URSTADT BIDDLE PROPERTIES INC
Form DEF 14A
February 01, 2011

URSTADT BIDDLE PROPERTIES INC.
321 RAILROAD AVENUE
GREENWICH, CONNECTICUT 06830

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

March 10, 2011

Notice is hereby given that the Annual Meeting of Stockholders of Urstadt Biddle Properties Inc. will be held at 2:00 p.m. on Thursday, March 10, 2011 at Doral Arrowwood, 975 Anderson Hill Road, Rye Brook, New York 10573 for the following purposes:

1.To elect three Directors to serve for three years;

2.To ratify the appointment of PKF, LLP as the independent registered public accounting firm of the Company for one year;

3.To amend the Company's Restricted Stock Award Plan;

4.To hold an advisory vote on executive compensation;

5.To hold an advisory vote on whether an advisory vote on executive compensation should be held every one, two or three years; and

6.To transact such other business as may properly come before the meeting or any adjournments thereof.

Stockholders of record as of the close of business on January 24, 2011 are entitled to notice of and to vote at the Meeting.

WHETHER OR NOT YOU PLAN TO BE PRESENT AT THE MEETING IN PERSON, PLEASE SIGN AND DATE THE ENCLOSED PROXY AND RETURN IT PROMPTLY IN THE ENCLOSED ENVELOPE.

February 4, 2011

URSTADT BIDDLE PROPERTIES INC.

321 RAILROAD AVENUE
GREENWICH, CONNECTICUT 06830

PROXY STATEMENT
FOR
ANNUAL MEETING OF STOCKHOLDERS

to be held on March 10, 2011

This proxy statement is furnished to stockholders of Urstadt Biddle Properties Inc., a Maryland corporation (hereinafter called the "Company"), in connection with the solicitation of proxies on behalf of the Directors of the Company for use at the Annual Meeting of Stockholders of the Company (the "Meeting") to be held at 2:00 p.m. on Thursday, March 10, 2011 at Doral Arrowwood, 975 Anderson Hill Road, Rye Brook, New York 10573, for the purposes set forth in the Notice of Meeting.

Holders of record of Class A Common Shares and Common Shares of the Company as of the close of business on the record date, January 24, 2011, are entitled to receive notice of, and to vote at, the Meeting. The outstanding Class A Common Shares and Common Shares constitute the only classes of securities entitled to vote at the Meeting. Each Common Share entitles the holder thereof to one vote and each Class A Common Share entitles the holder thereof to 1/20 of one vote. At the close of business on January 24, 2011, there were 20,884,807 Class A Common Shares issued and outstanding and 8,652,364 Common Shares issued and outstanding.

Shares represented by proxies in the form enclosed, if such proxies are properly executed and returned and not revoked, will be voted as specified, but where no specification is made, the shares will be voted as follows:

FOR the election of the three Directors;

FOR the ratification of the appointment of PKF, LLP as the Company's independent registered public accounting firm for the ensuing fiscal year;

FOR the amendment of the Company's Restricted Stock Award Plan;

FOR the approval, on an advisory basis, of the compensation of our Named Executive Officers;

FOR the approval, on an advisory basis, of "three years" as the frequency for holding future advisory votes on executive compensation; and

as to any other matter that may properly come before the Meeting, in the named proxies' discretion to the extent permitted under relevant laws and regulations.

To be voted, proxies must be filed with the Secretary of the Company prior to voting. Proxies may be revoked at any time before exercise by filing a notice of such revocation, by filing a later dated proxy with the Secretary of the Company or by voting in person at the Meeting. Persons who hold shares in "street name" through a broker or other nominee must follow the instructions provided by the broker or nominee to vote the shares.

The Annual Report to Stockholders for the Company's fiscal year ended October 31, 2010 has been mailed with or prior to this proxy statement. This proxy statement and the enclosed proxy were mailed to stockholders on or about February 4, 2011. The principal executive offices of the Company are located at 321 Railroad Avenue, Greenwich, Connecticut 06830 (telephone: 203-863-8200; fax: 203-861-6755).

Important Notice Regarding Availability of Proxy Materials
for the Annual Meeting of Shareholders to be Held on March 10, 2011

This Proxy Statement and the Annual Report to Shareholders are available at
http://www1.snl.com/IRWebLinkX/GenPage.aspx?IID=4078030&gkp=203145

PROPOSAL 1

ELECTION OF DIRECTORS

Pursuant to Section 6.2 of the Company's Articles of Incorporation, the Directors are divided into three classes designated Class I, Class II and Class III, each serving three-year terms. Three Directors, comprising Class II, are to be elected at the Meeting. Mr. George J. Vojta served as one of the directors comprising Class II until his death on December 22, 2010. Following Mr. Vojta's death, the Board of Directors nominated Mr. Kevin J. Bannon, who currently serves as one of four directors comprising Class III, for election as a director to serve among the Class II directors until the year 2014 Annual Meeting and until his successor has been elected and shall qualify. The Board of Directors also has nominated Messrs. Peter Herrick and Charles D. Urstadt for election as Directors in Class II to hold office until the year 2014 Annual Meeting and until their successors have been elected and shall qualify. The continuing Directors comprising Class III are Messrs. Robert R. Douglass, George H.C. Lawrence and Charles J. Urstadt, whose terms expire at the 2012 Annual Meeting. The continuing Directors comprising Class I are Messrs. Willing L. Biddle, E. Virgil Conway and Robert J. Mueller, whose terms expire at the 2013 Annual Meeting.

INFORMATION REGARDING DIRECTOR NOMINEES

The following information concerning the principal occupation, other affiliations and business experience of each of the three nominees during the last five years has been furnished to the Company by such nominee.

Kevin J. Bannon, age 58, has been a Director of the Company since September 2008. Mr. Bannon currently is a Managing Director and Chief Investment Officer of Highmount Capital in New York. Between 1993 and 2007, Mr. Bannon served as Executive Vice President and Chief Investment Officer of The Bank of New York. Mr. Bannon currently serves as a Director of the Prudential Retail Mutual Funds, as Chairman of the Investment Committee of the BNY Mezzanine Partners Funds and as Vice President and a Director of the Boys and Girls Clubs of Northern Westchester. Previously, Mr. Bannon served as President, BNY Hamilton Funds (2003-2007); Trustee, Regis High School (1997-2003); and Director, Shorewood Packaging Corporation (1992-2000).

Experience, Qualifications, Key Attributes and Skills: Mr. Bannon has over 30 years of investment, risk management and executive leadership experience, including service in senior planning and finance positions as Executive Vice President and Chief Investment Officer of The Bank of New York. Mr. Bannon has extensive experience with corporate risk management and overseeing processes for risk detection, avoidance and mitigation - skills that are directly relevant to his service on the Company's Board of Directors and its Audit Committee.

Peter Herrick, age 84, has been a Director of the Company since 1990. Mr. Herrick previously served as Vice Chairman of The Bank of New York (1990-1992) and as President and Chief Operating Officer of The Bank of New York (1982-1991). Mr. Herrick also served as President and Director of The Bank of New York Company, Inc. (1984-1992). Mr. Herrick is a former member of the New York State Banking Board (1990-1993) and served as a Director of MasterCard International (1985-1992) and BNY Hamilton Funds, Inc. (1992-1999).

