1 800 FLOWERS COM INC
Form DEF 14A
October 31, 2011
SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934, as amended.

Filed by the registrant [X]

Filed by a party other than the registrant [ ]

Check the appropriate box:

Preliminary Proxy Statement [ ]

Confidential for Use of the Commission only (as permitted by Rule 14a-6(e)(2) [ ]

Definitive Proxy Statement [X]

Definitive Additional Materials [ ]

Soliciting Material Pursuant to §§ 240.14a-12 [ ]

1-800-FLOWERS.COM, Inc.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

[X] No fee required.

[ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transactions applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

[ ] Fee paid previously with preliminary materials.

[ ] Check box if any part of the fee is offset as provided by Exchange Act Rule 240.0-11 and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

1-800-FLOWERS.COM, INC.

One Old Country Road
Carle Place, New York 11514

Notice of Annual Meeting of Stockholders

December 12, 2011

The Annual Meeting of Stockholders (the "Annual Meeting") of 1-800-FLOWERS.COM, Inc. (the "Company") will be held at One Old Country Road, Carle Place, New York 11514, Fourth Floor Conference Room (the "Meeting Place"), on Monday, December 12, 2011 at 9:00 a.m. eastern standard time, or any adjournment thereof, for the following purposes, as more fully described in the Proxy Statement accompanying this notice:

(1) To elect three Directors to serve until the 2014 Annual Meeting or until their respective successors shall have been duly elected and qualified;

(2) To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending July 1, 2012;

(3) To approve an amendment to the 2003 Long Term Incentive and Share Award Plan, as Amended and Restated on October 22, 2009, to increase the share reserve by 3,250,000 shares;

(4) Advisory vote on executive compensation;

(5) Advisory vote on the frequency of holding future advisory votes on executive compensation; and

(6) To transact such other matters as may properly come before the Annual Meeting.

Only stockholders of record at the close of business on October 13, 2011 will be entitled to notice of, and to vote at, the Annual Meeting. A list of stockholders eligible to vote at the Annual Meeting will be available for inspection at the Annual Meeting, and for a period of ten days prior to the Annual Meeting, during regular business hours at the Meeting Place.

All stockholders are cordially invited to attend the Annual Meeting in person. Whether or not you expect to attend the Annual Meeting, your proxy vote is important. To assure your representation at the Annual Meeting, you are urged to cast your vote, as instructed in the Notice of Internet Availability of Proxy Materials, over the Internet or by telephone as promptly as possible. If you received a copy of the proxy materials by mail, you may sign, date and mail the proxy card in the envelope provided. Any stockholder of record attending the Annual Meeting may vote in person, even if he or she has voted over the Internet, by telephone or returned a completed proxy card. You may revoke your proxy at any time prior to the Annual Meeting. If you attend the Annual Meeting and vote by ballot, your proxy will be revoked automatically and only your vote at the Annual Meeting will be counted.

By Order of the Board of Directors

/s/ Gerard M. Gallagher
Gerard M. Gallagher
Corporate Secretary
Carle Place, New York
October 31, 2011

YOUR VOTE IS EXTREMELY IMPORTANT. YOU ARE URGED TO VOTE BY TELEPHONE OR INTERNET AS PROMPTLY AS POSSIBLE. ALTERNATIVELY, IF YOU RECEIVED A PAPER PROXY CARD BY MAIL, YOU MAY COMPLETE, SIGN AND RETURN THE PROXY CARD BY MAIL.

1-800-FLOWERS.COM, INC.

PROXY STATEMENT

October 31, 2011

This Proxy Statement is furnished to stockholders of record of 1-800-FLOWERS.COM, Inc. (the “Company”) as of October 13, 2011 (the “Record Date”) in connection with the solicitation of proxies by the Board of Directors of the Company (the “Board of Directors” or the “Board”) for use at the Annual Meeting of Stockholders (the “Annual Meeting”) which will be held at One Old Country Road, Carle Place, New York 11514, Fourth Floor Conference Room (the “Meeting Place”), on Monday, December 12, 2011 at 9:00 a.m. eastern standard time or any adjournment thereof.

In accordance with rules and regulations adopted by the Securities and Exchange Commission, instead of mailing a printed copy of our proxy materials to every stockholder, we are now furnishing proxy materials to our stockholders on the Internet. If you received a Notice of Internet Availability of Proxy Materials by mail, you may not receive a printed copy of the proxy materials other than as described below. Instead, the Notice of Internet Availability of Proxy Materials will instruct you as to how you may access and review all of the important information contained in the proxy materials. The Notice of Internet Availability of Proxy Materials also instructs you as to how you may submit your proxy by telephone or over the Internet. If you received a Notice of Internet Availability of Proxy Materials by mail and did not receive proxy materials by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials included in the Notice of Internet Availability of Proxy Materials.

The Securities and Exchange Commission’s rules permit us to deliver a single Notice or set of Annual Meeting materials to one address shared by two or more of our stockholders. This delivery method is referred to as “householding” and can result in significant cost savings. To take advantage of this opportunity, we have delivered only one proxy statement and annual report to multiple stockholders who share an address, unless we received contrary instructions from the impacted stockholders prior to the mailing date. We agree to deliver promptly, upon written or oral request, a separate copy of the Notice or Annual Meeting materials, as requested, to any stockholder at the shared address to which a single copy of those documents was delivered. If you prefer to receive separate copies of the proxy statement or annual report, contact Broadridge Financial Solutions, Inc. at 1.800.542.1061 or in writing at Broadridge, Householding Department, 51 Mercedes Way, Edgewood, New York 11717. If you are currently a stockholder sharing an address with another stockholder and wish to receive only one copy of future Notices, proxy statements and annual reports for your household, please contact Broadridge at the above phone number or address.

Shares cannot be voted at the Annual Meeting unless the owner is present in person or by proxy. All properly executed and unrevoked proxies in the accompanying form that are received in time for the Annual Meeting will be voted at the Annual Meeting or any adjournment thereof in accordance with instructions thereon, or if no instructions are given, will be voted “FOR” the election of the named nominees as Directors of the Company, “FOR” the ratification of the appointment of Ernst & Young LLP, as the Company’s independent registered public accounting firm, for the fiscal year ending July 1, 2012, “FOR” the approval of an amendment to the 2003 Long Term Incentive and Share Award Plan, as Amended and Restated on October 22, 2009, to increase the share reserve by 3,250,000 shares, “FOR” the approval of the executive compensation and “THREE YEARS” with respect to the frequency of future advisory votes on executive compensation; and will be voted in accordance with the discretion of the person appointed as proxy with respect to other matters which may properly come before the Annual Meeting. Any person giving a proxy may revoke it by written notice to the Company at any time prior to the exercise of the proxy. In addition, although mere attendance at the Annual Meeting will not revoke the proxy, a stockholder who attends the Annual Meeting may withdraw his or her proxy and vote in person. Abstentions and broker non-votes will be counted for purposes of determining the presence or absence of a quorum for the transaction of business at the Annual Meeting. Abstentions will be counted in tabulations of the votes cast on each of the proposals presented at the Annual Meeting, whereas broker non-votes will not be counted for purposes of determining whether a proposal has been approved.

The Annual Report of the Company (which does not form a part of the proxy solicitation materials) is being made available on www.proxyvote.com concurrently herewith to stockholders.

The mailing address of the principal executive office of the Company is One Old Country Road, Suite 500, Carle Place, New York 11514. It is anticipated that the Notice of Internet Availability of Proxy Materials is first being sent to stockholders on or about October 31, 2011. The proxy statement and form of proxy relating to the 2011 Annual Meeting is first being made available to stockholders on or about October 31, 2011.
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VOTING SECURITIES

The Company has two classes of voting securities issued and outstanding, its Class A common stock, par value $0.01 per share (the “Class A Common Stock”), and its Class B common stock, par value $0.01 per share (the “Class B Common Stock”, and together with the Class A Common Stock, the “Common Stock”), which generally vote together as a single class on all matters presented to the stockholders for their vote or approval. At the Annual Meeting, each stockholder of record at the close of business on October 13, 2011 of Class A Common Stock will be entitled to one vote for each share of Class A Common Stock owned on that date as to each matter presented at the Annual Meeting and each stockholder of record at the close of business on October 13, 2011 of Class B Common Stock will be entitled to ten votes for each share of Class B Common Stock owned on that date as to each matter presented at the Annual Meeting. On October 13, 2011, 27,471,639 shares of Class A Common Stock and 36,858,465 shares of Class B Common Stock were outstanding. A list of stockholders eligible to vote at the Annual Meeting will be available for inspection at the Annual Meeting, and for a period of ten days prior to the Annual Meeting, during regular business hours at the Meeting Place.

METHODS OF VOTING

Stockholders can vote in person at the Annual Meeting or by proxy. There are three ways to vote by proxy:

• By Telephone -- You can vote by telephone by calling1.800.690.6903

• By Internet -- You can vote over the Internet atwww.proxyvote.com by following the instructions on the proxycard; or

• By Mail -- If you received your proxy materials by mail, you can voteby mail by signing, dating and mailing the enclosed proxy card.

Telephone and Internet voting facilities for stockholders of record will be available 24 hours a day and will close at 11:59 p.m. (EDT) on December 11, 2011.

PROPOSAL 1

ELECTION OF DIRECTORS

Unless otherwise directed, the persons appointed in the accompanying form of proxy intend to vote at the Annual Meeting “FOR” the election of the nominees named below as Class III Directors of the Company to serve until the 2014 Annual Meeting or until their successors are duly elected and qualified. If any nominee is unable to be a candidate when the election takes place, the shares represented by valid proxies will be voted in favor of the remaining nominees. The Board of Directors does not currently anticipate that any of the nominees will be unable to be a candidate for election.

Pursuant to the Company’s Third Amended and Restated Certificate of Incorporation, the Board of Directors has been divided into three classes, denominated Class I, Class II and Class III, with members of each class holding office for staggered three-year terms or until their respective successors are duly elected and qualified. The Board of Directors currently consists of eight members, three of whom are Class III Directors and each of whose term expires at the Annual Meeting. Each of such Class III Directors is a nominee for election. The nominees for Class III Directors are Messrs. James F. McCann, Christopher G. McCann and Larry Zarin. The Class I Directors are Messrs. Lawrence Calcano, James Cannavino and Jeffrey C. Walker, whose terms expire at the 2012 Annual Meeting. The Class II Directors are Messrs. John J. Conefry, Jr. and Leonard J. Elmore, whose terms expire at the 2013 Annual Meeting. At each Annual Meeting, the successors to the Directors whose terms have expired are elected to serve from the time of their election and qualification until the third Annual Meeting following their election or until a successor has been duly elected and qualified. The Company’s Third Amended and Restated Certificate of Incorporation authorizes the removal of Directors under certain circumstances.

The affirmative vote of a plurality of the Company’s outstanding common stock present in person or by proxy at the Annual Meeting is required to elect the nominees for Directors.

Information Regarding Nominees for Election as Directors (Class III Directors)

The following information with respect to the principal occupation or employment, 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.

James F. McCann, age 60, is the founder of the Company and has served as the Company’s Chairman of the Board and Chief Executive Officer since inception. Mr. McCann has been in the floral industry since 1976 when he began a retail chain of flower shops in the New York metropolitan area. Mr. McCann is a member of the Board of Directors of Willis Holdings Group and serves as a member of it's Compensation Committee. James F. McCann is the brother of Christopher G. McCann, a Director and the President of the Company.

As the Company’s Chairman of the Board and Chief Executive Officer since inception Mr. J. McCann brings to the Board his deep understanding of the Company’s strategic business goals and extensive experience with both Company and industry-specific opportunities and challenges. Mr. J. McCann’s current and prior service on other public company boards of directors and their Compensation Committees provide the Board with valuable board-level experience. We believe these experiences, qualifications, attributes and skills qualify him to serve as a member of our Board of Directors.

Christopher G. McCann, age 50, has been the Company's President since September 2000 and prior to that had served as the Company's Senior Vice President and has been President of the Consumer Floral Brand since July, 2010. Mr. McCann has been a Director of the Company since inception. Mr. McCann is a member of the Board of Trustees of Marist College. Mr. C. McCann was a member of the Board of Directors for Bluefly, Inc. from 2005 until 2008 and Neoware, Inc. from 1998 until 2007. Christopher G. McCann is the brother of James F. McCann, the Company's Chairman of the Board and Chief Executive Officer.

