

CAPITAL PROPERTIES INC /RI/  
Form 10-K  
March 12, 2014  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**  
**FORM 10-K**

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

For the fiscal year ended December 31, 2013

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-08499

**CAPITAL PROPERTIES, INC.**

(Exact name of registrant as specified in its charter)

**Rhode Island**  
(State or other jurisdiction of  
incorporation or organization)

**05-0386287**  
(IRS Employer  
Identification No.)

**100 Dexter Road**

**East Providence, Rhode Island**  
(Address of principal executive offices)

**02914**  
(Zip Code)  
**(401) 435-7171**

(Registrant's telephone number, including area code)

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

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Title of each class	Name of each exchange on which registered
Class A Common Stock, \$.01 par value	OTCQX

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

NONE

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the 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 (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files.) Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company.

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input type="checkbox"/>	Smaller Reporting Company <input checked="" type="checkbox"/>

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

As of June 30, 2013, the aggregate market value of the Class A voting stock held by non-affiliates of the Company was \$13,502,000, which excludes voting stock held by directors, executive officers and holders of 5% or more of the voting power of the Company's common stock (without conceding that such persons are affiliates of the Company for purposes of federal securities laws). The Company has no outstanding non-voting common equity.

As of March 3, 2014, the Company had 6,599,912 shares of Class A Common Stock outstanding.

#### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Company's Proxy Statement for the 2014 Annual Meeting of Shareholders to be held on April 29, 2014, are incorporated by reference into Part III of this Form 10-K.

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**CAPITAL PROPERTIES, INC.**

**FORM 10-K**

**FOR THE YEAR ENDED DECEMBER 31, 2013**

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**PART I**

**FORWARD-LOOKING STATEMENTS**

Certain portions of this report, and particularly the Management's Discussion and Analysis of Financial Condition and Results of Operations, contain forward-looking statements within the meaning of Sections 27A of the Securities Act of 1933, as amended, and Sections 21E of the Securities Exchange Act of 1934, as amended, which represent the Company's expectations or beliefs concerning future events. The Company cautions that these statements are further qualified by important factors that could cause actual results to differ materially from those in the forward-looking statements, including, without limitation, the following: the ability of the Company to generate adequate amounts of cash; the collectability of the accrued leasing revenues when due over the terms of the long-term land leases and the early termination of the Parcel 6B and Parcel 6C land leases; the commencement of additional long-term land leases; changes in economic conditions that may affect either the current or future development on the Company's parcels; the ability to lease the petroleum storage facility on favorable terms and conditions; and exposure to contamination, remediation or similar costs associated with the operation of the petroleum storage facility. The Company does not undertake the obligation to update forward-looking statements in response to new information, future events or otherwise.

**Item 1. Business**  
**Business Development**

The Company was organized as a business corporation under the laws of Rhode Island in 1983 as Providence and Worcester Company and is the successor by merger in 1983 to a corporation also named Providence and Worcester Company which was organized under the laws of Delaware in 1979. In 1984, the Company's name was changed to Capital Properties, Inc.

**General Economic Conditions**

The current economic conditions have had limited impact on the Company's results of operations to date. As none of the Company's leases require the tenant to provide financial information, the Company has no information concerning the impact of current economic conditions on its major tenants. The Company has not experienced any defaults under its long-term leases after construction of improvements has been undertaken.

**Segments**

The Company operates in two segments: leasing and petroleum storage. For financial information, see Note 9 of Notes to Consolidated Financial Statements in Item 8.

**Leasing**

**Capital Center**

The leasing segment is principally devoted to the leasing of Company-owned land in the Capital Center area ( Capital Center ) in downtown Providence, Rhode Island under long-term ground leases. The Company owns approximately 18 acres in the Capital Center consisting of 13 individual parcels. The Capital Center (approximately 77 acres of land) is the result of a development project undertaken by the State of Rhode Island, the City of Providence, the National Railroad Passenger Corporation ( Amtrak ) and the Company during the 1980's in which two rivers, the Moshassuck and the Woonasquatucket, were moved, Amtrak's Northeast Corridor rail line was relocated, a new Amtrak/commuter railroad station was constructed and significant public improvements were made to improve pedestrian and vehicular traffic in the area.