Experience, Qualifications, Key Attributes and Skills: Having served in numerous senior executive roles and as a director of many U.S. publicly traded companies, Mr. Herrick brings a wealth of strategic planning, executive leadership, finance, accounting and operations experience to the Company's Board of Directors. His roles have included President and Chief Operating Officer of The Bank of New York and Vice Chairman of The Bank of New York. As a Director of the Company, Mr. Herrick played an instrumental role as Chair of the Company's Audit Company during the early development of many of the Company's formal systems for internal control over financial reporting.

Charles D. Urstadt, age 51, has been a Director of the Company since 1997. Mr. Urstadt currently is Managing Director of Urstadt Real Estate LLC (a real estate consulting and brokerage firm) and President and Director of Urstadt Property Company, Inc. (a real estate investment corporation). He also serves as Chairman and Director, Miami Design Preservation League Inc. Mr. Urstadt previously served as Executive Director of Sales, Halstead Property LLC (2007-2009); Executive Vice President, Brown Harris Stevens, LLC (1992-2001); Publisher, New York Construction News (1984-1992); Member, Board of Consultants of the Company (1991-1997); Director, Friends of Channel 13 (1992-2001); Board Member, New York State Board for Historic Preservation (1996-2002); President and Director, East Side Association (1994-1997); and Director, New York Building Congress (1988-1992).

Experience, Qualifications, Key Attributes and Skills: Mr. Urstadt's current positions as Managing Director of Urstadt Real Estate LLC (a real estate consulting and brokerage firm) and as President and Director of Urstadt Property Company, Inc. (a real estate investment company), each unrelated to Urstadt Biddle Properties Inc., represent the culmination of over 30 years of experience in real estate sales and leasing brokerage, property management and corporate policy-making. We believe that Mr. Urstadt's experience positions him to share valuable insights concerning the Company's strategic planning and operations.

At the Annual Meeting, the stockholders of the Company will be requested to elect three Directors, comprising Class II. The affirmative vote of the holders of not less than a majority of the total combined voting power of all classes of stock entitled to vote and present at the Annual Meeting, in person or by proxy, subject to quorum requirements, will be required to elect a Director.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE *FOR* APPROVAL OF THE NOMINEES FOR ELECTION AS DIRECTORS.

INFORMATION CONCERNING CONTINUING DIRECTORS AND EXECUTIVE OFFICERS

Class III Directors with Terms Expiring in 2012

Robert R. Douglass, age 79, is Vice-Chairman of the Board of Directors and has served as a Director of the Company since 1991. Currently, Mr. Douglass is of Counsel to Milbank, Tweed, Hadley and McCloy, attorneys. He also serves as Chairman of the Downtown Lower Manhattan Association; Chairman of the Alliance for Downtown New York and as a Director of the Lower Manhattan Development Corporation. Mr. Douglass recently served as Chairman and Director of Clearstream International (2000-2004) and Chairman and Director of Cedel International (1994-2002). Mr. Douglass served as Vice Chairman and Director of The Chase Manhattan Corporation (1985-1993) and as Executive Vice President, General Counsel and Secretary of The Chase Manhattan Corporation (1976-1985). Mr. Douglass is a former Trustee of Dartmouth College (1983-1993).

Experience, Qualifications, Key Attributes and Skills: Mr. Douglass' distinguished career has involved senior roles in both the public and private sector. He has served as a Director of many publicly traded companies. In his positions as former Vice Chairman and Director of The Chase Manhattan Corporation, and as former Executive Vice President, General Counsel and Secretary of The Chase Manhattan Corporation, Mr. Douglass acquired experience in planning corporate strategies, and assessing financial and operational risks that make him a valuable asset to our Board. As an attorney, Mr. Douglass has counseled large corporations on the kinds of legal and regulatory issues faced by this Company and his understanding of corporate governance issues facilitates his role as Chairman of our Nominating and Corporate Governance Committee.

George H.C. Lawrence, age 73, has served as a Director of the Company since 1988. Mr. Lawrence currently serves as President and Chief Executive Officer of Lawrence Properties, Inc. (since 1970). Mr. Lawrence is an Honorary Trustee of Sarah Lawrence College and serves as a Director of the Westchester County Association and as Chairman and Director of Kensico Cemetery.

Experience, Qualifications, Key Attributes and Skills: Currently President and Chief Executive Officer of Lawrence Properties, Mr. Lawrence has over 40 years of experience in real estate investment, management, finance and policy-making. As a Director of the Company for more than twenty years, he has been an active participant in the growth of the Company and the development of the Company's proven business strategies. In an industry that is characterized by cycles, Mr. Lawrence offers an important perspective to the Board's focus on long-term planning and results.

Charles J. Urstadt, age 82, has served as a Director of the Company since 1975, as Chairman of the Board of Directors since 1986 and as Chief Executive Officer since 1989. Mr. Urstadt also serves as Chairman and Director, Urstadt Property Company, Inc. (a real estate investment corporation); Trustee, Historic Hudson Valley; and Director, Lawrence Hospital. He is the Retired Founding Chairman, Battery Park City Authority; Retired Advisory Director of Putnam Trust Company; Trustee Emeritus of Pace University and Retired Trustee of TIAA-CREF. Mr. Urstadt is the father of Charles D. Urstadt, a Director of the Company, and the father-in-law of Willing L. Biddle, the Company's President.

Experience, Qualifications, Key Attributes and Skills: Mr. Urstadt has devoted a lifetime to real estate endeavors in both the public and private sectors through which he has accumulated extensive real estate investment, policy-making, risk management, executive leadership, strategic planning and operations experience. As a Director of the Company since 1975 and its Chief Executive Officer since 1989, Mr. Urstadt has been instrumental in the growth of the Company and has been the driving force behind the development of the Company's current business model. He is responsible for guiding the entire executive team and for overall management of the Company's business. As such, Mr. Urstadt is uniquely positioned to provide critical insight concerning operations, strategic and financial planning and risk management.

Class I Directors with Terms Expiring in 2013

Willing L. Biddle, age 49, has served as a Director of the Company since 1997 and as President and Chief Operating Officer of the Company since December 1996. Previously, Mr. Biddle served the Company in other executive capacities: Executive Vice President (March 1996-December 1996); Senior Vice President - Management (1995-1996); and Vice President - Retail (1993-1995). Mr. Biddle formerly served as an Advisory Director of the Putnam Trust Company (2002-2008).

Experience, Qualifications, Key Attributes and Skills: Mr. Biddle has more than 25 years of experience in commercial real estate, real estate finance and leasing. For the last 18 years, he has served in various executive management positions within the Company, including as President and Chief Operating Officer for 14 years. In these roles, Mr. Biddle has developed extensive knowledge of the real estate markets in which the Company operates and strong relationships with retailers and other property owners. He has become the Company's primary deal maker and through his hands-on management approach, acquired a comprehensive understanding of all of the Company's operations. This places him in a unique position to share valuable insights with all of the Directors. He is familiar with, and directly responsible for, all day to day operations of our business.