Due to Mr. C. McCann's various positions within the Company over the course of 20+ years, he brings to the Board a unique insight into the day-to-day operations of the Company and its subsidiaries as well as its strategic vision. In addition, his prior service on other public company boards of directors provide the Board with valuable board-level experience. We believe these experiences, qualifications, attributes and skills qualify him to serve as a member of our Board of Directors.

Larry Zarin, age 57, has been a director of the Company since March 2009. Mr. Zarin is Senior Vice President and Chief Marketing Officer for Express Scripts, a Fortune 500 company whose goal is to make the use of prescription drugs safer and more affordable. He joined Express Scripts in 1996 as president of Express Scripts Vision, a subsidiary. He remained with the subsidiary until the sale of the company in 1998, when he then joined the Express Scripts parent company. During his tenure at Express Scripts, he has taken a leading role in the successful integration of the company's numerous major acquisitions, including ValueRx, Diversified Pharmaceutical Services, NPA, CuraScript and Priority Healthcare. Before joining Express Scripts Vision, Mr. Zarin headed a St. Louis consulting firm. Mr. Zarin is also a Director of several not-for-profit organizations.

Mr. Zarin has extensive product and brand marketing and business leadership skills from his career at Express Scripts. He also has experience overseeing and integrating merger and acquisition transactions at an executive level. We believe these experiences, qualifications, attributes and skills qualify him to serve as a member of our Board of Directors.

Unless otherwise instructed, the proxy holders will vote the proxies received by them "FOR" the election of the Class III directors.

THE BOARD RECOMMENDS THAT THE STOCKHOLDERS VOTE FOR THE ELECTION OF MESSRS. J. McCANN, C. McCANN AND ZARIN AS CLASS III DIRECTORS TO SERVE IN SUCH CAPACITY UNTIL THE 2014 ANNUAL MEETING.

INFORMATION REGARDING DIRECTORS WHO ARE NOT NOMINEES FOR ELECTION AT THIS ANNUAL MEETING

The following information with respect to the principal occupation or employment, other affiliations and business experience during the last five years of each Director who is not a nominee for election at this Annual Meeting has been furnished to the Company by such Director.

Lawrence Calcano, age 48, has been a Director of the Company since December 2007. Mr. Calcano is the Chairman and Chief Executive Officer of Bite Tech, Inc., a technology company devoted to improving human performance and optimal health through the creation of drug-free performance mouthwear, since January, 2010. He was the founder and Chief Executive Officer of Calcano Capital Advisors, Inc., an advisory and investment firm focusing on the broad technology industry, established in June 2007 until January 2010. From 1990 to June 2007, Mr. Calcano was employed by Goldman, Sachs & Co, most recently serving as the co-head of the firm's Global Technology Banking Group from 2002 until June 2007 and as the Co-COO of that group from 1997 to 2002. Mr. Calcano was previously a Director of the Company from July 1999 to December 2003.

Mr. Calcano's knowledge of the technology industry and investment and transactional experience across all of the sub-sectors of technology, including software, the internet, communications equipment, service and semiconductors, having worked on many transactions within all of these sectors provides the Board with valuable knowledge and insight in the areas of e-commerce and technology as well as operational experience gained in his executive level positions at Goldman, Sachs & Co. We believe these experiences, qualifications, attributes and skills qualify him to serve as a member of our Board of Directors.

James Cannavino, age 67, has been a Director of the Company since June 2007. Mr. Cannavino has been Chairman of the Board of Direct Insite since 2000 and was appointed Chief Executive Officer in December 2002. Direct Insite is a global provider of financial supply chain automation across procure-to-pay and order-to cash business processes. From September 1997 through April 2000, he was elected non-executive Chairman of Softworks, Inc. (a wholly owned subsidiary of Direct Insite, formerly Computer Concepts), which went public and was later sold to EMC. Mr. Cannavino was also the Chief Executive Officer and Chairman of the Board of Directors of Cybersafe, Inc., a company specializing in network security. Prior to Cybersafe, Mr. Cannavino was hired as President and Chief Operating Officer of Perot Systems Corporation. In 1996 he was elected to serve as Chief Executive Officer through July 1997. Mr. Cannavino presently serves on the Boards of the National Center for Missing and Exploited Children and The International Center for Missing and Exploited Children. He is the immediate past chairman of the Board of Marist College in Poughkeepsie, New York and continues to serve on that board.

Prior to Perot Systems, Mr. Cannavino worked at IBM in a career that spanned thirty years beginning in 1963. Mr. Cannavino's numerous years of experience in executive level positions in the technology industry provides the Board with a wealth of valuable insight and knowledge regarding business strategy, operational and management experience in the technology industry. We believe these experiences, qualifications, attributes and skills qualify him to serve as a member of our Board of Directors.

John J. Conefry, Jr., age 67, has been a Director of the Company since October 2002. Mr. Conefry is Vice Chairman of the Board of Directors of Astoria Financial Corporation and its wholly-owned subsidiary, Astoria Federal Savings, since September 1998. He formerly served as the Chairman of the Board and CEO of Long Island Bancorp and The Long Island Savings Bank from September 1993 until September 1998. Prior thereto, Mr. Conefry was a Senior Vice President of Merrill Lynch, Pierce, Fenner & Smith, Inc., where he served in various capacities, including Chief Financial Officer. Mr. Conefry was a partner in the public accounting firm of Deloitte & Touche, LLP (formerly, Deloitte Haskins & Sells). Mr. Conefry serves on the board of Wheel Chair Charities, Inc., among others.

As a result of Mr. Conefry's professional experience, Vice Chairman position at Astoria and tenure on our Board of Directors, he provides the Board with financial expertise, experience in risk management and executive managerial experience. Mr. Conefry qualifies as an audit committee financial expert and is financially sophisticated within the meaning of the NASDAQ Stock Market Rules. We believe these experiences, qualifications, attributes and skills qualify him to serve as a member of our Board of Directors.

Leonard J. Elmore, age 59, has been a Director of the Company since October 2002. Mr. Elmore has been the Chief Executive Officer of iHoops, the official youth basketball initiative of the NCAA and NBA since May, 2010 and served as a Board Member from its inception in April, 2009 until May, 2010. Prior to joining iHoops, he was a Partner with the law firm of Dreier LLP in its New York City headquarters from September 2008 until February 2009. Prior to his employment with Dreier LLP in September, 2008, Mr. Elmore served as Senior Counsel with Dewey & LeBoeuf from October 2004 until March 2008. Prior thereto, Mr. Elmore served as the President of Test University, a leading provider of internet-delivered learning solutions for pre-college students, from 2001 to 2003. Mr. Elmore has served on the Board of Directors of Lee Enterprises, Inc. since February, 2007 and is currently a member of their Audit Committee. Mr. Elmore continues to fulfill his commitment to public service as a Trustee on the University of Maryland Board of Trustees, and a Commissioner on the John and James L. Knight Foundation's Knight Commission on Intercollegiate Athletics.

Mr. Elmore's career has spanned many different sectors from the diverse public service sectors to law firm experience. He provides the Board a wealth of business strategy, operational and management experience. We believe these experiences, qualifications, attributes and skills qualify him to serve as a member of our Board of Directors.

Jeffrey C. Walker, age 56, has been a Director of the Company since February 1995. Immediately prior to his retirement in December 2007, Mr. Walker served as the Chairman of CCMP Capital Advisors, LLC, a private equity firm, from August 2006. Prior thereto and from 1988 he was the Managing Partner of JPMorgan Partners, the private equity group of J.P. Morgan Chase & Co. and a General Partner thereof from 1984. He was also a vice chairman of J.P. Morgan Chase & Co. Mr. Walker was the Chairman of Millennium Promise, a non-profit organization dedicated to ending extreme poverty, hunger and disease until September 2011. He is currently an Executive in Residence at the Harvard Business School. Mr. Walker is also a Director of several private companies.

Mr. Walker has extensive financial expertise, corporate governance and risk management experience. He has extensive experience with the strategic and operational challenges of leading a company and a division of a global company. We believe these experiences, qualifications, attributes and skills qualify him to serve as a member of our Board of Directors.

Board Leadership Structure

Mr. J. McCann serves as both our Chairman of the Board and our Chief Executive Officer. The Board has no policy that requires the combination or separation of the roles of Chairman and Chief Executive Officer. At this time, the Board believes that Mr. J. McCann is the director best suited to serve as Chairman of the Board. As the founder of the Company, he is most familiar with the Company's business and industry. He is uniquely situated to identify strategic priorities and to lead the Board in discussions regarding strategy and business planning and operations. The Board believes that Mr. J. McCann's dual role allows for a unified leadership and direction for the Board and the Company's executive management team. In addition, his service on other public company boards of directors and their Compensation Committees provide the Board with valuable board-level experience. The Company does not currently have a lead independent director.

Board Oversight of Risk Management

The Board of Directors, as a whole and through its committees, oversees the Company's risk management process, including operational, financial, legal, strategic, marketing and brand reputation risks. The Audit Committee assists the Board in the oversight of the risk management process. In addition, the Board is guided by management presentations at Board meetings and throughout the fiscal year that serve to provide visibility to the Board about the identification, evaluation and management of risks the Company is facing as well as how to mitigate such risks.

Information about the Board and its Committees

Each of our Directors, other than Messrs. James F. McCann and Christopher G. McCann, qualifies as an "independent director" as defined under the published listing requirements of the NASDAQ Stock Market. The NASDAQ independence definition includes a series of objective tests. For example, an independent director may not be employed by us and may not engage in certain types of business dealings with the Company. In addition, as further required by NASDAQ rules, the Board has made a subjective determination as to each independent Director that no relationship exists which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a Director. In making these determinations, the Board reviewed and discussed information provided by the Directors and by the Company with regard to each Director's business and personal activities as they may relate to the Company and the Company's management. In addition, as required by NASDAQ rules, the Board determined that the members of the Audit Committee each qualify as "independent" under special standards established by NASDAQ and the U.S. Securities and Exchange Commission (the "Commission") for members of audit committees. The Board does not have a formal policy with respect to diversity. The Board and Nominating and Corporate Governance Committee believe that it is critical for the Directors to have varying points of view, with a broad spectrum of experience, education, skills, backgrounds professional and life experience that when viewed as the collective group, provide an ample blend of perspectives to allow the Board to fulfill its duties to the long-term interests of the Company's shareholders.

The table below provides current membership and meeting information for each of the Board committees for Fiscal 2011.

Current Membership:

Directors	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee	Secondary Compensation Committee
James F. McCann				X
Christopher G. McCann				
Jeffrey C. Walker	X	X*		
Lawrence Calcano	X		X	
John J. Conefry, Jr.	X*		X	
Leonard J. Elmore			X*	
James Cannavino		X		
Larry Zarin		X		
Total Meetings in Fiscal 2011	5	1	1	3

* Committee Chairperson

Audit Committee

The Audit Committee of the Board of Directors reports to the Board regarding the appointment of the Company's independent registered public accountants, the scope and results of its annual audits, compliance with accounting and financial policies and management's procedures and policies relative to the adequacy of internal accounting controls. The Company's Board of Directors adopted a written charter for the Audit Committee in January 2000, as amended in August 2003, which outlines the responsibilities of the Audit Committee. A current copy of the charter of the Audit Committee is available on our website located at www.1800flowers.com under the Investor Relations section of the website.

Each member of the Audit Committee is “financially literate” as required by NASDAQ rules. The Audit Committee also includes at least one member, John J. Conefry, Jr., who was determined by the Board to meet the qualifications of an “audit committee financial expert” in accordance with commission rules and to meet the qualifications of “financial sophistication” in accordance with NASDAQ rules. Stockholders should understand that these designations related to our Audit Committee members’ experience and understanding with respect to certain accounting and auditing matters and do not impose upon any of them any duties, obligations or liabilities that are greater than those generally imposed on a member of the Audit Committee or of the Board.

