

MAYS J W INC  
Form 10-K  
October 02, 2014

Table of Contents

---

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

---

**FORM 10-K**

---

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

**For the Fiscal Year Ended: July 31, 2014**  
**OR**

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

**For the Transition Period from \_\_\_\_\_ to \_\_\_\_\_**  
**Commission file number: 1-3647**

**J.W. MAYS, INC.**

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

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

**11-1059070**  
*(I.R.S. Employer Identification No.)*

**9 Bond Street, Brooklyn, New York**  
*(Address of principal executive offices)*

**11201-5805**  
*(Zip Code)*

*Registrant's telephone number, including area code* **(718) 624-7400**

**Securities registered pursuant to Section 12(b) of the Act:**

*Title of each class*

*Name of each exchange on which registered*

**Common Stock, par value \$1 per share**

**The NASDAQ Stock Market LLC**

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

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

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

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulations S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.  No delinquent filers

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

# Edgar Filing: MAYS J W INC - Form 10-K

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

The aggregate market value of voting stock held by non-affiliates of the registrant was approximately \$16,487,236 as of January 31, 2014 based on the average of the bid and asked price of the stock reported for such date. For the purpose of the foregoing calculation, the shares of common stock held by each officer and director and by each person who owns 5% or more of the outstanding common stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

The number of shares outstanding of the registrant's common stock as of September 5, 2014 was 2,015,780.

## DOCUMENTS INCORPORATED BY REFERENCE

Document	Part of Form 10-K in which the Document is incorporated
Annual Report to Shareholders for Fiscal Year Ended July 31, 2014	Parts I and II
Definitive Proxy Statement for the 2014 Annual Meeting of Shareholders	Part III

**Table of Contents**

**J.W. MAYS, INC.**  
**FORM 10-K FOR THE FISCAL YEAR ENDED JULY 31, 2014**

**TABLE OF CONTENTS**

	<b>Page</b>
<b>Part I</b>	
<u>Item 1. Business</u>	1
<u>Item 1A. Risk Factors</u>	1-2
<u>Item 1B. Unresolved Staff Comments</u>	2
<u>Item 2. Properties</u>	3-8
<u>Item 3. Legal Proceedings</u>	8
<u>Item 4. Mine Safety Disclosures</u>	8
<b>Part II</b>	
<u>Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	8-9
<u>Performance Graph</u>	10
<u>Item 6. Selected Financial Data</u>	10
<u>Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	11
<u>Item 7A. Quantitative and Qualitative Disclosures About Market Risk</u>	11
<u>Item 8. Financial Statements and Supplementary Data</u>	11
<u>Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	11
<u>Item 9A. Controls and Procedures</u>	11-12
<u>Item 9B. Other Information</u>	12
<b>Part III</b>	
<u>Item 10. Directors, Executive Officers and Corporate Governance</u>	12
<u>Item 11. Executive Compensation</u>	12
<u>Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	13
<u>Item 13. Certain Relationships and Related Transactions, and Director Independence</u>	13
<u>Item 14. Principal Accounting Fees and Services</u>	13
<b>Part IV</b>	
<u>Item 15. Exhibits and Financial Statement Schedules</u>	13-14
<u>Signatures</u>	15

**Table of Contents**

**PART I**

**ITEM 1. BUSINESS.**

J.W. Mays, Inc. (the Company or Registrant ) with executive offices at 9 Bond Street, Brooklyn, New York 11201, operates a number of commercial real estate properties, which are described in Item 2 Properties . The Company s business was founded in 1924 and incorporated under the laws of the State of New York on July 6, 1927.

The Company employs 29 employees and has a contract, expiring November 30, 2016, with a union covering rates of pay, hours of employment and other conditions of employment for approximately 24% of its employees. The Company considers that its labor relations with its employees and union are good.

**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

This Annual Report on Form 10-K may contain forward-looking statements which include assumptions about future market conditions, operations and financial results. These statements are based on current expectations and are subject to risks and uncertainties. They are made pursuant to safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The Company s actual results, performance or achievements in the future could differ significantly from the results, performance or achievements discussed or implied in such forward-looking statements herein and in prior U. S. Securities and Exchange Commission ( SEC ) filings by the Company. The Company assumes no obligation to update these forward-looking statements or to advise of changes in the assumptions on which they were based.

Factors that could cause or contribute to such differences include, but are not limited to, changes in the competitive environment of the Company, general economic and business conditions, industry trends, changes in government rules and regulations and environmental rules and regulations. Statements concerning interest rates and other financial instrument fair values and their estimated contribution to the Company s future results of operations are based upon market information as of a specific date. This market information is often a function of significant judgment and estimation. Further, market interest rates are subject to potential significant volatility.

**ITEM 1A. RISK FACTORS.**

**Risks Relating to Ownership Structure**

The controlling shareholder group may be able to vote its shares in favor of its interests that may not always coincide with the interests of shareholders not part of such group. This risk may be counter-balanced to a degree by the actions of the Board of Directors whose composition is made up of a majority of independent directors.

The controlling shareholder group includes a corporation that owns a significant percentage of the Company s common stock and which does business with the Company, as further described in the Notes to the Consolidated Financial Statements. In theory, this could result in a conflict of interest; nevertheless, the Company and its largest shareholder have put in place some controls to reduce the effects of any perceived conflict of interest.

Certain conflicts of interest may be perceived by the relationship between the Company and its largest shareholder. Both entities have the same Chief Executive Officer, and certain management personnel work for both entities. Nevertheless, the Company s Board of Directors ( Board ) is composed of a majority of independent directors. As recently as 2005, in a case involving both entities, the Delaware Supreme Court in connection with an attempt to obtain books and records of the Company through a proceeding against the Company s significant shareholder, held that the actions of the Company s Board were proper.

