

CAPITAL PROPERTIES INC /RI/

Form 10-Q

April 30, 2010

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
FORM 10-Q**

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**For the quarterly period ended March 31, 2010**

**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 001-08499  
CAPITAL PROPERTIES, INC.  
(Exact name of registrant as specified in its charter)**

**Rhode Island**  
(State or other jurisdiction of  
incorporation or organization)

**05-0386287**  
(IRS Employer  
Identification No.)

**100 Dexter Road  
East Providence, Rhode Island 02914**  
(Address of principal executive offices) (Zip Code)

**(401) 435-7171**  
(Registrant's telephone number, including area code)  
Securities registered pursuant to Section 12(b) of the Act:

Title of each class: **Class A Common Stock, \$.01 par value**  
Name of each exchange on which registered: **OTCQX (Pink Sheets)**

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the 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 is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company.

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

As of March 31, 2010, the Company had 3,694,345 shares of Class A Common Stock and 2,905,567 shares of Class B Common Stock outstanding.



**CAPITAL PROPERTIES, INC.**  
**FORM 10-Q**  
**FOR THE QUARTER ENDED MARCH 31, 2010**  
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Table of Contents**PART I****Item 1. Consolidated Financial Statements****CAPITAL PROPERTIES, INC. AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS**

	March 31, 2010 (unaudited)	December 31, 2009
<b>ASSETS</b>		
Properties and equipment (net of accumulated depreciation)	\$ 22,159,000	\$ 22,069,000
Cash	2,280,000	2,315,000
Income taxes receivable		47,000
Prepaid and other	303,000	331,000
	\$ 24,742,000	\$ 24,762,000
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>		
<b>Liabilities:</b>		
<b>Accounts payable and accrued expenses:</b>		
Property taxes	\$ 300,000	\$ 243,000
Environmental remediation	81,000	81,000
Other	228,000	514,000
Deferred leasing revenues	520,000	520,000
<b>Income taxes:</b>		
Current	9,000	
Deferred, net	5,339,000	5,305,000
	6,477,000	6,663,000
Subsequent event (Note 9)		
<b>Shareholders equity:</b>		
Class A common stock, \$.01 par; authorized 10,000,000 shares; issued and outstanding, 3,694,345 shares at March 31, 2010 and 3,654,739 shares at December 31, 2009	37,000	37,000
Class B common stock, \$.01 par; authorized 3,500,000 shares; issued and outstanding 2,905,567 shares March 31, 2010 and 2,945,173 shares at December 31, 2009	29,000	29,000
Excess stock, \$.01 par; authorized 1,000,000 shares; none issued and outstanding		
Capital in excess of par	11,762,000	11,762,000
Retained earnings	6,437,000	6,271,000
	18,265,000	18,099,000
	\$ 24,742,000	\$ 24,762,000

See notes to consolidated financial statements.

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**CAPITAL PROPERTIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**  
**THREE MONTHS ENDED MARCH 31, 2010 AND 2009**  
**(Unaudited)**

	2010	2009
Revenues:		
Leasing	\$ 715,000	\$ 714,000
Petroleum storage facility	936,000	936,000
	1,651,000	1,650,000
Expenses:		
Leasing	336,000	203,000
Petroleum storage facility	529,000	577,000
General and administrative	266,000	259,000
	1,131,000	1,039,000
Income before income taxes	520,000	611,000
Income tax expense:		
Current	122,000	255,000
Deferred	34,000	(10,000)
	156,000	245,000
Net income	\$ 364,000	\$ 366,000
Basic income per share based upon 6,599,912 shares outstanding	\$ .06	\$ .06
Dividends per share on common stock based upon 6,599,912 shares outstanding	\$ .03	\$ .03

See notes to consolidated financial statements.

