

MAYS J W INC
Form 10-Q
June 07, 2012

FORM 10-Q
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

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

For the quarterly period ended **April 30, 2012**

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

For the transition period from _____ to _____

Commission file number **1-3647**

J.W. Mays, Inc.

(Exact name of registrant as specified in its charter)

New York

11-1059070

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

9 Bond Street, Brooklyn, New York

11201-5805

(Address of principal executive offices)

(Zip Code)

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

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

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

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

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

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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 .

Indicate the number of shares outstanding of the issuer's common stock, as of the latest practicable date.

Class	Outstanding at June 6, 2012
Common Stock, \$1 par value	2,015,780 shares

This report contains 22 pages.

J. W. MAYS, INC.

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Part 1 - Financial Information
Item 1 - Financial Statements

J. W. MAYS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

	April 30 2012	July 31 2011
	(Unaudited)	(Audited)
<u>ASSETS</u>		
Property and Equipment - Net (Notes 4, 7 and 8)	\$ 44,585,865	\$ 44,690,891
Current Assets:		
Cash and cash equivalents (Note 6)	904,040	2,656,354
Marketable securities (Notes 5 and 6)	200,403	619,096
Receivables (Note 6)	695,998	264,857
Income taxes refundable	69,972	315,577
Deferred income taxes	634,000	331,000
Prepaid expenses	566,055	1,197,574
Security deposits	180,991	128,704
Total current assets	3,251,459	5,513,162
Other Assets:		
Deferred charges	3,605,846	3,468,585
Less accumulated amortization	1,825,811	1,565,380
Net	1,780,035	1,903,205
Receivables (Note 6)	120,000	150,000
Security deposits	1,036,743	1,145,434
Unbilled receivables (Note 10)	2,061,364	1,606,099
Marketable securities (Notes 5 and 6)	2,300,129	1,332,460
Total other assets	7,298,271	6,137,198
TOTAL ASSETS	\$ 55,135,595	\$ 56,341,251

LIABILITIES AND SHAREHOLDERS' EQUITY

Long-Term Debt:		
Mortgages payable (Note 7)	\$ 5,632,606	\$ 5,750,259
Note payable - related party (Note 9)	1,000,000	1,000,000
Security deposits payable	767,404	836,235
Payroll and other accrued liabilities	28,536	85,570
Total long-term debt	7,428,546	7,672,064
Deferred Income Taxes	3,134,000	2,091,000

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Current Liabilities:		
Accounts payable	41,486	142,593
Payroll and other accrued liabilities	1,906,745	1,511,225
Other taxes payable	8,969	3,376
Current portion of long-term debt (Note 7)	155,896	3,346,267
Current portion of security deposits payable	180,991	141,704
	<u> </u>	<u> </u>
Total current liabilities	2,294,087	5,145,165
	<u> </u>	<u> </u>
TOTAL LIABILITIES	12,856,633	14,908,229
	<u> </u>	<u> </u>
Shareholders' Equity:		
Common stock, par value \$1 each share (shares - 5,000,000 authorized; 2,178,297 issued)	2,178,297	2,178,297
Additional paid in capital	3,346,245	3,346,245
Unrealized gain on available-for-sale securities - net of deferred taxes of \$114,000 at April 30, 2012 and \$64,000 at July 31, 2011	146,274	126,415
Retained earnings	37,895,998	37,069,917
	<u> </u>	<u> </u>
	43,566,814	42,720,874
Less common stock held in treasury, at cost - 162,517 shares at April 30, 2012 and at July 31, 2011 (Note 13)	1,287,852	1,287,852
	<u> </u>	<u> </u>
Total shareholders' equity	42,278,962	41,433,022
	<u> </u>	<u> </u>
Contingencies (Note 14)		
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 55,135,595	\$ 56,341,251
	<u> </u>	<u> </u>

See Notes to Condensed Consolidated Financial Statements.

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J. W. MAYS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND RETAINED EARNINGS