## **Table of Contents**

### **Risks Related to Our Business**

We are a part of the communities in which we do business. Accordingly, like other businesses in our communities, we are subject to the following risks:

- the continued threat of terrorism;
- economic downturns, both on a national and on local scales;
- loss of key personnel;
- the availability, if needed, of additional financing;
- the continued availability of insurance (in different types of policies) at reasonably acceptable rates;
- the general burdens of governmental regulation, at the Local, State and Federal levels;
- climate change; and
- cyber security.

### **Risks Related to Real Estate Operations**

Our investment in property development may be limited by increasing costs required to fit up property to be leased to tenants. Also, as the cost of fitting up properties increases, we may be required to wait and forsake opportunities that would be revenue producing until such time that we obtain the necessary financing of such ventures. This risk may be mitigated by our obtaining of lines of credit and other financing vehicles, although such have significant limitations on the amounts that may be borrowed at any point in time.

We also may be subject to environmental liability as an owner or operator of properties. Many of our properties are old and when we need to fit up a property for a new tenant, we may find materials and the like that could be deemed to contain hazardous elements requiring remediation or encapsulation.

We try to lease our properties to tenants with adequate finances, but as a result of the recent economic downturn, even formerly financially strong tenants may be at risk. The Company is trying to mitigate the latter by leasing our properties to multiple tenants where applicable in order to diversify the tenant base.

### **Risks Related to our Investments**

Excess cash and cash equivalents may be invested from time to time. We seek to earn rates of return that will help us finance our business operations. These investments may be subject to significant uncertainties and may not be successful for many reasons, including, but not limited to the following:

- fluctuations in interest rates;
- worsening of general economic and market conditions; and
- adverse legal, financial and regulatory developments that may affect a particular business.

### **Risk Factors Summary**

These are some of the Risk Factors that could affect the Company's business. The Company endeavors to take actions and do business in a way that reduces these Risk Factors or, at least, takes them into account when conducting its business. Nevertheless, some of these Risk Factors cannot be avoided so that the Company must also take actions and do business that negates the adverse effects that these may have on the ongoing business of the Company.

**ITEM 1B. UNRESOLVED STAFF COMMENTS.**

There are no unresolved comments from the staff of the U. S. Securities and Exchange Commission as of the date of this Annual Report on Form 10-K.

**Table of Contents****ITEM 2. PROPERTIES.**

The table below sets forth certain information as to each of the properties currently operated by the Company:

	Location	Approximate Square Feet
1.	Brooklyn, New York Fulton Street at Bond Street	380,000
2.	Brooklyn, New York Jowein building at Elm Place	201,000
3.	Jamaica, New York Jamaica Avenue at 169th Street	297,000
4.	Fishkill, New York Route 9 at Interstate Highway 84	203,000 (located on 14.6 acres)
5.	Levittown, New York Hempstead Turnpike	10,000 (located on 75,800 square feet of land)
6.	Massapequa, New York Sunrise Highway	133,400
7.	Circleville, Ohio Tarlton Road	193,350 (located on 11.6 acres)
8.	Brooklyn, New York Truck bays, passage facilities and tunnel-Schermerhorn Street Building-Livingston Street	17,000 10,500

Properties are leased under long-term leases for varying periods, the longest of which extends to 2073, and in most instances renewal options are included. Reference is made to Note 5 to the Consolidated Financial Statements contained in the 2014 Annual Report to Shareholders, incorporated herein by reference. The properties owned which are held subject to mortgage are the Brooklyn Bond Street building and the Fishkill property.

*1. Brooklyn, New York - Fulton Street at Bond Street*

10% of the property is leased by the Company under five separate leases. Expiration dates are as follows: 12/8/2043 (1 lease) which lease currently has one thirty-year renewal option through 12/8/2073. The Company in July 2012, exercised the first renewal option for thirty years ending 12/8/2043; 4/30/2021 (2 leases), which leases previously had expiration dates of April 30, 2011 and were extended for an additional ten years; and 4/30/31 (2 leases) which leases previously had expiration dates of April 30, 2011 and were extended for an additional twenty years. The Company renovated 10,000 square feet for office space for a tenant, which was completed in December 2013.

The property is currently leased to twenty one tenants of which ten are retail tenants, two are fast food restaurants and nine occupy office space. Two tenants have leased in excess of 10% of the rentable square footage. One tenant is a department store (33.42%) and the other tenant occupies office space (15.06%).

In January 2013, a tenant who occupies 7,401 square feet of retail space at the Company's Nine Bond Street, Brooklyn, New York property informed the Company that it planned to vacate the premises. Litigation to evict the tenant from the premises was settled by the Company in October 2013. Under the terms of the settlement the tenant is to pay all past rent due the Company in the amount of \$181,257 and continued its occupancy under the terms of the lease agreement.

**Table of Contents**

An office tenant at the Company's Nine Bond Street, Brooklyn, New York building vacated in June 2014. The loss in rental income is approximately \$100,000. The Company is utilizing brokers to actively seek tenants to occupy the vacated space.

In February 2013, the Company entered into a lease agreement with a tenant for 10,000 square feet for office space at the Company's Nine Bond Street, Brooklyn, New York building. The cost of construction was \$1,283,188 and brokerage commissions were \$247,830. Occupancy commenced in December 2013 and rent commenced in March 2014. The Company also had to relocate part of its general offices to accommodate the tenant at a cost of \$556,868. Both of these projects were financed through operating funds.

It is the intention of the Company to negotiate the renewals of the expiring leases as they come due.