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With the exception of the Steeple Street property, the Company has not acted, and does not intend to act, as a developer with respect to any improvements constructed on Company-owned parcels. Rather, the Company offers individual parcels for lease pursuant to long-term ground leases with terms of 99 years or more. Each lease contains provisions permitting the tenant to develop the parcel under certain terms and conditions. Each lease provides for periodic rent adjustments of various kinds. Under the leases, the tenants are responsible for insuring the Company against various hazards and events. Each tenant is required to indemnify the Company with respect to all of the tenant's activities on the land. The leases contain other terms and conditions customary to such instruments.

The Company first began offering parcels for lease in the Capital Center area in the late 1980's. As of December 31, 2013, nine parcels have been leased by the Company under long-term leases of 99 years or more. Of the nine parcels, seven have improvements constructed thereon as follows:

13-story office building (235,000 gross square feet)

8-story 225-unit residential building (454,000 gross square feet)

4-story office building (114,000 gross square feet)

10-story office building (210,000 gross square feet)

17-story and a 19-story residential buildings containing 193 units (307,000 gross square feet) and a 13-story office building (325,000 gross square feet)

4-story 96-unit residential building (120,000 gross square feet) and

330-car public parking garage.

While seeking developers, the Company also leases Parcels 3E, 3W, 4E and 4W in the Capital Center area for public parking purposes on a short-term basis to Metropark, Ltd.

### Parcel 20 Adjacent to the Capital Center

Since the 1980's, the Company has owned an undeveloped parcel of land adjacent to the Capital Center, which is leased out for public parking purposes on a short-term basis. In 2007, the Company purchased the adjacent parcel containing a three/four-story 18,000 square foot building (the Steeple Street Building) and related land for \$2,329,000, which, together with the previously-owned land, now comprises Parcel 20, containing 26,600 square feet. The Steeple Street Building is on the State Registry of Historic Buildings. During 2010-11, the Company substantially rehabilitated the Building. The Building has three commercial tenants with additional space available for lease.

All of the properties described above are shown on a map contained in Exhibit 20.1.

### Lamar Lease

The Company, through a wholly-owned subsidiary, leases 23 outdoor advertising locations containing 44 billboard faces along interstate and primary highways in Rhode Island and Massachusetts to Lamar Outdoor Advertising, LLC (Lamar) under a lease which now expires in 2045. All but one of these locations are controlled by the Company through permanent easements granted to the Company pursuant to an agreement between the Company and Providence & Worcester Railroad Company, a related company (Railroad); the remaining location is leased by the Company from a third party with a remaining term of eighteen months with an option to renew for an additional five years.

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Although no new locations have been added since 2002, in 2013 Lamar converted billboards at two locations to electronic boards, which conversions extended the term of the lease for a total of twelve years to 2045. Lamar has a right of first refusal for additional billboard location sites acquired by the Company in New England and Metropolitan New York City.

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The lease with Lamar provides, among other things, for the following: (1) the base rent will increase annually at the rate of 2.75% for each leased billboard location commencing June 1, 2006 and on each June 1 thereafter; and (2) in addition to base rent, for each 12-month period commencing each June 1, Lamar must pay to the Company 30% of the gross revenues from each standard billboard and 20% of the gross revenues from each electronic billboard for such 12-month period, reduced by the sum of (a) commissions paid to third parties and (b) the base monthly rent for each leased billboard display for such 12-month period. The Lamar lease contains other terms and conditions customary to such instruments.

The Company has the right to require the Railroad to grant to it additional permanent easements for the location of billboards along the Railroad's right-of-way on commercially reasonable terms.