Compensation Committee

The Compensation Committee of the Board of Directors establishes the Company’s compensation philosophy and makes a final determination on all forms of compensation to be provided to the Company’s Section 16 Executive Officers (“Executive Officers”), including base salary and the provisions of the Sharing Success Program under which annual incentive compensation may be awarded. In addition, the Compensation Committee administers the Company’s 2003 Long Term Incentive and Share Award Plan (“2003 Plan”) under which option grants, stock appreciation rights, restricted awards, performance awards and equity awards may be made to Directors, officers, employees of, and consultants to, the Company and its subsidiaries. See “Named Executive Officer Compensation—Compensation Discussion and Analysis—Sharing Success Program and Long-Term Incentive Equity Awards.” The Board of Directors has authorized a Secondary Committee of the Compensation Committee (the “Secondary Committee”), which consists of Mr. James F. McCann, to also review awards for all of the Company’s employees, other than its Executive Officers. The Compensation Committee also makes recommendations to the Board of Directors regarding Director’s compensation. The Company’s Board of Directors adopted a written charter for the Compensation Committee in June 2003, which outlines the responsibilities of the Compensation Committee. All of the members of the Company’s compensation committee are independent directors and have never been employees of the Company. A current copy of the charter of the Compensation Committee is available on our web site located at www.1800flowers.com under the Investor Relations section of the website.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee is responsible for the oversight of the evaluation of the Board of Directors, including its size and composition; it reviews and reassesses the adequacy of corporate governance guidelines and practices and develops and recommends to the Board the Company’s corporate governance guidelines and practices; and identifies and evaluates individuals qualified to become Board members and recommends to the Board, Director nominees for election and re-election. The Nominating and Corporate Governance Committee will consider recommendations for prospective nominees for the Board from other members of the Board, management and others, including Stockholders, and may employ third-party search firms. The Company’s Board of Directors adopted a written charter for the Nominating and Corporate Governance Committee in June 2003, which outlines the responsibilities of the Committee. A current copy of the charter of the Nominating and Corporate Governance Committee is available on our website located at www.1800flowers.com under the Investor Relations section of the website.

Compensation Committee Interlocks and Insider Participation

No interlocking relationships exist between the Board of Directors or the Compensation Committee and the Board of Directors or the compensation committee of any other company, nor has any such interlocking relationship existed in the past. No member of the Compensation Committee was an officer or employee of the Company at any time during Fiscal 2011.

Communication with Board of Directors

The Nominating and Corporate Governance Committee, on behalf of the Board, reviews letters from stockholders concerning the Company's Annual Meeting of Stockholders and governance process, including recommendations of director candidates, and makes recommendations to the Board based on such communications. Stockholders can send communications to the Board and to the non-management Directors by mail in care of the Corporate Secretary at One Old Country Road, Suite 500, Carle Place, NY 11514, Attention: Gerard M. Gallagher, and should specify the intended recipient or recipients. All such communications, other than unsolicited commercial solicitations or communications will be forwarded to the appropriate Director or Directors for review. Any such unsolicited commercial solicitation or communication not forwarded to the appropriate Director or Directors will be available to any non-management Director who wishes to review it.

Attendance at Meetings

During Fiscal 2011, the Board of Directors held four meetings and acted by unanimous written consent on four occasions. During Fiscal 2011, all incumbent Directors attended at least 75 % of the meetings of the Board of Directors and the meetings held by all committees of the Board of which they were a member. We expect Messrs. J. McCann and C. McCann, and no other directors, to attend the Annual Meeting; Messrs. J. McCann and C. McCann, and no other directors, attended last year's Annual Meeting of the Stockholders.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 ("Exchange Act") requires our Executive Officers and Directors, and persons who own more than 10% of a registered class of our equity securities, to file reports of ownership and changes in ownership with the Commission. Executive Officers, Directors, and greater than 10% stockholders are required by Commission regulations to furnish us with copies of all reports they file pursuant to Section 16(a).

Based on a review of the copies of such reports furnished to us, we believe that all Section 16(a) filing requirements applicable to our Executive Officers, Directors and greater than 10% stockholders have been satisfied, with the exception of the following inadvertent late filings. Each of our Section 16 officers filed a late Form 4 on October 28, 2011 relating to restricted shares of Common Stock which were subject to performance criteria that were determined to have been met on August 30, 2011 and were inadvertently not previously reported. The awards for NEOs were disclosed in our proxy. Such restricted shares were also subject to time vesting which were duly reported in previously filed Form 4s. One-third of the shares vested on October 26, 2011, one-third vest on October 26, 2012 and one-third vest on October 26, 2013, except that certain shares owned by Mr. C. McCann vest ratably over an eight year period with one-eighth of such shares having vested on October 26, 2011. Form 4s will also be filed for Messrs. J. McCann, C. McCann, Shea, Taiclet, Nance and Bozzo relating to shares of Common Stock which the Company is required to withhold on the vesting date at the then market value to pay the taxes for such shares of Common Stock that were inadvertently not previously reported. In addition, Mr. J. McCann failed to report on Form 5 (i) a gift on December 28, 2010 of an interest in a family limited partnership to a trust established for the benefit of his granddaughter representing 69,444 shares of Class B Common Stock, and (ii) a distribution on May 13, 2011 from a grantor retained annuity trust of 2,024,060 shares of Class B Common Stock to trusts established for the benefit of his children.

Compensation of Directors

In fiscal 2011, which ended on July 3, 2011, non-employee members of the Company's Board of Directors received the following compensation:

* An annual retainer of $30,000 paid to Board Members on the date of the Annual Meeting. The retainer for fiscal 2011 increased from $12,500 in fiscal 2010, coinciding with the elimination, effective with the 2010 Annual Meeting, of the per meeting fee described below.
* A per meeting fee (Board or Committee) of $2,500 for personal attendance, and a per meeting fee (Board or Committee) of $1,000 for telephonic attendance, excluding Committee meetings held on the same day as a meeting of the full Board. The per meeting fee was eliminated effective on the date of the 2010 Annual Meeting, coinciding with the change in the annual retainer.
* An annual retainer of $5,000 for each Board Committee Chairperson, except for the Audit Committee Chairperson who receives an annual retainer of $10,000. These retainers are paid on the date of the Annual Meeting.
* An annual restricted stock award of the Company's Class A Common Stock, granted on the date of the Annual Meeting, equal to the value of $20,000. The actual number of shares shall be determined by the closing price of the shares on the date of the Annual Meeting. These shares vest ratably over a three-year period, with one-third of the award vesting on each of the anniversary dates of the Annual Meeting subsequent to the grant date. Prior to the 2010 Annual Meeting, non-employee members received an annual award of 10,000 options, or, in lieu thereof, the equivalent number of restricted stock awards based upon a 4 to 1 ratio between options and restricted stock awards. Such options and shares, which were granted on the date of the Annual Meeting, vested immediately.

The following table includes information about compensation paid to our non-employee directors for the fiscal year ended July 3, 2011:

Director	Annual Cash Retainer ($)	Committee Meeting Fees ($)	Committee Chairman Fees ($)	Fees Earned or Paid in Cash (1) ($)	Stock Awards (2) ($)	Option Awards (3) ($)	Non-Equity Incentive Plan Compensation ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)	
Lawrence Calcano	30,000	5,000	0	35,000	20,000	0	0	(670,000)	601,000	(1,611,000)	886,000

Net income (loss) attributable to Cedar Realty Trust, Inc.	5,225,000	(24,128,000)	(584,000)	(32,936,000)
Preferred stock dividends	(3,607,000)	(3,540,000)	(7,138,000)	(7,041,000)
Preferred stock redemption costs	(382,000)		(382,000)	
Net income (loss) attributable to common shareholders	$ 1,236,000	$ (27,668,000)	$ (8,104,000)	$ (39,977,000)
Per common share attributable to common shareholders (basic and diluted):				
Continuing operations	$ 0.01	$ (0.25)	$ (0.16)	$ (0.30)
Discontinued operations	0.00	(0.16)	0.03	(0.29)
	$ 0.01	$ (0.41)	$ (0.13)	$ (0.59)
Amounts attributable to Cedar Realty Trust, Inc. common				

shareholders, net of noncontrolling interests:				
Income (loss) from continuing operations	$ 793,000	$ (16,873,000)	$ (10,483,000)	$ (20,510,000)
Income (loss) from discontinued operations	443,000	(10,795,000)	2,379,000	(19,467,000)
Net income (loss)	$ 1,236,000	$ (27,668,000)	$ (8,104,000)	$ (39,977,000)
Weighted average number of common shares basic and diluted	68,038,000	68,099,000	67,787,000	67,664,000

See accompanying notes to consolidated financial statements.

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CEDAR REALTY TRUST, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011
Net income (loss)	$ 5,895,000	$ (24,729,000)	$ 1,027,000	$ (33,822,000)
Other comprehensive income:				
Unrealized gain on change in fair value of cash flow hedges:				
Consolidated	21,000	115,000	309,000	413,000
Unconsolidated	4,000		58,000	
Other comprehensive income	25,000	115,000	367,000	413,000
Comprehensive income (loss)	5,920,000	(24,614,000)	1,394,000	(33,409,000)
Comprehensive (income)/loss attributable to noncontrolling interests	(669,000)	601,000	(1,611,000)	882,000
Comprehensive income (loss) attributable to Cedar Realty Trust, Inc.	$ 5,251,000	$ (24,013,000)	$ (217,000)	$ (32,527,000)

See accompanying notes to consolidated financial statements.

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CEDAR REALTY TRUST, INC.

Consolidated Statement of Equity

Six months ended June 30, 2012

(unaudited)

	Cedar Realty Trust, Inc. Shareholders								
	Preferred stock		Common stock						
	Shares	$25.00 Liquidation value	Shares	$0.06 Par value	Treasury stock, at cost	Additional paid-in capital	Cumulative distributions in excess of net income	Accumulated other comprehensive (loss)	Total
Balance, December 31, 2011	6,400,000	$ 158,575,000	67,928,000	$ 4,076,000	$ (10,528,000)	$ 718,974,000	$ (373,741,000)	$ (3,513,000)	$ 493,843,000
Net income (loss)							(584,000)		(584,000)
Unrealized gain on change in fair value of cash flow hedges								309,000	309,000
Unrealized gain on change in fair value of cash flow hedge unconsolidated joint venture								58,000	58,000
Share-based compensation, net			2,760,000	166,000	(10,752,000)	12,279,000			1,693,000
Net proceeds from sales of Series B shares	453,000	10,414,000				(650,000)			9,764,000
Redemptions/repurchases of Series A shares	(380,000)	(9,425,000)				285,000	(382,000)		(9,522,000)
Common stock sales and issuance expenses, net			1,000			(170,000)			(170,000)
Preferred stock dividends							(7,138,000)		(7,138,000)
Distributions to common shareholders/noncontrolling interests							(7,219,000)		(7,219,000)
Conversions of OP Units into common stock			1,134,000	68,000		7,827,000			7,895,000
Reallocation adjustment of limited partners interest						57,000			57,000
Balance, June 30, 2012	6,473,000	$ 159,564,000	71,823,000	$ 4,310,000	$ (21,280,000)	$ 738,602,000	$ (389,064,000)	$ (3,146,000)	$ 488,986,000

	Noncontrolling Interests			
	Minority interests in consolidated joint ventures	Limited partners interest in Operating Partnership	Total	Total equity
Balance, December 31, 2011	$ 56,511,000	$ 5,418,000	$ 61,929,000	$ 555,772,000
Net income (loss)	1,708,000	(82,000)	1,626,000	1,042,000
Unrealized gain on change in fair value of cash flow hedges				309,000
Unrealized gain on change in fair value of cash flow hedge unconsolidated joint venture				58,000
Share-based compensation, net				1,693,000
Net proceeds from sales of Series B shares				9,764,000

Redemptions/repurchases of Series A shares				(9,522,000)
Common stock sales and issuance expenses, net				(170,000)
Preferred stock dividends				(7,138,000)
Distributions to common shareholders/noncontrolling interests	(3,566,000)	(56,000)	(3,622,000)	(10,841,000)
Conversions of OP Units into common stock		(3,998,000)	(3,998,000)	3,897,000
Reallocation adjustment of limited partners interest		(27,000)	(27,000)	30,000
Balance, June 30, 2012	$ 54,653,000	$ 1,255,000	$ 55,908,000	$ 544,894,000

See accompanying notes to consolidated financial statements.

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CEDAR REALTY TRUST, INC.