Occupancy		Lease Expiration			Rent	
Year		Year	Number	Area	Annual	Percentage to
Ended	Rate	Ended	of Leases	Sq. Ft.	Rent	Gross Annual Rent
7/31/2010	69.74%	7/31/2015	4	61,901	\$ 1,319,019	7.788
7/31/2011	69.68%	7/31/2016	3	16,009	433,723	2.561
7/31/2012	72.28%	7/31/2018	2	3,363	87,415	.516
7/31/2013	74.73%	7/31/2019	2	21,821	443,000	2.616
7/31/2014	76.21%	7/31/2021	5	146,912	4,050,468	23.917
		7/31/2022	1	2,000	103,205	.609
		7/31/2023	1	2,160	69,000	.407
		7/31/2024	1	1,140	660,521	.366
		7/31/2026	1	7,401	61,937	3.669
		7/31/2032	2	28,218	621,436	3.900
			22	290,925	\$ 7,849,724	46.349

As of July 31, 2014 the federal tax basis is \$26,591,255 with accumulated depreciation of \$12,685,698 for a net carrying value of \$13,905,557. The lives taken for depreciation vary between 15-40 years and the methods used are straight-line and declining balance.

The real estate taxes for this property are \$1,399,067 per year and the rate used is averaged at \$11.109 per \$100 of assessed valuation.

2. *Brooklyn, New York Jowein building at Elm Place*

The building is owned. The property is currently leased to eleven tenants of which two are retail stores, one is a fast food restaurant, one is for warehouse and seven leases are for office space. Approximately 24,000 square feet of the building is available for lease. There are plans to renovate vacant space for office use upon the execution of future leases to tenants, although no assurances can be made as to when or if such leases will be entered into.

The Company renewed leases with two office tenants who occupy 8,000 and 8,300 square feet, respectively. The renewal periods were extended to June 30, 2016 and September 30, 2018, respectively.

It is the intention of the Company to negotiate the renewals of the expiring leases as they come due.

Occupancy		Lease Expiration			Rent	
Year		Year	Number	Area	Annual	Percentage to
Ended	Rate	Ended	of Leases	Sq. Ft.	Rent	Gross Annual Rent
7/31/2010	69.85%	7/31/2015	1	305	\$ 2,281	.013
7/31/2011	76.02%	7/31/2016	3	13,960	345,273	2.039
7/31/2012	76.38%	7/31/2017	1	5,500	128,605	.759
7/31/2013	61.45%	7/31/2018	1	17,364	349,944	2.066
7/31/2014	70.49%	7/31/2019	3	73,288	1,902,885	11.236



Edgar Filing: MAYS J W INC - Form 10-K

---

7/31/2021	1	8,500	28,972	.171
7/31/2059	1	19,437	115,903	.684
	11	138,354	\$2,873,863	16.968

---

**Table of Contents**

As of July 31, 2014 the federal tax basis is \$12,782,220 with accumulated depreciation of \$5,832,726 for a net carrying value of \$6,949,494. The lives taken for depreciation vary between 15-40 years and the methods used are straight-line and declining balance.

The real estate taxes for this property are \$620,704 per year and the rate used is averaged at \$11.094 per \$100 of assessed valuation.

3. *Jamaica, New York Jamaica Avenue at 169th Street*

The building is owned and the land is leased from an affiliated company. The lease expires July 31, 2027. The property is currently leased to ten tenants: five are retail tenants and five for office space. Three tenants each occupy in excess of 10% of the rentable square footage: a major retail store occupies 15.86%; and two tenants occupy office space - one occupies 14.23% and the other 12.83% of the rentable space. Approximately 23,000 square feet of the building are available for lease. There are plans to renovate vacant space for office use upon the execution of future leases to tenants, although no assurances can be made as to when or if such leases will be entered into.

Two of the Company's retail tenants at its Jamaica, New York building who occupy 28,335 square feet and 25,954 square feet and whose leases expired in August 2013 and September 2013, respectively, did not renew their leases. The loss in annual rental income is \$240,000 and \$300,000, respectively. The tenant who occupied 28,335 square feet stayed as a tenant on a month to month rental until February 2014 and the tenant who occupied 25,954 square feet vacated the premises in October 2013. The Company in November 2013 leased the 25,954 square feet to a retail furniture store for a ten year period and in March 2014 leased with an existing retail tenant the 28,335 square feet for a fifteen year period. The rental income received from these tenants will be greater than the rental income from the previous tenants. Rent commenced in May 2014 for the retail furniture store and commenced August 2014 with the existing retail tenant.

The Company also renewed a lease with an office tenant who occupies 38,109 square feet for an additional five year period expiring on November 30, 2018.

It is the intention of the Company to negotiate the renewals of the expiring leases as they come due.

Occupancy		Lease Expiration			Rent	
Year Ended	Rate	Year Ended	Number of Leases	Area Sq. Ft.	Annual Rent	Percentage to Gross Annual Rent
7/31/2010	80.99%	7/31/2016	1	6,021	\$ 157,508	.930
7/31/2011	81.14%	7/31/2017	4	72,297	1,488,568	8.790
7/31/2012	81.14%	7/31/2019	2	40,109	827,456	4.886
7/31/2013	80.30%	7/31/2020	1	42,250	1,092,560	6.451
7/31/2014	75.41%	7/31/2024	1	25,954	185,898	1.098
		7/31/2029	1	52,444	452,342	2.671
			10	239,075	\$4,204,332	24.826

As of July 31, 2014 the federal tax basis is \$19,070,595 with accumulated depreciation of \$10,074,662 for a net carrying value of \$8,995,933. The lives taken for depreciation vary between 15-40 years and the methods used are straight-line and declining balance.

The real estate taxes for this property are \$360,884 per year and the rate used is averaged at \$11.457 per \$100 of assessed valuation.