	Three Months Ended April 30		Nine Months Ended April 30	
	2012	2011	2012	2011
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Revenues				
Rental income (Notes 6 and 10)	\$ 4,185,661	\$ 3,794,152	\$ 12,277,435	\$ 11,109,373
(Loss) on disposition of Property and Equipment	(4,215)		(4,215)	
Total revenues	4,181,446	3,794,152	12,273,220	11,109,373
Expenses				
Real estate operating expenses	1,918,185	2,045,169	6,042,225	5,977,390
Administrative and general expenses	902,911	788,934	2,788,877	2,687,793
Depreciation and amortization (Note 8)	395,827	387,495	1,175,961	1,168,773
Total expenses	3,216,923	3,221,598	10,007,063	9,833,956
Income from operations before investment income, interest expense and income taxes	964,523	572,554	2,266,157	1,275,417
Investment income and interest expense:				
Investment income (Note 5)	4,959	20,433	23,176	73,793
Interest expense (Notes 7, 9 and 12)	(120,323)	(159,360)	(410,252)	(506,242)
	(115,364)	(138,927)	(387,076)	(432,449)
Income from operations before income taxes	849,159	433,627	1,879,081	842,968
Income taxes provided	709,000	220,000	1,053,000	460,000
Net income from continuing operations	140,159	213,627	826,081	382,968
Discontinued Operations (Note 4)				
(Loss) from discontinued operations - net of taxes		(10,411)		(187,771)
Net income	140,159	203,216	826,081	195,197
Retained earnings, beginning of period	37,755,839	36,531,542	37,069,917	36,539,561
Retained earnings, end of period	\$ 37,895,998	\$ 36,734,758	\$ 37,895,998	\$ 36,734,758
Income per common share (Note 2)				
Income from continuing operations	\$.07	\$.11	\$.41	\$.19
(Loss) from discontinued operations				(.09)
Net income	\$.07	\$.11	\$.41	\$.10
Dividends per share	\$	\$	\$	\$

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Average common shares outstanding	<u>2,015,780</u>	<u>2,015,780</u>	<u>2,015,780</u>	<u>2,015,780</u>
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See Notes to Condensed Consolidated Financial Statements.

J. W. MAYS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Three Months Ended April 30		Nine Months Ended April 30	
	2012	2011	2012	2011
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Net income	\$ 140,159	\$ 203,216	\$ 826,081	\$ 195,197
Other comprehensive income, net of taxes (Note 3)				
Unrealized gain on available-for-sale securities, net of taxes of \$40,000 and \$24,000 for the three months ended April 30, 2012 and 2011, respectively, and \$50,000 and \$53,000 for the nine months ended April 30, 2012 and 2011, respectively.	2,909	47,510	19,859	103,199
Comprehensive income	\$ 143,068	\$ 250,726	\$ 845,940	\$ 298,396

See Notes to Condensed Consolidated Financial Statements.

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J. W. MAYS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Nine Months Ended April 30	
	2012	2011
	(Unaudited)	(Unaudited)
Cash Flows From Operating Activities:		
Net income from continuing operations	\$ 826,081	\$ 382,968
(Loss) from discontinued operations - net of taxes		(187,771)
Net income	826,081	195,197
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	1,175,961	1,168,773
Amortization of deferred charges	260,431	252,321
Realized loss on sale of marketable securities	16,732	
Loss on disposition of property and equipment	4,215	
Other assets - deferred charges	(137,261)	(675,175)
- unbilled receivables	(455,265)	242,530
Deferred income taxes	690,000	(58,000)
Changes in:		
Receivables	(401,141)	(13,413)
Income taxes refundable	245,605	178,460
Prepaid expenses	631,519	687,527
Accounts payable	(101,107)	125,285
Payroll and other accrued liabilities	338,486	523,980
Other taxes payable	5,593	4,853
Cash provided by operating activities	3,099,849	2,632,338
Cash Flows From Investing Activities:		
Capital expenditures	(1,075,150)	(999,549)
Security deposits	56,404	(3,749)
Marketable securities:		
Receipts from sales or maturities	503,361	310,716
Payments for purchases	(999,210)	(354,654)
Cash (used) by investing activities	(1,514,595)	(1,047,236)
Cash Flows From Financing Activities:		
Increase (decrease) - security deposits	(29,544)	3,749
Mortgage and other debt payments	(3,308,024)	(276,600)
Cash (used) by financing activities	(3,337,568)	(272,851)
Increase (decrease) in cash and cash equivalents	(1,752,314)	1,312,251
Cash and cash equivalents at beginning of period	2,656,354	1,551,630
Cash and cash equivalents at end of period	\$ 904,040	\$ 2,863,881

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Non-cash investing and financing activities - disposal of fully depreciated property and equipment

\$ 2,364,440 \$

See Notes to Condensed Consolidated Financial Statements.

J. W. MAYS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Accounting Records and Use of Estimates:

The accounting records are maintained in accordance with accounting principles generally accepted in the United States of America (GAAP). The preparation of the Company s financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses during the reporting period. The estimates that we make include allowance for doubtful accounts, depreciation and amortization, income tax assets and liabilities, fair value of marketable securities and revenue recognition. Estimates are based on historical experience where applicable or other assumptions that management believes are reasonable under the circumstances. Due to the inherent uncertainty involved in making estimates, actual results may differ from those estimates under different assumptions or conditions.