Consolidated Statements of Cash Flows

(unaudited)

	Six months ended June 30, 2012	2011
Cash flow from operating activities:		
Net income (loss)	$ 1,027,000	$ (33,822,000)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Equity in income of unconsolidated joint ventures	(1,021,000)	(825,000)
Distributions from unconsolidated joint ventures	1,021,000	557,000
Write-off of investment in unconsolidated joint venture		7,961,000
Acquisition transaction costs and terminated projects		1,242,000
Impairment (reversals)/charges discontinued operations	(1,138,000)	22,544,000
Gain on sales	(829,000)	(502,000)
Straight-line rents	(566,000)	(998,000)
Provision for doubtful accounts	1,469,000	1,765,000
Depreciation and amortization	25,543,000	21,466,000
Amortization of intangible lease liabilities	(2,990,000)	(2,995,000)
Expense and market price adjustments relating to share-based compensation	1,746,000	3,128,000
Amortization (including accelerated write-off) of deferred financing costs	3,786,000	2,143,000
Increases/decreases in operating assets and liabilities:		
Rents and other receivables, net	(163,000)	(4,405,000)
Prepaid expenses and other	5,459,000	(257,000)
Accounts payable and accrued liabilities	(5,253,000)	(3,436,000)
Net cash provided by operating activities	28,091,000	13,566,000
Cash flow from investing activities:		
Expenditures for real estate and improvements	(11,640,000)	(63,158,000)
Net proceeds from sales of real estate	16,761,000	11,577,000
Net proceeds from transfers to unconsolidated Cedar/RioCan joint venture		2,894,000
Investments in and advances to unconsolidated joint ventures		(4,183,000)
Distributions of capital from unconsolidated joint ventures	1,628,000	2,996,000
Construction escrows and other	1,446,000	(6,554,000)
Net cash provided by (used in) in investing activities	8,195,000	(56,428,000)
Cash flow from financing activities:		
Net advances from revolving credit facilities	13,183,000	34,500,000
Proceeds from mortgage financings		29,291,000
Mortgage repayments	(31,851,000)	(4,762,000)
Payments of debt financing costs	(4,268,000)	
Noncontrolling interests:		
Contributions from consolidated joint venture minority interests		269,000
Distributions to consolidated joint venture minority interests	(3,566,000)	(1,973,000)
Distributions to limited partners	(71,000)	(255,000)
Proceeds from sales of preferred stock, net	9,764,000	
Redemptions/repurchases of preferred stock, net	(9,425,000)	
Proceeds from sales of common stock, net	(170,000)	4,299,000
Preferred stock dividends	(7,279,000)	(7,099,000)
Distributions to common shareholders	(7,079,000)	(12,148,000)

Net cash (used in) provided by financing activities	(40,762,000)	42,122,000
Net (decrease) in cash and cash equivalents	(4,476,000)	(740,000)
Cash and cash equivalents at beginning of period	12,070,000	14,166,000
Cash and cash equivalents at end of period	$ 7,594,000	$ 13,426,000

See accompanying notes to consolidated financial statements.

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Cedar Realty Trust, Inc.

Notes to Consolidated Financial Statements

June 30, 2012

(unaudited)

Note 1. Business and Organization

Cedar Realty Trust, Inc. (the Company) is a real estate investment trust (REIT) that focuses primarily on ownership and operation of supermarket-anchored shopping centers straddling the Washington, DC to Boston corridor. At June 30, 2012, the Company owned and managed a portfolio of 67 operating properties (excluding properties held for sale/conveyance). In addition, the Company has an ownership interest in 22 operating properties through its Cedar/RioCan joint venture in which the Company has a 20% interest.

During 2011, the Company determined (1) to completely exit the Ohio market, principally the Discount Drug Mart portfolio of drugstore/convenience centers, and concentrate on the mid-Atlantic and Northeast coastal regions, (2) to concentrate on grocery-anchored strip centers, by disposing of its mall and single-tenant/triple-net-lease properties, and (3) to focus on improving operations and performance at the Company s remaining properties, and to reduce development activities, by disposing of certain development projects, land acquired for development, and other non-core assets. In addition, discontinued operations reflect the anticipated consummation of the Homburg joint venture buy/sell transactions.

Cedar Realty Trust Partnership, L.P. (the Operating Partnership) is the entity through which the Company conducts substantially all of its business and owns (either directly or through subsidiaries) substantially all of its assets. At June 30, 2012, the Company owned a 99.6% economic interest in, and was the sole general partner of, the Operating Partnership. The limited partners interest in the Operating Partnership (0.4% at June 30, 2012) is represented by Operating Partnership Units (OP Units). The carrying amount of such interest is adjusted at the end of each reporting period to an amount equal to the limited partners ownership percentage of the Operating Partnership s net equity. The approximately 281,000 OP Units outstanding at June 30, 2012 are economically equivalent to the Company s common stock. The holders of OP Units have the right to exchange their OP Units for the same number of shares of the Company s common stock or, at the Company s option, for cash.

As used herein, the Company refers to Cedar Realty Trust, Inc. and its subsidiaries on a consolidated basis, including the Operating Partnership or, where the context so requires, Cedar Realty Trust, Inc. only.

Cedar Realty Trust, Inc.

Notes to Consolidated Financial Statements

June 30, 2012

(unaudited)

Note 2. Summary of Significant Accounting Changes

Principles of Consolidation/Basis of Preparation

The accompanying consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and include all of the information and disclosures required by U.S. Generally Accepted Accounting Principles (GAAP) for interim reporting. Accordingly, they do not include all of the disclosures required by GAAP for complete financial statement disclosures. In the opinion of management, all adjustments necessary for fair presentation (including normal recurring accruals) have been included. The financial statements are prepared on the accrual basis in accordance with GAAP, which requires management to make estimates and assumptions that affect the disclosure of contingent assets and liabilities, the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the periods covered by the financial statements. Actual results could differ from these estimates. The financial statements reflect certain reclassifications of prior period amounts to conform to the 2012 presentation, principally to reflect the sale and/or treatment as held for sale/conveyance of certain operating properties and the treatment thereof as discontinued operations . The reclassifications had no impact on previously-reported net income attributable to common shareholders or earnings per share. The consolidated financial statements in this Form 10-Q should be read in conjunction with the audited consolidated financial statements and related notes contained in the Company s Annual Report on Form 10-K for the year ended December 31, 2011.

The consolidated financial statements include the accounts and operations of the Company, the Operating Partnership, its subsidiaries, and certain joint venture partnerships in which it participates. The Company consolidates all variable interest entities (VIEs) for which it is the primary beneficiary. Generally, a VIE is an entity with one or more of the following characteristics: (a) the total equity investment at risk is not sufficient to permit the entity to finance its activities without additional subordinated financial support, (b) as a group, the holders of the equity investment at risk (i) lack the power to make decisions about the entity s activities that significantly impact the entity s performance through voting or similar rights, (ii) have no obligation to absorb the expected losses of the entity, or (iii) have no right to receive the expected residual returns of the entity, or (c) the equity investors have voting rights that are not proportional to their economic interests, and substantially all of the entity s activities either involve, or are conducted on behalf of, an investor that has disproportionately few voting rights. A VIE is required to be consolidated by its primary beneficiary. The primary beneficiary of a VIE has (i) the power to direct the activities that most significantly impact the entity s economic performance, and (ii) the obligation to absorb losses of the VIE or the right to receive benefits from the VIE that could be significant to the VIE. Significant judgments related to these determinations include estimates about the current and future fair values and performance of real estate held by these VIEs and general market conditions.

The Company has a 20% interest in a joint venture with RioCan Real Estate Investment Trust of Toronto, Canada, a publicly-traded Canadian real estate investment trust (RioCan). At June 30, 2012, the joint venture owned 22 properties. Although the Company provides management and other services, RioCan has significant management participation rights. The Company has determined that this joint venture is not a VIE and, accordingly, the Company accounts for its investment in this joint venture under the equity method.

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Cedar Realty Trust, Inc.

Notes to Consolidated Financial Statements

June 30, 2012

(unaudited)

Supplemental Consolidated Statements of Cash Flows Information

	Six months ended June 30,	
	2012	**2011**
Supplemental disclosure of cash activities:		
Cash paid for interest	$ 22,902,000	$ 24,160,000
Supplemental disclosure of non-cash activities:		
Conversion of OP Units into common stock	7,895,000	
Mortgage loans payable assumed by buyers	4,148,000	
Capitalization of interest and deferred financing costs	745,000	1,141,000

Recently-Issued Accounting Pronouncements

Effective January 1, 2012, the Company adopted the Financial Accounting Standards Board s (FASB) Accounting Standards Update (ASU) No. 2011-04, Fair Value Measurement: Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in US GAAP and IFRS . This update defines fair value, clarifies a framework to measure fair value, and requires specific disclosures of fair value measurements. The adoption of this guidance did not have a material impact on the Company s financial condition or results of operations.

Effective January 1, 2012, the Company adopted the FASB ASU 2011-05, Presentation of Comprehensive Income , which requires the components of other comprehensive income to be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The guidance has been applied retrospectively and, other than presentation in the financial statements, its adoption did not have an effect on the Company s financial position or results of operations.

Note 3. Real Estate

At June 30, 2012, substantially all of the Company s real estate was pledged as collateral for mortgage loans payable and credit facilities.

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Cedar Realty Trust, Inc.

Notes to Consolidated Financial Statements

June 30, 2012

(unaudited)

Note 4 Discontinued operations and land dispositions

During the three months ended March 31, 2012, the Company determined to sell Kingston Plaza, located in Kingston, New York. As the property met the held for sale criteria as of March 31, 2012, it has been treated as a discontinued operation for all periods presented. The Company conducts a continuing review of the values for all remaining properties held for sale/conveyance and, based on final sales prices and sales contracts entered into, the Company has recorded an approximate $1.1 million reversal of impairment charges for the six months ended June 30, 2012.

As of June 30, 2012, the Company is in the process of conveying four of its properties (Roosevelt II, Gahanna Discount Drug Mart Plaza, Westlake Discount Drug Mart Plaza and McCormick Place) to their respective lenders (mortgage loans payable and accrued interest aggregated $22.9 million at that date). In connection with these conveyances, each applicable subsidiary borrower has stopped paying monthly mortgage payments and is currently in default on these non-recourse mortgages.

The following is a summary of the components of income (loss) from discontinued operations:

	Three months ended June 30,		Six months ended June 30,	
	2012	**2011**	**2012**	**2011**
Revenues:				
Rents	$ 4,428,000	$ 6,551,000	$ 9,504,000	$ 14,326,000
Expense recoveries	1,098,000	1,422,000	2,498,000	3,487,000
Other	19,000	29,000	58,000	363,000
Total revenues	5,545,000	8,002,000	12,060,000	18,176,000
Expenses:				
Operating, maintenance and management	1,891,000	1,958,000	3,784,000	5,151,000
Real estate and other property-related taxes	819,000	1,352,000	2,005,000	2,758,000
Depreciation and amortization		1,768,000	21,000	3,604,000
Interest expense	1,891,000	2,146,000	3,847,000	4,416,000
	4,601,000	7,224,000	9,657,000	15,929,000
Income from discontinued operations before impairments	944,000	778,000	2,403,000	2,247,000
Impairment (charges)/reversals		(12,258,000)	1,138,000	(22,544,000)
Income (loss) from discontinued operations	$ 944,000	$ (11,480,000)	$ 3,541,000	$ (20,297,000)
Gain on sales of discontinued operations	$ 293,000	$ 474,000	$ 750,000	$ 474,000

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Cedar Realty Trust, Inc.