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**CAPITAL PROPERTIES, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
THREE MONTHS ENDED MARCH 31, 2010 AND 2009  
(Unaudited)**

	2010	2009
Cash flows from operating activities:		
Net income	\$ 364,000	\$ 366,000
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	179,000	173,000
Deferred income taxes	34,000	(10,000)
Other, principally net changes in prepaids, accounts payable, accrued expenses and current income taxes	179,000	(172,000)
Net cash provided by operating activities	756,000	357,000
Cash used in investing activities, payments for properties and equipment	(593,000)	(147,000)
Cash used in financing activities, payment of dividends	(198,000)	(198,000)
Increase (decrease) in cash	(35,000)	12,000
Cash, beginning	2,315,000	3,395,000
Cash, ending	\$ 2,280,000	\$ 3,407,000
Supplemental disclosure:		
Cash paid for income taxes	\$ 66,000	\$ 431,000
Non-cash financing activities, capital expenditures financed through accounts payable	\$ 44,000	\$ 85,000

See notes to consolidated financial statements.



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**CAPITAL PROPERTIES, INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
THREE MONTHS ENDED MARCH 31, 2010 AND 2009**

**(Unaudited)**

**1. Description of business:**

Capital Properties, Inc. and its wholly-owned subsidiaries, Tri-State Displays, Inc., Capital Terminal Company and Dunellen, LLC (collectively referred to as the Company ), operate in two segments: (1) Leasing and (2) Petroleum Storage.

The leasing segment consists of the long-term leasing of certain of its real estate interests in downtown Providence, Rhode Island (upon the commencement of which the tenants are required to construct buildings thereon, with the exception of a parking garage), the leasing of a portion of its building ( Steeple Street Building ) under short-term leasing arrangements and the leasing of locations along interstate and primary highways in Rhode Island and Massachusetts to Lamar Outdoor Advertising, LLC ( Lamar ) which has constructed outdoor advertising boards thereon. The Company anticipates that the future development of its remaining properties in and adjacent to the Capital Center area will consist primarily of long-term ground leases. Pending this development, the Company leases these parcels for public parking under short-term leasing arrangements to Metropark, Ltd. ( Metropark ).

The petroleum storage segment consists of operating the petroleum storage terminal (the Terminal ) and the Wilkesbarre Pier (the Pier ), collectively referred to as the Facility, located in East Providence, Rhode Island, for Global Companies, LLC ( Global ) which stores and distributes petroleum distillates.

The principal difference between the two segments relates to the nature of the operations. In the leasing segment, the tenants under long-term land leases incur substantially all of the development and operating costs of the assets constructed on the Company s land, including the payment of real property taxes on both the land and any improvements constructed thereon; whereas the Company is responsible for the operating and maintenance expenditures, including a portion of the real property taxes, as well as capital improvements at the Facility.

**2. Principles of consolidation and basis of presentation:**

The accompanying condensed consolidated financial statements include the accounts and transactions of the Company and its subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

The accompanying condensed consolidated balance sheet as of December 31, 2009, has been derived from audited financial statements and the unaudited interim condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and note disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to those rules and regulations, although the Company believes that the disclosures made are adequate to make the information not misleading. It is suggested that these condensed financial statements be read in conjunction with the consolidated financial statements and the notes thereto included in the Company s latest Form 10-K. In the opinion of management, the accompanying condensed consolidated financial statements contain all adjustments (consisting solely of normal recurring adjustments) necessary to present fairly the financial position as of March 31, 2010 and the results of operations and cash flows for the three months ended March 31, 2010 and 2009.

The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year.

*New accounting standards:*

The Company reviews new accounting standards as issued. Although some of these accounting standards may be applicable to the Company, the Company has not identified any standards that it believes merit further discussion. The Company expects that none of the new standards would have a significant impact on its consolidated financial statements.

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The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Estimates also affect the reported amounts of income and expenses during the reporting period. Actual results could differ from those estimates.