The interim financial statements are prepared pursuant to the requirements for reporting on Form 10-Q. The July 31, 2011 balance sheet was derived from audited financial statements but does not include all disclosures required by GAAP. The interim financial statements and notes thereto should be read in conjunction with the financial statements and notes included in the Company s latest Form 10-K Annual Report for the fiscal year ended July 31, 2011. In the opinion of management, the interim financial statements reflect all adjustments of a normal recurring nature necessary for a fair statement of the results for interim periods. The results of operations for the current period are not necessarily indicative of the results for the entire fiscal year ending July 31, 2012.

The computation of the annual expected effective tax rate at each interim period requires certain estimates and assumptions including, but not limited to, the expected operating income for the year, projections of the proportion of income (or loss), and permanent and temporary differences. The accounting estimates used to compute the provision for income taxes may change as new events occur, more experience is acquired, or as additional information is obtained. To the extent that the estimated annual effective tax rate changes during a quarter, the effect of the change on prior quarters is included in tax expense for the current quarter.

For the nine months ended April 30, 2012, deferred tax expense is \$690,000, of which \$389,000 is due to a change in the expected calculation of New York State and New York City taxes. Historically, the Company has calculated the aforementioned taxes based on capital, as such, the taxes were considered franchise taxes and were not included when calculating deferred taxes. Currently, management expects future taxes for New York State and New York City to be calculated based on income. Due to a move from a tax based on capital to a calculation based on income, the Company increased the deferred tax asset, deferred tax liability, and deferred taxes on unrealized gain on available-for-sale securities by \$136,000, \$551,000, and \$26,000, respectively, at April 30, 2012, with the charge to deferred tax expense for \$389,000.

2. Income Per Share of Common Stock:

Income per share has been computed by dividing the net income for the periods by the weighted average number of shares of common stock outstanding during the periods, adjusted for the purchase of treasury stock. Shares used in computing income per share were 2,015,780 for the three and nine months ended April 30, 2012 and April 30, 2011.

3. Comprehensive Income:

FASB (Financial Accounting Standards Board) ASC (Accounting Standards Codification) 220-10, Reporting Comprehensive Income, establishes standards for the reporting of comprehensive income and its components. It requires all items that are required to be recognized as components of comprehensive income be reported in a financial statement that is displayed with the same prominence as other income statement information. Comprehensive income is defined to include all changes in equity except those resulting from investments by and distributions to shareholders.

4. Discontinued Operations:

The Company's lease with its landlords at the Jowein building in Brooklyn, New York expired on April 30, 2010. The Company returned the premises in as is condition and the Company has no obligation to correct, cure or take any action relating to repairing such premises other than the cure of certain existing violations.

As part of the settlement the Company paid to the landlords' successor (490 Owner) \$1,000,000. The Company also transferred to 490 Owner title to 484 Fulton Street, Brooklyn, New York (with an appraised value of \$4,490,000) subject to the existing tenancy and 490 Owner has caused title to 14 Hanover Place, Brooklyn, New York (with an appraised value of \$900,000) to be transferred to the Company. The appraised values of the two buildings were based upon a review of comparables (other properties which are believed by the appraisers to be similar to the properties subject to the appraisals). The appraised values of the two properties were not derived from a negotiation between the parties as to the actual purchase and sale prices for such properties since no such negotiation took place. Nor were such appraised values derived using other valuation methods, such as the net present value from cash flows. Accordingly, these appraised values are merely estimated values of the properties. The exchange was accounted for under ASC Topic 805 Exchanges of Nonmonetary Assets.

The Condensed Consolidated Statements of Income and Retained Earnings have been reclassified to show discontinued operations as a line item. The components are as follows:

	Three Months Ended April 30		Nine Months Ended April 30	
	2012	2011	2012	2011
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Revenues				
Rental income	\$	\$	\$	\$
Expenses				
Real estate operating expenses				
Lease termination expenses		25,411		327,771
Depreciation and amortization				
Total		25,411		327,771
(Loss) from discontinued operations		(25,411)		(327,771)
Income tax (benefit)		(15,000)		(140,000)
Net (loss) from discontinued operations - net of taxes	\$	\$ (10,411)	\$	\$ (187,771)

5. Marketable Securities:

The Company categorizes marketable securities as either trading, available-for-sale or held-to-maturity. Trading securities are carried at fair value with unrealized gains and losses included in income. Available-for-sale securities are carried at fair value measurements using quoted prices in active markets for identical assets or liabilities with unrealized gains and losses recorded as a separate component of shareholders' equity. Held-to-maturity securities are carried at amortized cost. Dividends and interest income are accrued as earned. Realized gains and losses are determined on a specific identification basis. The Company reviews marketable securities for impairment whenever circumstances and situations change such that there is an indication that the carrying amounts may not be recovered. The Company did not classify any securities as trading during the nine months ended April 30, 2012 and April 30, 2011. The Company did not have any assets valued using Level 2 or 3 valuation methods during the nine months ended April 30, 2012 and as of July 31, 2011.