E. Virgil Conway, age 81, has served as a Director of the Company since 1989. Mr. Conway currently is Chairman of Rittenhouse Advisors, LLC. He also serves as Vice Chairman of The Academy of Political Science and as a Member of the New York State Thruway Authority. Previously, Mr. Conway served as Director, License Monitor, Inc. (2009-2010); Trustee, Phoenix Mutual Funds (1992-2008); Trustee, Consolidated Edison Company of New York, Inc. (1970-2002); Director, Union Pacific Corporation (1978-2002); Trustee, Atlantic Mutual Insurance Company (1974-2002); Director, Centennial Insurance Company (1974-2002); Chairman, Metropolitan Transportation Authority (1995-2001); Chairman, Financial Accounting Standards Advisory Council (1992-1995); and Chairman and Director of The Seamen's Bank for Savings, FSB (1969-1989). Mr. Conway is an Honorary Trustee of Josiah Macy Foundation, Trustee Emeritus of Pace University and Trustee Emeritus of Colgate University.

Experience, Qualifications, Key Attributes and Skills: Mr. Conway has served in numerous executive roles in both the public and private sectors, including as a Director for many publicly traded corporations. He served for twenty years as Chairman and Director of The Seamen's Bank for Savings, FSB and for six years as Chairman of the New York Metropolitan Transportation Authority. Mr. Conway is a former Chairman of the Financial Accounting Standards Advisory Council and has served on the Audit Committees of a number of public corporations. In addition to his executive corporate and financial background, Mr. Conway can offer insight into legal and regulatory matters as well, having graduated *cum laude* from Yale University law school. These experiences have provided Mr. Conway with a very broad range of leadership, investment, risk management, strategic planning and operational skills that have proven very valuable to the Company.

Robert J. Mueller, age 69, has served as a Director of the Company since 2004. Mr. Mueller previously served as Senior Executive Vice President of The Bank of New York (1991-2004) and as Executive Vice President of The Bank of New York (1989-1991). From 1992 to 1998, Mr. Mueller served as Chief Credit Policy Officer of The Bank of New York with responsibilities as head of worldwide risk management. From 1998 to 2004, his responsibilities included the bank's global trading operations, commercial real estate lending, regional commercial banking, community development, residential mortgage lending and equipment leasing. He was a member of the bank's Senior Planning Committee. Mr. Mueller currently serves on the Boards of the Emigrant Savings Bank, Community Preservation Corp., the Borough of Manhattan Community College Fund and Danita Container, Inc. He is an Advisory Board Member of Neighborhood Housing Services of New York, Inc. and a member of Battery Park City Authority.

Experience, Qualifications, Key Attributes and Skills: Mr. Mueller is a seasoned veteran in the world of commercial real estate and finance, having served in various executive roles and as a director of a number of publicly traded corporations. Immediately prior to joining the Board of Directors of the Company, Mr. Mueller served for more than 15 years in various executive capacities at The Bank of New York, including as Senior Executive Vice President where he was the bank's Chief Credit Policy Officer with responsibility as head of worldwide risk management. His background in this area and skills derived as a former member of the bank's Senior Planning Committee have provided Mr. Mueller with the leadership, strategic planning, risk management and operational experience that is sought after in corporate directors. Mr. Mueller is the current Chairman of the Company's Audit Committee.

Executive Officers who are not Directors

Thomas D. Myers, age 59, has served the Company as Executive Vice President, Secretary and Chief Legal Officer since March 2009. Mr. Myers has served as Chief Legal Officer since September 2008 and as Secretary since 1999.

Previously, Mr. Myers served the Company as Senior Vice President (2003-2009), Co-Counsel (2007-2008), Vice President (1995-2003) and as Associate Counsel (1995-2006).

John T. Hayes, age 44, has served the Company as Senior Vice President, Chief Financial Officer and Treasurer since July 2008. Mr. Hayes served the Company as Vice President and Controller from March 2007 to June 2008. Prior to joining the Company, he served as Corporate Controller for Laundry Capital, LLC (2003-2007). Previously, Mr. Hayes practiced public accounting for 10 years.

CORPORATE GOVERNANCE AND BOARD MATTERS

Urstadt Biddle Properties Inc. is committed to maintaining sound corporate governance principles. The Board of Directors has approved formal Corporate Governance Guidelines that address the qualifications and responsibilities of Directors, Director independence, committee structure and responsibilities, and interactions with management, among other matters. The Corporate Governance Guidelines are available on the Company's website at http://www.ubproperties.com. Together with the bylaws of the Company and the charters of the Board's committees, the Corporate Governance Guidelines provide the framework for the governance of the Company.

Board Leadership Structure

Our Charter provides the Board of Directors with the flexibility to assess and revise the Company's leadership structure from time to time. After consideration, the Board of Directors has determined that presently it is in the best interests of the Company and its shareholders to combine the positions of Chief Executive Officer and Chairman of the Board of Directors, believing that the combined role facilitates open communication between management and the Board, encourages the Board to focus on matters that are of paramount importance to management and provides unified leadership in executing the Company's business initiatives. The Board also believes that having all of the Company's independent Directors serve on the Nominating and Corporate Governance Committee provides an appropriate balance to the leadership structure.

Risk Oversight

The Board of Directors retains responsibility for, and is actively involved in, the oversight and management of risks that could impact the Company. The Board committees that are more particularly described on the following pages have primary responsibility for managing risk within each committee's area of discipline. The Audit Committee regularly reviews and discusses the Company's policies and procedures with respect to risk assessment generally and specifically financial risk exposures, including risks associated with liquidity, interest rates, credit, operations and other matters. The Compensation Committee oversees risks related to the Company's policies concerning executive compensation and compensation generally. Each committee reports regularly to the Board to facilitate the Board's risk oversight. The Board also receives reports directly from senior officers who may be involved on a more regular basis with specific risk issues. As noted in the *"Board Leadership Structure"* section above, the Board of Directors believes that the combined roles of Chairman and Chief Executive Officer facilitate communications with management and thus enhance effective risk oversight.

Board Independence

The Company's Corporate Governance Guidelines include specific Director Independence Standards that comply with applicable rules of the SEC and the listing standards of the New York Stock Exchange ("NYSE"). The Board requires that at least a majority of its Directors satisfy this definition of independence. The Board of Directors has considered business and other relationships between the Company and each of its Directors, including information provided to the Company by the Directors. Based upon its review, the Board of Directors determined that all of its Directors, other than Messrs. Charles J. Urstadt, Charles D. Urstadt and Willing L. Biddle, are independent, consistent with the Corporate Governance Guidelines.

Committees of the Board of Directors and Certain Meetings

During the fiscal year ended October 31, 2010, the Board of Directors held five meetings. The Board of Directors has four standing committees: an Audit Committee, a Compensation Committee, an Executive Committee and a Nominating and Corporate Governance Committee. Each Director attended at least 75% of the aggregate total number of meetings held during the fiscal year by the Directors and by all committees of which such Director is a member.