Notes to Consolidated Financial Statements

June 30, 2012

(unaudited)

During the six months ended June 30, 2012, the Company completed the following transactions related to properties held for sale/conveyance :

Property	Percent Owned	Location	Date Sold	Sales Price	Gain on Sale
Hilliard Discount Drug Mart Plaza	100%	Hilliard, OH	2/7/2012	$ 1,434,000	$
First Merit Bank at Akron	100%	Akron, OH	2/23/2012	633,000	
Grove City Discount Drug Mart Plaza	100%	Grove City, OH	3/12/2012	1,925,000	
CVS at Naugatuck	50%	Naugatuck, CT	3/20/2012	3,350,000	457,000
CVS at Bradford	100%	Bradford, PA	3/30/2012	967,000	
CVS at Celina	100%	Celina, OH	3/30/2012	1,449,000	
CVS at Erie	100%	Erie, PA	3/30/2012	1,278,000	
CVS at Portage Trail	100%	Akron, OH	3/30/2012	1,061,000	
Rite Aid at Massillon	100%	Massillon, OH	3/30/2012	1,492,000	
Kingston Plaza	100%	Kingston, NY	4/12/2012	1,182,000	293,000
Stadium Plaza	100%	East Lansing, MI	5/3/2012	5,400,000	
Blue Mountain Commons (land parcel)	100%	Harrisburg. PA	6/19/2012	102,000	79,000
Oregon Pike (land parcel)	100%	Lancaster, PA	6/28/2012	1,100,000	
				$ 21,373,000	$ 829,000

Note 5. Investment in Cedar/RioCan Joint Venture

At June 30, 2012, the Cedar/RioCan joint venture (RioCan 80%; Cedar 20%) owned 22 properties. The Company earned management fees from the joint venture of approximately $0.6 million and $0.7 million for the three months ended June 30, 2012 and 2011, respectively, and $1.3 million and $1.2 million for the six months ended June 30, 2012 and 2011, respectively. Such fees are included in other revenues in the accompanying consolidated statements of operations.

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Cedar Realty Trust, Inc.

Notes to Consolidated Financial Statements

June 30, 2012

(unaudited)

The following summarizes certain financial information related to the Company s investment in the Cedar/RioCan unconsolidated joint venture:

Balance Sheets	**June 30, 2012**	**December 31, 2011**
Assets:		
Real estate, net	$ 523,159,000	$ 532,071,000
Cash and cash equivalents	11,581,000	12,797,000
Restricted cash	3,195,000	3,689,000
Rent and other receivables	1,650,000	2,419,000
Straight-line rents	3,523,000	2,743,000
Deferred charges, net	11,856,000	12,682,000
Other assets	4,144,000	5,549,000
Total assets	$ 559,108,000	$ 571,950,000
Liabilities and partners capital:		
Mortgage loans payable	$ 314,895,000	$ 317,293,000
Due to the Company	527,000	1,203,000
Unamortized intangible lease liabilities	20,451,000	22,182,000
Other liabilities	7,282,000	8,248,000
Total liabilities	343,155,000	348,926,000
Preferred stock	97,000	97,000
Partners capital	215,856,000	222,927,000
Total liabilities and partners capital	$ 559,108,000	$ 571,950,000
The Company s share of partners capital	$ 43,173,000	$ 44,743,000

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Cedar Realty Trust, Inc.

Notes to Consolidated Financial Statements

June 30, 2012

(unaudited)

Statements of Income	Three months ended June 30, 2012	Three months ended June 30, 2011	Six months ended June 30, 2012	Six months ended June 30, 2011
Revenues	$ 16,012,000	$ 15,296,000	$ 31,944,000	$ 31,289,000
Property operating and other expenses	(1,403,000)	(1,307,000)	(2,968,000)	(3,966,000)
Management fees	(463,000)	(483,000)	(1,052,000)	(950,000)
Real estate taxes	(1,937,000)	(1,819,000)	(3,862,000)	(3,551,000)
Acquisition transaction costs		(790,000)		(858,000)
General and administrative	(67,000)	(61,000)	(135,000)	(132,000)
Depreciation and amortization	(5,056,000)	(5,177,000)	(10,170,000)	(10,140,000)
Interest and other non-operating expenses, net	(4,219,000)	(4,684,000)	(8,654,000)	(9,079,000)
Net income	$ 2,867,000	$ 975,000	$ 5,103,000	$ 2,613,000
The Company s share of net income	$ 576,000	$ 195,000	$ 1,021,000	$ 523,000

Note 6. Fair Value Measurements

The carrying amounts of cash and cash equivalents, restricted cash, rents and other receivables, certain other assets, accounts payable and accrued liabilities approximate fair value. The fair value of the Company s investments and liabilities related to deferred compensation plans were determined to be a Level 1 within the valuation hierarchy, and were based on independent values provided by financial institutions. The valuation of the liability for the Company s interest rate swaps, which is measured on a recurring basis, was determined to be a Level 2 within the valuation hierarchy, and was based on independent values provided by financial institutions. The valuation of the assets for the Company s real estate held for sale/conveyance discontinued operations, which is measured on a nonrecurring basis, have been determined to be (i) a Level 2 within the valuation hierarchy, based on the respective contracts of sale, adjusted for closing costs and expenses, or (ii) a Level 3 within the valuation hierarchy, where applicable, based on estimated sales prices, adjusted for closing costs and expenses, determined by discounted cash flow analyses, direct capitalization analyses or a sales comparison approach if no contracts had been concluded. The discounted cash flow analyses and direct capitalization analyses include all estimated cash inflows and outflows over a specific holding period and where applicable, any estimated debt premiums. These cash flows were comprised of unobservable inputs which included forecasted rental revenues and expenses based upon existing in-place leases, market conditions and expectations for growth. Capitalization rates and discount rates utilized in these analyses were based upon observable rates that the Company believed to be within a reasonable range of current market rates for the respective properties. The sales comparison approach was utilized for certain land values and include comparable sales that were completed in the selected market areas. The comparable sales utilized in these analyses were based upon observable per acre rates that the Company believed to be within a reasonable range of current market rates for the respective properties.

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Cedar Realty Trust, Inc.

Notes to Consolidated Financial Statements

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(unaudited)

Generally, the Company engages third party valuation experts to assist with the preparation of the valuation methods noted above. These valuations are reviewed and approved by a diverse group of management, as deemed necessary, including personnel from acquisitions, accounting, finance, operations, development and leasing. During every reporting period, management reviews and updates the valuations as appropriate.

The following tables show the hierarchy for those assets measured at fair value on a recurring basis as of June 30, 2012 and December 31, 2011, respectively:

	Assets/Liabilities Measured at Fair Value on a Recurring Basis June 30, 2012			
Description	Level 1	Level 2	Level 3	Total
Investments related to deferred compensation liabilities (a)	$ 416,000	$	$	$ 416,000
Deferred compensation liabilities (b)	$ 415,000	$	$	$ 415,000
Interest rate swaps liability (b)	$	$ 1,925,000	$	$ 1,925,000

	December 31, 2011			
Description	Level 1	Level 2	Level 3	Total
Investments related to deferred compensation liabilities (a)	$ 3,562,000	$	$	$ 3,562,000
Deferred compensation liabilities (b)	$ 3,562,000	$	$	$ 3,562,000
Interest rate swaps liability (b)	$	$ 2,053,000	$	$ 2,053,000

(a) Included in other assets in the accompanying consolidated balance sheets.
(b) Included in accounts payable and accrued liabilities in the accompanying consolidated balance sheets.

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Cedar Realty Trust, Inc.

Notes to Consolidated Financial Statements

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(unaudited)

The fair value of the Company s fixed rate mortgage loans was estimated using available market information and discounted cash flows analyses based on borrowing rates the Company believes it could obtain with similar terms and maturities. As of June 30, 2012 and December 31, 2011, the aggregate fair values of the Company s fixed rate mortgage loans payable, which were determined to be a Level 3 within the valuation hierarchy, were approximately $521.1 million and $528.5 million, respectively; the carrying values of such loans were $498.9 million and $524.7 million, respectively.

The following tables show the hierarchy for those assets measured at fair value on a non-recurring basis as of June 30, 2012 and December 31, 2011, respectively:

	Assets Measured at Fair Value on a Non-Recurring Basis June 30, 2012			
	Level 1	Level 2	Level 3	Total
Asset Description				
Real estate held for sale/conveyance	$	$ 113,162,000	$ 78,376,000	$ 191,538,000

	December 31, 2011			
	Level 1	Level 2	Level 3	Total
Asset Description				
Real estate held for sale/conveyance	$	$ 124,154,000	$ 82,520,000	$ 206,674,000 (a)

(a) Excludes $0.9 million relating to a property subsequently treated as held for sale/conveyance .

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The following table details the quantitative information regarding Level 3 assets measured at fair value on a non-recurring basis as of June 30, 2012:

	Quantitative Information about Level 3 Fair Value Measurements			
	Fair value at June 30, 2012	**Valuation Technique**	**Unobservable inputs**	**Range (weighted average)**
Real estate held for sale/conveyance:				
Operating retail real estate (ten properties)	$ 70,226,000	Discounted cash flow	Capitalization rates	7.5% to 11.3% (9.7%)
			Discount rates	11.0% to 12.0% (11.4%)
Land (six parcels)	8,150,000	Sales comparison approach	Price per acre	$29,000 to $187,000 per acre ($92,000 per acre)
	$ 78,376,000			

Note 7. Debt

Amended, Restated and Consolidated Credit Facility

On January 26, 2012, the Company entered into a $300 million secured credit facility (the Credit Facility), which amended, restated and consolidated its $185 million stabilized property revolving credit facility and its $150 million development property credit facility. The two prior facilities were due to expire on January 31, 2012 and June 13, 2012, respectively.

The Credit Facility is comprised of a four-year $75 million term loan and a three-year $225 million revolving credit facility, subject to collateral in place. In connection with the Credit Facility, the Company paid participating lender fees and closing and transaction costs of approximately $4.0 million. In addition, the Company wrote off $2.6 million of unamortized fees associated with the terminated stabilized property and development credit facilities.

Borrowings under the Credit Facility are priced at LIBOR plus a spread of 200 to 300 bps based on the Company s leverage ratio (the weighted-average rate of interest as of June 30, 2012 was 3.0% per annum). Subject to customary conditions, the term loan and the revolving credit facility may both be extended for one additional year at the Company s option. Under an accordion feature, the Credit Facility can be increased to $500 million, subject to customary conditions, collateral in place and lending commitments from participating banks.

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The Credit Facility contains financial covenants including, but not limited to, maximum debt leverage, minimum interest coverage, minimum fixed charge coverage, and minimum net worth. In addition, the Credit Facility contains restrictions including, but not limited to, limits on indebtedness, certain investments and distributions. The Company s failure to comply with these covenants or the occurrence of an event of default under the Credit Facility could result in the acceleration of the Company s debt and other financial obligations under the Credit Facility. The Credit Facility is available to fund acquisitions, redevelopment and remaining development activities, capital expenditures, mortgage repayments, dividend distributions, working capital and other general corporate purposes.

As of June 30, 2012, the Company has $104.5 million outstanding under the revolving credit portion of the Credit Facility, and had $78.3 million available for additional borrowings as of the date.

Derivative financial instruments

At June 30, 2012, the Company had approximately $31.8 million of mortgage loans payable subject to interest rate swaps. Such interest rate swaps converted LIBOR-based variable rates to fixed annual rates of 5.2% to 6.5% per annum. At that date, the Company had accrued liabilities of $1.9 million (included in accounts payable and accrued liabilities on the consolidated balance sheet) relating to the fair value of interest rate swaps applicable to existing mortgage loans payable. Charges and/or credits relating to the changes in fair values of such interest rate swaps are made to accumulated other comprehensive (loss) income, noncontrolling interests (minority interests in consolidated joint ventures and limited partners interest), or operations (included in interest expense), as appropriate.

The following is a summary of the derivative financial instruments held by the Company and the Cedar/RioCan joint venture at June 30, 2012 and December 31, 2011:

			Notional values				Balance	Fair value	
Designation/ Cash flow	**Derivative**	**Count**	**June 30, 2012**	**Count**	**December 31, 2011**	**Maturity dates**	**sheet location**	**June 30, 2012**	**December 31, 2011**
Qualifying	Interest rate swaps Consolidated	3	$ 31,761,000	3	$ 32,091,000	2013-2018	Accrued liabilities Consolidated	$ 1,925,000	$ 2,053,000
Qualifying	Cedar/RioCan Joint Venture	1	$ 13,991,000	1	$ 14,182,000	2016	Cedar/RioCan Joint Venture	$ 2,334,000	$ 2,419,000

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The following presents the effect of the Company s derivative financial instruments on the consolidated statements of operations and the consolidated statements of equity for the three and six months ended June 30, 2012 and 2011, respectively:

		Amount of gain recognized in other comprehensive income (loss) (effective portion)			
Designation/		**Three months ended June 30,**		**Six months ended June 30,**	
Cash flow	**Derivative**	**2012**	**2011**	**2012**	**2011**
Qualifying	Consolidated	$ 21,000	$ 113,000	$ 309,000	$ 411,000
Qualifying	Cedar/RioCan Joint Venture	$ 4,000	$	$ 58,000	$

As of June 30, 2012, the Company believes it has no significant risk associated with non-performance of the financial institutions which are the counterparties to its derivative contracts. Additionally, based on the rates in effect as of June 30, 2012, if a counterparty were to default, the Company would receive a net interest benefit.