In accordance with the provisions of *Fair Value Measurements*, the following are the Company's financial assets presented at fair value at April 30, 2012 and July 31, 2011.

Description	Fair value measurements at reporting date using							
	April 30 2012	Quoted prices in active markets for identical assets/liabilities	Significant other observable inputs	Significant unobservable inputs	July 31 2011	Quoted prices in active markets for identical assets/liabilities	Significant other observable inputs	Significant unobservable inputs
		(Level 1)	(Level 2)	(Level 3)		(Level 1)	(Level 2)	(Level 3)
Assets:								
Marketable securities -								
available-for-sale	\$ 2,223,697	\$ 2,223,697	\$	\$	\$ 1,332,460	\$ 1,332,460	\$	\$
held-to-maturity	230,012	230,012			575,937	575,937		
	<u>\$ 2,453,709</u>	<u>\$ 2,453,709</u>	<u>\$</u>	<u>\$</u>	<u>\$ 1,908,397</u>	<u>\$ 1,908,397</u>	<u>\$</u>	<u>\$</u>

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As of April 30, 2012 and July 31, 2011, the Company's marketable securities were classified as follows:

	April 30, 2012			July 31, 2011				
	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Current:								
Held-to-maturity:								
Certificate of deposit	\$ 50,222	\$	\$	\$ 50,222	\$ 50,157	\$	\$	\$ 50,157
Corporate debt securities	150,181	1,268		151,449	568,939	7,072	74	575,937
	<u>\$ 200,403</u>	<u>\$ 1,268</u>	<u>\$</u>	<u>\$ 201,671</u>	<u>\$ 619,096</u>	<u>\$ 7,072</u>	<u>\$ 74</u>	<u>\$ 626,094</u>
Noncurrent:								
Available-for-sale:								
Mutual funds	\$ 1,253,169	\$ 136,802	\$	\$ 1,389,971	\$ 1,031,793	\$ 107,627	\$	\$ 1,139,420
Equity securities	710,255	130,974	7,503	833,726	110,252	82,788		193,040
	<u>\$ 1,963,424</u>	<u>\$ 267,776</u>	<u>\$ 7,503</u>	<u>\$ 2,223,697</u>	<u>\$ 1,142,045</u>	<u>\$ 190,415</u>	<u>\$</u>	<u>\$ 1,332,460</u>
Held-to-maturity:								
Corporate debt securities	\$ 76,432	\$ 2,131	\$	\$ 78,563	\$	\$	\$	\$

The Company's debt and equity securities, gross unrealized losses and fair value, aggregated by investment category and length of time that the investment securities have been in a continuous unrealized loss position, at April 30, 2012, are as follows.

	Fair Value	Less Than 12 Months	More Than 12 Months
Equity securities	\$ 91,409	\$ 7,503	\$

Investment income consists of the following:

	Three Months Ended April 30		Nine Months Ended April 30	
	2012	2011	2012	2011
Loss on sale of marketable securities	\$ (2,500)	\$	\$ (16,732)	\$
Interest income	(1,031)	8,299	7,321	36,600
Dividend income	8,490	12,134	32,587	37,193
Total	<u>\$ 4,959</u>	<u>\$ 20,433</u>	<u>\$ 23,176</u>	<u>\$ 73,793</u>

6. Financial Instruments and Credit Risk Concentrations:

Financial instruments that are potentially subject to concentrations of credit risk consist principally of marketable securities, cash and cash equivalents and receivables. Marketable securities and cash and cash equivalents are placed with multiple financial institutions and multiple instruments to minimize risk. No assurance can be made that such financial institutions and instruments will minimize all such risk.

The Company derives rental income from forty-nine tenants, of which one tenant accounted for 19.52% and another tenant accounted for 15.63% of rental income during the nine months ended April 30, 2012. No other tenant accounted for more than 10% of rental income during the same period.

The Company has one irrevocable Letter of Credit totaling \$230,000 at April 30, 2012 and July 31, 2011 provided by one tenant as a security deposit.

