements, \$1.1 million in percentage rent, \$1.0 million in lease termination revenue, \$0.9 million in other revenue and \$0.4 million in base rent. These changes in real estate revenue are explained below in further detail.

Expense reimbursements decreased by \$1.4 million in the nine months ended September 30, 2009 as compared to the nine months ended September 30, 2008. At many of our malls, we have continued to recover a lower proportion of common area maintenance and real estate tax expenses. In addition to being affected by store closings, our properties are experiencing a trend towards more gross leases (leases that provide that tenants pay a higher base rent amount in lieu of contributing toward common area maintenance costs and real estate taxes), as well as more leases that provide for the rent amount to be determined on the basis of a percentage of sales in lieu of minimum rent. We are also experiencing rental concessions made to tenants affected by our redevelopment activities, to tenants experiencing financial difficulties as well as rental concessions driven by conditions in the economy.

Percentage rent decreased by \$1.1 million in the nine months ended September 30, 2009 compared to the nine months ended September 30, 2008 due to a decrease in tenant sales. This decrease was also partially due to a trend in certain leases toward slightly higher minimum rent and higher thresholds at which percentage rent begins. Lease termination revenue decreased by \$1.0 million, primarily due to \$1.4 million received from one tenant in the nine months ended September 30, 2008. Other revenue decreased by \$0.9 million, primarily due to a \$0.6 million decrease in marketing revenue. The decrease in marketing revenue was offset by a corresponding \$0.6 million decrease in marketing expense. Marketing revenue is generally recognized in tandem with marketing expense.

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Base rent decreased by \$0.4 million in the nine months ended September 30, 2009 compared to the nine months ended September 30, 2008. Base rent decreased by \$4.4 million due to 67 store closings and liquidations associated with tenant bankruptcy filings during 2008 and 2009. As of September 30, 2009, 13 of the 67 stores have been leased to new tenants. Partially offsetting these decreases, base rent at Voorhees Town Center, Cherry Hill Mall and Plymouth Meeting Mall, three of our current redevelopment projects, increased by \$1.5 million, \$1.0 million and \$0.7 million, respectively, due to increased occupancy from newly opened tenants. Base rent at Sunrise Plaza, a development project that opened in October 2007, increased by \$0.5 million due to increased occupancy from newly opened tenants.

Interest and other income decreased by \$1.6 million, or 43%, in the nine months ended September 30, 2009 compared to the nine months ended September 30, 2008 due to lower interest rates on excess cash investments and non-recurring development fees and leasing commissions recorded in 2008.

Operating Expenses

Operating expenses increased by \$1.1 million, or 2%, in the three months ended September 30, 2009 compared to the three months ended September 30, 2008. Operating expenses increased \$0.3 million from two properties under development during 2008 that are now placed in service. Operating expenses from properties that were owned by us prior to July 1, 2008 increased by \$0.8 million, primarily due to a \$1.0 million increase in real estate tax expense and a \$0.4 million increase in common area maintenance expense. These increases were partially offset by a \$0.4 million decrease in other operating expenses and a \$0.2 million decrease in non-common area utility expense.

Real estate tax expense increased by \$1.0 million in the three months ended September 30, 2009 compared to the three months ended September 30, 2008, primarily due to higher tax rates in the jurisdictions where properties are located and increased property assessments at some of our properties. Common area maintenance expenses increased by \$0.4 million, primarily due to increases of \$0.2 million in repairs and maintenance expense and \$0.2 million in loss prevention expense. These increases were due primarily to stipulated annual contractual increases. Partially offsetting these increases were a \$0.4 million decrease in other property operating expenses and a \$0.2 million decrease in non-common area utility expense. The decrease in other property operating expenses was primarily due to a \$0.3 million decrease in marketing expense. The decrease in marketing expense was offset by a corresponding \$0.3 million decrease in marketing revenue.

Operating expenses increased by \$4.8 million, or 4%, in the nine months ended September 30, 2009 compared to the nine months ended September 30, 2008. Operating expenses increased \$0.8 million from two properties under development during 2008 that are now placed in service and \$0.2 million from a property we acquired in February 2008. Operating expenses from properties that were owned by us prior to January 1, 2008 increased by \$3.8 million, primarily due to a \$2.5 million increase in real estate tax expense, a \$1.8 million increase in common area maintenance expense and a \$0.2 million increase in other operating expenses. These increases were partially offset by a \$0.7 million decrease in non-common area utility expense.

Real estate tax expense increased by \$2.5 million primarily due to higher tax rates in the jurisdictions where properties are located and increased property assessments at some of our properties. Common area maintenance expenses increased by \$1.8 million in the nine months ended September 30, 2009 primarily due to increases of \$0.9 million in repairs and maintenance, \$0.5 million in snow removal expense and \$0.4 million in loss prevention expense. Snowfall amounts at our properties located in Pennsylvania and New Jersey increased during the nine months ended September 30, 2009 compared to the nine months ended September 30, 2008. Repairs and maintenance expense and loss prevention expense increased due primarily to stipulated annual contractual increases. Other property operating expenses increased by \$0.2 million, primarily due to a \$1.5 million increase in bad debt expense, partially offset by a \$0.6 million decrease in marketing expense, a \$0.3 million decrease in non-common area maintenance expense and a \$0.2 million decrease in legal fee expense. The increase in bad debt expense was affected by \$0.7 million associated with ten tenant bankruptcy filings during the nine months ended September 30, 2009. Partially offsetting these increases was a \$0.7 million decrease in non-common area utility expense, including a \$0.3 million decrease at Cherry Hill Mall and a \$0.3 million decrease at Voorhees Town Center due to a combination of lower utility rates and lower consumption resulting from newly installed equipment.

Depreciation and Amortization

Depreciation and amortization expense increased by \$3.4 million, or 9%, in the three months ended September 30, 2009 compared to the three months ended September 30, 2008. Depreciation and amortization expense from properties that we owned prior to July 1,

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2008 increased by \$3.0 million, primarily due to a higher asset base resulting from capital improvements at our properties, particularly at properties where we have recently completed redevelopments and that are now placed in service. We placed assets with an aggregate basis of \$317.0 million in service from September 30, 2008 to September 30, 2009. Depreciation and amortization increased \$0.4 million from two properties under development during 2008 that are now placed in service.

Depreciation and amortization expense increased by \$11.3 million, or 10%, in the nine months ended September 30, 2009 compared to the nine months ended September 30, 2008. Depreciation and amortization expense from properties that we owned prior to January 1, 2008 increased by \$10.3 million, primarily due to a higher asset base resulting from capital improvements at our properties, particularly at properties where we have recently completed redevelopments and that are now placed in service. Depreciation and amortization increased \$1.2 million from two properties under development during 2008 that are now placed in service and decreased \$0.2 million from One Cherry Hill Plaza (acquired February 2008).

General and Administrative Expenses, Abandoned Project Costs, Income Taxes and Other Expenses

General and administrative expenses, abandoned project costs, income taxes and other expenses decreased by \$0.9 million, or 8%, in the three months ended September 30, 2009 compared to the three months ended September 30, 2008. This decrease was due in part to a \$0.5 million decrease in compensation costs, due to a reduction in headcount and lower incentive compensation costs. Other general and administrative expenses decreased by \$0.4 million, primarily due to lower travel costs, professional fees and other miscellaneous expenses.