Note 8. Commitments and Contingencies

The Company is a party to certain legal actions arising in the normal course of business. Management does not expect there to be adverse consequences from these actions that would be material to the Company s consolidated financial statements.

The Company has entered into joint venture arrangements with respect to a number of its properties. The applicable joint venture agreements generally include buy/sell provisions pursuant to which, after a specified period of years, either party may initiate the buy/sell provision whereby the initiating party can designate a value for the relevant property or properties, and the other party may then elect either to sell its proportionate ownership interest in the joint venture based on that value for the entire property or to purchase the initiating party s ownership interest based on such valuation for the entire property or properties. Specifically, the joint venture agreement between the Company and RioCan provides that, at any time after December 10, 2012, either the Company or RioCan may initiate the buy/sell provision.

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Note 9. Shareholders Equity

On May 15, 2012, the Company concluded a public offering of 400,000 shares of its 7.25% Series B Cumulative Redeemable Preferred Stock Series B Preferred Stock at $23.00 per share, and realized net proceeds, after offering expenses, of approximately $8.6 million. The Series B Preferred Stock has a liquidation preference of $25.00 per share, has no stated maturity, is not convertible into any other security of the Company, and is redeemable at the Company s option beginning May 22, 2017 at a price of $25.00 per share plus accrued and unpaid distributions. In addition, on May 29, 2012 the Company entered into an at-the-market (ATM) equity program in which the Company may, from time to time, offer and sell up to an additional 4,000,000 shares of its 7.25% Series B Preferred Stock. During the period ended June 30, 2012, the Company sold approximately 53,000 shares under the ATM equity program at a weighted average price of $23.15 per share, and realized net proceeds, after offering expenses, of approximately $1.2 million. In addition, during the period ended June 30, 2012, the Company redeemed and/or purchased on the open-market approximately 380,000 shares of its 8.875% Series A Cumulative Redeemable Preferred Stock, for a total cash outlay of $9.6 million (including $89,000 of accrued dividends).

The following table provides a summary of dividends declared and paid per share:

	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011
Common stock	$ 0.050	$ 0.090	$ 0.100	$ 0.180
Cumulative Redeemable Preferred Stock:				
8.875% Series A	$ 0.555	$ 0.555	$ 1.109	$ 1.109
7.250% Series B	$	$	$	$

During the six months ended June 30, 2012, holders of approximately 1,134,000 OP Units (including 564,000 mezzanine OP Units) converted their holdings to shares of the Company s common stock. In connection therewith, $3.9 million of the carrying value of mezzanine OP Units was reclassified to equity.

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Note 10. Revenues

Rental revenues for the three and six months ended June 30, 2012 and 2011, respectively, are comprised of the following:

	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011
Base rents	$ 24,835,000	$ 24,060,000	$ 49,667,000	$ 48,022,000
Percentage rent	174,000	220,000	464,000	384,000
Straight-line rents	247,000	365,000	562,000	746,000
Amortization of intangible lease liabilities	1,732,000	1,269,000	2,990,000	2,435,000
Total rents	$ 26,988,000	$ 25,914,000	$ 53,683,000	$ 51,587,000

Other revenues include items such as lease termination fees which tend to fluctuate more than rents from period to period. For the three and six months ended June 30, 2012, the Company recorded lease termination income of approximately $3.0 million.

Note 11. Share-Based Compensation

The following tables set forth certain share-based compensation information for the three and six months ended June 30, 2012 and 2011, respectively:

	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011
Share-based compensation:				
Expense relating to share grants (including the equity and liability awards)	$ 845,000	$ 2,816,000	$ 1,736,000	$ 3,796,000
Adjustments to reflect changes in market price of Company s common stock	(20,000)	(518,000)	10,000	(668,000)
Total charged to operations (a)	$ 825,000	$ 2,298,000	$ 1,746,000	$ 3,128,000

(a) The 2011 amounts include $1,980,000 applicable to accelerated vestings included in management transition charges.

On June 15, 2012, the Company s shareholders approved the 2012 Stock Incentive Plan (the 2012 Plan), which was designed to replace the existing 2004 Stock Incentive Plan (the 2004 Plan). In connection with the approval of the 2012 Plan, the Company agreed not to grant any additional new awards under the 2004 Plan. The 2012 Plan establishes the procedures for the granting of, among other things, restricted stock awards an d, in addition to mirroring the basic provisions of the 2004 Plan, specifically provides for the awarding of the remaining two million shares to the Company s President and Chief Executive Officer, as provided in his employment agreement. As a result of the approval, 500,000 of such shares, which had previously been recorded as a liability award, were reclassified to equity. In addition, during the six months ended June 30, 2012, there were 557,000 other time-based restricted shares issued with a weighted average grant date fair value of $4.60 per share. The 2012 Plan also increases the maximum number of shares that may be granted to a participant in any calendar year to 500,000 and initially had

4.5 million shares available. At June 30, 2012, 2.5 million shares remained available for grants pursuant to the 2012 Plan.

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Note 12. Earnings Per Share

Basic earnings per share (EPS) is calculated by dividing net income (loss) attributable to the Company s common shareholders by the weighted average number of common shares outstanding for the period including participating securities (restricted shares issued pursuant to the Company s share-based compensation program are considered participating securities, as such shares have non-forfeitable rights to receive dividends). Unvested restricted shares are not allocated net losses and/or any excess of dividends declared over net income, as such amounts are allocated entirely to the common shareholders. For the three and six months ended June 30, 2012, the Company had 3.1 million and 3.1 million, respectively, of weighted average unvested restricted shares outstanding. EPS for the three and six months ended June 30, 2011 are calculated based on the data presented on the face of the consolidated statement of operations for those periods. The following table provides a reconciliation of the numerator and denominator of the EPS calculations for the three and six months ended June 30, 2012:

	Three months ended June 30, 2012	Six months ended June 30, 2012
Numerator		
Income (loss) from continuing operations	$ 4,658,000	$ (3,264,000)
Preferred stock dividends	(3,607,000)	(7,138,000)
Preferred stock redemption costs	(382,000)	(382,000)
Net loss attributable to noncontrolling interests	124,000	301,000
Net earnings allocated to unvested shares	(295,000)	(448,000)
Income (loss) from continuing operations available for common shareholders	498,000	(10,931,000)
Results from discontinued operations, net of noncontrolling interests	443,000	2,379,000
Net income (loss) available for common shareholders, basic and diluted	$ 941,000	$ (8,552,000)
Denominator		
Weighted average number of vested common shares outstanding	68,038,000	67,787,000
Earnings (loss) per common share, basic and diluted		
Continuing operations	$ 0.01	$ (0.16)
Discontinued operations	$ 0.00	$ 0.03
	$ 0.01	$ (0.13)

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Fully-diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into shares of common stock. The net loss attributable to noncontrolling interests of the Operating Partnership has been excluded from the numerator and the related OP Units have been excluded from the denominator for the purpose of calculating diluted EPS as there would have been no effect had such amounts been included. The weighted average number of OP Units outstanding was 462,000 and 1,415,000 for the three months ended June 30, 2012 and 2011, respectively and 637,000 and 1,415,000 for the six months ended June 30, 2012 and 2011, respectively. In addition, warrants for the purchase of OP Units (83,000 for all periods) have been excluded as they were anti-dilutive for all periods; such warrants expired on May 31, 2012.

Note 13. Subsequent Events

In determining subsequent events, management reviewed all activity from July 1, 2012 through the date of filing this Quarterly Report on Form 10-Q.

On July 30, 2012, the Company s Board of Directors declared a dividend of $0.05 per share with respect to its common stock as well as an equal distribution per unit on its outstanding OP Units. At the same time, the Board declared dividends of $0.5546875 per share with respect to the Company s 8.875% Series A Cumulative Redeemable Preferred Stock and $0.453125 per share with respect to the Company s 7.25% Series B Cumulative Redeemable Preferred Stock. The distributions are payable on August 20, 2012 to shareholders of record on August 10, 2012.

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

The following discussion should be read in conjunction with the Company s consolidated financial statements and related notes thereto included elsewhere in this report.

Executive Summary

The Company is a fully-integrated real estate investment trust which currently focuses primarily on ownership and operation of supermarket-anchored shopping centers straddling the Washington, DC to Boston corridor. At June 30, 2012, the Company owned and managed a portfolio of 67 operating properties (excluding properties held for sale/conveyance) totaling approximately 9.6 million square feet of GLA. In addition, the Company has an ownership interest in 22 operating properties, with approximately 3.7 million square feet of GLA, through its Cedar/RioCan joint venture in which the Company has a 20% interest. The Company believes it gains additional benefits with tenants and vendors by having an interest in managing these additional properties within its primary markets. The entire managed portfolio, including the Cedar/RioCan properties, was approximately 91.9% leased at June 30, 2012 (67 operating properties 90.2%; Cedar/RioCan joint venture properties 96.4%).

In keeping with its stated goal of reducing overall leverage to an appropriate level by selling non-core assets, the Company determined (1) to completely exit the Ohio market, principally the Discount Drug Mart portfolio of drugstore/convenience centers, and concentrate on the mid-Atlantic and Northeast coastal regions (two properties sold in 2012 and two properties held for sale as of June 30, 2012), (2) to concentrate on grocery-anchored strip centers, by disposing of its mall and single-tenant/triple-net-lease properties (seven properties sold in 2012 and four properties held for sale as of June 30, 2012), and (3) to focus on improving operations and performance at the Company s remaining properties, and to reduce development activities, by disposing of certain development projects, land acquired for development, and other non-core assets (two properties sold in 2012 and four properties held for sale as of June 30, 2012). In addition, discontinued operations reflect the anticipated consummation of the Homburg joint venture buy/sell transactions (seven properties held for sale as of June 30, 2012).

The Company derives substantially all of its revenues from rents and operating expense reimbursements received pursuant to long-term leases. The Company s operating results therefore depend on the ability of its tenants to make the payments required by the terms of their leases. The Company focuses its investment activities on supermarket-anchored community shopping centers. The Company believes that, because of the need of consumers to purchase food and other staple goods and services generally available at such centers, its type of necessities-based properties should provide relatively stable revenue flows even during difficult economic times.

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Significant Transactions

Discontinued Operations

The following table details dispositions of properties held for sale/conveyance during the six months ended June 30, 2012:

Property	Percent owned	Location	GLA	Date Sold	Sales Price
Hilliard Discount Drug Mart Plaza	100%	Hilliard, OH	40,988	2/7/2012	$ 1,434,000
First Merit Bank at Akron	100%	Akron, OH	3,200	2/23/2012	633,000
Grove City Discount Drug Mart Plaza	100%	Grove City, OH	40,848	3/12/2012	1,925,000
CVS at Naugatuck	50%	Naugatuck, CT	13,225	3/20/2012	3,350,000
CVS at Bradford	100%	Bradford, PA	10,722	3/30/2012	967,000
CVS at Celina	100%	Celina, OH	10,195	3/30/2012	1,449,000
CVS at Erie	100%	Erie, PA	10,125	3/30/2012	1,278,000
CVS at Portage Trail	100%	Akron, OH	10,722	3/30/2012	1,061,000
Rite Aid at Massillon	100%	Massillon, OH	10,125	3/30/2012	1,492,000
Kingston Plaza	100%	Kingston, NY	5,324	4/12/2012	1,182,000
Stadium Plaza	100%	East Lansing, MI	77,688	5/3/2012	5,400,000
Blue Mountain Commons (land parcel)	100%	Harrisburg. PA	N/A	6/19/2012	102,000
Oregon Pike (land parcel)	100%	Lancaster, PA	N/A	6/28/2012	1,100,000
Total					$ 21,373,000

New Credit Facility

On January 26, 2012, the Company entered into a $300 million secured credit facility (the Credit Facility). The Credit Facility amends, restates and consolidates the Company s prior $185 million stabilized property revolving credit facility and its $150 million development property credit facility that were due to expire on January 31, 2012 and June 13, 2012, respectively. See Liquidity below for additional details.