7. Long-Term Debt Mortgages:

		Current Annual Interest Rate	Final Payment Date	April 30, 2012		July 31, 2011	
				Due Within One Year	Due After One Year	Due Within One Year	Due After One Year
Jamaica, New York property	(a)	6%	4/01/12	\$	\$	\$ 1,085,542	\$
Jamaica, New York property	(b)	6.81%	10/01/11			2,113,948	
Fishkill, New York property	(c,d)	6.98%	2/18/15	44,243	1,598,534	41,655	1,631,924
Bond St. building, Brooklyn, NY	(d)	6.98%	2/18/15	111,653	4,034,072	105,122	4,118,335
Total				\$ 155,896	\$ 5,632,606	\$ 3,346,267	\$ 5,750,259

- (a) The Company, on September 11, 1996, closed a loan with a bank in the amount of \$4,000,000. The loan was secured by a first mortgage lien covering the entire leasehold interest of the Company, as tenant, in a certain ground lease and building in the Jamaica, New York property. In March 2007, the Company extended the loan for five years with an option for an additional five year period. The interest rate for the initial five years was 6.00% per annum. Interest and amortization of principal was made in constant monthly amounts based on a fifteen year (15) payout period. The Company paid off the balance of the loan in the amount of \$1,036,602 in March 2012.
- (b) The Company, on December 13, 2000, closed a loan with a bank in the amount of \$3,500,000. The loan was secured by a second position leasehold mortgage covering the entire leasehold interest of the Company, as tenant, in a certain ground lease and building in the Jamaica, New York property. The Company paid the balance due on the loan in the amount of \$2,090,493 in September 2011.
- (c) On August 19, 2004, the Company extended the then existing loan for an additional forty-two (42) months, with an option to convert the loan to a seven (7) year permanent mortgage loan. (See Note 7(d) below). The Company in February 2008 converted the loan to a seven (7) year permanent mortgage loan. The interest rate on conversion was 6.98%.
- (d) The Company, on August 19, 2004, closed a loan with a bank for a \$12,000,000 multiple draw term loan. This loan financed seventy-five (75%) percent of the cost of capital improvements for an existing lease to a tenant and capital improvements for future tenant leases at the Company's Brooklyn, New York (Bond Street building) and Fishkill, New York properties through February 2008. The loan also financed \$850,000 towards the construction of two new elevators at the Company's Brooklyn, New York property (Bond Street building). The loan consists of: a) a permanent, first mortgage loan to refinance an existing first mortgage loan affecting the Fishkill, New York property, which matured on July 1, 2004 (the First Permanent Loan) (see Note 7(c)), b) a permanent subordinate mortgage loan in the amount of \$1,870,000

(the Second Permanent Loan), and c) multiple, successively subordinate loans in the amount \$8,295,274 (Subordinate Building Loans). As of August 19, 2004, the Company refinanced the existing mortgage on the Company s Fishkill, New York property, which balance was \$1,834,726 and took down an additional \$2,820,000 for capital improvements for two tenants at the Company s Bond Street building in Brooklyn, New York. In fiscal years 2006, 2007 and 2008, the Company drew down additional amounts totaling \$916,670, on its multiple draw term loan to finance tenant improvements and brokerage commissions for the leasing of 13,026 square feet for office use at the Company s Bond Street building in Brooklyn, New York. The Company, in February 2008, converted the loan to a seven (7) year permanent mortgage loan. The interest rate on conversion was 6.98%. Since the loan has been converted to a permanent mortgage loan, the balance of the financing on this loan was for the new elevators at the Company s Bond Street building in Brooklyn, New York in the amount of \$850,000 referred to above. The \$850,000 was drawn down in fiscal 2010.

8. Property and Equipment at cost:

	April 30 2012	July 31 2011
Property:		
Buildings and improvements	\$ 68,160,718	\$ 65,575,947
Improvements to leased property	1,478,012	3,445,698
Land	6,067,805	6,067,805
Construction in progress		1,554,457
	<u>75,706,535</u>	<u>76,643,907</u>
Less accumulated depreciation	31,221,197	32,051,431
Property - net	<u>44,485,338</u>	<u>44,592,476</u>
Fixtures and equipment and other:		
Fixtures and equipment	167,687	533,341
Other fixed assets	219,384	209,864
	<u>387,071</u>	<u>743,205</u>
Less accumulated depreciation	286,544	644,790
Fixtures and equipment and other - net	<u>100,527</u>	<u>98,415</u>
Property and equipment - net	<u>\$ 44,585,865</u>	<u>\$ 44,690,891</u>

9. Note Payable:

On December 15, 2004, the Company borrowed \$1,000,000 from a former director of the Company, who is also a greater than 10% beneficial owner of the outstanding common stock of the Company. The term of the loan was for a period of three (3) years maturing on December 15, 2007 and was extended for an additional three (3) years maturing on December 15, 2010, at an interest rate of 7.50% per annum. The constant quarterly payments of interest were \$18,750 through December 15, 2010. The Company, on November 11, 2010, further extended the note for an additional three (3) years maturing on December 15, 2013, at an interest rate of 5.00% per annum. The constant quarterly payment of interest is \$12,500. The loan is unsecured. The note is prepayable in whole or in part at any time without penalty. The interest paid was \$12,500 and \$37,500 for the three and nine months ended April 30, 2012, respectively, and \$12,500 and \$46,875 for the three and nine months ended April 30, 2011 respectively.