A summary of the long-term leases which have commenced is as follows:

Parcels in Capital Center Area								
Parcel Number	Description of Usage	Term of Lease	Termination Date	Options to Extend Lease	Current Annual Contractual Rental	Contingent Rental	Next Periodic Rental Adjustment	Annual Rent After Next Adjustment and/or Type of Next Adjustment
2	Residential/ Office	103 Yrs.	2108	Two 75-Year	\$ 456,000	None	2018	Cost-of-Living Adjustment
3S	Office	99 Yrs.	2087	None	\$ 485,000	None	2014	\$618,000
5	Residential	149 Yrs.	2142	None	\$ 540,000	1% Gross Revenues	2033	Appraisal
6A	Residential	99 Yrs.	2107	Two 50-Year	\$ 300,000	None	2014	\$330,000
6B	Residential/Office	99 Yrs.	2107	Two 50-Year	\$ 175,000	None	2014	Cost-of-Living Adjustment
6C	Residential/Office	99 Yrs.	2107	Two 50-Year	\$	None	2015	\$200,000
7A	Garage	99Yrs.	2104	Two 75-Year	\$ 113,000	None	2015	Cost-of-Living Adjustment
8	Office	99 Yrs.	2090	None	\$ 270,000	1% Gross Revenues	2015	Cost-of-Living Adjustment
9	Office	149 Yrs.	2153	None	\$ 360,000	None	2016	\$378,000
<b>Lamar</b>								
Description of Usage	Term of Lease	Termination Date	Options to Extend Lease	Current Annual Contractual Rental	Contingent Rental	Next Periodic Rental Adjustment	Annual Rent After Next Adjustment and/or Type of Next Adjustment	

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Billboard	39 Yrs.	2045	See Lamar Lease above	\$ 799,000	See Lamar Lease above	2014	\$ 827,000
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The following table sets forth those major tenants whose revenues exceed 10 percent of the Company's leasing segment revenues for the years ended December 31, 2013 and 2012:

	2013	2012
Lamar Outdoor Advertising, LLC	\$ 934,000	\$ 893,000
Metropark, Ltd	620,000	606,000
AvalonBay Communities, Inc.	557,000	404,000*
One Citizens Plaza Holdings LLC	485,000	485,000
261 LLC and 262 LLC	475,000	418,000*
Intercontinental Real Estate Investment Fund IV LLC	456,000	456,000
	\$ 3,527,000	\$ 3,262,000

\* Amounts which do not represent greater than 10 percent in 2012 but are presented for comparative purposes only

Competition

The Company competes for tenants with other owners of undeveloped real property in downtown Providence. The Company maintains no listing of other competitive properties and will not engage in a competitive bid arrangement with proposed developers. The Company's refusal to sell the land that it owns may restrict the number of interested developers. As to the Steeple Street Building, the Company competes for tenants with other office and commercial buildings located in downtown Providence.

Employees

The leasing segment has two employees.

**Petroleum Storage**Terminal and Pier Facility

The Company, through its wholly-owned subsidiary, Dunellen, LLC, owns a petroleum storage terminal containing 1,004,000 shell barrels (the Terminal) and the Wilkesbarre Pier (the Pier), collectively referred to as the Facility, located in East Providence, Rhode Island. The Terminal utilizes the Pier and pipelines connecting the Pier to the Terminal. For the period May 1, 1998 to April 30, 2013, the Company leased the Facility to Global Companies, LLC (Global) for the storage and sale of petroleum distillates and operated the Facility for Global pursuant to a contract with another Company subsidiary, Capital Terminal Company. The Company was responsible for labor, insurance, a portion of the real property taxes and other operating expenses, as well as certain capital improvements.

Under the terms of the Option Agreement between the Company and Global dated June 9, 2003 (the Option Agreement), on April 27, 2012, Global preliminarily exercised its option to purchase the Company's Facility. In compliance with the Option Agreement, the Company thereafter provided Global with a calculation of Adjusted Book Value (as that term is defined in the Option Agreement) of the Facility, which amounted to \$19,700,000. Global then elected to proceed with the determination of Appraised Value (as defined in the Option Agreement). Global and the Company each selected an appraiser and elected to defer selection of a third appraiser until their respective appraisers completed their appraisals and discussed the results. The Company's appraiser arrived at an appraised value of \$46,200,000 for the Facility. Global's appraiser arrived at a value of \$15,400,000 for the Facility. As required by the Option Agreement, the two appraisers then engaged a third appraiser who on May 17, 2013 appraised the Facility at \$35,000,000. Global had ten business days following the receipt of the third appraisal to elect to proceed with a feasibility study of the Facility, which it failed to do. As a result, the Option Agreement terminated on June 3, 2013.