**Table of Contents**4. *Fishkill, New York Route 9 at Interstate Highway 84*

The Company owns the entire property. In October 2013, the Company leased 99,992 square feet to a retail tenant. Occupancy commenced in November 2013 and rent commenced in March 2014. The Company incurred total construction costs of \$1,847,431, including a new roof, repavement of the parking lot and façade work. There are approximately 100,000 square feet of the building available for lease. There are plans to renovate vacant space to tenants upon the execution of future leases to tenants, although no assurances can be made as to when or if such leases will be entered into.

Occupancy		Lease Expiration			Rent	
Year		Year	Number of	Area	Annual	Percentage to
Ended	Rate	Ended	Leases	Sq. Ft.	Rent	Gross Annual Rent
7/31/2010		7/31/2019	1	99,992	\$85,100	.502
7/31/2011						
7/31/2012						
7/31/2013						
7/31/2014	29.62%					

As of July 31, 2014 the federal tax basis is \$11,518,428 with accumulated depreciation of \$8,912,475 for a net carrying value of \$2,605,953. The lives taken for depreciation vary between 15-40 years and the methods used are straight-line and declining balance.

The real estate taxes for this property are \$151,381 per year and the rate used is averaged at \$3.03 per \$100 of assessed valuation.

5. *Levittown, New York Hempstead Turnpike*

The Company owns the entire property. In October 2006, the Company entered into a lease agreement with a restaurant. The restaurant constructed a new 10,000 square foot building, which opened in May 2008. Ownership of the building reverts to the Company at the conclusion of the leasing arrangement, currently August 16, 2017.

Occupancy		Lease Expiration			Rent	
Year		Year	Number of	Area	Annual	Percentage to
Ended	Rate	Ended	Leases	Sq. Ft.	Rent	Gross Annual Rent
7/31/2010	100.00%	7/31/2018	Building	10,000	\$395,092	2.333
7/31/2011	100.00%		Land	75,800		
7/31/2012	100.00%		1	85,800		
7/31/2013	100.00%					
7/31/2014	100.00%					

The real estate taxes for this property are \$164,660 per year and the rate used is averaged at \$883.44 per \$100 of assessed valuation.

6. *Massapequa, New York Sunrise Highway*

The Company is the prime tenant of this leasehold. The lease expired May 14, 2009, and there was one renewal option for twenty-one years, which the Company exercised in April 2008. The leasehold is currently subleased to one tenant for use as a bank. The bank occupies 85.01% of the property. The subleases expire in May 2030, with no renewal options. A fast food restaurant which occupied the remaining 14.99% of the property, vacated the premises in June 2014. The loss in rental income is approximately \$200,000. The Company is utilizing brokers to actively seek tenants to occupy the vacated space. Currently there are no plans for additional improvements to this property.

Occupancy		Lease Expiration			Rent	
Year		Year	Number of	Area	Annual	Percentage to

Edgar Filing: MAYS J W INC - Form 10-K

Ended	Rate	Ended	Leases	Sq. Ft.	Rent	Gross Annual Rent
7/31/2010	85.01%	7/31/2030	1	113,400	\$730,920	4,316
7/31/2011	85.01%					
7/31/2012	89.38%					
7/31/2013	100.00%					
7/31/2014	98.75%					

**Table of Contents**

The real estate taxes for this property are \$226,952 per year and the rate used is averaged at \$742.98 per \$100 of assessed valuation.

The Company does not own this property. Improvements to the property, if any, are made by tenants.

7. *Circleville, Ohio Tarlton Road*

The Company owns the entire property. The property is currently leased to two tenants. The tenants use these premises for warehouse and distribution facilities. One tenant's lease agreement was executed for a five year period, with a right to cancel after three years, for 75,000 square feet to November 11, 2010 at which time the tenant occupied the premises on a month to month basis for 30,000 square feet. In October 2013, the tenant signed a lease agreement for a five year period to occupy 48,000 square feet. The other tenant's lease agreement was executed for a three-year period effective April 1, 2012, and allows the tenant to have permanent space of 60,000 square feet and revolving space of up to 48,000 square feet. There are approximately 55,000 square feet of the building available for lease. There are plans to renovate vacant space to tenants upon the execution of future leases to tenants, although no assurances can be made as to when or if such leases will be entered into.

Occupancy		Lease Expiration			Rent	
Year Ended	Rate	Year Ended	Number of Leases	Area Sq. Ft.	Annual Rent	Percentage to Gross Annual Rent
7/31/2010	67.80%	7/31/2015	1	108,000	\$249,765	1.475
7/31/2011	66.11%	7/31/2019	1	48,000	116,407	.687
7/31/2012	77.75%		2	156,000	366,172	2.162
7/31/2013	72.41%					
7/31/2014	78.36%					

As of July 31, 2014 the federal tax basis is \$4,388,456 with accumulated depreciation of \$2,912,709 for a net carrying value of \$1,475,747. The lives taken for depreciation vary between 15-40 years and the methods used are straight-line and declining balance.

The real estate taxes for this property are \$31,908 per year and the rate used is averaged at \$4.52 per \$100 of assessed valuation.

8. *Brooklyn, New York Livingston Street*

The City of New York through its Economic Development Administration constructed a municipal garage at Livingston Street opposite the Company's Brooklyn properties. The Company has a long-term lease with the City of New York and another landlord which expired in 2013. The lease has two renewal options, the last of which expires in 2073. The Company exercised one of the renewal options in July 2012 for an additional thirty year period, expiring in 2043, under which:

- (1) Such garage, available to the public, provides truck bays and passage facilities through a tunnel, both for the exclusive use of the Company, to the structure referred to in (2) below. The truck bays, passage facilities and tunnel, totaling approximately 17,000 square feet, are included in the lease from the City of New York and another landlord referred to in the preceding paragraph.