10. Unbilled Receivables and Rental Income:

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Unbilled receivables represent the excess of scheduled rental income recognized on a straight-line basis over rental income as it becomes receivable according to the provisions of each lease.

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11. Employees Retirement Plan:

The Company contributes to a union sponsored multi-employer pension plan covering its union employees. The Company contributions to the Pension Plan were \$6,042 and \$22,675 for the three and nine months ended April 30, 2012, respectively, and \$6,542 and \$19,859 for the three and nine months ended April 30, 2011, respectively. The Company also contributes to union sponsored health benefit plans.

The Company sponsors a noncontributory Money Purchase Plan covering substantially all of its non-union employees. Operations were charged \$87,460 and \$259,968 as contributions to the Plan for the three and nine months ended April 30, 2012, respectively, and \$76,047 and \$247,478 as contributions to the Plan for the three and nine months ended April 30, 2011, respectively.

12. Cash Flow Information:

For purposes of reporting cash flows, the Company considers cash equivalents to consist of short-term highly liquid investments with maturities of three (3) months or less, which are readily convertible into cash.

Supplemental disclosure:	Nine Months Ended April 30	
	2012	2011
Interest paid, net of capitalized interest of \$1,269 (2012) and \$19,701 (2011)	\$ 429,680	\$ 499,958
Income taxes paid	\$ 117,395	\$ 199,540

13. Capitalization:

The Company is capitalized entirely through common stock with identical voting rights and rights to liquidation. Treasury stock is recorded at cost and consists of 162,517 shares at April 30, 2012 and at July 31, 2011.

14. Contingencies:

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

The Company was required to remove the foot bridge over Bond Street in Brooklyn, New York by June 2012. The removal of the foot bridge was completed in November 2011 at a cost of \$309,423. These expenditures were accrued as of July 31, 2011 and included in the audited financial statements included in the July 31, 2011 Form 10-K.

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

Item 2.

**J. W. MAYS, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS
AND FINANCIAL CONDITION**

Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with our financial statements and related notes thereto contained in this report. In this discussion, the words "Company", "we", "our" and "us" refer to J.W. Mays, Inc. and its subsidiaries.

Forward Looking Statements:

The following can be interpreted as including forward looking statements under the Private Securities Litigation Reform Act of 1995. The words "outlook", "intend", "plans", "efforts", "anticipates", "believes", "expects" or words of similar import typically identify such statements. Various important factors that could cause actual results to differ materially from those expressed in the forward-looking statements are identified under the heading "Cautionary Statement Regarding Forward-Looking Statements" below. Our actual results may vary significantly from the results contemplated by these forward-looking statements based on a number of factors including, but not limited to, availability of labor, marketing success, competitive conditions and the change in economic conditions of the various markets we serve.

Critical Accounting Policies and Estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues, expenses and related disclosure of contingent assets and liabilities. We believe the critical accounting policies in Note 1 to the Condensed Consolidated Financial Statements affect our more significant judgments and estimates used in the preparation of our financial statements. Actual results may differ from these estimates under different assumptions and conditions. (See Note 1 on page 7 to the Condensed Consolidated Financial Statements herein and Note 1 on pages 8 and 9 to the Consolidated Financial Statements in the Annual Report to Shareholders for the fiscal year ended July 31, 2011).

Results of Operations:

Three months Ended April 30, 2012 Compared to the Three months Ended April 30, 2011:

In the three months ended April 30, 2012, the Company reported net income of \$140,159, or \$.07 per share. In the comparable three months ended April 30, 2011, the Company reported net income of \$203,216, or \$.11 per share.

In the three months ended April 30, 2012, the Company reported net income from continuing operations of \$140,159, or \$.07 per share. In the comparable three months ended April 30, 2011, the Company reported net income from continuing operations of \$213,627, or \$.11 per share.

In the three months ended April 30, 2012, the Company did not have income (loss) from discontinued operations. In the comparable three months ended April 30, 2011, the Company reported a net loss from discontinued operations of (\$10,411), or (\$.00) per share.