General and administrative expenses, abandoned project costs, income taxes and other expenses decreased by \$4.5 million, or 13%, in the nine months ended September 30, 2009 compared to the nine months ended September 30, 2008. This decrease was due in part to a \$1.2 million decrease in abandoned project costs. This decrease was also driven by a \$1.5 million decrease in compensation costs, due to a reduction in headcount and lower incentive compensation costs. Other general and administrative expenses decreased by \$1.8 million, primarily due to lower convention expenses, travel costs, and function expenses.

Interest Expense

Interest expense increased by \$4.3 million, or 15%, in the three months ended September 30, 2009 compared to the three months ended September 30, 2008. This increase resulted in part from a higher aggregate debt balance. In addition, we placed assets with an aggregate cost basis of \$317.0 million in service from September 30, 2008 to September 30, 2009. Interest on these assets was capitalized during construction periods and was expensed during periods after the improvements were placed in service.

Interest expense increased by \$15.9 million, or 19%, in the nine months ended September 30, 2009 compared to the nine months ended September 30, 2008. This increase resulted in part from a higher aggregate debt balance and assets placed in service in the past twelve months as stated above. Also, interest expense in the nine months ended September 30, 2008 was reduced by \$2.0 million as a result of a gain from hedging activities.

Gain on Extinguishment of Debt

During the three months ended September 30, 2009, we repurchased a total of \$12.0 million in aggregate principal amount of our exchangeable notes in a privately negotiated transaction for a purchase price of \$7.2 million in cash, which resulted in a gain on extinguishment of debt of \$4.2 million. In connection with the repurchase, we retired an aggregate of \$0.6 million of deferred financing costs and debt discount.

During the nine months ended September 30, 2009, we repurchased a total of \$39.1 million in aggregate principal amount of our exchangeable notes in privately-negotiated transactions for an aggregate purchase price of \$8.0 million in cash and 3.0 million shares, which resulted in a gain on extinguishment of debt of \$14.0 million. In connection with the repurchases, we retired an aggregate of \$2.2 million of deferred financing costs and debt discount.

Equity in Income of Partnerships

Equity in income of partnerships increased by \$0.2 million, or 9%, for the three months ended September 30, 2009 compared to the three months ended September 30, 2008. The increase was primarily due to a \$0.4 million decrease in mortgage interest expense, a \$0.2 million decrease in property operating expenses and a \$0.1 million decrease in depreciation and amortization expense, offset by a \$0.5 million decrease in revenue.

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Equity in income of partnerships increased by \$1.8 million, or 31%, for the nine months ended September 30, 2009 compared to the nine months ended September 30, 2008. The increase was primarily due to a \$2.5 million decrease in interest expense and a \$0.1 million decrease in depreciation and amortization expense, offset by a \$0.5 million decrease in revenue and a \$0.3 million increase in property operating expenses.

Discontinued Operations

We have presented the operating results of Crest Plaza, which was sold in August 2009, as discontinued operations.

Property operating results, gain on sale of discontinued operations and related noncontrolling interest for Crest Plaza for the periods presented were as follows:

(in thousands of dollars)	Three Months Ended September 30, 2009	Three Months Ended September 30, 2008	Nine Months Ended September 30, 2009	Nine Months Ended September 30, 2008
Property operating results of Crest Plaza	\$ 98	\$ 149	\$ 390	\$ 435
Gain on sale of Crest Plaza	3,398		3,398	
Income from discontinued operations	\$ 3,496	\$ 149	\$ 3,788	\$ 435

NET OPERATING INCOME

Net operating income (a non-GAAP measure) is derived from real estate revenue (determined in accordance with GAAP) minus property operating expenses (determined in accordance with GAAP). It does not represent cash generated from operating activities in accordance with GAAP and should not be considered to be an alternative to net income (determined in accordance with GAAP) as an indication of our financial performance or to be an alternative to cash flow from operating activities (determined in accordance with GAAP) as a measure of our liquidity; nor is it indicative of funds available for our cash needs, including our ability to make cash distributions. We believe that net income is the most directly comparable GAAP measurement to net operating income. We believe that net operating income is helpful to management and investors as a measure of operating performance because it is an indicator of the return on property investment, and provides a method of comparing property performance over time. Net operating income excludes management company revenue, interest income, general and administrative expenses, abandoned project costs, income taxes and other expenses, interest expense, depreciation and amortization, gains on sales of interests in real estate, gains on sales of non-operating real estate and gain on extinguishment of debt.

The following table presents net operating income results for the three months ended September 30, 2009 and 2008. The results are presented using the proportionate-consolidation method (a non-GAAP measure), which presents our share of the results of our partnership investments. Under GAAP, we account for our noncontrolling partnership investments under the equity method of accounting. Property operating results for retail properties that we owned for the full periods presented (Same Store) exclude properties acquired or disposed of or that were placed into service during the periods presented:

(in thousands)	Same Store			Non Same Store			Total		
	Three Months Ended September 30,		%	Three Months Ended September 30,		%	Three Months Ended September 30,		%
	2009	2008	Change	2009	2008	Change	2009	2008	Change
Real Estate Revenue	\$ 120,105	\$ 122,142	(2)%	\$ 2,069	\$ 1,068	94%	\$ 122,174	\$ 123,210	(1)%
Property Operating Expenses	(50,781)	(50,270)	1%	(859)	(509)	69%	(51,640)	(50,779)	2%
Net Operating Income	\$ 69,324	\$ 71,872	(4)%	\$ 1,210	\$ 559	116%	\$ 70,534	\$ 72,431	(3)%

Total net operating income decreased by \$1.9 million in the three months ended September 30, 2009 compared to the three months ended September 30, 2008. Same Store net operating income decreased by \$2.5 million in the three months ended September 30,

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2009 compared to the three months ended September 30, 2008. Non Same Store net operating income increased by \$0.6 million. See Results of Operations Revenue and Property Operating Expenses for further discussion of these variances.

The following table presents net operating income results for the nine months ended September 30, 2009 and 2008. The results are presented using the proportionate-consolidation method (a non-GAAP measure), which presents our share of the results of our partnership investments. Under GAAP, we account for our noncontrolling partnership investments under the equity method of accounting. Property operating results for retail properties that we owned for the full periods presented (Same Store) exclude properties acquired or disposed of or that were placed into service during the periods presented:

(in thousands)	Same Store			Non Same Store			Total		
	Nine Months Ended September 30,		%	Nine Months Ended September 30,		%	Nine Months Ended September 30,		%
	2009	2008	Change	2009	2008	Change	2009	2008	Change
Real Estate Revenue	\$ 360,181	\$ 365,287	(1)%	\$ 6,083	\$ 3,228	88%	\$ 366,264	\$ 368,515	(1)%
Property Operating Expenses	(148,089)	(144,243)	3%	(2,513)	(1,572)	60%	(150,602)	(145,815)	3%
Net Operating Income	\$ 212,092	\$ 221,044	(4)%	\$ 3,570	\$ 1,656	116%	\$ 215,662	\$ 222,700	(3)%

Total net operating income decreased by \$7.0 million in the nine months ended September 30, 2009 compared to nine months ended September 30, 2008. Same Store net operating income decreased by \$8.9 million in nine months ended September 30, 2009 compared to nine months ended September 30, 2008. Non Same Store net operating income increased by \$1.9 million. See Results of Operations Revenue and Property Operating Expenses for further discussion of these variances.