**4. Properties and equipment:**

Properties and equipment consists of the following:

	March 31, 2010	December 31, 2009
Properties on lease or held for lease:		
Land and land improvements	\$ 4,621,000	\$ 4,621,000
Building, Steeple Street	1,772,000	1,772,000
Construction in progress, Steeple Street	2,515,000	2,246,000
	8,908,000	8,639,000
Petroleum storage facility, on lease:		
Land and land improvements	5,591,000	5,591,000
Buildings and structures	1,744,000	1,744,000
Tanks and equipment	14,600,000	14,600,000
	21,935,000	21,935,000
Office equipment	131,000	131,000
	30,974,000	30,705,000
Less accumulated depreciation:		
Properties on lease or held for lease	119,000	104,000
Petroleum storage facility, on lease	8,592,000	8,430,000
Office equipment	104,000	102,000
	8,815,000	8,636,000
	\$ 22,159,000	\$ 22,069,000

In June 2009, the Company commenced the construction of the historic restoration and utility infrastructure of the Steeple Street Building at an original estimated cost of \$2,100,000. The Company anticipates that the restoration will be completed in the summer of 2010, at a total cost of \$2,800,000, including tenant improvements not originally budgeted of \$189,000. The Company expects to continue paying for the remaining restoration from available cash.

**5. Description of leasing arrangements:**

*Long-term land leases:*

As of March 31, 2010, the Company had entered into six long-term land leases for six separate parcels upon which the improvements have been completed ( developed parcels ). In addition, in 2005 a long-term land lease commenced on an undeveloped parcel on which two residential buildings were planned. One building was completed in September 2009. The other building has not progressed beyond the early stages of site preparation and the timing of its construction and completion is uncertain.

Under the seven land leases, the tenants are required to negotiate any tax stabilization treaty or other arrangements, appeal any changes in real property assessments, and pay real property taxes assessed under these arrangements. Accordingly, the amounts payable by the tenants are excluded from leasing revenues and leasing expenses on the accompanying consolidated statements of income. For the three months ended March 31, 2010 and 2009, the real property taxes attributable to the Company's land under these leases are \$250,000 and \$360,000 respectively.

Under the lease which commenced in 2005, the tenant is entitled to a credit for future rents equal to a portion of the real property taxes paid by the tenant through April 2007, which credit now totals \$520,000, the maximum amount. In connection with Phase I of the tenant's project, commencing July 1, 2010, the annual rent will increase from \$48,000 to \$300,000. At that time, the tenant will not be required to make cash payments for rent for the next 21 months, and the Company will reclassify each month \$25,000 of deferred leasing revenues to leasing revenues.

**Table of Contents***Short-term leases:*

The Company leases the undeveloped parcels of land in or adjacent to the Capital Center area for public parking purposes to Metropark, Ltd. under short-term cancellable leases. The Company also leases a portion of the Steeple Street Building to two tenants under short-term leases (five years or less) at a current annual rental of \$114,000. However, one of the tenants, whose annual rental is \$90,000, filed for receivership in November 2009 and is seeking a buyer for its operations who would assume the lease. At March 31, 2009, this tenant owed the Company \$62,000 and the Company cannot determine whether it will collect the past due rent and has therefore recorded an allowance for a doubtful account for the full amount. The Company is monitoring the receivership proceedings to evaluate whether it will continue to accrue rental income.

**6. Petroleum storage facility:***Environmental remediation:*

In 1994, a leak was discovered in a 25,000 barrel storage tank at the Terminal which allowed the escape of a small amount of fuel oil. All required notices were made to the State of Rhode Island Department of Environmental Management ( RIDEM ). In 2000, the tank was demolished and testing of the groundwater indicated that there was no large pooling of contaminants. In 2001, RIDEM approved a plan pursuant to which the Company installed a passive system consisting of three wells and commenced monitoring the wells.

In 2003, RIDEM decided that the passive monitoring system previously approved was not sufficient and required the Company to design an active remediation system for the removal of product from the contaminated site. The Company and its consulting engineers began the pre-design testing of the site in the fourth quarter of 2004. The consulting engineers estimated a total cost of \$200,000 to design, install and operate the system, which amount was accrued in 2004. Through 2006, the Company had expended \$119,000 and has not incurred any additional costs since then. RIDEM has not taken any action on the Company's proposed plan. As designed, the system will pump out the contaminants which will be disposed of in compliance with applicable regulations. After a period of time, the groundwater will be tested to determine if sufficient contaminants have been removed. While the Company and its consulting engineers believe that the proposed active remediation system will correct the situation, it is possible that RIDEM could require the Company to expand remediation efforts, which could result in the Company incurring additional costs.