Revenues from continuing operations in the current three months increased to \$4,181,446 from \$3,794,152 in the comparable 2011 three months primarily due to increased rents from existing tenants and one new office tenant at the Company's Nine Bond Street, Brooklyn, New York building.

Real estate operating expenses from continuing operations in the current three months decreased to \$1,918,185 from \$2,045,169 in the comparable 2011 three months primarily due to decreases in utilities partially offset by increases in payroll costs and rental expense.

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Administrative and general expenses from continuing operations in the current three months increased to \$902,911 from \$788,934 in the comparable 2011 three months primarily due to increases in legal and professional costs and pension costs.

Depreciation and amortization expense from continuing operations in the current three months increased to \$395,827 from \$387,495 in the comparable 2011 three months.

Interest expense in the current three months exceeded investment income by \$115,364 and by \$138,927 in the comparable 2011 three months. The decrease in the excess of interest expense over investment income was due primarily to scheduled repayments of debt.

Nine months Ended April 30, 2012 Compared to the Nine months Ended April 30, 2011:

In the nine months ended April 30, 2012, the Company reported net income of \$826,081, or \$.41 per share. In the comparable nine months ended April 30, 2011, the Company reported net income of \$195,197, or \$.10 per share.

In the nine months ended April 30, 2012, the Company reported net income from continuing operations of \$826,081, or \$.41 per share. In the comparable nine months ended April 30, 2011, the Company reported net income from continuing operations of \$382,968 or \$.19 per share.

In the nine months ended April 30, 2012, the Company did not have income (loss) from discontinued operations. In the comparable nine months ended April 30, 2011, the Company reported a net loss from discontinued operations of (\$187,771), or (\$.09) per share.

Revenues from continuing operations in the current nine months increased to \$12,273,220 from \$11,109,373 in the comparable 2011 nine months primarily due to increased rents from existing tenants and one new office tenant at the Company's Nine Bond Street, Brooklyn, New York building.

Real estate operating expenses from continuing operations in the current nine months increased to \$6,042,225 from \$5,977,390 in the comparable 2011 nine months primarily due to increases in real estate taxes, payroll costs, maintenance costs and rental expense partially offset by decreases in utilities.

Administrative and general expenses from continuing operations in the current nine months increased to \$2,788,877 from \$2,687,793 in the comparable 2011 nine months primarily due to increases legal and professional costs and pension costs partially offset by decreases in payroll and medical costs.

Depreciation and amortization expense from continuing operations in the current nine months increased to \$1,175,961 from \$1,168,773 in the comparable 2011 nine months.

Interest expense in the current nine months exceeded investment income by \$387,076 and by \$432,449 in the comparable 2011 nine months. The decrease in the excess of interest expense over investment income was due primarily to scheduled repayments of debt.

Liquidity and Capital Resources:

The Company has been operating as a real estate enterprise since the discontinuance of the retail department store segment of its operations on January 3, 1989.

Management considers current working capital and borrowing capabilities adequate to cover the Company's planned operating and capital requirements. The Company's cash and cash equivalents amounted to \$904,040 at April 30, 2012.

In September 2009, the Company entered into a lease agreement with a drive-in restaurant at the Company's Massapequa premises. The drive-in restaurant will construct a new building. Rent commenced in April 2012. This replaced the tenant that vacated the premises in April 2009. The rental income from this lease agreement will more than offset the rental income lost from the previous tenant.

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In October, 2010, the Company entered into a lease agreement with a tenant for 18,218 square feet for office space at the Company's Nine Bond Street, Brooklyn, New York building. The cost of construction and brokerage commissions to the Company was \$2,160,241. The Company has financed these costs through operating funds. The project was completed in November 2011. Rent commenced in March 2012.

In September, 2011, the Company paid the outstanding balance of a loan on the Jamaica, New York property in the amount of \$2,090,493 (see Note 7(b) to the Condensed Consolidated Financial Statements).

In March, 2012, the Company paid the outstanding balance of a loan on the Jamaica, New York property in the amount of \$1,036,602 (see note 7(a) to the condensed consolidated financial statements).

Cash Flows From Operating Activities:

Deferred Charges: The Company had expenditures for brokerage commissions in the nine months ended April 30, 2012 in the amount of \$137,261, relating to a tenant at its Massapequa, New York property, a tenant at its Nine Bond Street, Brooklyn, New York property and a tenant at its Circleville, Ohio property.