The following information is provided to reconcile net loss to net operating income:

(in thousands of dollars)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	2008	2009	2008
Net loss	\$ (10,119)	\$ (8,860)	\$ (25,860)	\$ (15,751)
Depreciation and amortization				
Wholly owned and consolidated partnerships	41,702	38,270	122,243	110,958
Unconsolidated partnerships	1,983	1,970	6,056	5,987
Discontinued operations	105	166	440	497
Interest expense, net				
Wholly owned and consolidated partnerships	33,589	29,329	99,346	83,413
Unconsolidated partnerships	1,918	2,351	5,448	7,667
General and administrative expenses, abandoned project costs, income taxes and other expenses	9,783	10,675	29,104	33,592
Gain on extinguishment of debt	(4,167)		(13,971)	
Gains on sales of real estate			(1,654)	
Gain on sale of discontinued operations	(3,398)		(3,398)	
Interest and other income	(862)	(1,470)	(2,092)	(3,663)
Property net operating income	\$ 70,534	\$ 72,431	\$ 215,662	\$ 222,700

FUNDS FROM OPERATIONS

The National Association of Real Estate Investment Trusts (NAREIT) defines Funds From Operations, which is a non-GAAP measure, as income before gains and losses on sales of operating properties and extraordinary items (computed in accordance with GAAP); plus real estate depreciation; plus or minus adjustments for unconsolidated partnerships to reflect funds from operations on the same basis. We compute Funds

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From Operations by taking the amount determined pursuant to the NAREIT definition and subtracting dividends on preferred shares (FFO) (for periods during which we had preferred shares outstanding).

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Funds From Operations is a commonly used measure of operating performance and profitability in the real estate industry, and we use FFO and FFO per diluted share and OP Unit as supplemental non-GAAP measures to compare our Company's performance for different periods to that of our industry peers. Similarly, FFO per diluted share and OP Unit is a useful measure because it reflects the dilutive impact of outstanding convertible securities. In addition, we use FFO and FFO per diluted share and OP Unit as one of the performance measures for determining incentive compensation amounts earned under certain of our performance-based executive compensation programs. We compute Funds From Operations in accordance with standards established by NAREIT, less dividends on preferred shares (for periods during which we had preferred shares outstanding), which may not be comparable to Funds From Operations reported by other REITs that do not define the term in accordance with the current NAREIT definition, or that interpret the current NAREIT definition differently than we do.

FFO does not include gains and losses on sales of operating real estate assets, which are included in the determination of net income in accordance with GAAP. Accordingly, FFO is not a comprehensive measure of our operating cash flows. In addition, since FFO does not include depreciation on real estate assets, FFO may not be a useful performance measure when comparing our operating performance to that of other non-real estate commercial enterprises. We compensate for these limitations by using FFO in conjunction with other GAAP financial performance measures, such as net income and net cash provided by operating activities, and other non-GAAP financial performance measures, such as net operating income. FFO does not represent cash generated from operating activities in accordance with GAAP and should not be considered to be an alternative to net income (determined in accordance with GAAP) as an indication of our financial performance or to be an alternative to cash flow from operating activities (determined in accordance with GAAP) as a measure of our liquidity, nor is it indicative of funds available for our cash needs, including our ability to make cash distributions.

We believe that net income is the most directly comparable GAAP measurement to FFO. We believe that FFO is helpful to management and investors as a measure of operating performance because it excludes various items included in net income that do not relate to or are not indicative of operating performance, such as various non-recurring items that are considered extraordinary under GAAP, gains on sales of operating real estate and depreciation and amortization of real estate.

FFO was \$29.8 million for the three months ended September 30, 2009, a decrease of \$1.1 million, or 4%, compared to \$30.9 million for the three months ended September 30, 2008. FFO per diluted share decreased \$0.08 per diluted share to \$0.67 per diluted share for the three months ended September 30, 2009, compared to \$0.75 per diluted share for the three months ended September 30, 2008. The per diluted share amounts reflect the issuance through September 30, 2009 of shares primarily in connection with the repurchase of exchangeable notes.

FFO was \$96.9 million for the nine months ended September 30, 2009, a decrease of \$2.8 million, or 3%, compared to \$99.7 million for the nine months ended September 30, 2008. FFO per diluted share decreased \$0.14 per diluted share to \$2.29 per diluted share for the nine months ended September 30, 2009, compared to \$2.43 per diluted share for the nine months ended September 30, 2008. The per diluted share amounts reflect the issuance through September 30, 2009 of shares primarily in connection with the repurchase of exchangeable notes.

The shares used to calculate FFO per diluted share include common shares and OP Units not held by us. FFO per diluted share also includes the effect of common share equivalents.

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The following information is provided to reconcile net loss to FFO, and to show the items included in our FFO for the periods indicated:

(in thousands of dollars)	Three Months Ended September 30, 2009	Per share (including OP Units)	Three Months Ended September 30, 2008	Per share (including OP Units)
Net loss	\$ (10,119)	\$ (0.22)	\$ (8,860)	\$ (0.22)
Gain on sale of discontinued operations	(3,398)	(0.08)		
Depreciation and amortization:				
Wholly owned and consolidated partnerships ⁽¹⁾	41,220	0.93	37,601	0.92
Unconsolidated partnerships ⁽¹⁾	1,983	0.04	1,970	0.05
Discontinued operations	105		166	
Funds from operations ⁽²⁾	\$ 29,791	\$ 0.67	\$ 30,877	\$ 0.75
Weighted average number of shares outstanding	42,195		38,840	
Weighted average effect of full conversion of OP Units	2,329		2,238	
Effect of common share equivalents			12	
Total weighted average shares outstanding, including OP Units	44,524		41,090	

⁽¹⁾ Excludes depreciation of non-real estate assets and amortization of deferred financing costs.

⁽²⁾ Includes the non-cash effect of straight-line rent of \$0.5 million and \$0.6 million for the three months ended September 30, 2009 and 2008, respectively.

(in thousands of dollars)	Nine Months Ended September 30, 2009	Per share (including OP Units)	Nine Months Ended September 30, 2008	Per share (including OP Units)
Net loss	\$ (25,860)	\$ (0.61)	\$ (15,751)	\$ (0.38)
Gain on sale of interest in operating real estate ⁽¹⁾	(923)	(0.02)		
Gain on sale of discontinued operations	(3,398)	(0.08)		
Depreciation and amortization:				
Wholly owned and consolidated partnerships ⁽²⁾	120,604	2.85	108,986	2.66
Unconsolidated partnerships ⁽²⁾	6,056	0.14	5,987	0.14
Discontinued operations	440	0.01	497	0.01
Funds from operations ⁽³⁾	\$ 96,919	\$ 2.29	\$ 99,719	\$ 2.43
Weighted average number of shares outstanding	40,144		38,781	
Weighted average effect of full conversion of OP Units	2,248		2,239	
Effect of common share equivalents			18	
Total weighted average shares outstanding, including OP Units	42,392		41,038	

- (1) Includes \$0.2 million from the June 2009 land parcel sale at Woodland Mall and \$0.7 million from the operating portion of the June 2009 land parcel sale at North Hanover Mall.
- (2) Excludes depreciation of non-real estate assets and amortization of deferred financing costs.
- (3) Includes the non-cash effect of straight-line rent of \$1.2 million and \$2.3 million for the nine months ended September 30, 2009 and 2008, respectively.