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### **Termination of Global Lease:**

On May 1, 2012, the Company gave Global notice of non-extension of the Global lease. Global was solely responsible for the removal of its inventory and the cleaning of the tanks prior to May 1, 2013 and the costs associated with these activities. The Global lease terminated on April 30, 2013, and the Company took full control of the Facility on that date. Prior to April 30, 2013, Global completed the removal of product and the cleaning of the tanks. The final inspection report indicated that two tanks required repairs, which repairs were done by the Company and the costs reimbursed by Global.

### **Atlantic Trading & Marketing, Inc.:**

Effective September 1, 2013, the Company entered into a through-put lease with Atlantic Trading & Marketing, Inc. ( ATMI ) for 425,000 shell barrels for a term of eight months with automatic three-month extensions unless terminated by either party. In addition, the Company granted ATMI a month-to-month option to lease up to 220,000 additional barrels on an as-used basis. Under the terms of the ATMI lease, the Company provides terminaling services related to the receipt, storage and delivery at the Terminal's loading rack to customers of ATMI's marketing agent. ATMI has notified the Company that it will vacate the Facility on April 30, 2014. Subsequent to its notice of nonrenewal, ATMI expressed interest in negotiating an extension of its lease through April 30, 2015, at a reduced rent for the summer months. There is no assurance that the Company and ATMI will reach agreement on an extension.

### **Marketing Plan**

Management prepared, and the Board approved, a marketing plan for the Facility. In light of ATMI's decision to terminate its lease as of April 30, 2014, the Company is currently marketing the Terminal for lease and is considering all of its other options with respect to the Facility. To the extent the Company is unsuccessful in renting at least a significant portion of the Terminal at favorable rates, there could be a material adverse impact on the Company's revenues and its net income.

### **Environmental**

The operation of a petroleum storage facility carries with it the risk of environmental contamination.

#### ***Pipeline rupture (2011):***

On August 31, 2011, while excavating in connection with the construction of a highway for the Rhode Island Department of Transportation ( RIDOT ), Cardi Corporation ( Cardi ) ruptured an underground pipeline controlled and used by the Company for the transportation of ULSD from the Wilkesbarre Pier to the Terminal. At the time, the Company was receiving product from a barge and, as a result of the rupture, approximately 70,000 gallons of ULSD were discharged. Pursuant to the Company's Emergency Response Plan, representatives of the Company took control of the spill site and coordinated the response of various governmental agencies as well as private contractors. Approximately 56,000 gallons of spilled diesel were recovered. On September 6, 2011, the Company turned over the responsibility for the cleanup to Cardi.

The Company notified the required government agencies and its insurance carriers of the rupture.

The total cost incurred by the Company in responding to the emergency and repairing the pipeline was \$363,000. Cardi paid the Company as follows: \$89,000 in November 2011, \$184,000 in February 2012, and the balance of \$90,000 in May 2012.

#### ***Environmental incident (2002):***

In 2002, during testing of monitoring wells at the Terminal, the Company's consulting engineer discovered free floating phase product in a groundwater monitoring well located on that portion of the Terminal purchased in 2000. Laboratory analysis indicated that the product was gasoline, which is not a product the