*Environmental incident:*

In 2002, during testing of monitoring wells at the Terminal, the Company's consulting engineer discovered free floating phase product in a groundwater monitoring well located on that portion of the Terminal purchased in 2000. Laboratory analysis indicated that the product was gasoline, which is not a product the Company ever stored at the Terminal. The Company commenced an environmental investigation and analysis, the results of which indicate that the gasoline did not come from the Terminal. The Company notified RIDEM. RIDEM subsequently identified Power Test Realty Partnership (Power Test), the owner of an adjacent parcel, as a potentially responsible party for the contamination. Getty Properties Corp. is the general partner of Power Test. Power Test challenged that determination and, after an administrative hearing, on October 20, 2008, a RIDEM Hearing Officer determined that Power Test is responsible for the discharge of the petroleum product under the Rhode Island Oil Pollution Control Act, R.I.G.L. Section 46-12.5.1-3 and Rule 6(a) and 12(b) of the Oil Pollution Control Regulations. The RIDEM Decision and Order requires Power Test to remediate the contamination as directed by RIDEM. In November 2008, Power Test appealed the decision to the Rhode Island Superior Court. In addition, in November 2008, Power Test sought, and received, a stay of the Decision and Order of the Hearing Officer pending a clarification by RIDEM of the amount of the proposed fine. There can be no assurance that the Superior Court will affirm the decision of the Administrative Hearing Officer.

In April 2009, the Company sued Power Test and Getty Properties Corp. in the Rhode Island Superior Court seeking remediation of the site or, in the alternative, the cost of the remediation. On May 1, 2009, Power Test and Getty Properties Corp. removed the action to the United States District Court for the District of Rhode Island. On May 22, 2009, Power Test and Getty Properties Corp. answered the Complaint and filed a Counterclaim against Dunellen, LLC and Capital Terminal Company alleging that Dunellen, LLC and Capital Terminal Company are responsible for the contamination. Getty Properties Corp. and Power Test have joined Getty Petroleum Marketing, Inc., the tenant under a long-term lease with Getty Properties Corp. of the adjacent property, as a defendant. The parties are now engaged in discovery. There can be no assurance that the Company will prevail in this litigation.

Since January 2003, the Company has not incurred significant costs in connection with this matter, other than ongoing litigation costs, and is unable to determine the costs it might incur to remedy the situation, as well as any costs to investigate, defend and seek reimbursement from the responsible party with respect to this contamination.

**Table of Contents****7. Income taxes:**

The income tax provision for the three months ended March 31, 2010, does not bear the customary relationship between income tax expense and pretax accounting income. The Company has determined that the expenditures in connection with the historic restoration of the Steeple Street Building qualify for federal historic income tax credits in 2010 totaling approximately \$512,000 and has incorporated the credit in determining the effective tax rate for 2010 in the accompanying consolidated financial statements.

**8. Operating segment disclosures:**

The Company operates in two segments: (1) Leasing and (2) Petroleum Storage.

The Company makes decisions relative to the allocation of resources and evaluates performance based on each segment's respective income before income taxes, excluding interest income, and certain corporate expenses.

Inter-segment revenues are immaterial in amount. The Company did not incur interest expense during the three months ended March 31, 2010 and 2009.

The following financial information is used for making operating decisions and assessing performance of each of the Company's segments for the three months ended March 31, 2010 and 2009:

	2010	2009
<i>Leasing:</i>		
Revenues:		
Long-term leases:		
Contractual	\$ 544,000	\$ 527,000
Contingent	11,000	12,000
Short-term leases	160,000	175,000
Total revenues	\$ 715,000	\$ 714,000
Property tax expense	\$ 124,000	\$ 123,000
Depreciation	\$ 15,000	\$ 11,000
Income before income taxes	\$ 379,000	\$ 511,000
Assets	\$ 8,959,000	\$ 6,614,000
Properties and equipment, additions	\$ 269,000	\$ 92,000
<i>Petroleum storage:</i>		
Revenues, contractual	\$ 936,000	\$ 936,000