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LIQUIDITY AND CAPITAL RESOURCES

This Liquidity and Capital Resources section contains certain forward-looking statements that relate to expectations and projections that are not historical facts. These forward-looking statements reflect our current views about our future liquidity and capital resources, and are subject to risks and uncertainties that might cause our actual liquidity and capital resources to differ materially from the forward-looking statements. Additional factors that might affect our liquidity and capital resources include those discussed in the section entitled Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2008 filed with the Securities and Exchange Commission and in the section entitled Item 1A. Risk Factors in Part II of this report. We do not intend to update or revise any forward-looking statements about our liquidity and capital resources to reflect new information, future events or otherwise.

Capital Resources

We expect to meet our short-term liquidity requirements, including distributions to shareholders, recurring capital expenditures, tenant improvements and leasing commissions, but excluding development and redevelopment projects, generally through our available working capital and net cash provided by operations. We believe that our net cash provided by operations will be sufficient to allow us to make any distributions necessary to enable us to continue to qualify as a REIT under the Internal Revenue Code of 1986, as amended. The aggregate distributions made to common shareholders and OP Unitholders in the three months ended September 30, 2009 were \$25.5 million, following two reductions in the amount of our quarterly dividend. The following are some of the factors that could affect our cash flows and require the funding of future distributions, recurring capital expenditures, tenant improvements or leasing commissions with sources other than operating cash flows:

adverse changes or continued prolonged downturns in general, local or retail industry economic, financial, credit market or competitive conditions, leading to a reduction in real estate revenue or cash flows or an increase in expenses;

continued deterioration in our tenants' business operations and financial stability, including additional tenant bankruptcies, leasing delays or terminations, or lower sales, causing deferrals or declines in rent, percentage rent and cash flows;

inability to achieve targets for, or decreases in, property occupancy and rental rates, or higher costs or delays in completion of our development and redevelopment projects, resulting in lower or deferred real estate revenue and operating income;

increases in interest rates or higher debt balances resulting in higher borrowing costs; and

increases in operating costs that cannot be passed on to tenants, resulting in reduced operating income and cash flows.

We have historically used a substantial amount of debt to finance our business, and we have relied primarily on new borrowings to fund our redevelopment and development projects. We estimate that we will incur approximately \$20.0 million during the remainder of 2009, and up to an additional \$50.0 million, net of expected reimbursements, in 2010 and 2011, to fund our current redevelopment and development projects, including \$14.6 million as to which we are contractually committed.

As of September 30, 2009, \$485.0 million was outstanding under the Credit Facility, which matures March 20, 2010. In addition, we have pledged \$3.0 million under the Credit Facility as collateral for letters of credit. The unused portion of the Credit Facility that was available to us on September 30, 2009 was \$12.0 million. We have agreed upon a non-binding term sheet with the lead bank in the Credit Facility and the senior unsecured term loan (Term Loan) to refinance such debt. The term sheet is subject to review and approval by the members of the Credit Facility bank group, which might or might not be obtained, or which might only be obtained following changes to the term sheet. Even if a term sheet is accepted by all of the members of the bank group, we might or might not be successful in negotiating satisfactory definitive documents.

Management believes that it will be able to reach an agreement with the bank group with respect to a refinancing of the Credit Facility and Term Loan. This belief is subject to risks and uncertainties that could cause actual events to differ, including: risks arising from a further downturn in economic or retail industry conditions, including unemployment, decreased consumer confidence and consumer spending, which particularly affect retail REITs like us; risks arising from disruptions in the capital and credit markets, which might affect our ability to obtain other debt or

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equity capital or the banks' abilities to extend credit; the risk of a real or perceived decline in the value of our properties; risks arising from our substantial indebtedness, the level of our cash flows, our ability to comply with debt agreement covenants, and perceptions of our creditworthiness, which might affect our continuing attractiveness as a borrower and the banks' willingness to further extend credit; and other risks, including individual bank group members declining to approve a term sheet or definitive documents, which could inhibit the execution of a comprehensive agreement. In addition, see those risks discussed in the section entitled "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2008, in the section entitled "Item 1A. Risk Factors" in Part II of this report, and our other filings with the Securities and Exchange Commission.

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We expect to satisfy our remaining 2009 capital requirements for redevelopment and development projects and debt maturities through existing cash balances, as well as through borrowings under our Credit Facility, extensions of the maturity dates of existing indebtedness, additional borrowings secured by certain select properties and operating cash flow. We expect to continue to use some or all of these methods to meet our capital requirements in early 2010, assuming we refinance our Credit facility and Term Loan, and subject to any restrictions that we may agree to in connection with any such refinancing. Given the continued weakness of the credit markets and our current financial position and results of operations, there is no assurance that we will be able to refinance our Credit Facility, Term Loan or other existing debt. Even if we are able to refinance our Credit Facility and Term Loan, we may not be able to obtain the additional capital necessary to satisfy our obligations or requirements going forward, and our possible actions to secure additional capital might be subject to restrictions in applicable debt obligations, including restrictions on asset sales or the use of proceeds from other transactions. We may seek to raise capital through the public or private issuance of equity or debt securities. However, while we may seek to sell equity or unsecured debt securities, continued uncertainty in the capital markets may make it difficult for us to issue securities on terms that are favorable to us, if at all, and any such issuance of equity securities would likely be dilutive to existing shareholders. We might also seek to satisfy, subject to restrictions in applicable debt obligations, our long-term capital requirements through the formation of joint ventures with institutional partners, private equity investors or other REITs, or through a combination of some or all of the alternatives that may be available to us. We expect that other long-term capital requirements for which commitments have not previously been made, including any future redevelopment and development projects, renovations, expansions, property and portfolio acquisitions and other non-recurring capital improvements, may be deferred until such time as capital or financing can be obtained on terms we find acceptable.

We may use our \$1.0 billion universal shelf registration statement to offer and sell common shares of beneficial interest, preferred shares and various types of debt securities, among other types of securities, to the public. However, we may be unable to issue securities under the shelf registration statement, or otherwise, on terms that are favorable to us, if at all.

Credit Facility

The amounts borrowed under our \$500.0 million Credit Facility bear interest at a rate between 0.95% and 2.00% per annum over LIBOR based on our leverage. In determining our leverage, the capitalization rate used to calculate Gross Asset Value is 7.50%. In the determination of the Company's Gross Asset Value, when we complete the redevelopment or development of a property and it is Placed in Service, the amount of Construction in Progress of such property included in Gross Asset Value is gradually reduced over a four quarter period.

The availability of funds under the Credit Facility is subject to our compliance with financial and other covenants and agreements. In October 2008, we exercised an option to extend the term of the Credit Facility to March 2010.

The following are some of the potential impediments to accessing additional funds under the Credit Facility:

constraining leverage, interest and fixed charge coverage and debt yield covenants under the Credit Facility;

reduction in our net operating income or increased indebtedness affecting leverage ratios.

increased interest rates affecting coverage ratios; and

reduction in our consolidated earnings before interest, taxes, depreciation and amortization (EBITDA) affecting coverage ratios.

The weighted average effective interest rate based on amounts borrowed was 1.96% for the three months ended September 30, 2009. The weighted average interest rate on outstanding Credit Facility borrowings at September 30, 2009 was 1.65% (LIBOR plus 1.40%).

We must repay the entire principal amount outstanding under the Credit Facility at the end of its term. We may prepay any revolving loan at any time without premium or penalty. Accrued and unpaid interest on the outstanding principal amount under the Credit Facility is payable monthly, and any unpaid amount is payable at the end of the term. The Credit Facility has a facility fee of 0.15% to 0.25% per annum of the total commitments, depending on our leverage and without regard to usage. The Credit Facility contains lender yield protection provisions related to LIBOR loans. We and certain of our subsidiaries are guarantors of the obligations arising under the Credit Facility.