The Audit Committee consists of three non-employee Directors, each of whom is independent as defined in the listing standards (as amended from time to time) of the New York Stock Exchange. The Audit Committee held five meetings during the fiscal year ended October 31, 2010. The Audit Committee assists the Board of Directors in fulfilling its oversight responsibilities. The Committee's primary duties are to:

- monitor the integrity of the Company's financial statements, financial reporting processes and systems of internal controls over financial reporting;

- monitor the Company's compliance with legal and regulatory requirements relating to the foregoing;

- monitor the independence and performance of the Company's independent auditor and internal auditing function;

provide an avenue of communication among the Board, the independent auditor, management and persons responsible for the internal audit function; and

prepare the annual disclosures required of the Committee by Item 407 of Regulation S-K.

The Board of Directors has approved a written charter for the Audit Committee, the text of which may be viewed on the Company's website at http://www.ubproperties.com. The Audit Committee has sole authority to appoint, retain, oversee and, when appropriate, terminate the independent auditor of the Company. The Committee reviews with management and the independent auditor the Company's quarterly financial statements and internal accounting procedures and controls, and reviews with the independent auditor the scope and results of the auditing engagement. Messrs. Kevin J. Bannon, Peter Herrick and Robert J. Mueller are the current members of the Audit Committee. Until his death on December 22, 2010, Mr. George J. Vojta also served as a member of the Audit Committee. The Board of Directors has determined that Mr. Robert J. Mueller, Chair of the Committee, meets the standards of an "Audit Committee Financial Expert" as that term is defined under Item 407(d) of Regulation S-K.

The Compensation Committee consists of three non-employee Directors, each of whom is independent as defined in the listing standards (as amended from time to time) of the New York Stock Exchange. The Compensation Committee held one meeting during the fiscal year ended October 31, 2010. Key responsibilities of the Compensation Committee include:

reviewing the Company's overall compensation strategy to assure that it promotes shareholder interests and supports the Company's strategic objectives;

reviewing and approving corporate goals and objectives relevant to compensation of the Company's Chief Executive Officer, evaluating the Chief Executive Officer's performance in light of those goals and objectives and establishing the compensation of the Company's Chief Executive Officer;

reviewing and recommending to the Board compensation for Directors and non-CEO executive officers;

administering the Company's Restricted Stock Plan and approving bonus or cash incentive plans used to compensate officers and other employees; and

reviewing and discussing with management the Compensation Discussion and Analysis required by Item 402 of Regulation S-K and preparing the disclosures required of the Committee by Item 407 of Regulation S-K in accordance with applicable rules and regulations.

The Board of Directors has approved a written charter for the Compensation Committee, the text of which may be viewed on the Company's website at http://www.ubproperties.com. Messrs. E. Virgil Conway (Chair), Robert R. Douglass and George H.C. Lawrence are the current members of the Compensation Committee.

The Executive Committee, consisting of four Directors, held three meetings during the fiscal year ended October 31, 2010. In general, the Executive Committee may exercise such powers of the Directors between meetings of the Directors as may be delegated to it by the Directors (except for certain powers of the Directors which may not be delegated). Messrs. Willing L. Biddle, Peter Herrick, Charles D. Urstadt and Charles J. Urstadt are the current members of the Executive Committee.

The Nominating and Corporate Governance Committee ("Governance Committee") consists of six non-employee Directors, each of whom is independent as defined in the listing standards (as amended from time to time) of the New York Stock Exchange. The Governance Committee held one meeting during the fiscal year ended October 31, 2010. The principal responsibilities of the Governance Committee are to:

establish criteria for Board membership and selection of new Directors;

recommend nominees to stand for election to the Board, including incumbent Board members and candidates for new Directors;

develop, recommend and periodically review a set of corporate governance principles and evaluate compliance by management and the Board with those principles and the Company's Code of Business Conduct and Ethics; and

develop and periodically review succession planning for the Chief Executive Officer, with the assistance of the Chief Executive Officer and other members of the Board.

The Corporate Governance Guidelines include the Director Candidate Guidelines recommended by the Governance Committee and approved by the Board of Directors, which set forth the minimum qualifications and additional considerations that the Governance Committee uses in evaluating candidates for election to the Board. The Director Candidate Guidelines include the following minimum qualifications:

a candidate's demonstrated integrity and ethics consistent with the Company's Code of Business Conduct and Ethics;

a candidate's willingness and ability to participate fully in Board activities, including active membership and attendance at Board meetings and participation on at least one committee of the Board; and

a candidate's willingness to represent the best interests of all of the Company's shareholders and not just a particular constituency.

The Board has not adopted a numerical limit on the number of public company boards on which its Directors may serve; however, the Committee will consider the demands on a candidate's time in selecting nominees. In addition, the Committee will take into consideration such other factors as it deems appropriate, including:

a candidate's experience in real estate, business, finance, accounting rules and practices, law and public relations;

the appropriate size and diversity of the Company's Board of Directors;

the needs of the Company with respect to the particular talents and experience of its Directors and the interplay of the candidate's experience with that of other Board members; and

a candidate's management experience, judgment, skill and experience with businesses and organizations comparable to the Company.

The Company requires that at least a majority of its Directors satisfy the independence criteria established by the New York Stock Exchange and any applicable SEC rules, as they may be amended from time to time. In addition, the Committee will consider the financial literacy and financial background of nominees to ensure that the Board has at least one "audit committee financial expert" on the Audit Committee and that Board members who might serve on the Audit Committee satisfy the financial literacy requirements of the NYSE. The Committee believes it appropriate for at least one key member of the Company's management to participate as a member of the Board.

Shareholders can suggest qualified candidates for Director by writing to the Company's corporate secretary at 321 Railroad Avenue, Greenwich, CT 06830. Submissions timely received (as described under "Other Matters" on page 32) and which comply with the criteria outlined in the preceding paragraphs, will be forwarded to the Chairperson of the Nominating and Corporate Governance Committee for review and consideration. The Committee does not intend to evaluate such nominees any differently than other nominees to the Board.

The Board of Directors has approved a written charter for the Governance Committee, the text of which may be viewed on the Company's website at http://www.ubproperties.com. Messrs. Kevin J. Bannon, E. Virgil Conway, Robert R. Douglass (Chair), Peter Herrick, George H. C. Lawrence and Robert J. Mueller are the current members of the Governance Committee. Until his death on December 22, 2010, Mr. George J. Vojta also served on the Governance Committee.

In the fiscal year ended October 31, 2010, the independent Directors of the Company met two times in executive session. Mr. Robert Douglass, Chair of the Nominating and Corporate Governance Committee, presided over the meetings.

PROPOSAL 2

RATIFICATION OF APPOINTMENT OF THE
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY

PKF, LLP ("PKF") provided auditing and other professional services to the Company during the fiscal year ended October 31, 2010.

The Audit Committee has appointed PKF to audit the financial statements of the Company for the ensuing fiscal year and recommends to the stockholders that such appointment be ratified. Representatives of PKF will be present at the Annual Meeting with the opportunity to make a statement if they so desire. Such representatives also will be available to respond to appropriate questions.

The affirmative vote of the holders of not less than a majority of the total combined voting power of all classes of stock entitled to vote and present at the Annual Meeting, in person or by properly executed proxy, subject to quorum requirements, will be required to ratify the appointment of PKF as the independent registered public accounting firm of the Company. If the stockholders do not ratify the appointment of PKF, the Audit Committee will reconsider whether or not to retain PKF as the independent registered public accounting firm of the Company for the fiscal year ending October 31, 2011.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS
A VOTE *FOR* RATIFICATION OF THE APPOINTMENT OF PKF
AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY.