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Company ever stored at the Terminal. The Company commenced an environmental investigation and analysis, the results of which indicate that the gasoline did not come from the Terminal. The Company notified RIDEM. RIDEM subsequently identified Power Test Realty Partnership ( Power Test ), the owner of an adjacent parcel, as a potentially responsible party for the contamination. Getty Properties Corp. is the general partner of Power Test. Power Test challenged that determination and, after an administrative hearing, in October 2008 a RIDEM Hearing Officer determined that Power Test is responsible for the discharge of the petroleum product under the Rhode Island Oil Pollution Control Act, R.I.G.L. Section 46-12.5.1-3 and Rule 6(a) and 12(b) of the Oil Pollution Control Regulations. The RIDEM Decision and Order requires Power Test to remediate the contamination as directed by RIDEM and remanded the proposed penalty to RIDEM for recalculation. In November 2008, Power Test appealed the decision to the Rhode Island Superior Court. In addition, in November 2008, Power Test sought, and received, a stay of the Decision and Order of the Hearing Officer pending a clarification by RIDEM of the amount of the proposed penalty. In October 2009, RIDEM issued a recalculated administrative penalty, and, subsequently, the RIDEM Hearing Officer issued a recommended amended decision, which was affirmed as a final decision by the RIDEM Director in December 2009. In January 2010, Power Test appealed that decision to Superior Court. In September 2011, the Superior Court affirmed the decision of the RIDEM director. Power Test has appealed that decision to the Rhode Island Supreme Court.

In April 2009, the Company sued Power Test and Getty Properties Corp. in the Rhode Island Superior Court seeking remediation of the site or, in the alternative, the cost of the remediation. On May 1, 2009, Power Test and Getty Properties Corp. removed the action to the United States District Court for the District of Rhode Island ( the Court ). On May 22, 2009, Power Test and Getty Properties Corp. answered the Complaint and filed a Counterclaim against Dunellen, LLC and Capital Terminal Company alleging that Dunellen, LLC and Capital Terminal Company are responsible for the contamination. Getty Properties Corp. and Power Test joined Getty Petroleum Marketing, Inc., the tenant under a long-term lease with Getty Properties Corp. of the adjacent property, as a defendant. The Company amended its Complaint to add Getty Petroleum Marketing, Inc. as a defendant. Getty Petroleum Marketing, Inc. moved for summary judgment against the Company, Getty Properties Corp. and Power Test. On December 5, 2011, Getty Petroleum Marketing, Inc. filed for bankruptcy under Chapter 11 of the United States Bankruptcy Act. Thereafter, with Bankruptcy Court approval, Getty Petroleum Marketing, Inc. rejected its lease with Getty Properties Corp. On August 24, 2012, the Bankruptcy Court approved a plan to liquidate Getty Petroleum Marketing, Inc. On January 15, 2013, the Court granted Getty Petroleum Marketing, Inc.'s motion for summary judgment against the Company, Getty Properties Corp. and Power Test, dismissing the Company's third-party complaint.

The parties have agreed to stay the litigation pending a determination by the Rhode Island Supreme Court on the Power Test appeal. There can be no assurance that the Company will prevail in this litigation.

Since January 2003, the Company has not incurred significant costs in connection with this matter, other than ongoing litigation costs, and is unable to determine the costs it might incur to remedy the situation, as well as any costs to investigate, defend and seek reimbursement from the responsible party with respect to this contamination.

*Environmental remediation (1994):*

In 1994, a leak was discovered in a 25,000 barrel storage tank at the Terminal which allowed the escape of a small amount of fuel oil. All required notices were made to RIDEM. In 2000, the tank was demolished and testing of the groundwater indicated that there was no large pooling of contaminants. In 2001, RIDEM approved a plan pursuant to which the Company installed a passive system consisting of three wells and commenced monitoring the wells.

In 2003, RIDEM decided that the passive monitoring system previously approved was not sufficient and required the Company to design an active remediation system for the removal of product from the contaminated site. The Company and its consulting engineers began the pre-design testing of the site in the

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fourth quarter of 2004. The consulting engineers estimated a total cost of \$200,000 to design, install and operate the system, which amount was accrued in 2004. Through 2006, the Company had expended \$119,000 and has not incurred any additional costs since then. In 2011, RIDEM notified the Company to proceed with the next phase of the approval process, notifying the abutters of the proposed remediation system even though RIDEM has not yet taken any action on the Company's proposed plan. As designed, the system will pump out the contaminants which will be disposed of in compliance with applicable regulations. After a period of time, the groundwater will be tested to determine if sufficient contaminants have been removed. While the Company and its consulting engineers believe that the proposed active remediation system will correct the situation, it is possible that RIDEM could require the Company to expand remediation efforts, which could result in the Company incurring costs in excess of the remaining accrual of \$81,000.