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The Credit Facility contains affirmative and negative covenants and requirements customarily found in facilities of this type, as detailed in our Annual Report on Form 10-K for the year ended December 31, 2008, and which have not changed since that date. As of September 30, 2009, we were in compliance with all of these covenants. The financial covenants under the Credit Facility require, among other things, that our leverage ratio, as defined in the Credit Facility, be less than 65%, provided that this leverage ratio can be exceeded for one period of two consecutive quarters, but may not exceed 70%, and that we meet certain other debt yield, interest coverage and fixed charge ratios. Compliance with each of these ratios is dependent upon our financial performance. The leverage ratio is based, in part, on applying a capitalization rate to our net operating income. Based on this calculation method, decreases in net operating income would result in an increased leverage ratio, even if overall debt levels remain constant. The leverage ratio was 66.1% at the end of the quarter ended September 30, 2009. The quarter ended September 30, 2009 was the first quarter that the ratio exceeded 65%. The financial covenants also require that the minimum debt yield ratio, as defined in the Credit Facility, be

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greater than 9.75%, provided that this ratio can be less than 9.75% for one period of two consecutive quarters, but may not be below 9.25%. The minimum debt yield ratio was 9.74% for the quarter ended September 30, 2009. The quarter ended September 30, 2009 was the first quarter that the ratio was less than 9.75%

Upon the expiration of any applicable cure period following an event of default, the lenders may declare all of our obligations in connection with the Credit Facility immediately due and payable, and the commitments of the lenders to make further loans under the Credit Facility will terminate. Upon the occurrence of a voluntary or involuntary bankruptcy proceeding of the Company, PREIT Associates, PRI or any material subsidiary, all outstanding amounts will automatically become immediately due and payable and the commitments of the lenders to make further loans will automatically terminate.

Senior Unsecured Term Loan

In September 2008, we borrowed an aggregate of \$170.0 million under our Term Loan agreement with a stated interest rate of 2.50% above LIBOR. Also in September 2008, we swapped the floating interest rate on \$130.0 million of the Term Loan balance to a fixed rate of 5.33%, effective October 1, 2008. In October 2008, we swapped the floating interest rate on the remaining \$40.0 million of the Term Loan balance to a fixed rate of 5.15%. The weighted average effective interest rate for the three months ended September 30, 2009 based on amounts borrowed was 5.92%. The weighted average interest rate on amounts outstanding at September 30, 2009 was 5.29%.

The Term Loan contains the same covenants as those contained in our Credit Facility.

Exchangeable Notes

In May 2007, we, through PREIT Associates, completed the sale of \$287.5 million aggregate principal amount of exchangeable notes due 2012 (Exchangeable Notes). The net proceeds from the offering of \$281.0 million were used for the repayment of indebtedness under our Credit Facility, the cost of the related capped call transactions, and for other general corporate purposes. The Exchangeable Notes are general unsecured senior obligations of PREIT Associates and rank equally in right of payment with all other senior unsecured indebtedness of PREIT Associates. PREIT Associates' obligations under the Exchangeable Notes are fully and unconditionally guaranteed by the Company. Through September 30, 2009 we repurchased \$85.1 million in aggregate principal amount of the Exchangeable Notes, and there was \$202.4 million outstanding as of September 30, 2009. In October 2009, we exchanged 1.3 million common shares and \$13.3 million in cash for \$35.0 million in Exchangeable Notes, leaving \$167.4 million outstanding.

Mortgage Activity

In November 2009, we entered into a one-year extension of a \$34.3 million mortgage loan secured by Valley View Mall in La Crosse, Wisconsin, with two six-month extension options.

In October 2009, Red Rose Commons Associates, LP entered into a \$23.9 million mortgage loan that is secured by Red Rose Commons, located in Lancaster, Pennsylvania. We own an indirect 50% partnership interest in this entity. The mortgage loan has an initial term of two years, during which monthly payments of interest only are required. The loan bears interest at a variable rate of LIBOR plus 4.00% with a floor of 6.00% per annum. The proceeds from the mortgage loan were used to repay the previous mortgage, of which our share was \$12.3 million, that was secured by Red Rose Commons.

In September 2009, we entered into a \$20.0 million mortgage loan secured by Northeast Tower Center in Philadelphia, Pennsylvania. The mortgage loan had a variable interest rate of 2.75% plus the greater of 3-month LIBOR or 4.50% and a term of two years, with two one-year extension options. This loan was repaid in October 2009 in connection with the sale of a controlling interest in Northeast Tower Center.

In June 2009, we made a principal payment of \$2.4 million and exercised the first one-year renewal option on the mortgage at the One Cherry Hill Plaza office building in Cherry Hill, New Jersey.

In June 2009, we entered into a \$38.0 million mortgage loan that is secured by Lycoming Mall in Pennsdale, Pennsylvania. The outstanding principal balance on the loan as of September 30, 2009 was \$28.0 million. The mortgage loan has a fixed interest rate of 6.84% and a term of five years. In October 2009, we drew an additional \$5.0 million.

In June 2009, we entered into a \$10.0 million construction loan that is secured by Pitney Road Plaza, a power center under development in Lancaster, Pennsylvania. The balance as of September 30, 2009 was \$5.9 million. The construction loan has a variable interest rate of 2.5% over three-month LIBOR with a floor of 5.0% during the construction period and a term of one year with a six-month extension option for the

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construction loan period and an option to convert the loan to a two-year loan at the end of the construction period. The loan is interest only during the construction period.

In March 2009, we entered into a \$16.3 million mortgage loan that is secured by New River Valley Center in Christiansburg, Virginia. The mortgage loan has a variable interest rate of LIBOR plus 3.25% with a minimum interest rate of 5.75%, and a term of three years and with two one-year extension options. The variable interest rate was capped to a fixed interest rate of 5.75% for the initial three year term of the loan.

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In January 2009, we repaid a \$15.7 million mortgage loan on Palmer Park Mall in Easton, Pennsylvania.

The following table summarizes our financing activity for the nine months ended September 30, 2009:

(in thousands of dollars)	Mortgage Notes Payable	Credit Facility	Exchangeable Notes	Senior Unsecured Term Loan
Balance at January 1, 2009	\$ 1,756,270	\$ 400,000	\$ 241,500	\$ 170,000
Repayment of Palmer Park mortgage	(15,674)			
Principal payment on One Cherry Hill Plaza mortgage	(2,384)			
New River Valley Center mortgage	16,250			
Northeast Tower Center mortgage ⁽¹⁾	20,000			
Pitney Road Plaza construction financing	5,893			
Lycoming Mall mortgage	28,000			
Repurchase of exchangeable notes			(39,100)	
Principal amortization	(12,736)			
Credit Facility borrowings, net		85,000		
Balance at September 30, 2009	\$ 1,795,619	\$ 485,000	\$ 202,400	\$ 170,000

⁽¹⁾ This mortgage loan was repaid in October 2009 in connection with the sale of Northeast Town Center.

Derivatives

As of September 30, 2009, we had a total of 12 interest rate swap agreements and one interest rate cap agreement, as described in note 9 to our unaudited consolidated financial statements. The interest rate swap and cap agreements have an aggregate notional value of \$597.5 million and mature on various dates through November 2013. We assessed the effectiveness of these swaps and cap as hedges at inception and on September 30, 2009 and considered these swaps and cap to be highly effective cash flow hedges. Our interest rate swaps are net settled monthly.