PROPOSAL 3

AMENDMENT OF THE RESTRICTED STOCK AWARD PLAN

The Company first established a Restricted Stock Award Plan in 1997. In 2002, the shareholders of the Company approved an Amended and Restated Restricted Stock Award Plan (the "Plan") and in subsequent years approved further amendments to the Plan , which amendments, among other things, increased the maximum number of shares available for issuance under the Plan to 2,650,000 shares of which 350,000 shares are Class A Common Stock, 350,000 shares are Common Stock, and 1,950,000 shares, at the discretion of the Compensation Committee administering the Plan, may be any combination of Class A Common Stock or Common Stock . The principal purpose of the Plan is to promote the long-term growth of the Company by attracting, retaining , and motivating Directors and key management personnel possessing outstanding ability and to further align the interests of such personnel with those of the Company's stockholders through stock ownership opportunities. Pursuant to the Plan, Directors and management personnel of the Company, selected by the Compensation Committee, may be issued restricted stock awards.

As of January 7, 2011, restricted stock awards representing 663,400 shares of Class A Common Stock and 1,826,100 shares of Common Stock had been issued under the Plan and there remained 160,500 shares which, at the discretion of the Compensation Committee, may be awarded in any combination of Class A Common Stock and Common Stock as future restricted stock awards.

To be able to continue to attract, retain and motivate qualified individuals as Directors and officers of the Company, the Board of Directors has approved, subject to stockholder approval, an amendment to the Plan that would further increase the maximum number of shares of restricted stock available for issuance thereunder by 500,000 shares from 2,650,000 common shares (as noted above, 350,000 shares each of Class A Common Stock and Common Stock and 1,950,000 shares which, at the discretion of the Compensation Committee administering the Plan, may be awarded in any combination of Class A Common Stock or Common Stock) to 3,150,000 common shares, of which 350,000 shares are Class A Common Stock, 350,000 shares are Common Stock and 2,450,000 shares, at the discretion of the Compensation Committee administering the Plan, may be any combination of Class A Common Stock or Common Stock.

Set forth below is a summary of the principal provisions of the Plan.

Summary of the Restricted Stock Award Plan

Grant of Restricted Stock Awards. If Proposal 3 is approved, the Compensation Committee would be authorized to grant an additional 500,000 shares of restricted stock aggregating 3,150,000 common shares (350,000 shares each of Class A Common Stock and Common Stock and 2,450,000 shares which, at the discretion of the Compensation Committee, may be awarded in any combination of Class A Common Stock or Common Stock). At present, 160,500 shares remain available for issuance under the Plan. The participants eligible to receive the restricted stock awards are management personnel selected by the Compensation Committee, in its discretion, who are considered to have significant responsibility for the growth and profitability of the Company, and Directors.

Principal Terms and Conditions of Restricted Stock Awards. Each restricted stock award will be evidenced by a written agreement, executed by both the relevant participant and the Company, setting forth all the terms and conditions applicable to such award as determined by the Compensation Committee. These terms and conditions will include:

the length of the restricted period of the award;

the restrictions applicable to the award including, without limitation, the employment or retirement status rules governing forfeiture and restrictions applicable to any sale, assignment, transfer, pledge or other encumbrance of the restricted stock during the restricted period; and

the eligibility to share in dividends and other distributions paid to the Company's shareholders during the restricted period.

Lapse of Restrictions. If a participant's status as an employee or non-employee Director of the Company is terminated by reason of death or disability, the restrictions will lapse on such date. If such status as an employee or non-employee Director is terminated prior to the lapse of the restricted period by reason of retirement, the restricted period will continue as if the participant had remained in the employment of the Company; provided, however, that if the retired participant accepts employment or provides services during the restricted period to any organization other than the Company that is engaged primarily in the ownership and/or management or brokerage of shopping centers in the New York, Northern New Jersey, Long Island, NY-NJ-CT Metropolitan Statistical Area, the participant will forfeit all unvested restricted shares. If a participant's status as an employee or Director terminates for any other reason, the participant will forfeit any outstanding restricted stock awards. Shares of restricted stock that are forfeited become available again for issuance under the Plan. The Compensation Committee has the authority to accelerate the time at which the restrictions may lapse whenever it considers that such action is in the best interests of the Company and of its stockholders, whether by reason of changes in tax laws, a "change in control" as defined in the Plan or otherwise.

Tax Consequences. The Company is required to withhold income and payroll taxes to comply with federal and state laws applicable to the value of restricted shares when such shares are no longer subject to a substantial risk of forfeiture. Upon the lapse of the applicable forfeiture restrictions, the value of the restricted stock will be taxable to the relevant participant as ordinary income and deductible by the Company.

Adjustments to the Plan. If the Company subdivides or combines its outstanding shares of Class A Common Stock or Common Stock into a greater or lesser number of shares or if the Compensation Committee determines that a stock dividend, reclassification, business combination, exchange of shares, warrants or rights offering to purchase shares or other similar event affects the shares of the Company such that an adjustment is required in order to preserve the benefits or potential benefits intended to be made available under the Plan, the Compensation Committee, in its discretion, may make adjustments that it deems to be equitable and appropriate to the number and class of shares that may be awarded and the number and class of shares subject to outstanding awards under the Plan.

Information about grants made under the Plan to each of the named executive officers in the fiscal year ended October 31, 2010 is set forth in the table titled "Grants of Plan-Based Awards" on page 22. Information concerning the outstanding equity awards held by each of the named executive officers as of October 31, 2010 can be found in the table titled "Outstanding Equity Awards at Fiscal Year-End" on page 23. Information for each of the named executive officers concerning restricted stock awards that vested in the fiscal year ended October 31, 2010 is set forth in the table titled "Option Exercises and Stock Vested" on page 24. Information about grants made to date in the current fiscal year is set forth in the discussion of long-term incentives on pages 18-19. The amount of specific future awards that may be made under the Plan and the value of such awards are not determinable at this time.

The affirmative vote of the holders of not less than a majority of the total combined voting power of all classes of stock entitled to vote and present at the Annual Meeting, in person or by properly executed proxy, subject to quorum requirements, will be required to amend the Restricted Stock Award Plan.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE *FOR* THE AMENDMENT OF THE RESTRICTED STOCK AWARD PLAN

PROPOSAL 4

ADVISORY VOTE ON EXECUTIVE COMPENSATION

In accordance with the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, our shareholders have the opportunity to vote to approve, on an advisory (non-binding) basis, the compensation of our named executive officers.

Our executive compensation programs are described in detail in this proxy statement in the section titled "Compensation Discussion and Analysis" and the accompanying tables beginning on page 17. These programs are designed to attract and retain talented individuals who possess the skills and expertise necessary to lead the Company. The Company's Restricted Stock Award Plan that is the primary vehicle for providing long-term incentive compensation to our named executive officers previously has been voted upon and approved by our shareholders. As set forth in Proposal 3, shareholders separately have the opportunity to vote on a proposed amendment to the Restricted Stock Award Plan.

