

AMBASE CORP
Form 10-Q
May 13, 2015
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended March 31, 2015

or

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

Commission file number 1-7265

AMBASE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware 95-2962743

(State of incorporation) (I.R.S. Employer Identification No.)

ONE SOUTH OCEAN BOULEVARD, SUITE 301
BOCA RATON, FLORIDA 33432

(Address of principal executive offices) (Zip Code)

(203) 532-2000

(Registrant's telephone number, including area code)

100 Putnam Green, 3rd Floor, Greenwich, Connecticut 06830
(Former address of principal executive offices) (Zip Code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

YES X NO

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

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

(Check one): Large Accelerated Filer Accelerated Filer Non-Accelerated Filer Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES NO

At April 30, 2015, there were 40,737,751 shares outstanding of the registrant's common stock, \$0.01 par value per share.

AmBase Corporation

Quarterly Report on Form 10-Q
March 31, 2015

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PART I - FINANCIAL INFORMATION

Item 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

AMBASE CORPORATION AND SUBSIDIARIES

Condensed Consolidated Statements of Operations

(Unaudited)

(in thousands, except per share data)

	Three Months Ended March 31,	
	2015	2014
Operating expenses:		
Compensation and benefits	\$590	\$527
Professional and outside services	61	64
Property operating and maintenance	42	38
Depreciation	12	12
Insurance	36	9
Other operating	63	73
Total operating expenses	804	723
Operating income (loss)	(804)	(723)
Interest income	-	6
Realized gains (losses) on sales of investment securities	-	12
Other income	-	-
Equity income (loss) 111 West 57 th Partners LLC	(252)	(600)
Income (loss) before income taxes	(1,056)	(1,305)
Income tax expense (benefit)	30	650
Net income (loss)	(1,086)	(1,955)
Less: net income (loss) attributable to non-controlling interest	(14)	-
Net income (loss) attributable to controlling interest	\$(1,072)	\$(1,955)
Net income (loss) per common share - basic	\$(0.03)	\$(0.05)
Net income (loss) per common share - assuming dilution	\$(0.03)	\$(0.05)
Weighted average common shares outstanding - basic	40,738	40,940
Weighted average common shares outstanding - assuming dilution	40,738	40,940

The accompanying notes are an integral part of these condensed consolidated financial statements.

AMBASE CORPORATION AND SUBSIDIARIES
Condensed Consolidated Balance Sheets
(unaudited)

(in thousands, except per share data)

	March 31, 2015	December 31, 2014
Assets:		
Cash and cash equivalents	\$3,369	\$5,299
Investments securities - held to maturity	-	-
Investments securities - trading carried at fair value	-	-
Total investment securities	-	-
Real estate owned:		
Land	554	554
Buildings	1,900	1,900
Real estate owned, gross	2,454	2,454
Less: accumulated depreciation	690	678
Real estate owned, net	1,764	1,776
Investment in 111 West 57 th Partners LLC	71,482	71,038
Other assets	350	378
Total assets	\$76,965	\$78,491
Liabilities and Stockholders' Equity:		
Liabilities:		
Accounts payable and accrued liabilities	\$282	\$722
Other liabilities	-	-
Total liabilities	282	722
Commitments and contingencies (Note 10)		
Stockholders' equity:		
Common stock (\$0.01 par value, 200,000 authorized, 46,410 issued and 40,738 outstanding in 2015 and 40,738 outstanding in 2014)	464	464
Additional paid-in capital	548,304	548,304
Accumulated deficit	(471,003)	(469,931)
Treasury stock, at cost – 2015 - 5,672 shares; 2014 – 5,672 shares	(5,168)	(5,168)
Total stockholders' equity	72,597	73,669
Non-controlling interest	4,086	4,100
Total stockholders' equity including non-controlling interest	76,683	77,769
Total liabilities and stockholders' equity	\$76,965	\$78,491

The accompanying notes are an integral part of these condensed consolidated financial statements.

AMBASE CORPORATION AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows
(Unaudited)

	Three Months Ended March 31,	
(in thousands)	2015	2014
Cash flows from operating activities:		
Net income (loss)	\$(1,086)	\$(1,955)
Adjustments to reconcile net income (loss) to net cash provided (used) by operating activities		
Depreciation		