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Results of Operations

Comparison of the three months ended June 30, 2012 and 2011

			Change	
	2012	**2011**	**Dollars**	**Percent**
Revenues	$ 36,990,000	$ 32,578,000	$ 4,412,000	13.5%
Property operating expenses	9,772,000	9,901,000	(129,000)	-1.3%
Property operating income	27,218,000	22,677,000	4,541,000	20.0%
General and administrative	(3,737,000)	(2,691,000)	(1,046,000)	38.9%
Management transition charges		(6,350,000)	6,350,000	n/a
Acquisition transaction costs and terminated projects		(73,000)	73,000	n/a
Depreciation and amortization	(9,796,000)	(9,311,000)	(485,000)	5.2%
Interest expense, including amortization of deferred financing costs	(9,744,000)	(10,177,000)	433,000	-4.3%
Interest income	62,000	129,000	(67,000)	-51.9%
Unconsolidated joint ventures:				
Equity in income	576,000	34,000	542,000	1594.1%
Write-off of investment		(7,961,000)	7,961,000	n/a
Gain on sales	79,000		79,000	n/a
Income (loss) from continuing operations	4,658,000	(13,723,000)	18,381,000	
Discontinued operations:				
Income from operations	944,000	778,000	166,000	21.3%
Impairment charges		(12,258,000)	12,258,000	n/a
Gain on sales	293,000	474,000	(181,000)	n/a
Net income (loss)	5,895,000	(24,729,000)	30,624,000	
Net income (loss) attributable to noncontrolling interests	670,000	(601,000)	1,271,000	
Net income (loss) attributable to Cedar Realty Trust, Inc.	$ 5,225,000	$ (24,128,000)	$ 29,353,000	

Properties held in both periods. The Company held 67 properties (excluding properties held for sale/conveyance) during the three months ended June 30, 2012 and 2011.

Revenues were higher primarily as a result of (i) lease termination income ($3.0 million), (ii) rental revenues and expense recoveries at operating properties ($0.7 million), (iii) rental revenues and expense recoveries at ground-up development properties ($0.5 million), and (iv) rental revenues and expense recoveries at redevelopment properties ($0.2 million).

Property operating expenses were comparable, and included an increase in (i) real estate tax expense ($0.2 million), and a decrease in (ii) non-billable expenses ($0.2 million).

General and administrative expenses were higher primarily as a result of increases in payroll and payroll related expenses, including share-based compensation.

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Management transition charges in 2011 relate to the retirement of the Company s then Chairman of the Board, Chief Executive Officer and President, and the end of the employment of the Company s then Chief Financial Officer, and include (i) an aggregate of approximately $3.7 million in cash severance payments (including the cost of related payroll taxes and benefits), (ii) the write off of all amounts related to the vesting of restricted share grants (an aggregate of approximately $2.0 million), and (iii) approximately $0.7 million of other non-recurring costs, primarily professional fees and expenses related to the hiring of a new President/Chief Executive Officer and Chief Financial Officer.

Depreciation and amortization expenses increased principally due to placing into service portions of several redevelopment properties.

Interest expense, including amortization of deferred financing costs decreased primarily as a result of lower amortization of deferred financing costs related to the new credit facility entered into during the first quarter of 2012.

Equity in income of unconsolidated joint ventures was higher in 2012 as a result of (i) an increase in operating results in 2012 from the Cedar/RioCan joint venture ($0.4 million) and (ii) the tenant at its then redevelopment joint venture in Philadelphia, Pennsylvania vacating the premises in April 2011 ($0.2 million).

Write-off of investment in unconsolidated joint venture in 2011 relates to the Company s decision not to go forward with the development of two adjacent properties in Philadelphia, Pennsylvania. The impairment loss for the wholly-owned property is included in loss from discontinued operations.

Discontinued operations for the three months ended June 30, 2012 and 2011 include the results of operations, impairment reversals/charges and gain on sales for properties sold or treated as held for sale/conveyance , as part of the Company s 2011 business plan as more fully discussed elsewhere in this report.

Comparison of the six months ended June 30, 2012 and 2011

			Change	
	2012	2011	Dollars	Percent
Revenues	$ 71,467,000	$ 67,088,000	$ 4,379,000	6.5%
Property operating expenses	20,541,000	22,482,000	(1,941,000)	-8.6%
Property operating income	50,926,000	44,606,000	6,320,000	14.2%
General and administrative	(7,362,000)	(5,205,000)	(2,157,000)	41.4%
Management transition charges		(6,530,000)	6,530,000	n/a
Acquisition transaction costs and terminated projects		(1,242,000)	1,242,000	n/a
Depreciation and amortization	(25,522,000)	(18,030,000)	(7,492,000)	41.6%
Interest expense, including amortization of deferred financing costs	(19,923,000)	(20,667,000)	744,000	-3.6%
Accelerated write-off of deferred financing costs	(2,607,000)		(2,607,000)	n/a
Interest income	124,000	177,000	(53,000)	-29.9%
Unconsolidated joint ventures:				
Equity in income	1,021,000	825,000	196,000	23.8%
Write-off of investment		(7,961,000)	7,961,000	n/a
Gain on sales	79,000	28,000	51,000	n/a
(Loss) from continuing operations	(3,264,000)	(13,999,000)	10,735,000	
Discontinued operations:				
Income from operations	2,403,000	2,247,000	156,000	6.9%
Impairment reversals/(charges)	1,138,000	(22,544,000)	23,682,000	n/a
Gain on sales	750,000	474,000	276,000	n/a
Net income (loss) attributable to noncontrolling interests	1,027,000	(33,822,000)	34,849,000	
Net income (loss) attributable to noncontrolling interests	1,611,000	(886,000)	2,497,000	
Net loss attributable to Cedar Realty Trust, Inc.	$ (584,000)	$ (32,936,000)	$ 32,352,000	

Properties held in both periods. The Company held 67 properties (excluding properties held for sale/conveyance) during the six months ended June 30, 2012 and 2011.

Revenues were higher primarily as a result of (i) lease termination income ($3.0 million), (ii) rental revenues and expense recoveries at ground-up development properties ($1.0 million), (iii) rental revenues at the Company s other operating properties ($0.8 million), and (iv) rental revenues and expense recoveries at a property acquired during the first quarter of 2011 ($0.4 million), offset by a decrease in (v) expense recoveries at the Company s other operating properties, due primarily to a decrease in property operating expenses ($0.9 million).

Property operating expenses were lower primarily as a result of decreases in (i) snow removal costs ($2.0 million), (ii) other non-billable expenses ($0.4 million), and (iii) other operating expenses ($0.2 million), offset by an increase in (iv) real estate tax expenses ($0.5 million).

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General and administrative expenses were higher primarily as a result of increases in payroll and payroll related expenses, including share-based compensation.

Management transition charges in 2011 relate to the retirement of the Company s then Chairman of the Board, Chief Executive Officer and President, and the end of the employment of the Company s then Chief Financial Officer, and include (i) an aggregate of approximately $3.7 million in cash severance payments (including the cost of related payroll taxes and benefits), (ii) the write off of all amounts related to the vesting of restricted share grants (an aggregate of approximately $2.0 million), and (iii) approximately $0.8 million of other non-recurring costs, primarily professional fees and expenses related to the hiring of a new President/Chief Executive Officer and Chief Financial Officer.

Acquisition transaction costs and terminated projects for 2011 include (i) costs incurred related to a property acquisition ($0.7 million), and (ii) termination of several redevelopment projects that the Company determined would not go forward ($0.4 million).

Depreciation and amortization expenses increased principally by the lease up of a vacant space at a property which required the demolition of an existing building and the related acceleration of depreciation expense.

Interest expense, including amortization of deferred financing costs decreased primarily as a result of lower amortization of deferred financing costs related to the new credit facility entered into during the first quarter of 2012.

Accelerated write-off of deferred financing costs in 2012 relates to the write-off of unamortized fees associated with the Company s terminated stabilized property and development property credit facilities.

Equity in income of unconsolidated joint ventures was higher in 2012 as a result of (i) an increase in operating results in 2012 from the Cedar/RioCan joint venture ($0.5 million) and (ii) the tenant at its then redevelopment joint venture in Philadelphia, Pennsylvania vacating the premises in April 2011 ($0.3 million).

Write-off of investment in unconsolidated joint venture in 2011 relates to the Company s decision not to go forward with the development of two adjacent properties in Philadelphia, Pennsylvania. The impairment loss for the wholly-owned property is included in loss from discontinued operations.

Discontinued operations for the six months ended June 30, 2012 and 2011 include the results of operations, impairment reversals/charges and gain on sales for properties sold or treated as held for sale/conveyance , as part of the Company s 2011 business plan as more fully discussed elsewhere in this report.

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Liquidity and Capital Resources

The Company funds operating expenses and other short-term liquidity requirements, including debt service, tenant improvements, leasing commissions, preferred and common dividend distributions and distributions to minority interest partners, if made, primarily from its operations and distributions received from the Cedar/RioCan joint venture. The Company may also use its revolving credit facility for these purposes. The Company expects to fund long-term liquidity requirements for property acquisitions, redevelopment costs, remaining development costs, capital improvements, joint venture contributions, and maturing debt initially with its credit facilities, and ultimately through a combination of issuing and/or assuming additional mortgage debt, the sale of equity securities, the issuance of additional OP Units, and the sale of properties or interests therein (including joint venture arrangements). Although the Company believes it has access to secured financing, there can be no assurance that the Company will have the availability of mortgage financing on completed development projects, additional construction financing, net proceeds from the contribution of properties to joint ventures, or proceeds from the refinancing of existing debt.

Debt is comprised of the following at June 30, 2012:

		Interest rates	
Description	**Balance outstanding**	**Weighted - average**	**Range**
Fixed-rate mortgages	$ 498,922,000	5.8%	5.0% - 7.5%
Variable-rate mortgage	63,326,000	3.0%	
Total property-specific mortgages	562,248,000	5.5%	
Corporate credit facilities :			
Revolving facility	104,500,000	3.0%	
Term loan	75,000,000	3.0%	
	$ 741,748,000	4.9%	

As noted above, on January 26, 2012, the Company entered into a new $300 million Credit Facility, comprised of a four-year $75 million term loan and a three-year $225 million revolving credit facility, subject to collateral in place. Subject to customary conditions, the term loan and the revolving credit facility may both be extended for one additional year at the Company s option. Under an accordion feature, the Credit Facility can be increased to $500 million, subject to customary conditions, collateral in place and lending commitments from participating banks. The Credit Facility contains financial covenants including, but not limited to, maximum debt leverage, minimum interest coverage, minimum fixed charge coverage, and minimum net worth. In addition, the Credit Facility contains restrictions including, but not limited to, limits on indebtedness, certain investments and distributions. The Credit Facility is available to fund acquisitions, redevelopment and remaining development activities, capital expenditures, mortgage repayments, dividend distributions, working capital and other general corporate purposes. Borrowings under the Credit Facility are priced at LIBOR plus 275 bps (a weighted-average of 3.0% per annum at June 30, 2012) and can range from LIBOR plus 200 to 300 bps based on the Company s leverage ratio. As of June 30, 2012, the Company has $104.5 million outstanding under the revolving credit portion of the Credit Facility, and had $78.3 million available for additional borrowings as of the date.

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The variable-rate mortgage represents a $70.7 million construction facility pursuant to which the Company has pledged its Upland Square joint venture ground-up development property, located in Pottsgrove, Pennsylvania, as collateral for borrowings thereunder. The facility is guaranteed by the Company and will expire in October 2013, subject to a one-year extension option. Borrowings under the facility bear interest at the Company s option at either LIBOR plus a spread of 275 bps or the agent bank s prime rate plus a spread of 125 bps, with principal payable based on a 30-year amortization schedule. Borrowings outstanding under the facility aggregated $63.3 million at June 30, 2012 and such borrowings bore interest at a rate of 3.0% per annum.

Other property-specific mortgage loans payable at June 30, 2012 consisted of fixed-rate notes totaling $498.9 million, with a weighted average interest rate of 5.8%. For the remainder of 2012, the Company has approximately $4.5 million of scheduled debt principal amortization payments and $8.2 million of scheduled balloon payments.

Total mortgage loans payable and secured credit facilities have an overall weighted average interest rate of 4.9% and mature at various dates through 2029. The terms of several of the Company s mortgage loans payable require the Company to deposit certain replacement and other reserves with its lenders. Such restricted cash is generally available only for property-level requirements for which the reserves have been established, and is not available to fund other property-level or Company-level obligations.