The Compensation Committee regularly reviews all elements of the compensation paid to our named executive officers. The Committee believes that the Company's present compensation programs, as presented in the Compensation Discussion and Analysis section and the accompanying tables and related narrative disclosure in this proxy statement, promote in the best manner possible our business objectives while aligning the interests of the named executive officers with our shareholders to ensure continued positive financial results. Our results support this conclusion. By adhering to a business plan that has emphasized very low leverage by industry standards and by leasing space to retailers that provide needed products and services in neighborhood and community shopping centers, the Company has continued to grow and deliver positive results to our shareholders, despite the broad economic downturn of the last several years. The Company remains among the leaders in its REIT sector for total return to shareholders over the last 1, 3 and 5 year periods. The Company is proud to have paid its shareholders uninterrupted dividends since its inception forty-one years ago, including dividend increases in each of the last seventeen years. The compensation programs for our named executives are a key ingredient in motivating these executives to continue to deliver such results.

The affirmative vote of the holders of not less than a majority of the total combined voting power of all classes of stock entitled to vote and present at the Annual Meeting, in person or by properly executed proxy, subject to quorum requirements, will be required to approve, on an advisory basis, the compensation of our named executive officers. The results of this advisory vote are not binding on the Compensation Committee, the Company or our Board of

Directors. Nevertheless, the Board of Directors values input from our shareholders and will consider carefully the results of this vote when making future decisions concerning executive compensation.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE *FOR*
THE APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN
THE COMPENSATION DISCUSSION AND ANALYSIS SECTION AND THE ACCOMPANYING COMPENSATION TABLES IN THIS PROXY STATEMENT

PROPOSAL 5

**ADVISORY VOTE ON THE FREQUENCY OF
FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION**

Our shareholders also have the opportunity to vote on the frequency of future shareholder advisory votes on the compensation of our named executive officers, such as Proposal 4 included in this proxy statement. By voting on this Proposal 5, shareholders may recommend whether future advisory votes on executive compensation should be conducted every "one year," "two years" or "three years."

After consideration of this Proposal, the Compensation Committee and the Board of Directors have determined that a vote on the compensation of our named executive officers every three years is the best alternative for the Company. The Board of Directors historically has emphasized long-term strategic planning for the Company and the Compensation Committee has fashioned executive compensation programs that place a greater emphasis on the attainment of long-term growth objectives than on short-term success. An advisory vote every three years is consistent with this long-term growth strategy and also will provide the Company with adequate time to engage shareholders to better understand vote results when considering changes to the Company's executive compensation programs.

The selection of "one year", "two years" or "three years" that receives the greatest number of votes of the total combined voting power of all classes of stock entitled to vote and present at the Annual Meeting, in person or by properly executed proxy, subject to quorum requirements, will indicate the shareholders' preference for the frequency of future votes on the compensation of our named executive officers and the Board of Directors encourages this input from the shareholders. However, since this vote is not binding on the Board of Directors, the Compensation Committee or the Company, the Board of Directors may decide that it is in the best interest of the Company and the shareholders to hold future advisory votes on the compensation of our named executive officers more or less frequently than as indicated by the shareholder vote on this Proposal 5.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR "THREE YEARS"
AS THE FREQUENCY FOR FUTURE NON-BINDING ADVISORY VOTES
ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS**

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following tables set forth certain information as of January 7, 2011 available to the Company with respect to the shares of the Company (i) held by those persons known to the Company to be the beneficial owners (as determined under the rules of the SEC) of more than 5% of the Class A Common Shares and Common Shares then outstanding, (ii) held by each of the Directors, and each of the executive officers named in the Summary Compensation Table below, and (iii) held by all of the Directors and such executive officers as a group:

5% BENEFICIAL OWNERS

(3) Of these shares, 4,164 shares are held by the two trusts established under the Urstadt Biddle Properties Inc. Excess Benefit and Deferred Compensation Plans of 2000 and 2005, 2,307 shares are owned by the Willing L. Biddle IRA, 21,951 shares are owned beneficially and of record by Catherine U. Biddle, Mr. Biddle's wife, 555 shares are owned by the Catherine U. Biddle IRA, 1,070 shares are owned by the Charles and Phoebe Biddle Trust UAD 12/20/93, of which Mr. Biddle and Charles J. Urstadt are the sole trustees, for the benefit of the issue of Mr. Biddle, and 5,163 shares are owned by the P.T. Biddle (Deceased) IRA for the benefit of Mr. Biddle. 1,110,455 shares owned directly by Mr. Biddle are pledged as collateral for a third party loan.

(4) Of these shares, 4,475 shares are owned beneficially and of record by Catherine U. Biddle and 555 shares are owned by the Catherine U. Biddle IRA. 131,700 shares owned directly by Mr. Biddle are pledged as collateral for a third party loan.

(5) Based upon information filed with the SEC on January 29, 2010 by BlackRock, Inc. in a Schedule 13G for the year ended December 31, 2009.

(6) Based upon information filed with the SEC on February 4, 2010 by The Vanguard Group, Inc. in a Schedule 13G/A for the year ended December 31, 2009.

(7) Based upon information filed with the SEC on February 12, 2010 by Wellington Management Company, LLP in a Schedule 13G/A for the year ended December 31, 2009.

DIRECTORS AND OFFICERS

COMPENSATION DISCUSSION AND ANALYSIS

Following is a discussion of the Company's compensation programs for its Chief Executive Officer, Chief Financial Officer and each of the other two most highly compensated executive officers, constituting the only persons who served as executive officers during the fiscal year ended October 31, 2010 (collectively, the "named executive officers" or "NEOs").

Overview of Compensation for Named Executive Officers

The Compensation Committee of the Board of Directors, which is composed entirely of independent directors, has primary responsibility for oversight of the Company's compensation programs. As more fully described under *"Corporate Governance and Board Matters"* above, the Committee's responsibilities include reviewing the Company's overall compensation strategy to assure that it promotes shareholder interests and supports the Company's strategic objectives, reviewing and approving corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer, evaluating the CEO's performance in light of those goals and objectives and establishing compensation for the Chief Executive Officer. With respect to the other NEOs, the Compensation Committee considers recommendations by the CEO and makes recommendations to the full Board of Directors regarding their compensation.

Objectives of Urstadt Biddle Properties Executive Compensation Program

The Company's executive compensation program is designed to accomplish the following key objectives:

1.Attract individuals of top quality who possess the skills and expertise required to lead the Company;

2.Align compensation with corporate strategy, business objectives and the long-term interests of shareholders;

3.Create an incentive to increase shareholder value by providing a significant percentage of compensation in the form of equity awards;

4.Offer the right balance of long-term and short-term compensation and incentives to retain talented employees.

Elements of the Executive Compensation Program

The Company's executive compensation program consists of five key elements:

1.Competitive base salaries

2.Short-term rewards

3.Long-term incentives

4.Company provided benefits

5.Termination benefits in the event of a Change in Control

Base Salaries

Each of the named executive officers receives a base salary which is evaluated annually. The base salaries of the Chief Executive Officer and the Chief Operating Officer are determined by the Compensation Committee. In determining the base salaries of the other NEOs, the Committee relies heavily on input and recommendations from the CEO, believing that, since the Chief Executive has daily interaction with the other NEOs, he is well situated to provide valuable insight regarding the respective contributions of all members of the executive management team. The Committee's recommendations regarding base salaries for all NEOs are submitted to the Board of Directors for final approval.