On June 16, 2014, the Company entered into a Second Amendment of Lease (the Amendment) with 33 Bond St. LLC (Bond), its landlord, for certain truck bays and approximately 1,000 square feet located at the cellar level within a garage at Livingston and Bond Street (Premises). Pursuant to the Amendment, (1) a lease option for the Premises was exercised extending the lease until December 8, 2043, (2) the Company, simultaneously with the execution of the Amendment, vacated the Premises so that Bond may demolish the building in which the Premises is located in order to develop and construct a new building at the location, and (3) Bond agreed to redeliver to the Company possession of the reconfigured Premises after construction.

**Table of Contents**

As consideration under the Amendment, Bond agreed to pay the Company a total of \$3,500,000. Upon execution of the Amendment, the Company recorded \$3,500,000 to deferred revenue to be amortized to revenue to temporarily vacate the premises over the expected vacate period of 36 months. Bond tendered \$2,250,000 simultaneously with the execution of the Amendment, and the balance due of \$1,250,000 on June 16, 2015 has been recorded by the Company as a receivable.

In connection with the Amendment, the parties also agreed to settle a pending lawsuit in the Supreme Court of the State of New York, Kings County, Index No. 50796/13 (the Action), in which the Company sought, among other things, a declaratory judgment that it validly renewed the lease for the Premises, and Bond sought, among other things, a declaratory judgment that the lease expired by its terms on December 8, 2013. Pursuant to a stipulation of settlement, filed on June 16, 2014, the Action, including all claims and counterclaims, has been discontinued with prejudice, without costs or attorneys' fees to any party as against the other. The stipulation of settlement also contains general releases by both parties of all claims.

- (2) The Company constructed a building of six stories and basement on a 20 x 75-foot plot (acquired and made available by the City of New York and leased to the Company for a term expiring in 2013 with renewal options, the last of which expires in 2073). The Company in July 2012, exercised the first renewal option for thirty years, ending in 2043. The plot is adjacent to and connected with the Company's Brooklyn properties.

In the opinion of management, all of the Company's properties are adequately covered by insurance.

See Note 10 to the Consolidated Financial Statements contained in the 2014 Annual Report to Shareholders, which information is incorporated herein by reference, for information concerning the tenants, the rental income from which equals 10% or more of the Company's rental income.

**ITEM 3. LEGAL PROCEEDINGS.**

There are various lawsuits and claims pending against the Company. It is the opinion of management that the resolution of these matters will not have a material adverse effect on the Company's Consolidated Financial Statements.

If the Company sells, transfers, disposes of or demolishes 25 Elm Place, Brooklyn, New York, then the Company may be liable to create a condominium unit for the loading dock. The necessity of creating the condominium unit and the cost of such condominium unit cannot be determined at this time.

Because of defective workmanship and breach of contract, the Company commenced litigation against a contractor to pay damages and return in full \$376,467 of a deposit paid when work commenced to replace a roof on the Fishkill, New York building. As of July 31, 2014, this deposit is included in other assets on the balance sheet in security deposits. Based on limited information available at this time, the Company cannot predict the outcome of this matter and expects to vigorously pursue this contractor until the deposit is returned and damages are paid.

**ITEM 4. MINE SAFETY DISCLOSURES.**

None

**PART II**

**ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.  
COMMON STOCK AND DIVIDEND INFORMATION**

Effective November 8, 1999, the Company's common stock commenced trading on The Nasdaq Capital Market tier of The Nasdaq Stock Market under the Symbol: Mays. Such shares were previously traded on The Nasdaq National Market. Effective August 1, 2006, NASDAQ

Edgar Filing: MAYS J W INC - Form 10-K

became operational as an exchange in NASDAQ-Listed Securities. It is now known as The NASDAQ Stock Market LLC.

**Table of Contents**

The following is the sales price range per share of J. W. Mays, Inc. common stock during the fiscal years ended July 31, 2014 and 2013:

Three Months Ended	Sales Price	
	High	Low
October 31, 2013	\$ 28.00	\$ 25.00
January 31, 2014	38.06	25.50
April 30, 2014	53.00	38.06
July 31, 2014	67.14	45.00
October 31, 2012	\$ 28.57	\$ 19.25
January 31, 2013	25.00	21.00
April 30, 2013	22.75	21.90
July 31, 2013	26.85	20.89

The quotations were obtained for the respective periods from the National Association of Securities Dealers, Inc. There were no dividends declared in either of the two fiscal years.

On September 5, 2014, the Company had approximately 1,350 shareholders of record.

**RECENT SALES OF UNREGISTERED SECURITIES**

During the year ended July 31, 2014 we did not sell any unregistered securities.

**RECENT PURCHASES OF EQUITY SECURITIES**

During the year ended July 31, 2014 we did not repurchase any of our outstanding equity securities.



**Table of Contents****PERFORMANCE GRAPH**

The following graph sets forth a five-year comparison of cumulative total shareholder return for the Company, the Standard & Poor's 500 Stock-Index ( S&P 500 ), and a Peer Group. The graph assumes the investment of \$100 at the close of trading July 31, 2009 in the common stock of the Company, the S&P 500 and the Peer Group, and the reinvestment of all dividends, although the Company did not pay a dividend during this five-year period.

**Comparison of Five-Year Cumulative Total Return\***  
**J. W. MAYS, INC., Standard & Poor's 500 and Peer Group**  
**(Performance Results Through 7/31/14)**

	7/31/2009	7/31/2010	7/31/2011	7/31/2012	7/31/2013	7/31/2014
J. W. MAYS, INC.	100.00	102.33	110.00	128.33	177.67	400.53
Standard & Poor's 500	100.00	113.83	136.20	148.64	188.68	220.65
Peer Group	100.00	166.96	194.32	178.39	187.03	238.58

Assumes \$100 invested at the close of trading 7/31/09 in J. W. MAYS, INC. common stock, Standard & Poor's 500 and Peer Group.