As of September 30, 2009, the aggregate estimated unrealized net loss attributed to these interest rate swaps was \$17.7 million. The carrying amount of the derivative assets is reflected in Fair value of derivative assets, the associated liabilities are reflected in Fair value of derivative liabilities, and the net unrealized gain or loss is reflected in Accumulated other comprehensive income (loss) in the accompanying balance sheets.

Mortgage Notes

Mortgage notes payable, which are secured by 27 of our consolidated properties, are due in installments over various terms extending to the year 2017. Fifteen of the mortgage notes bear interest at a fixed rate and nine of the mortgage notes bear interest at variable rates that have been swapped to or capped at a fixed rate. These 24 mortgage notes have interest rates that range from 4.95% to 7.61% and had a weighted average interest rate of 5.71% at September 30, 2009. We also have three properties with variable interest rate mortgages that had a weighted average interest rate of 5.81% at September 30, 2009. Mortgage notes payable for properties owned by unconsolidated partnerships are accounted for in Investments in partnerships, at equity and Distributions in excess of partnership investments on the consolidated balance sheets and are not included in the table below.

The following table outlines the timing of principal payments related to our mortgage notes associated with our consolidated properties as of September 30, 2009.

(in thousands of dollars)	Total	Payments by Period		
		Through December 31, 2009	2010-2011	2012-2013

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Principal payments	\$ 101,808	\$ 4,627	\$ 40,560	\$ 32,143	\$ 24,478
Balloon payments	1,693,811	34,335	149,346	777,694	732,436
Total	\$ 1,795,619	\$ 38,962	\$ 189,906	\$ 809,837	\$ 756,914

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The following table presents our aggregate contractual obligations as of September 30, 2009 for the periods presented:

(in thousands of dollars)	Total	Through December 31, 2009	2010-2011	2012-2013	2014 and later
Mortgages ⁽¹⁾⁽²⁾	\$ 1,795,619	\$ 38,962	\$ 189,906	\$ 809,837	\$ 756,914
Interest on mortgages	496,054	51,548	196,986	153,639	93,881
Credit Facility ⁽³⁾	485,000		485,000		
Exchangeable notes	202,400			202,400	
Interest on exchangeable notes	21,589	2,024	16,192	3,373	
Senior unsecured term loan	170,000		170,000		
Interest on term loan	4,566	2,283	2,283		
Capital leases ⁽⁴⁾	45	45			
Operating leases	9,431	574	4,226	3,392	1,239
Ground leases	51,931	264	1,984	1,576	48,107
Redevelopment and development commitments ⁽⁵⁾	14,571	14,145	426		
Total	\$ 3,251,206	\$ 109,845	\$ 1,067,003	\$ 1,174,217	\$ 900,141

(1) Includes amounts reflected in the Mortgage Notes table above. Excludes the indebtedness of our unconsolidated partnerships.

(2) Excludes debt premiums on mortgages and debt discount on Exchangeable Notes.

(3) Excludes interest.

(4) Includes interest.

(5) The timing of the payment of these amounts is uncertain. We estimate that a significant portion of these amounts will be paid in the remainder of 2009, but situations could arise at these redevelopment and development projects that could delay the settlement of these obligations.

CASH FLOWS

Net cash provided by operating activities totaled \$97.0 million for the nine months ended September 30, 2009 compared to \$94.8 million for the nine months ended September 30, 2008.

Cash flows used for investing activities were \$116.3 million for the nine months ended September 30, 2009 compared to \$260.5 million for the nine months ended September 30, 2008. Investing activities for 2009 reflect investment in construction in progress of \$122.1 million and real estate improvements of \$15.9 million, all of which primarily relate to our development and redevelopment activities. Investing activities for 2009 also reflect proceeds of \$20.9 million from the sale of real estate investments. Cash flows from investing activities for the nine months ended September 30, 2008 reflect investment in construction in progress of \$225.9 million, real estate improvements of \$23.7 million and real estate acquisitions of \$12.7 million.

Cash flows provided by financing activities were \$99.8 million for the nine months ended September 30, 2009 compared to \$157.3 million for the nine months ended September 30, 2008. Cash flows provided by financing activities for the nine months ended September 30, 2009 were primarily affected by \$70.1 million of proceeds from the mortgage loans on New River Valley Center, Pitney Road Plaza, Lycoming Mall, and Northeast Tower Center, as well as \$85.0 million in borrowings from the Credit Facility and \$10.1 million of contributions from noncontrolling interest. We used some of these proceeds to repay the \$15.7 million mortgage note on Palmer Park Mall and to make a \$2.4 million payment on the mortgage loan on One Cherry Hill Plaza. Cash flows from financing activities for the nine months ended September 30, 2009 were also affected by dividends and distributions of \$25.5 million, principal installments on mortgage notes payable of \$12.7 million, and payments of \$7.9 million for the repurchase of exchangeable notes.

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COMMITMENTS

At September 30, 2009, we had \$14.6 million of unaccrued contractual obligations to complete current development and redevelopment projects. Total remaining costs for the particular projects with such commitments are \$50.2 million. See [Liquidity and Capital Resources](#) [Capital Resources](#).

CONTINGENT LIABILITIES

We are aware of certain environmental matters at some of our properties, including ground water contamination and the presence of asbestos containing materials. We have, in the past, performed remediation of such environmental matters, and we are not aware of any significant remaining potential liability relating to these environmental matters. We may be required in the future to perform testing relating to these matters. We have insurance coverage for certain environmental claims up to \$10.0 million per occurrence and up to \$10.0 million in the aggregate.

COMPETITION AND TENANT CREDIT RISK

Competition in the retail real estate industry is intense. We compete with other public and private retail real estate companies, including companies that own or manage malls, power centers, lifestyle centers, strip centers, factory outlet centers, theme/festival centers and community centers, as well as other commercial real estate developers and real estate owners, particularly those with properties near our properties, on the basis of several factors, including location, rent charged and occupancy costs. We compete with these companies to attract customers to our properties, as well as to attract anchor and in-line store tenants. We also compete to acquire land for new site development. Our malls and our strip and power centers face competition from similar retail centers, including more recently developed or renovated centers, that are near our retail properties. We also face competition from a variety of different retail formats, including internet retailers, discount or value retailers, home shopping networks, mail order operators, catalogs and telemarketers. This competition could have a material adverse effect on our ability to lease space and on the amount of rent that we receive. Our tenants face competition from companies at the same and other properties and from other retail formats as well.

The development of competing retail properties and the related increased competition for tenants might require us to make capital improvements to properties that we would have deferred or would not have otherwise planned to make, assuming that acceptable financing is available, and might also affect the occupancy and net operating income of such properties. Any such redevelopments, undertaken individually or collectively, involve costs and expenses that could adversely affect our results of operations.