Base salaries constitute an essential element of the Company's overall compensation program and represent the minimum amount that a named executive officer will receive in a particular year. Since the Company places significant emphasis on long-term equity incentives tied to the long-term performance of the Company, as described below, base salaries for the NEOs may in some circumstances represent less than 25% of total compensation. Base salaries are intended to be competitive with base salaries of executive positions of comparable responsibility with similarly sized REITs which the Committee believes are representative of the companies against which Urstadt Biddle Properties competes for executive talent and to reflect the current economic climate. Following the end of the fiscal year and after considering a number of factors, including compensation survey data for other REITs provided by the National Association of Real Estate Investment Trusts, the Compensation Committee made its determinations and recommendations regarding 2011 annual base compensation for the NEOs. Base salaries for 2011 for Messrs. Urstadt, Hayes, Biddle and Myers were set at $300,000, $205,100, $313,000, and $210,000, respectively. The base salaries for Messrs. Urstadt and Biddle are unchanged from 2010 and the increases for the other NEOs represent changes from the prior year of less than 1.3%.

Short-term Rewards

The Company believes that short term rewards, in the form of annual cash bonuses, serve to link pay to performance and provide incentive to selected individuals to help the Company attain longer term goals. Annual bonuses are considered by the Compensation Committee following the close of each fiscal year and are paid during the next quarter. The Committee has not established limits on the amount of annual cash bonuses, but typically does not award cash bonuses in excess of 15% of an individual's base compensation. The Committee believes that short-term rewards in the form of cash bonuses to NEOs generally should reflect short-term results and should take into consideration both the profitability and performance of the Company and the performance of the individual, which may include comparing such individual's performance to the preceding year, reviewing the breadth and nature of the NEO's responsibilities and valuing special contributions by each such individual. With respect to the Chief Executive Officer and Chief Operating Officer, greater emphasis is placed on the performance of the Company. In evaluating performance of the Company annually, the Committee considers a variety of factors including, among others, Funds From Operations (FFO), net income, growth in asset size, amount of space under lease and total return to shareholders. The Company considers FFO to be an important measure of an equity REIT's operating performance and has adopted the definition suggested by the National Association of Real Estate Investment Trusts (NAREIT), which defines FFO to mean net income computed in accordance with generally accepted accounting principles (GAAP), excluding gains or losses from sales of property, plus real estate related depreciation and amortization and after adjustments for unconsolidated joint ventures. The Company considers FFO to be a meaningful, additional measure of operating performance primarily because it excludes the assumption that the value of its real estate assets diminishes predictably over time and because industry analysts have accepted it as a performance measure. As described in the discussion which follows concerning long-term incentive compensation, the Committee declines to use specific performance formulas, believing that with respect to Company performance, such formulas do not adequately account for many factors including, among others, the relative performance of the Company compared to its competitors during variations in the economic cycle, and that with respect to individual performance, such formulas are not a substitute for the subjective evaluation by the Committee of a wide range of management and leadership skills of each of the NEOs.

The Committee's determination regarding cash bonuses to be awarded to the CEO and COO and recommendations for cash bonuses to be paid to the other NEOs are submitted to the Board of Directors for approval. The Summary Compensation table below includes bonuses paid to the NEOs in fiscal 2010. Such payments were made in December 2009 and reflect the Committee's assessment of the individual's performance and the Company's results for fiscal 2009 when, despite the fact that the Company completed several small acquisitions and successfully leased or renewed leases representing approximately 15% of the Company's leasable space at competitive rates, FFO, net income and other important measures of short-term performance remained nearly unchanged or declined from the preceding year. As reflected in the Summary Compensation Table, no bonus was awarded to the Chief Executive Officer in the fiscal year ended October 31, 2010. To acknowledge contributions by Mr. Biddle and strong individual performances by the other named executive officers, the Committee awarded a bonus of $11,000 to the Chief Operating Officer and also recommended bonuses, later approved by the Board of Directors, for Messrs. Hayes and Myers of $7,700 and $7,900, respectively.

At its meeting in December 2010, the Compensation Committee reviewed results for the year ended October 31, 2010. The Committee again recognized the sound performance of the Company during the year relative to other retail REITs, but also acknowledged that the short-term measures of performance discussed above continued mostly unchanged or declined from the preceding year. No cash bonuses were awarded to the Chief Executive Officer or the Chief Operating Officer. The Committee acknowledged contributions by the other named executive officers by recommending bonuses, subsequently approved by the Board of Directors, for Messrs. Hayes and Myers of $4,310 and $3,990, respectively. Such bonuses, paid in fiscal 2011, will be reflected in the Summary Compensation table included in next year's proxy statement to shareholders.

Long-term Incentives

Of the five elements of the Company's executive compensation program, the Company places the greatest emphasis on equity incentives tied to the long-term performance and profitability of the Company. This is accomplished through grants under the Company's Restricted Stock Award Plan (the "Plan"), thus providing the Company's key executives with a direct incentive to improve the Company's performance and enhance shareholder value. The Restricted Stock Plan provides that the recipient does not become vested in restricted stock until after a specified time after it is issued. The Compensation Committee determines the vesting period which may range between five and ten years after the date of grant. The Committee recognizes that such time frames may be comparatively long when measured against similar types of incentive awards for executives of other companies, but believes that awards that vest after five or more years, and which become vested only at the end of their terms, and not ratably over their terms, better reflect the longer term outlook of a real estate oriented company and also better link the individual rewards to successful development and implementation of long-term growth strategies that will benefit all shareholders. Unless an exception is approved by the Committee, if the executive leaves the Company prior to the end of the vesting period, other than by retirement, death or disability, unvested stock is forfeited. The Company believes that the restricted stock awards serve as both a reward for performance and a retention device for key executives and help to align their interests with all shareholders.

The Committee determines the long-term incentive awards for the CEO and COO and, with input from such officers, makes recommendations to the Board of Directors regarding similar awards for the other NEOs. In making its decisions, the Committee does not use an established formula or focus on a specific performance target. The Committee recognizes that often outside forces beyond the control of management, such as economic conditions, changing retail and real estate markets and other factors, may contribute to less favorable near term results even when sound strategic decisions have been made to position the Company for longer term profitability. Thus, the Committee also strives to identify whether the CEO and COO are exercising the kind of judgment and making the types of decisions that will lead to future growth and enhanced net asset value, even if the same are difficult to measure on a current basis. For example, in determining appropriate long-term incentive awards, the Committee considers, among other matters, whether senior management has envisioned and executed strategies that will provide adequate funding or appropriate borrowing capacity for future growth, whether acquisition and leasing "pipelines" have been developed to ensure a future stream of reliable and increasing revenues for the Company, whether the selection of properties, tenants and tenant mix evidence appropriate risk management, including risks associated with real estate markets and tenant credit, and whether the administration of staff size and compensation appropriately balances the current and projected operating requirements of the Company with the need to effectively control overhead costs.