The Company manages its exposure to contamination, remediation or similar costs associated with the Facility through adherence to established procedures for operations and equipment maintenance.

**Insurance**

The Company maintains what management believes to be adequate levels of insurance, including environmental insurance.

**Competition**

The Facility competes with several other similar facilities located on and adjacent to the Providence Harbor. The Terminal has approximately 48% of the total distillate storage capacity in the Providence area. The current tenant, ATMI, competes with other terminal operators on the basis of price, availability and a willingness to advance credit to local wholesalers. The amount of petroleum throughput at the Terminal is a function of the Company's ability to effectively market the Facility for short-term storage and distribution of heating oil and ULSD.

**Employees**

The Terminal employs eight people on a full-time basis.

**Item 2. Properties**

The Company owns approximately 18 acres and a historic building in and adjacent to the Capital Center District in Providence, Rhode Island. All of the property and a portion of the building are leased either under long-term leases or short-term leases as more particularly described in Item 1, Leasing Segment. The Company also owns or controls 23 locations on which 44 billboard faces have been constructed. All but one these locations are owned by the Company under permanent easements from a related company, the Railroad; the remaining location is leased from an unrelated third party with a remaining term of eighteen months with an option to renew for an additional five years. The Company owns an approximate 10-acre site in East Providence, Rhode Island on which there are located nine petroleum storage tanks and related distribution racks together with a 3,000 square foot single-story office building which houses the Company's headquarters and other support operations. In 2006, the Company completed the development of the land currently owned by the Company at the Terminal. In addition, the Company is the owner of the Pier located in East Providence, Rhode Island. The Pier, which has a deep water draft capacity of -40 feet Mean Low Water, can accommodate ships up to 825 feet in length. The Company has a permanent right to use the pipelines connecting the Pier to the Terminal.

**Item 3. Legal Proceedings** None

**Item 4. Mine Safety Disclosure** Not applicable

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The Company's Class A Common Stock is traded on the OTCQX, symbol CPTP. The following table shows the high and low trading prices for the Company's Class A Common Stock during the quarterly periods indicated as obtained from the OTCQX, together with cash dividends paid per share during such periods.

	Trading Prices		Dividends Paid
	High	Low	
<b><u>2013</u></b>			
1st Quarter	6.95	6.25	
2nd Quarter	7.75	6.95	
3rd Quarter	9.05	7.40	
4th Quarter	8.33	8.00	
<b><u>2012</u></b>			
1st Quarter	8.70	7.40	.03
2nd Quarter	10.05	8.30	.03
3rd Quarter	9.50	8.16	.03
4th Quarter	9.69	6.33	.48

In connection with the extraordinary dividend declared in December 2012 (\$2.25 per common share), \$.45 per share was paid in cash and \$1.80 per share was paid in Dividend Notes due December 26, 2022, bearing interest at the annual rate of 5% payable semi-annually. Shareholders owning less than 100 shares of any class of Company stock, where the shares were titled in their names and not held by a broker, received 100% of the dividend in cash unless they elected to receive it 20% in cash and 80% in Dividend Notes.

In January 2013, the Board of Directors of the Company approved submitting to the shareholders at the 2013 annual meeting Amended and Restated Articles of Incorporation which, among other things, eliminated (1) the Class B Common shares and automatically converted all Class B Common shares into an equivalent number of Class A Common shares, (2) all restrictions that existed with respect to the ownership of Class A and Class B Common stock and (3) Excess Stock. On April 23, 2013, the shareholders approved the Amended and Restated Articles of Incorporation.

Information with respect to the high and low trading prices for the Class B Common Stock was not available because the stock was not listed on any exchange, was not quoted by any quotation service, and there was no known market for such Class B Common Stock.

At March 3, 2014, there were 470 holders of record of the Company's Class A Common Stock.

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**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**
**1. Overview:**
*Critical accounting policies:*

The Securities and Exchange Commission ( SEC ) has issued guidance for the disclosure of critical accounting policies. The SEC defines such policies as those that require application of management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain and may change in subsequent periods.