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Property tax expense	\$ 55,000	\$ 53,000
Depreciation	\$ 162,000	\$ 161,000
Income before income taxes	\$ 407,000	\$ 359,000
Assets	\$ 13,646,000	\$ 14,298,000
Properties and equipment, additions	\$	\$ 55,000



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The following is a reconciliation of the segment information to the amounts reported in the accompanying consolidated financial statements for the three months ended March 31, 2010 and 2009:

	2010	2009
Revenues for operating segments:		
Leasing	\$ 715,000	\$ 714,000
Petroleum storage	936,000	936,000
Total consolidated revenues and other income	\$ 1,651,000	\$ 1,650,000
Property tax expense:		
Property tax expense for operating segments:		
Leasing	\$ 124,000	\$ 123,000
Petroleum storage	55,000	53,000
	179,000	176,000
Unallocated corporate property tax expense	1,000	1,000
Total consolidated property tax expense	\$ 180,000	\$ 177,000
Depreciation:		
Depreciation for operating segments:		
Leasing	\$ 15,000	\$ 11,000
Petroleum storage segment:	162,000	161,000
	177,000	172,000
Unallocated corporate depreciation	2,000	1,000
Total consolidated depreciation	\$ 179,000	\$ 173,000
Income before income taxes:		
Income before income taxes for operating segments:		
Leasing	\$ 379,000	\$ 511,000
Petroleum storage	407,000	359,000
	786,000	870,000
Unallocated corporate expenses	(266,000)	(259,000)
Total consolidated income before income taxes	\$ 520,000	\$ 611,000
Assets:		
Assets for operating segments:		
Leasing	\$ 8,959,000	\$ 6,614,000
Petroleum storage	13,646,000	14,298,000

	22,605,000	20,912,000
Corporate cash	2,110,000	3,193,000
Other unallocated amounts	27,000	34,000
Total consolidated assets	\$ 24,742,000	\$ 24,139,000
Additions to properties and equipment for operating segments:		
Leasing	\$ 269,000	\$ 92,000
Petroleum storage		55,000
Total consolidated additions	\$ 269,000	\$ 147,000

### 9. Subsequent event:

On April 23, 2010, the Board of Directors of the Company declared a special dividend of \$5,478,000 (\$.83 per common share) on the Class A and Class B common stock to shareholders of record on May 12, 2010 payable on May 26, 2010. The dividend represents the payout to the shareholders of the Company's earnings and profits as calculated for federal income tax purposes at December 31, 2009. The Company has expressed its intention that at some time in the future the Company will convert to a pass-through entity for income tax purposes. In order to effectuate such a conversion, the Company will be required to pay out its accumulated earnings and profits. The Board of Directors determined that it would be in the best interest of the shareholders to make the distribution of the earnings and profits while the tax laws are still favorable, since it is expected that the federal income tax rate on dividends will rise substantially on January 1, 2011.

In order to fund the special dividend, the Company borrowed \$6,000,000 from a bank. The loan bears interest at the rate of 6 percent per annum and has a term of ten years with repayments on a twenty-year amortization schedule (monthly principal payments of \$25,000 plus interest). The loan matures April 26, 2020 and contains the customary covenants, terms and conditions and permits prepayment, in whole or in part, at any time without penalty if the prepayment is made from internally generated funds. As collateral for the loan, the Company has granted the bank a mortgage on Parcels 3S and 5 in the Capital Center.

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

**FORWARD LOOKING STATEMENTS**

Certain portions of this report, and particularly the Management's Discussion and Analysis of Financial Condition and Results of Operations, and the Notes to Consolidated Financial Statements, contain forward-looking statements within the meaning of Sections 27A of the Securities Act of 1933, as amended, and Sections 21E of the Securities Act of 1934, as amended, which represent the Company's expectations or beliefs concerning future events. The Company cautions that these statements are further qualified by important factors that could cause actual results to differ materially from those in the forward-looking statements, including, without limitation, the following: the ability of the Company to generate adequate amounts of cash; the collectibility of the accrued leasing revenues when due over the terms of the long-term land leases; the commencement of additional long-term land leases; changes in economic conditions that may affect either the current or future development on the Company's parcels; and exposure to contamination, remediation or similar costs associated with the operation of the petroleum storage facility. The Company does not undertake the obligation to update forward-looking statements in response to new information, future events or otherwise.