The Summary Compensation table set forth below includes the value of long-term incentive awards made to the named executive officers during the fiscal year ended October 31, 2010. Those grants were approved in December 2009 and became effective January 2010 following the close of the prior fiscal year. Such grants reflect the Compensation Committee's consideration of the factors described above.

At its meeting in December 2010, the Compensation Committee considered results for the year ended October 31, 2010 and undertook its annual evaluation and recommendations for changes in base compensation, annual bonuses and incentive awards. To recognize their extraordinary contributions, the Committee awarded restricted stock to Mr. Urstadt in the amount of 75,000 Common shares and 2,500 Class A Common shares, to Mr. Biddle in the amount of 100,000 Common shares and 2,500 Class A Common shares and made recommendations to the Board of Directors concerning grants to the other named executive officers, all of which grants were effective as of January 3, 2011. Mr. Biddle's award vests after nine years. The awards to Mr. Urstadt and other NEO's vest after five years. All awards are subject to continued employment. In making the awards, the Committee considered the factors cited above and recognized a number of significant accomplishments, including: successful issuance and sale of an additional 2,500,000 shares of the Company's Class A Common stock in a follow on offering that provided the Company with approximately $43.8 million, after expenses; the acquisition of interests in four additional properties, including over 100 new tenants in almost 700,000 square feet; new leases or lease renewals at competitive rents representing an additional 390,000 square feet; strict adherence to a business plan that has emphasized very low leverage by industry standards and ample liquidity and credit lines for future growth; and sound risk management by the elimination of all variable rate long-term debt obligations. Despite the continuation of a challenging economic environment, the Committee recognized that the Company remains among the leaders of all retail REITs in comparisons of total performance over the last 1, 3 and 5 year periods.

Employee Benefit Plans

The Company maintains a variety of medical, dental, life and disability insurance programs and a Profit Sharing and Savings Plan ("401(k) Plan") for all of its eligible full-time employees. The 401(k) Plan is administered by the

Compensation Committee and provides employees with an opportunity to accumulate savings in a tax deferred plan through deferral of a portion of their compensation and through matching Company contributions. For the fiscal year ended October 31, 2010, the Compensation Committee approved matching profit-sharing contributions for each participant's account equal to the amount of the participant's elective deferrals that do not exceed five percent (5%) of compensation (as defined) under the 401(k) Plan. In order to comply with certain limitations under the Internal Revenue Code of 1986, as amended (the "Code Limitations"), amounts equal to the excess of the 5% matching contribution that would have been allocated to the accounts for Messrs. Urstadt and Biddle under the 401(k) Plan for the fiscal year ended October 31, 2010 absent the Code Limitations, were credited to an Excess Benefit Account for such individuals under the Company's Excess Benefit and Deferred Compensation Plan.

Amounts credited to the respective accounts of each NEO in the 401(k) Plan and the Excess Benefit and Deferred Compensation Plan appear in the Summary Compensation Table in the column titled "All Other Compensation."

Termination Benefits in the event of a Change in Control

The Company does not have employment agreements with any of the named executive officers, but it has entered into change in control agreements with each of the NEOs pursuant to which each of the NEOs would be entitled to certain termination benefits in the event that his employment is terminated for Good Reason or by the Company for any reason other than for Cause, within eighteen months following a change in control. Each of the Change in Control Agreements has an indefinite term. Such agreements serve to provide the named executive officers with an element of financial security and predictability should their employment be terminated in the circumstances described above. Specific information concerning the terms of the Change in Control agreements and a description of benefits payable to the NEOs in the event of a termination following a change in control can be found in the discussion and table below under the caption *Potential Payments on Termination and Change in Control*.

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis of the Company with management. Based on the review and discussions, the Compensation Committee recommended to the Board of Directors, and the Board of Directors approved, that the Compensation Discussion and Analysis be included in this Proxy Statement.

SUMMARY COMPENSATION TABLE

The table below summarizes all of the compensation paid or awarded to the named executive officers in each of the three fiscal years in the period ended October 31, 2010.

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GRANTS OF PLAN-BASED AWARDS

The following table summarizes information concerning restricted stock granted to the named executive officers in the fiscal year ended October 31, 2010. Grants in fiscal 2010 were based on performance in the preceding year.

A summary of the Restricted Stock Award Plan can be found in Proposal 3 on pages 10-12 describing a proposed amendment to the Restricted Stock Award Plan.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR END

The following table presents information concerning the outstanding equity awards held by each of the named executive officers as of October 31, 2010.

Individual Grant Information:

OPTION EXERCISES AND STOCK VESTED

The following table sets forth certain information for each of the named executive officers concerning restricted stock awards that vested in the fiscal year ended October 31, 2010. The value realized is based on the closing price of $14.88 per Common share and $15.50 per Class A Common share on the vesting date.

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(1) All stock awards shown were granted on January 3, 2000 and vested on January 3, 2010.

NON-QUALIFIED DEFERRED COMPENSATION

Since November 1996, the Company has maintained the Urstadt Biddle Properties Inc. Excess Benefit and Deferred Compensation Plan (as amended, the "Original Plan"). In response to changes required by the American Jobs Creation Act of 2004, in December 2004 the Directors voted to freeze the Original Plan and adopted a new Excess Benefit and Deferred Compensation Plan, effective January 1, 2005 (the "Revised Plan", and collectively, the "Deferred Compensation Plan"). The Deferred Compensation Plan is intended to provide eligible employees with benefits in excess of the amounts that may be provided under the Company's 401(k) Plan and to provide such employees with the opportunity to defer receipt of a portion of their compensation. Participation is limited to those employees who earn above a certain limit, currently $200,000. The Deferred Compensation Plan provides that a participant is credited with an amount equal to the contributions that would have been credited to the participant if the applicable compensation limitation under the 401(k) Plan did not apply.

Amounts credited under the Deferred Compensation Plan vest under the same rules as under the 401(k) Plan. In addition, each Participant may elect to defer the receipt of a portion of his or her compensation until a later date. Amounts credited under the Deferred Compensation Plan are increased with interest at a rate set from time to time by the Compensation Committee. For the fiscal year ended October 31, 2010, the Company paid interest on deferred compensation accounts at a rate based upon the rate of interest applicable to United States Five Year Treasury Notes. At a date selected by a participant when a deferral election is made, or following a participant's retirement or severance of employment with the Company, amounts in the Deferred Compensation Plan attributable to such participant are paid either in a lump sum or over a period of up to ten years, based upon a previously made election by the participant. In the event of a change in control (as defined in each Plan), the Compensation Committee may in its discretion accelerate the vesting of benefits under either Plan.

Each of the Original Plan and the Revised Plan provide for a trust to hold funds allocated under the respective Plan. Members of the Compensation Committee act as trustees of each trust. Eligible participants in the Deferred Compensation Plan may elect to have all or a portion of their deferred compensation accounts in the applicable Plan invested in the Company's Class A Common Stock, Common Stock or such other securities as may be purchased by the trustees in their discretion.

The table on the following page provides information on the non-qualified deferred compensation of each of the named executive officers.

NONQUALIFIED DEFERRED COMPENSATION