The Company's significant accounting policies are described in Note 2 of Notes to Consolidated Financial Statements in Item 8. Not all of these significant accounting policies require management to make difficult, subjective or complex judgments or estimates. Management believes that the Company's revenue recognition policy for long-term leases with scheduled rent increases (leasing segment) meets the SEC definition of critical.

Certain of the Company's long-term land leases have original terms of 30 to 149 years and contain scheduled rent increases where the future dollar increases are known at the time of the commencement of the lease or at a subsequent date.

The first such lease commenced in 1988, had an original term of 99 years and provides for fixed percentage increases at specified intervals (as well as reappraisal increases). In accordance with United States generally accepted accounting principles ( GAAP ) in accounting for leases, rental income related to the fixed percentage increases that are presently known should be recognized on a straight-line basis. To calculate the annual straight-line amount, the 99 known annual rental amounts are totaled and this total is divided by 99.

In 2009, a scheduled appraisal occurred, resulting in a rental increase. The Company recalculated the future annual straight-line amount using the remaining years under the lease. The turnaround date discussed below did not change.

For this lease, the calculated annual straight-line amount for 1988 was eight times (multiple) the amount paid by the tenant under the terms of the lease (the contractual amount ). In subsequent years, as the tenant pays higher rents, the multiple gradually decreases until the 57<sup>th</sup> year of the lease, at which time the contractual amount paid by the tenant will exceed the calculated straight-line amount. If the Company were to report annual revenue for this lease using the straight-line amount, it would record a significant receivable for each of the first 56 years, which receivable would grow to approximately \$34,000,000. Management does not believe that the Company should record a receivable that would not begin to be collected until the 56<sup>th</sup> year (the turnaround date ) since management could not be assured of collection.

In 1988, management met with the SEC accounting staff to discuss its concerns in applying GAAP as it related to a lease of this length which results in the recording of such a significant receivable that would remain on the Company's balance sheet and continue to grow on an annual basis with a turnaround date so far in the future. The Company presented the SEC accounting staff with an application of the accounting policy whereby management would evaluate the collectability of the receivable on an annual basis and report as leasing revenue only that portion of the receivable that management could presently conclude would be collectible. The SEC accounting staff did not object to this application by the Company.

Through December 31, 2013, the receivable on this lease has grown to \$21,446,000 (cumulative excess of straight-line over contractual rentals) and management has not been able to conclude that any portion is collectible as the turnaround date is still 32 years away.

In 2004, a second such lease commenced with an original term of 149 years and provides for fixed minimum percentage increases at specified intervals (as well as reappraisal increases). For this lease, the contractual amount paid by the tenant will not exceed the calculated straight-line amount until the 94<sup>th</sup> year of the lease. Through December 31, 2013, the receivable on this lease is \$22,423,000 (cumulative excess of straight-line over contractual rentals) and management has not been able to conclude that any portion is collectible as the turnaround date is 84 years away.

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In 2006, the Company entered into an Amended and Restated Agreement of its lease with Lamar Outdoor Advertising LLC ( Lamar ). In 2013, the lease was extended to 2045 following the conversion of billboards at two locations to electronic boards, as required by the lease, resulting in a current remaining term of 32 years which provides for fixed percentage increases annually. For this lease, the contractual amount paid by Lamar will not exceed the calculated straight-line amount until the 23rd year of the extended lease. Through December 31, 2013, the receivable on this lease is \$1,510,000 (cumulative excess of straight-line over contractual rentals) and management has not been able to conclude that any portion is collectible as the turnaround date is 16 years away.

Accordingly, the Company has not reported any portion of these amounts as leasing revenue in its consolidated financial statements and does not anticipate that it can reach such a conclusion until the turnaround dates are closer.

Although the Company's other long-term land leases provide for scheduled rent increases, the provisions of the leases are such that certain future dollar amounts could not be calculated either at the time of the commencement of the lease or now, as such amounts are based on factors that are not presently known, i.e., future cost-of-living adjustments or future appraised values. Through December 31, 2013, the receivable on these leases is \$12,342,000 and management has not been able to conclude that any portion is collectible as the turnaround dates are approximately 47 years away.