We compete with many other entities engaged in real estate investment activities for acquisitions of malls, other retail properties and other prime development sites, including institutional pension funds, other REITs and other owner-operators of retail properties. Given current economic, capital market and retail industry conditions, however, there has been substantially less competition with respect to acquisition activity in recent quarters. When we seek to make acquisitions, these competitors might drive up the price we must pay for properties, parcels, other assets or other companies we seek to acquire, or might themselves succeed in acquiring those properties, parcels, assets or companies. In addition, our potential acquisition targets might find our competitors to be more attractive suitors if they have greater resources, are willing to pay more, or have a more compatible operating philosophy. In particular, larger REITs might enjoy significant competitive advantages that result from, among other things, a lower cost of capital, a better ability to raise capital, a better ability to finance an acquisition, and enhanced operating efficiencies. We might not succeed in acquiring retail properties or development sites that we seek, or, if we pay higher prices for properties, or generate lower cash flow from an acquired property than we expect, our investment returns will be reduced, which will adversely affect the value of our securities.

We receive a substantial portion of our operating income as rent under long-term leases with tenants. As is currently the case, at any time, any tenant having space in one or more of our properties could experience a downturn in its business that might weaken its financial condition. These tenants have, and other tenants in the future might, defer or fail to make rental payments when due, delay or cancel lease commencement, voluntarily vacate the premises or declare bankruptcy, which has and might in the future result in the termination of the tenant's lease, and result in material losses to us and harm to our results of operations. Also, it might take time to terminate leases of underperforming or nonperforming tenants and we might incur costs to remove such tenants. Some of our tenants occupy stores at multiple locations in our portfolio, and so the effect of any bankruptcy of those tenants has and might in the future be more significant to us than the bankruptcy of other tenants. In addition, under many of our leases, our tenants pay rent based on a percentage of their sales. Accordingly, declines in these tenants' sales has and might in the future negatively affect our results of operations. Also, if tenants are unable to comply with the terms of their leases, we have and might in the future modify lease terms in ways that are less favorable to us.

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SEASONALITY

There is seasonality in the retail real estate industry. Retail property leases often provide for the payment of a portion of rent based on a percentage of a tenant's sales over certain levels. Income from such rent is recorded only after the minimum sales levels have been met. The sales levels are often met in the fourth quarter, during the December holiday season. Also, many new and temporary leases are entered into later in the year in anticipation of the holiday season and there is a higher concentration of tenants vacating their space early in the year. As a result, our occupancy and cash flows are generally higher in the fourth quarter and lower in the first quarter, excluding the effect of ongoing redevelopment projects. Our concentration in the retail sector increases our exposure to seasonality and is expected to continue to result in a greater percentage of our cash flows being received in the fourth quarter.

INFLATION

Inflation can have many effects on the financial performance of our tenants and us. Retail property leases often provide for the payment of rent based on a percentage of sales, which may increase or decrease as a result of inflationary prices and their effect on consumer spending. Also, inflation could cause increases in property operating expenses, which could increase occupancy costs for tenants and, to the extent we are unable to recover property expenses from tenants, could increase property operating expenses for us. In addition, if the rate of inflation exceeds the scheduled rate increases included in our leases, then our net operating income and our profitability would decrease.

FORWARD LOOKING STATEMENTS

This Quarterly Report on Form 10-Q for the quarter ended September 30, 2009, together with other statements and information publicly disseminated by us, contain certain forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements relate to expectations, beliefs, projections, future plans, strategies, anticipated events, trends and other matters that are not historical facts. These forward-looking statements reflect our current views about future events and are subject to risks, uncertainties and changes in circumstances that might cause future events, achievements or results to differ materially from those expressed or implied by the forward-looking statements. In particular, our business might be affected by uncertainties affecting real estate businesses generally as well as the following, among other factors:

the current economic downturn and its effect on our existing and potential tenants and their ability to make and meet their obligations to us;

our ability to continue to comply with the requirements of our Credit Facility, and to renew or replace the full amount of our secured and unsecured indebtedness when it matures, including the Credit Facility and the Term Loan;

general economic, financial and political conditions, including credit market conditions, changes in interest rates or the possibility of war or terrorist attacks;

changes in local market conditions, such as the supply of or demand for retail space, or other competitive factors;

changes in the retail industry, including consolidation and store closings;

concentration of our properties in the Mid-Atlantic region;

risks relating to development and redevelopment activities, including risks associated with construction and receipt of governmental and tenant approvals;

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our ability to raise capital through public and private offerings of debt or equity securities and other financing risks, including the availability of adequate funds at a reasonable cost;

our ability to simultaneously manage several redevelopment and development projects, including projects involving mixed use;

our ability to maintain and increase property occupancy and rental rates;

our dependence on our tenants' business operations and their financial stability, including anchor tenants;

increases in operating costs that cannot be passed on to tenants;

our ability to acquire additional properties and our ability to integrate acquired properties into our existing portfolio;

our short- and long-term liquidity position;

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possible environmental liabilities;

our ability to obtain insurance at a reasonable cost; and

existence of complex regulations, including those relating to our status as a REIT, and the adverse consequences if we were to fail to qualify as a REIT.

Additional factors that might cause future events, achievements or results to differ materially from those expressed or implied by our forward-looking statements include those discussed in the section entitled "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2008 and in the section entitled "Item 1A. Risk Factors" in Part II of this report. We do not intend to update or revise any forward-looking statements to reflect new information, future events or otherwise.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

The analysis below presents the sensitivity of the market value of our financial instruments to selected changes in market interest rates. As of September 30, 2009, our consolidated debt portfolio consisted primarily of \$1,795.6 million in fixed and variable rate mortgage notes, excluding \$3.0 million of mortgage debt premium, \$485.0 million borrowed under our senior unsecured Credit Facility, which bears interest at a LIBOR rate plus an applicable margin, \$170.0 million borrowed under our Term Loan, of which \$130.0 million has been swapped to a fixed interest rate of 5.33% and the remaining \$40.0 million has been swapped to a fixed interest rate of 5.15%, and exchangeable notes of \$202.4 million, which bear interest at a fixed rate of 4.00%, excluding debt discount of \$7.7 million.

Mortgage notes payable, which are secured by 27 of our consolidated properties, are due in installments over various terms extending to the year 2017. Fifteen of the mortgage notes bear interest at a fixed rate and nine of the mortgage notes bear interest at variable rates that have been swapped to or capped at a fixed rate. These 24 mortgage notes have interest rates that range from 4.95% to 7.61% and had a weighted average interest rate of 5.80% at September 30, 2009. We also have three properties with variable interest rate mortgages that had a weighted average interest rate of 5.81% at September 30, 2009. Mortgage notes payable for properties owned by unconsolidated partnerships are accounted for in Investments in partnerships, at equity and Distributions in excess of partnership investments on the consolidated balance sheets and are not included in the table below.

Our interest rate risk is monitored using a variety of techniques. The table below presents the principal amounts of the expected annual maturities and the weighted average interest rates for the principal payments in the specified periods:

(in thousands of dollars)	Fixed Rate Debt		Variable Rate Debt	
	Principal Payments	Weighted Average Interest Rate	Principal Payments	Weighted Average Interest Rate ⁽¹⁾
Year Ended December 31,				
2009	\$ 38,914	6.09%	\$ 48	7.25%
2010	214,741		496,807	
	\$ (2)	5.43%	\$ (3)	1.73%
2011	\$ 119,597	5.82%	\$ 19,654	7.25%
2012	\$ 596,175 ⁽⁴⁾	5.69%	\$	
2013	\$ 416,062	5.48%	\$	
2014 and thereafter	\$ 756,914	5.64%	\$	

⁽¹⁾ Based on the weighted average interest rate in effect as of September 30, 2009.

⁽²⁾ Includes the Term Loan of \$170.0 million that was swapped to a weighted average fixed rate of 5.29% effective in the fourth quarter of 2008.