**1. Overview:**

*Critical accounting policies:*

The Company believes that its revenue recognition policy for long-term leases with scheduled rent increases (leasing segment) meets the definition of a critical accounting policy which is discussed in the Company's Form 10-K for the year ended December 31, 2009. There have been no changes to the application of this accounting policy since December 31, 2009.

*Segments:*

The Company operates in two segments, leasing and petroleum storage.

The leasing segment consists of the long-term leasing of certain of its real estate interests in downtown Providence, Rhode Island (upon the commencement of which the tenants are required to construct buildings thereon, with the exception of a parking garage), the leasing of a portion of the Steeple Street Building under short-term leasing arrangements and the leasing of locations along interstate and primary highways in Rhode Island and Massachusetts to Lamar which has constructed outdoor advertising boards thereon. The Company anticipates that the future development of its remaining properties in and adjacent to the Capital Center area will consist primarily of long-term ground leases. Pending this development, the Company leases these parcels for public parking under short-term leasing arrangements to Metropark.

The petroleum storage segment consists of operating the Facility located in East Providence, Rhode Island, for Global.

The principal difference between the two segments relates to the nature of the operations. In the leasing segment, the tenants under long-term land leases incur substantially all of the development and operating costs of the assets constructed on the Company's land, including the payment of real property taxes on both the land and any improvements constructed thereon; whereas the Company is responsible for the operating and maintenance expenditures, including a portion of the real property taxes, as well as capital improvements at the Facility.

**2. Results of operations:**

**Three months ended March 31, 2010 compared to three months ended March 31, 2009:**

*Leasing segment:*

	2010	2009	Difference
Leasing revenues	\$ 715,000	\$ 714,000	\$ 1,000
Leasing expense	336,000	203,000	\$ 133,000
	\$ 379,000	\$ 511,000	

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Leasing revenue remained at the 2009 level. Leasing expense increased due to legal fees in connection with two leases, a bad debt expense and the hiring of a new employee. Under one of its long-term land leases, the Company incurred legal fees totaling \$55,000 in connection with disputes under the lease which have not been resolved to date. The Company also incurred legal fees totaling \$21,000 in disputes with one of its tenants in the Steeple Street Building, which tenant filed for receivership in November 2009 and is seeking a buyer for its operations who would assume the lease.

*Petroleum storage segment:*

	2010	2009	Difference
Petroleum storage facility revenues	\$ 936,000	\$ 936,000	\$
Petroleum storage facility expense	529,000	577,000	\$ (48,000)
	\$ 407,000	\$ 359,000	

Petroleum storage facility revenue remained at the 2009 level because there was no cost-of-living rent adjustment for the contract year which commenced in May 2009. No contingent revenue was earned in the first quarter of either year. However, commencing May 1, 2010, the annual cost-of-living adjustment under the lease will be \$82,000 annually. Petroleum storage facility expense decreased due to lower levels of repairs and maintenance and a decrease in legal fees.

*General:*

For the three months ended March 31, 2010, general and administrative expense remained approximately at the 2009 level.

*Income taxes:*

The income tax provision for the three months ended March 31, 2010, does not bear the customary relationship between income tax expense and pretax accounting income. The Company has determined that the expenditures in connection with the historic restoration of the Steeple Street Building qualify for federal historic income tax credits in 2010 totaling approximately \$512,000 and has incorporated the credit in determining the effective tax rate for 2010.

**3. Liquidity and capital resources:**

Historically, the Company has had adequate liquidity to fund its operations.

During the first quarter of 2010, the Company's operating activities provided \$756,000 of cash. Cash decreased by \$35,000 for the quarter, principally due to payments for the restoration of the Steeple Street Building of \$593,000 and dividends of \$198,000.

*Cash and cash commitments:*

At March 31, 2010, the Company had cash of \$2,280,000. Since February 2009, the Company maintains all of its cash in a non-interest bearing checking account.