\* Cumulative total return assumes reinvestment of dividends.

Source: Value Line Publishing LLC

Factual material is obtained from sources believed to be reliable, but the publisher is not responsible for any errors or omissions contained herein.

The Performance Graph shall not be deemed incorporated by reference by any general statement of incorporation by reference in any filing made under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, and shall not otherwise be deemed filed under such Acts.

**ITEM 6. SELECTED FINANCIAL DATA.**

The information appearing under the heading Summary of Selected Financial Data on page 2 of the Registrant's 2014 Annual Report to Shareholders is incorporated herein by reference.

**Table of Contents**

**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

The information appearing under the heading Management's Discussion and Analysis of Financial Condition and Results of Operations of the Registrant's 2014 Annual Report to Shareholders is incorporated herein by reference.

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

The Company uses fixed-rate debt to finance its capital requirements. These transactions do not expose the Company to market risk related to changes in interest rates. The Company does not use derivative financial instruments. At July 31, 2014, the Company had fixed-rate debt of \$6,421,335.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.**

The Registrant's Consolidated Financial Statements, together with the report of D Arcangelo & Co., LLP, independent registered public accounting firm, dated October 2, 2014, appearing on pages 4 through 21 of the Registrant's 2014 Annual Report to Shareholders is incorporated herein by reference. With the exception of the aforementioned information and the information incorporated by reference in Items 2, 5, 6, and 7 hereof, the 2014 Annual Report to Shareholders is not to be deemed filed as part of this Form 10-K Annual Report.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.**

There are no disagreements between the Company and its accountants relating to accounting or financial disclosures.

**ITEM 9A. CONTROLS AND PROCEDURES.**

**(A) EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES.**

The Company's management reviewed the Company's internal controls and procedures and the effectiveness of these controls. As of July 31, 2014, the Company carried out an evaluation, under the supervision of, and with the participation of the Company's management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Rules 13a-14(c) and 15d-14(c) of the Securities Exchange Act of 1934. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective in timely alerting them to material information relating to the Company required to be included in its periodic SEC filings.

**(B) CHANGE TO INTERNAL CONTROLS OVER FINANCIAL REPORTING.**

There was no change in the Company's internal controls over financial reporting or in other factors during the Company's last fiscal quarter that materially affected, or is reasonably likely to materially affect, the Company's internal controls over financial reporting. There were no significant deficiencies or material weaknesses noted, and therefore there were no corrective actions taken.

**(C) MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING.**

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined in Rule 13(a)-15(f). Our internal control system has been designed to provide reasonable assurance to the Company's management and its Board of Directors regarding the preparation and fair presentation of published financial statements. All internal control systems, no matter how well designed, have inherent limitations. Even those systems that have been determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. The Company's management assessed the effectiveness of our internal control over financial reporting as of July 31, 2014. In making this assessment, the Company's management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control - Integrated Framework published in 1992. Based on the Company's assessments, we believe that, as of July 31, 2014, its internal control over financial reporting is effective based on these criteria.

**Table of Contents**

This Form 10-K Annual Report does not include an attestation report of our independent registered public accounting firm regarding internal controls over financial reporting. Management's report was not subject to attestation by our independent registered public accounting firm pursuant to the permanent exemption for smaller reporting company filers from the internal control audit requirement of Section 404(b) of the Sarbanes-Oxley Act of 2002.

**ITEM 9B. OTHER INFORMATION.**

**Reports on Form 8-K** - Two reports on Form 8-K was filed by the Company during the three months ended July 31, 2014.

Item reported - The Company reported its financial results for the three and nine months ended April 30, 2014.

Date of report filed - June 5, 2014

Item reported - The Company reported entry into a Material Definitive Agreement.

Date of report filed - June 17, 2014

**PART III****ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.**

The information relating to directors of the Company is contained in the Definitive Proxy Statement for the 2014 Annual Meeting of Shareholders and such information is incorporated herein by reference.

**Executive Officers of the Registrant**

The following information is furnished with respect to each Executive Officer of the Registrant (each of whose position is reviewed annually but each of whom has a three-year employment agreement, effective August 1, 2011 and renewed August 1, 2014, whose present term of office will expire upon the election and qualification of his successor):

Name	Age	Business Experience During the Past Five Years	First Became Such Officer or Director
Lloyd J. Shulman	72	President	November, 1978
		Co-Chairman of the Board and President	June, 1995
		Chairman of the Board and President	November, 1996
		Director	November, 1977
Mark S. Greenblatt	60	Vice President	August, 2000
		Treasurer	August, 2003
		Director	August, 2003
		Assistant Treasurer	November, 1987
Ward N. Lyke, Jr.	63	Vice President	February, 1984
		Assistant Treasurer	August, 2003
George Silva	64	Vice President	March, 1995

All of the above mentioned officers have been appointed as such by the directors and have been employed as Executive Officers of the Company during the past five years.

**ITEM 11. EXECUTIVE COMPENSATION.**

Edgar Filing: MAYS J W INC - Form 10-K

The information required by this item appears under the heading "Executive Compensation" in the Definitive Proxy Statement for the 2014 Annual Meeting of Shareholders and such information is incorporated herein by reference.

**Table of Contents****ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.**

The information required by this item appears under the headings Security Ownership of Certain Beneficial Owners and Management and Information Concerning Nominees for Election as Directors in the Definitive Proxy Statement for the 2014 Annual Meeting of Shareholders and such information is incorporated herein by reference.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.**

The information required by this item appears under the headings Executive Compensation, Certain Transactions, and Board Interlocks and Insider Participation in the Definitive Proxy Statement for the 2014 Annual Meeting of Shareholders and such information is incorporated herein by reference.

**ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.**

The following table sets forth the fees paid by the Company (on a cash basis) to its independent registered public accounting firm, D Arcangelo & Co., LLP, for the fiscal years 2014 and 2013.

	Fiscal Year 2014	Fiscal Year 2013
Audit Fees	\$ 145,284	\$ 123,953
Tax Fees and Other Fees	58,844	22,295
Total	\$ 204,128	\$ 146,248

Audit Fees for fiscal year 2014 and fiscal year 2013 were for professional services rendered for the audits of the consolidated financial statements of the Company, interim quarterly reviews of Form 10-Q information and assistance with the review of documents filed with the U. S. Securities and Exchange Commission.

Tax Fees and Other Fees for fiscal year 2014 and fiscal year 2013 were for services related to tax compliance and preparation of federal, state and local corporate tax returns and audit of real estate tax matters.

The officers of the Company consult with, and receive the approval of, the Audit Committee before engaging accountants for any services.

**PART IV****ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.**

The following documents are filed as part of this report:

1. The Consolidated Financial Statements and report of D Arcangelo & Co., LLP, independent registered public accounting firm, dated October 2, 2014, set forth on pages 4 through 21 of the Company's 2014 Annual Report to Shareholders.
2. See accompanying Index to the Company's Consolidated Financial Statements and Schedules.
3. Exhibits:
  - (2) Plan of acquisition, reorganization, arrangement, liquidation or succession not applicable.
  - (3) Articles of incorporation and by-laws:
    - (i) Certificate of Incorporation, as amended, incorporated by reference to the Company's Form 8-K dated December 3, 1973.

Edgar Filing: MAYS J W INC - Form 10-K

- (ii) By-laws, as amended June 1, 1995, incorporated by reference to the Company's Form 10-K dated October 23, 1995.
- (iii) Amendment to By-laws, effective November 1, 1999, incorporated by reference to the Company's Proxy Statement dated October 19, 2000.

**Table of Contents**

- (iv) Amendment to By-laws, effective November 20, 2007, incorporated by reference to the Company's Form 8-K dated November 20, 2007.
- (4) Instruments defining the rights of security holders, including indentures see Exhibit (3) above.
- (9) Voting trust agreement not applicable.
- (10) Material contracts:
  - (i) The J.W. Mays, Inc. Retirement Plan and Trust, Summary Plan Description, effective August 1, 1991, incorporated by reference to the Company's Form 10-K dated October 23, 1992 and, as amended, effective August 1, 1993, incorporated by reference to the Company's Form 10-Q for the quarter ended October 31, 1993 dated December 2, 1993.
  - (ii) Employment Agreements with Messrs. Shulman, Greenblatt, Lyke and Silva, each dated August 1, 2005, incorporated by reference to the Company's Form 8-K dated August 1, 2005. Each of these Employment Agreements were extended August 1, 2008 for a period of three years and further extended August 1, 2011 for an additional period of three years and further extended August 1, 2014 for an additional period of three years.
- (11) Statement re computation of per share earnings not applicable.
- (12) Statement re computation of ratios not applicable.
- (13) Annual report to security holders.
- (14) Code of ethics not applicable.
- (16) Letter re change in certifying auditors not applicable.
- (18) Letter re change in accounting principles not applicable.
- (21) Subsidiaries of the registrant.
- (22) Published report regarding matters submitted to vote of security holders not applicable.
- (24) Power of attorney none.
- (28) Information from reports furnished to state insurance regulatory authorities not applicable.
- (31) Certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
  - 31.1 Chief Executive Officer
  - 31.2 Chief Financial Officer
- (32) Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002; 18 U.S.C. Sec. 1350.

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

		J.W. MAYS, INC. (Registrant)
October 2, 2014	By:	LLOYD J. SHULMAN LLOYD J. SHULMAN <i>Chairman of the Board Principal Executive Officer President Principal Operating Officer</i>
October 2, 2014	By:	MARK S. GREENBLATT MARK S. GREENBLATT <i>Vice President and Treasurer Principal Financial Officer</i>
October 2, 2014	By:	WARD N. LYKE, JR. WARD N. LYKE, JR. <i>Vice President and Assistant Treasurer</i>

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant in the capacities and on the date indicated.

Signature	Title	Date
LLOYD J. SHULMAN	<i>Chairman of the Board, Chief Executive</i>	October 2, 2014
LLOYD J. SHULMAN	<i>Officer, President, Chief Operating Officer and Director</i>	
MARK S. GREENBLATT	<i>Vice President, Treasurer and Director</i>	October 2, 2014
MARK S. GREENBLATT		
ROBERT L. ECKER	<i>Director</i>	October 2, 2014
ROBERT L. ECKER		
DEAN L. RYDER	<i>Director</i>	October 2, 2014
DEAN L. RYDER		
JACK SCHWARTZ	<i>Director</i>	October 2, 2014
JACK SCHWARTZ		



**Table of Contents**

**INDEX TO REGISTRANT'S FINANCIAL STATEMENTS AND SCHEDULES**

Reference is made to the following sections of the Registrant's Annual Report to Shareholders for the fiscal year ended July 31, 2014, which are incorporated herein by reference:

Report of Independent Registered Public Accounting Firm (page 21)

Consolidated Balance Sheets (pages 4 and 5)

Consolidated Statements of Income and Retained Earnings (page 6)

Consolidated Statements of Comprehensive Income (page 7)

Consolidated Statements of Cash Flows (page 8)

Notes to Consolidated Financial Statements (pages 9-19)

Report of Management (page 20)

			<b>Page</b>
<b>Financial Statement Schedules:</b>			
II	Valuation and Qualifying Accounts		17
III	Real Estate and Accumulated Depreciation		18

All other schedules for which provision is made in the applicable regulations of the U. S. Securities and Exchange Commission are not required under the related instructions or are inapplicable and, accordingly, are omitted.