⁽³⁾ Our Credit Facility, which has an outstanding balance of \$485.0 million, has a term that expires March 20, 2010.

⁽⁴⁾ Includes exchangeable notes of \$202.4 million with an interest rate of 4.00%.

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Changes in market interest rates have different effects on the fixed and variable portions of our debt portfolio. A change in market interest rates applicable to the fixed portion of the debt portfolio impacts the fair value, but it has no impact on interest incurred or cash flows. A change in market interest rates applicable to the variable portion of the debt portfolio impacts the interest incurred and cash flows, but does not impact the fair value. The following sensitivity analysis relates to the fixed debt portfolio, which includes the effects of the interest rate swap and cap agreements described below, assumes an immediate 100 basis point change in interest rates from their actual September 30, 2009 levels, with all other variables held constant. A 100 basis point increase in market interest rates would result in a decrease in the fair value of our debt of \$47.3 million at September 30, 2009. A 100 basis point decrease in market interest rates would result in an increase in the fair value of our debt of \$50.2 million at September 30, 2009. Based on the variable rate debt included in our debt portfolio, as of September 30, 2009, a 100 basis point increase in interest rates would result in an additional \$5.0 million in interest annually, and a 100 basis point decrease would reduce interest incurred by \$5.0 million annually.

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To manage interest rate risk and limit overall interest cost, we may employ interest rate swaps, options, forwards, caps and floors, or a combination thereof, depending on the underlying exposure. Interest rate differentials that arise under swap and cap contracts are recognized in interest expense over the life of the contracts. If interest rates rise, the resulting cost of funds is expected to be lower than that which would have been available if debt with matching characteristics were issued directly. Conversely, if interest rates fall, the resulting costs would be expected to be higher. We may also employ forwards or purchased options to hedge qualifying anticipated transactions. Gains and losses are deferred and recognized in net income in the same period that the underlying transaction occurs, expires or is otherwise terminated. See note 9 to our unaudited consolidated financial statements.

We currently have \$597.5 million notional amount of interest rate swap and cap agreements that have a weighted average interest rate of 3.29% maturing on various dates through November 2013. We assessed the effectiveness of these swaps and cap as hedges at inception and on September 30, 2009 and considered these swaps and cap to be highly effective cash flow hedges.

Because the information presented above includes only those exposures that exist as of September 30, 2009, it does not consider changes, exposures or positions which could arise after that date. The information presented herein has limited predictive value. As a result, the ultimate realized gain or loss or expense as a result of interest rate fluctuations will depend on the exposures that arise during the period, and the hedging arrangements we have in place.

ITEM 4. CONTROLS AND PROCEDURES.

We are committed to providing accurate and timely disclosure in satisfaction of our SEC reporting obligations. In 2002, we established a Disclosure Committee to formalize our disclosure controls and procedures. Our Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2009, and have concluded as follows:

Our disclosure controls and procedures are designed to ensure that the information that we are required to disclose in our reports under the Securities Exchange Act of 1934 (the Exchange Act) is recorded, processed, summarized and reported accurately and on a timely basis.

Our disclosure controls and procedures are effective to ensure that information that we are required to disclose in our Exchange Act reports is accumulated and communicated to management to allow timely decisions regarding disclosure.

There was no change in our internal controls over financial reporting that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

In the normal course of business, we have become and might in the future become involved in legal actions relating to the ownership and operation of our properties and the properties that we manage for third parties. In management's opinion, the resolution of any such pending legal actions are not expected to have a material adverse effect on our consolidated financial position or results of operations.

ITEM 1A. RISK FACTORS.

In addition to the other information set forth in this report, you should carefully consider the risks that could materially affect our business, financial condition or results of operations, which are discussed under the caption Risk Factors in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2008, as well as the following:

We might not be able to replace or extend our Credit Facility when it matures in March 2010.

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Our Credit Facility has a term that expires March 20, 2010. We also have a \$170.0 million Term Loan that expires on March 20, 2010. We have agreed upon a non-binding term sheet with the lead bank in the Credit Facility and the Term Loan. The term sheet is subject to review and approval by the members of the Credit Facility bank group, which might or might not be obtained, or which might only be obtained following changes to the term sheet. Even if a term sheet is accepted by all of the members of the bank group, we may or may not be successful in negotiating satisfactory definitive documents. If, because of our substantial indebtedness, the level of our cash flows, lenders' perceptions of our creditworthiness, or for other reasons, we are unable to renew, replace or extend our Credit Facility and Term Loan, or arrange for alternative financing, we might be required to dispose of one or more assets on unfavorable terms, further reduce or eliminate future cash dividends, or take other, more severe actions.

The covenants in our Credit Facility might adversely affect us.

Our \$500.0 million Credit Facility requires us to satisfy certain affirmative and negative covenants and to meet numerous financial tests. Our Term Loan contains identical covenants. The financial covenants under the Credit Facility require, among other things, that our leverage ratio, as defined in the Credit Facility, be less than 65%, provided that this leverage ratio can be exceeded for one period of two consecutive quarters, but may not exceed 70%, and that we meet certain other debt yield, interest coverage and fixed charge ratios. Compliance with each of these ratios is dependent upon our financial performance. The leverage ratio is based, in part, on applying a capitalization rate to our net operating income. Based on this calculation method, decreases in net operating income would result in an increased leverage ratio, even if overall debt levels remain constant. The leverage ratio was 66.1% at the end of the quarter ended September 30, 2009. The quarter ended September 30, 2009 was the first quarter that the ratio exceeded 65%. The financial covenants also require that the minimum debt yield ratio, as defined in the Credit Facility, be greater than 9.75%, provided that this ratio can be less than 9.75% for one period of two consecutive quarters, but may not be below 9.25%. The minimum debt yield ratio was less than 9.75%, but was not less than 9.25% for the quarter ended September 30, 2009. The quarter ended September 30, 2009 was the first quarter that the ratio was less than 9.75%.

Table of Contents**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.***Issuer Purchases of Equity Securities*

The following table shows the total number of shares that we acquired in the three months ended September 30, 2009 and the average price paid per share.

Period	Total Number of Shares Purchased⁽¹⁾	Average Price Paid per Share	Total Number of Shares Purchased as part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs⁽²⁾
July 1 July 31, 2009	219	\$ 4.55		\$ 100,000,000
August 1 August 31, 2009	216	5.95		100,000,000
September 1 September 30, 2009				100,000,000
Total	435	\$ 5.25		\$ 100,000,000

(1) The common shares listed in this column represent shares withheld from shares otherwise issuable to employees to pay withholding taxes incurred in connection with the issuances.

(2) On December 27, 2007 we announced that our Board of Trustees authorized a program to repurchase up to \$100.0 million of our common shares in the open market or in privately negotiated or other transactions from January 1, 2008 until December 31, 2009.

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ITEM 6. EXHIBITS

- 31.1 Certification pursuant to Exchange Act Rules 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification pursuant to Exchange Act Rules 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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SIGNATURE OF REGISTRANT

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.

Date: November 9, 2009

PENNSYLVANIA REAL ESTATE INVESTMENT TRUST

By: /s/ Ronald Rubin
Ronald Rubin
Chief Executive Officer

By: /s/ Robert F. McCadden
Robert F. McCadden
Executive Vice President and Chief Financial Officer

By: /s/ Jonathen Bell
Jonathen Bell
Senior Vice President - Chief Accounting Officer (Principal Accounting Officer)

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