In July 2009, the Company received notice from the holder of the leasehold mortgage on Parcel 8 that the Parcel 8 tenant was in default. A foreclosure sale was held on September 1, 2009, and the building was sold to the

leasehold mortgagee. Under the terms of the Parcel 8 long-term land lease, upon the foreclosure of the leasehold mortgage, the Company is required to enter into a new long-term lease with the leasehold mortgagee or its assignee on substantially the same terms and conditions as the existing lease for Parcel 8. No new lease has been entered into to date. In such circumstances, the new tenant is required to cure any prior monetary defaults. The rent has continued to be paid in a timely fashion, and the Company has no reason to believe that the leasehold mortgagee will not continue to pay the rent and property taxes to the City of Providence in a timely fashion.

Under the terms of the Company's long-term land leases, appraisals of the premises are periodically required at various stated intervals to provide the basis for recalculating the annual rent. However, if as a result of such appraisal the annual rent is calculated to be less than the then current rent, the annual rent will remain at the current level. The appraisal process for Parcel 8 commenced in November 2009 to determine what amount, if any, the annual rent will be increased. Both the Company and the tenant each had an appraisal made. The process has been delayed because of the differences in the two appraisals; therefore, under the terms of the lease, a third appraiser has been engaged to perform an appraisal, after which a final determination of the amount of any increase will be made. The Company anticipates a decision on the appraisal during the second quarter and any increase will be retroactive to February 1, 2010. The current annual rent is \$223,000.

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Under one of the Company's long-term land leases, the tenant is entitled to a credit for future rents equal to a portion of the real property taxes paid by the tenant through April 2007, which credit now totals \$520,000, the maximum amount. In connection with Phase I of the tenant's project, commencing July 1, 2010, the annual rent will increase from \$48,000 to \$300,000. At that time, the tenant will not be required to make cash payments for rent for the following 21 months, and the Company will reclassify each month \$25,000 of deferred leasing revenues to leasing revenues.

The current economic conditions have had limited impact on the Company's results of operations to date. In 2009, the Company had decreased Metropark's rent under the short-term parking lease from April 1, 2009 to June 30, 2010, at which time the Company anticipates that the rent will return to the January 1, 2009 level (an increase of \$44,000 annually). In 2009, the Company also granted Lamar rent relief under its long-term land lease for various billboard locations for the period January 1, 2009 to May 31, 2010, at which time the rent will return to the scheduled level (an increase of \$49,000 annually). As none of the Company's leases require the tenant to provide financial information, the Company has no information concerning the impact of current conditions on its major tenants and, therefore, cannot predict whether any other tenants will request such relief or concessions.

The Company leases a portion of the Steeple Street Building to two tenants under short-term leases (five years or less) at a current annual rental of \$114,000. However, one of the tenants, whose annual rental is \$90,000, filed for receivership in November 2009 and is seeking a buyer for its operations who would assume the lease. At March 31, 2010, this tenant owed the Company \$62,000, which amount has been fully reserved, and the Company cannot determine whether it will collect the past due rent. The Company is monitoring the receivership proceedings to evaluate whether it will continue to accrue rental income.

In June 2009, the Company commenced the construction of the historic restoration and utility infrastructure of the Steeple Street Building at an original estimated cost of \$2,100,000. The Company anticipates that the restoration will be completed in the summer of 2010 at a total cost of \$2,800,000, including tenant improvements not originally budgeted of \$189,000. The Company expects to continue paying for the remaining restoration from available cash. Through March 31, 2010, the Company has incurred costs of \$2,515,000. The Company has determined that the expenditures qualify for Federal historic tax credits in 2010 totaling approximately \$512,000. The Company is currently marketing the remaining portions of the building for lease.

Under the Company's lease with Global, commencing May 1, 2010 the annual cost-of-living adjustment is \$82,000.

In March 2010, certain areas of the State of Rhode Island experienced unprecedented flooding but the Company's properties and operations were not affected.