The separate financial statements and schedules of J.W. Mays, Inc. (not consolidated) are omitted because the Company is primarily an operating company and its subsidiaries are wholly-owned.

**Table of Contents****SCHEDULE II**

**J.W. MAYS, INC.**  
**VALUATION AND QUALIFYING ACCOUNTS**

	Year Ended July 31,		
	2014	2013	2012
Allowance for net unrealized gains (losses) on marketable securities:			
Balance, beginning of year	\$ 333,633	\$ 243,477	\$ 190,415
Additions (deletions)	(97,221)	90,156	53,062
Balance, end of year	\$ 236,412	\$ 333,633	\$ 243,477

**Table of Contents****SCHEDULE III**

**J.W. MAYS, INC.**  
**REAL ESTATE AND ACCUMULATED DEPRECIATION**  
**July 31, 2014**

Col. A	Col. B	Col. C		Col. D		Col. E		
Description	Encum- brances	Initial Cost to Company		Subsequent to Acquisition		Gross Amount at Which Carried		
		Land	Building & Improvements	Improvements	Cost	Land	At Close of Period	
							Building & Improvements	Tot
Office and Rental Buildings Brooklyn, New York								
Fulton Street at Bond Street	\$3,882,760	\$3,901,349	\$7,403,468	\$20,768,083	\$	\$3,901,349	\$28,171,551	\$32,07
Jamaica, New York								
Jamaica Avenue at 169th Street			3,215,699	15,750,135			18,965,834	18,96
Fishkill, New York								
Route 9 at Interstate Highway 84	1,538,575	594,723	7,212,116	4,348,634		594,723	11,560,750	12,15
Brooklyn, New York								
Jowein Building Fulton Street and Elm Place		1,324,957	728,327	12,210,271		1,324,957	12,938,598	14,26
Levittown, New York Hempstead Turnpike		125,927				125,927		12
Circleville, Ohio								
Tarlton Road		120,849	4,388,456			120,849	4,388,456	4,50
<b>Total(A)</b>	<b>\$5,421,335</b>	<b>\$6,067,805</b>	<b>\$22,948,066</b>	<b>\$53,077,123</b>	<b>\$</b>	<b>\$6,067,805</b>	<b>\$76,025,189</b>	<b>\$82,09</b>

- (1) Building and improvements 18 40 years  
(2) Improvements to leased property 3 40 years

(A) Does not include Office Furniture and Equipment and Transportation Equipment in the amount of \$383,451 and Accumulated Depreciation thereon of \$244,071 at July 31, 2014.

	Year Ended July 31,		
	2014	2013	2012
<b>Investment in Real Estate</b>			
Balance at Beginning of Year	\$78,547,467	\$75,779,002	\$76,643,907
Improvements	3,545,527	3,204,356	1,102,781
Retirements		(435,891)	(1,967,686)
Balance at End of Year	\$82,092,994	\$78,547,467	\$75,779,002
<b>Accumulated Depreciation</b>			
Balance at Beginning of Year	\$33,097,163	\$31,620,831	\$32,051,431
Additions Charged to Costs and Expenses	1,676,213	1,596,202	1,534,697
Retirements		(119,870)	(1,965,297)
Balance at End of Year	\$34,773,376	\$33,097,163	\$31,620,831

**Table of Contents**

**EXHIBIT INDEX TO FORM 10-K**

- (2) Plan of acquisition, reorganization, arrangement, liquidation or succession not applicable
- (3) (i) Certificate of incorporation incorporated by reference
- (ii) By-laws incorporated by reference
- (iii) Amendment to By-laws, effective November 1, 1999 - incorporated by reference
- (iv) Amendment to By-Laws, effective November 20, 2007 - incorporated by reference
- (4) Instruments defining the rights of security holders, including indentures see Exhibit (3) above
- (9) Voting trust agreement not applicable
- (10) Material contracts (i) incorporated by reference
- (ii) Employment Agreements with Messrs. Shulman, Greenblatt, Lyke and Silva, each dated August 1, 2005, incorporated by reference to Registrant's Form 8-K dated August 1, 2005. Each of these Employment Agreements were extended August 1, 2008 for a period of three years and further extended August 1, 2011 for an additional period of three years and further extended August 1, 2014 for an additional period of three years.
- (11) Statement re computation of per share earnings not applicable
- (12) Statement re computation of ratios not applicable
- (13) Annual report to security holders
- (14) Code of ethics not applicable
- (16) Letter re change in certifying auditors not applicable
- (18) Letter re change in accounting principles not applicable
- (21) Subsidiaries of the registrant
- (22) Published report regarding matters submitted to vote of security holders not applicable
- (24) Power of attorney none
- (28) Information from reports furnished to state insurance regulatory authorities not applicable
- (31) Certifications Pursuant to Section 302 of the Sarbanes-Oxley Act 1 and 2
- (32) Certification Pursuant to Section 906 of the Sarbanes-Oxley Act

Edgar Filing: MAYS J W INC - Form 10-K

EX-101.INS XBRL Instance Document  
EX-101.SCH XBRL Taxonomy Extension Schema  
EX-101.PRE XBRL Taxonomy Extension Presentation Linkbase  
EX-101.LAB XBRL Taxonomy Extension Label Linkbase  
EX-101.CAL XBRL Taxonomy Extension Calculation Linkbase  
EX-101.DEF XBRL Taxonomy Extension Definition Linkbase