In order to continue qualifying as a REIT, the Company is required to distribute at least 90% of its REIT taxable income , as defined in the Internal Revenue Code of 1986, as amended (the Code). The Company paid dividends totaling $0.36 per share during 2011. However, in keeping with its stated goal of reducing overall leverage, and in order to improve financial flexibility, the Company s Board of Directors determined to reduce the quarterly dividend for 2012 to a target rate of $0.05 per share (an annual rate of $0.20 per share). While the Company intends to continue paying regular quarterly dividends, future dividend declarations will continue to be at the discretion of the Board of Directors, and will depend on the cash flow and financial condition of the Company, capital requirements, annual distribution requirements under the REIT provisions of the Code, and such other factors as the Board of Directors may deem relevant.

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Contractual obligations and commercial commitments

The following table sets forth the Company s significant debt repayment, interest and operating lease obligations at June 30, 2012:

	Maturity Date						
	Remainder of 2012	2013	2014	2015	2016	Thereafter	Total
Debt: (i)							
Mortgage loans payable (ii)	$ 12,698,000	$ 125,315,000	$ 106,423,000	$ 77,321,000	$ 98,922,000	$ 141,569,000	$ 562,248,000
Credit facilities (iii)				104,500,000	75,000,000		179,500,000
Interest payments (iv)	18,753,000	32,442,000	26,748,000	16,835,000	12,723,000	20,040,000	127,541,000
Operating lease obligations	745,000	1,501,000	1,515,000	1,530,000	1,539,000	11,257,000	18,087,000
Total	$ 32,196,000	$ 159,258,000	$ 134,686,000	$ 200,186,000	$ 188,184,000	$ 172,866,000	$ 887,376,000

(i) Does not include amounts applicable to unconsolidated joint ventures or discontinued operations.
(ii) Mortgage loans payable for 2013 includes $62.2 million applicable to property-specific construction financing which is subject to a one-year extension option.
(iii) Each credit facility is subject to a one-year extension option.
(iv) Represents interest payments expected to be incurred on the Company s consolidated debt obligations as of June 30, 2012, including capitalized interest. For variable-rate debt, the rate in effect at June 30, 2012 is assumed to remain in effect until the maturities of the respective obligations.

Net Cash Flows

	June 30, 2012	June 30, 2011
Cash flows provided by (used in):		
Operating activities	$ 28,091,000	$ 13,566,000
Investing activities	$ 8,195,000	$ (56,428,000)
Financing activities	$ (40,762,000)	$ 42,122,000

Operating Activities

Net cash provided by operating activities, before net changes in operating assets and liabilities, increased to $28.0 million for the six months ended June 30, 2012 from $21.7 million for the six months ended June 30, 2011. Such amounts include $3.0 million of lease termination income received in 2012 and expenditures of $3.8 million for management transition charges in 2011. The net changes in operating assets and liabilities ($43,000 in 2012 and $(8.1) million in 2011) were primarily the result of collections of receivables and the timing of payments of accounts payable and accrued liabilities.

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***Investing Activitie*s**

Net cash flows provided by (used in) investing activities were primarily the result of the Cedar/RioCan joint venture transactions, expenditures for property improvements, and the Company s property disposition activities. During the six months ended June 30, 2012, the Company received proceeds from sales of properties treated as discontinued operations ($16.8 million), had distributions of capital from the Cedar/RioCan joint venture ($1.6 million), and applied the proceeds from other escrows ($1.4 million), offset by expenditures for property improvements ($11.6 million). During the six months ended June 30, 2011, the Company acquired a grocery-anchored shopping center and incurred expenditures for property improvements (an aggregate of $63.2 million), had an increase in construction escrows and other ($6.6 million), had investments in and advances to unconsolidated joint ventures ($4.2 million), offset by proceeds from sales of properties treated as discontinued operations ($11.6 million), distributions of capital from the Cedar/RioCan joint venture ($3.0 million), and net proceeds relating to the properties transferred to the Cedar/RioCan joint venture ($2.9 million).

Financing Activities

During the six months ended June 30, 2012, the Company had repayments of mortgage obligations ($31.9 million), preferred and common stock distributions ($14.4 million), redemptions and repurchases of the 8.875% Series A Cumulative Redeemable Preferred Stock ($9.4 million), the payment of debt financing costs ($4.3 million), and distributions to noncontrolling interest (minority interest and limited partners $3.6 million), offset by net advances under its credit facilities ($13.2 million) and proceeds from the sale of the 7.25% Series B Cumulative Redeemable Preferred Stock ($9.8 million). During the six months ended June 30, 2011, the Company received net advances from its revolving credit facilities ($34.5 million), received proceeds from mortgage refinancings ($29.3 million), and proceeds from the sale of common stock ($4.3 million), offset by preferred and common stock distributions ($19.2 million), repayment of mortgage obligations ($4.8 million), and distributions to noncontrolling interests (minority interest and limited partners $2.2 million).

Funds From Operations

Funds From Operations FFO is a widely-recognized non-GAAP financial measure for REITs that the Company believes, when considered with financial statements determined in accordance with GAAP, is useful to investors in understanding financial performance and providing a relevant basis for comparison among REITs. In addition, FFO is useful to investors as it captures features particular to real estate performance by recognizing that real estate generally appreciates over time or maintains residual value to a much greater extent than do other depreciable assets. Investors should review FFO, along with GAAP net income, when trying to understand a REIT s operating performance. The Company considers FFO an important supplemental measure of its operating performance and believes that it is frequently used by securities analysts, investors and other interested parties in the evaluation of REITs.

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The Company computes FFO in accordance with the White Paper published by the National Association of Real Estate Investment Trusts (NAREIT), which defines FFO as net income applicable to common shareholders (determined in accordance with GAAP), excluding impairment charges, gains or losses from debt restructurings and sales of properties, plus real estate-related depreciation and amortization, and after adjustments for partnerships and joint ventures (which are computed to reflect FFO on the same basis). FFO does not represent cash generated from operating activities and should not be considered as an alternative to net income applicable to common shareholders or to cash flow from operating activities. FFO is not indicative of cash available to fund ongoing cash needs, including the ability to make cash distributions. Although FFO is a measure used for comparability in assessing the performance of REITs, as the NAREIT White Paper only provides guidelines for computing FFO, the computation of FFO may vary from one company to another. The following table sets forth the Company s calculations of FFO for the three and six months ended June 30, 2012 and 2011:

	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011
Net income (loss) attributable to common shareholders	$ 1,236,000	$ (27,668,000)	$ (8,104,000)	$ (39,977,000)
Add (deduct):				
Real estate depreciation and amortization	9,712,000	10,939,000	25,392,000	21,349,000
Limited partners interest	8,000	(579,000)	(97,000)	(839,000)
Impairment charges/(reversals)		20,247,000	(1,138,000)	30,533,000
Gain on sales	(372,000)	(474,000)	(829,000)	(502,000)
Consolidated minority interests:				
Share of income	662,000	(22,000)	1,708,000	(47,000)
Share of FFO	(1,377,000)	(1,476,000)	(2,791,000)	(2,980,000)
Unconsolidated joint ventures:				
Share of income	(576,000)	(34,000)	(1,021,000)	(825,000)
Share of FFO	1,587,000	1,182,000	3,056,000	3,064,000
FFO	$ 10,880,000	$ 2,115,000	$ 16,176,000	$ 9,776,000

Item 3. Quantitative and Qualitative Disclosures About Market Risk

One of the principal market risks facing the Company is interest rate risk on its credit facilities. The Company may, when advantageous, hedge its interest rate risk by using derivative financial instruments. The Company is not subject to foreign currency risk.

The Company is exposed to interest rate changes primarily through (i) the variable-rate credit facilities used to maintain liquidity, fund capital expenditures and ground-up development/redevelopment activities, and expand its real estate investment portfolio, (ii) property-specific variable-rate construction financing, and (iii) other property-specific variable-rate mortgages. The Company s objectives with respect to interest rate risk are to limit the impact of interest rate changes on operations and cash flows, and to lower its overall borrowing costs. To achieve these objectives, the Company may borrow at fixed rates and may enter into derivative financial instruments such as interest rate swaps, caps, etc., in order to mitigate its interest rate risk on a related variable-rate financial instrument. The Company does not enter into derivative or interest rate transactions for speculative purposes. At June 30, 2012, the Company had approximately $31.8 million of mortgage loans payable subject to interest rate swaps which converted LIBOR-based variable rates to fixed annual rates ranging from 5.2% to 6.5% per annum. At that date, the Company had accrued liabilities of $1.9 million (included in accounts payable and accrued liabilities on the consolidated balance sheet) relating to the fair value of interest rate swaps applicable to these mortgage loans payable.

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At June 30, 2012, long-term debt consisted of fixed-rate mortgage loans payable and variable-rate debt (principally the Company s variable-rate credit facilities). The average interest rate on the $498.9 million of fixed-rate indebtedness outstanding was 5.8%, with maturities at various dates through 2029. The average interest rate on the $242.8 million of variable-rate debt (including $179.5 million in advances under the Company s Credit Facility) was 3.0%. The $75 million term loan segment of the new facility matures in January 2016, and the $104.5 million revolving credit segment matures in January 2015, each subject to a one-year extension option. With respect to the $242.8 million of variable-rate debt outstanding at June 30, 2012, if interest rates either increase or decrease by 1%, the Company s interest cost would increase or decrease respectively by approximately $2.4 million per annum.

Item 4. Controls and Procedures

The Company maintains disclosure controls and procedures and internal controls designed to ensure that information required to be disclosed in its filings under the Securities Exchange Act of 1934 is reported within the time periods specified in the rules and regulations of the Securities and Exchange Commission (SEC). In this regard, the Company has formed a Disclosure Committee currently comprised of several of the Company s executive officers as well as certain other employees with knowledge of information that may be considered in the SEC reporting process. The Committee has responsibility for the development and assessment of the financial and non-financial information to be included in the reports filed with the SEC, and assists the Company s Chief Executive Officer and Chief Financial Officer in connection with their certifications contained in the Company s SEC filings. The Committee meets regularly and reports to the Audit Committee on a quarterly or more frequent basis. The Company s principal executive and financial officers have evaluated its disclosure controls and procedures as of June 30, 2012, and have determined that such disclosure controls and procedures are effective.

During the six months ended June 30, 2012, there have been no changes in the internal controls over financial reporting or in other factors that have materially affected, or are reasonably likely to materially affect, these internal controls over financial reporting.

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Part II Other Information

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(c) Repurchases of 8.875% Series A Cumulative Redeemable Preferred Stock

The following sets forth certain information relating to open-market purchases by the Company of its 8.875% Series A Cumulative Redeemable Preferred Stock during the three months ended June 30, 2012:

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs (a)	Maximum number of shares that may yet be purchased under the plans or programs (b)
April 1 through April 30		$		6,400,000
May 1 through May 31		$		6,400,000
June 1 through June 30	20,000	$ 25.13	20,000	6,020,000
	20,000	$ 25.13	20,000	6,020,000

(a) The Company intends to use the net proceeds from periodic sales of its new 7.25% Series B Cumulative Redeemable Preferred Stock for general working capital and other corporate purposes, including potential future repurchases or redemptions of its 8.875% Series A Cumulative Redeemable Preferred Stock and/or the repayment of outstanding indebtedness.

(b) In addition to the open-market purchases to date, on June 28, 2012, the Company redeemed 360,000 shares of its 8.875% Series A Cumulative Redeemable Preferred Stock.

Item 6. Exhibits

Exhibit 31	Section 302 Certifications
Exhibit 32	Section 906 Certifications
Exhibit 101.INS	XBRL Instance Document
Exhibit 101.SCH	XBRL Taxonomy Extension Schema Document
Exhibit 101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
Exhibit 101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
Exhibit 101.LAB	XBRL Taxonomy Extension Label Linkbase Document
Exhibit 101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

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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.

CEDAR REALTY TRUST, INC.

By: /s/ BRUCE J. SCHANZER Bruce J. Schanzer President and Chief Executive Officer (Principal executive officer)	By: /s/ PHILIP R. MAYS Philip R. Mays Chief Financial Officer (Principal financial officer)

August 9, 2012