On April 23, 2010, the Board of Directors of the Company declared a special dividend of \$5,478,000 (\$.83 per common share) on the Class A and Class B common stock to shareholders of record on May 12, 2010 payable on May 26, 2010. The dividend represents the payout to the shareholders of the Company's earnings and profits as calculated for federal income tax purposes at December 31, 2009. The Company has expressed its intention that at some time in the future the Company will convert to a pass-through entity for income tax purposes. In order to effectuate such a conversion, the Company will be required to pay out its accumulated earnings and profits. The Board of Directors determined that it would be in the best interest of the shareholders to make the distribution of the earnings and profits while the tax laws are still favorable, since it is expected that the federal income tax rate on dividends will rise substantially on January 1, 2011.

In order to fund the special dividend, the Company borrowed \$6,000,000 from a bank. The loan bears interest at the rate of 6 percent per annum and has a term of ten years with repayments on a twenty-year amortization

schedule (monthly principal payments of \$25,000 plus interest). The loan matures April 26, 2020 and contains the customary covenants, terms and conditions and permits prepayment, in whole or in part, at any time without penalty if the prepayment is made from internally generated funds. As collateral for the loan, the Company has granted the bank a mortgage on Parcels 3S and 5 in the Capital Center.

On April 23, 2010, the Company also declared a quarterly dividend of \$198,000 (\$.03 per common share) which dividend will also be paid May 26, 2010. The declaration of future dividends and the amount thereof will depend on the Company's future earnings, financial factors and other events.

The Company expects that cash generated from current operations will continue to be sufficient to meet operating expenses, debt service, ordinary capital expenditures, the remaining cost of the Steeple Street Building restoration and the current level of quarterly dividends. In the event temporary liquidity is required, the Company believes that a line of credit or other arrangements could be obtained by pledging some or all of its unencumbered assets as collateral.



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**Item 4. Controls and Procedures**

As required by Rule 13a-15 under the Securities Exchange Act of 1934, as amended (the Exchange Act), the Company carried out an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of the end of the period covered by this report. This evaluation was carried out under the supervision and with the participation of the Company's management, including the Company's principal executive officer and the Company's principal financial officer. Based upon that evaluation, the principal executive officer and the principal financial officer concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms.

There was no significant change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter that has materially affected, or is reasonably likely to affect, the Company's internal control over financial reporting. The Company continues to enhance its internal controls over financial reporting, primarily by evaluating and enhancing process and control documentation. Management discusses with and discloses these matters to the Audit Committee of the Board of Directors and the Company's auditors.

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**PART II OTHER INFORMATION**

**Item 6. Exhibits**

**(b) Exhibits:**

**3.1** Restated Articles of Incorporation (incorporated by reference to Exhibit 3.1 to the registrant's annual report on Form 10-K for the year ended December 31, 2008).

**3.2** By-laws, as amended (incorporated by reference to Exhibit 3.2 to the registrant's annual report on Form 10-K for the year ended December 31, 2007).

**10** Material contracts:

**(a) Lease between Metropark, Ltd. and Company:**

(i) Dated January 1, 2005 (incorporated by reference to Exhibit 10(a) to the registrant's annual report on Form 10-KSB for the year ended December 31, 2004), as amended.

**(b) Miscellaneous contract:**

(i) Option Agreement to Purchase Real Property and Related Assets, dated June 9, 2003, by and between Dunellen, LLC and Global Companies, LLC (incorporated by reference to Exhibit 10(b)(i) to the registrant's Report on Form 10-QSB/A for the quarterly period ended June 30, 2003), as amended.

**31.1** Rule 13a-14(a) Certification of President and Principal Executive Officer

**31.2** Rule 13a-14(a) Certification of Treasurer and Principal Financial Officer

**32.1** Certification of President and Principal Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

**32.2** Certification of Treasurer and Principal Financial Officer 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

In accordance with the requirements of the Exchange Act, the Issuer caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CAPITAL PROPERTIES, INC.

By /s/ Robert H. Eder  
Robert H. Eder  
President and Principal Executive  
Officer

By /s/ Barbara J. Dreyer  
Barbara J. Dreyer  
Treasurer and Principal Financial  
Officer

DATED: April 30, 2010