Payroll and Other Accrued Liabilities: The Company incurred \$137,261 for brokerage commissions in order to lease space at the Company's property in Massapequa, New York, Nine Bond Street, Brooklyn, New York property and Circleville, Ohio property in the nine months ended April 30, 2012. The balance due as of April 30, 2012 is \$107,813. The Company also owed a balance of \$278,720 at April 30, 2012 for the new electrical service at its 25 Elm Place, Brooklyn, New York building.

Cash Flows From Investing Activities:

The Company had expenditures of \$147,884 in the nine months ended April 30, 2012 for the renovation of 18,218 square feet for office space for a tenant at the Company's Nine Bond Street, Brooklyn, New York building. The cost of the project was \$1,684,831 and was completed in November 2011. The Company also had expenditures of \$258,000 and \$307,898 in the nine months ended April 30, 2012 for a new heating system and electrical service, respectively, at its 25 Elm Place, Brooklyn, New York building.

Cash Flows From Financing Activities:

The Company paid the outstanding balances of loans on the Jamaica, New York property in the amount of \$2,090,493 and \$1,036,602 in September 2011 and March 2012, respectively.

Cautionary Statement Regarding Forward-Looking Statements:

This section, Management's Discussion and Analysis of Financial Condition and Results of Operations, other sections of this Report on Form 10-Q and other reports and verbal statements made by our representatives from time to time may contain forward-looking statements that are based on our assumptions, expectations and projections about us and the real estate industry. These include statements regarding our expectations about revenues, our liquidity, our expenses and our continued growth, among others. Such forward-looking statements by their nature involve a degree of risk and uncertainty. We caution that a variety of factors, including but not limited to the factors listed below, could cause business conditions and our results to differ materially from what is contained in forward-looking statements:

- changes in the rate of economic growth in the United States;
- the ability to obtain credit from financial institutions and at what costs;
- changes in the financial condition of our customers;
- changes in regulatory environment;
- lease cancellations;
- changes in our estimates of costs;
- war and/or terrorist attacks on facilities where services are or may be provided;
- outcomes of pending and future litigation;
- increasing competition by other companies;
- compliance with our loan covenants;
- recoverability of claims against our customers and others by us and claims by third parties against us; and

changes in estimates used in our critical accounting policies.

Other factors and assumptions not identified above were also involved in the formation of these forward-looking statements and the failure of such other assumptions to be realized, as well as other factors, may also cause actual results to differ materially from those projected. Most of these factors are difficult to predict accurately and are generally beyond our control. You should consider the areas of risk described above in connection with any forward-looking statements that may be made by us.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise. You are advised, however, to review any additional disclosures we make in proxy statements, Quarterly Reports on Form 10-Q, Annual Reports on Form 10-K and Current Reports on Form 8-K filed with the United States Securities and Exchange Commission.

Item 3. Quantitative and Qualitative Disclosures About Market Risk:

The Company uses fixed-rate debt to finance its capital requirements. These transactions do not expose the Company to market risk related to changes in interest rates. The Company does not use derivative financial instruments. At April 30, 2012, the Company had fixed-rate debt of \$6,788,502.

Item 4. Controls and Procedures:

The Company's management reviewed the Company's internal controls and procedures and the effectiveness of these controls. As of April 30, 2012, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Rules 13a-14(c) and 15d-14(c) of the Securities Exchange Act of 1934. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective in timely alerting them to material information relating to the Company required to be included in its periodic SEC filings.

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

Part II - Other Information

Item 1A. Risk Factors

There have been no changes to our risk factors from those disclosed in our Annual Report on Form 10-K for our fiscal year ended July 31, 2011.

Item 6. Exhibits and Reports on Form 8-K

(a) List of Exhibits:

Exhibit Number	Exhibit	Sequentially Numbered Page
(3)	Articles of Incorporation and Bylaws	N/A
(10)	Material contracts	N/A
(11)	Statement re computation of per share earnings	N/A
(12)	Statement re computation of ratios	N/A
(14)	Code of ethics	N/A
(15)	Letter re unaudited interim financial information	N/A
(18)	Letter re change in accounting principles	N/A
(19)	Report furnished to security holders	N/A
(31)	Additional exhibits Certifications Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	
	(31.1) Chief Executive Officer	20
	(31.2) Chief Financial Officer	21
(32)	Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350	22

(b) Reports on Form 8-K One report on Form 8-K was filed by the registrant during the three months ended April 30, 2012.

Item reported:

The Company reported its financial results for the three and six months ended January 31, 2012. Date of report filed - March 8, 2012.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

J.W. MAYS, Inc.

(Registrant)

Date June 6, 2012

Lloyd J. Shulman

Lloyd J. Shulman
President
Chief Executive Officer

Date June 6, 2012

Mark S. Greenblatt

Mark S. Greenblatt
Vice President
Chief Financial Officer