*Segments:*

The Company operates in two segments: leasing and petroleum storage.

The leasing segment consists of the long-term leasing of certain of its real estate interests in downtown Providence, Rhode Island (upon the commencement of which the tenants have been required to construct buildings thereon, with the exception of the parking garage and Parcels 6B and 6C), the leasing of a portion of the Steeple Street Building under short-term leasing arrangements and the leasing of locations along interstate and primary highways in Rhode Island and Massachusetts to Lamar which has constructed outdoor advertising boards thereon. The Company anticipates that the future development of its remaining properties in and adjacent to the Capital Center area will consist primarily of long-term ground leases. Pending this development, the Company leases these parcels for public parking under short-term leasing arrangements to Metropark.

The petroleum storage segment consists of operating the petroleum storage terminal (the Terminal ) containing 1,004,000 shell barrels and the Wilkesbarre Pier (the Pier ), both of which are owned by the Company and are collectively referred to as the Facility, located in East Providence, Rhode Island. For the first four months of 2013, the Company operated the Facility for Global Companies, LLC ( Global ) under a lease which expired April 30, 2013. Effective September 1, 2013, the Company entered into a through-put lease with Atlantic Trading & Marketing, Inc. ( ATMI ) for 425,000 shell barrels for a term of eight months with automatic three-month extensions unless terminated by either party. In addition, the Company granted ATMI a month-to-month option to lease up to 220,000 additional barrels on an as-used basis. Under the terms of the ATMI lease, the Company provides terminaling services related to the receipt, storage and delivery at the Terminal's loading rack to customers of ATMI's marketing agent. ATMI has notified the Company that it will vacate the Terminal on April 30, 2014. Subsequent to its notice of nonrenewal, ATMI expressed interest in negotiating an extension of its lease through April 30, 2015, at a reduced rent for the summer months. There is no assurance that the Company and ATMI will reach agreement on an extension. The Company is currently marketing the Terminal for lease to one or more petroleum storage and distribution users and is considering all its other options with respect to the Facility.

The principal difference between the two segments relates to the nature of the operations. In the leasing segment, the tenants under long-term land leases incur substantially all of the development and operating costs of the assets constructed on the Company's land, including the payment of real property taxes on both the land and any improvements constructed thereon. In the petroleum storage segment, the Company is responsible for the operating and maintenance expenditures, as well as capital improvements at the Facility.



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**2. Liquidity and capital resources:**

As a result of the issuance of Dividend Notes and the refinancing of the bank loan in late December 2012, the Company's financial position has changed significantly. Additionally, the expiration of the Global lease on April 30, 2013 impacted the operating cash generated by the petroleum storage segment; however, the through-put lease entered into effective September 1, 2013 with ATMI has mitigated that impact.

*Bank loan:*

In December 2012, the Company and the Bank entered into an Amended and Restated Loan Agreement pursuant to which the Company refinanced the \$2,700,000 balance of the 2010 debt to the Bank and borrowed an additional \$3,025,000, which was used to pay part of an extraordinary dividend of \$2.25 per share to shareholders. (See below). The existing note to the Bank was amended and now bears interest at an annual rate of 3.34% for the first five years. Thereafter, the note will bear interest on either (a) a floating rate basis at LIBOR plus 215 basis points with a floor of 3.25% or (b) a fixed rate of 225 basis points over the five-year Federal Home Loan Bank of Boston Classic Advance Rate, which the Company will select at that time. The loan has a term of ten years with repayments on a 20-year amortization schedule (monthly payments of \$24,000 plus interest) and a balloon payment of \$2,869,000 in December 2022 when it matures. The note further contains the customary covenants, terms and conditions and permits prepayment, in whole or in part, at any time without penalty if the prepayment is made from internally generated funds. Parcels 3S and 5 in the Capital Center continue to serve as collateral for the loan. Despite the \$3,025,000 increase in the bank loan, the principal and interest payments on an annual basis remain approximately the same due to a reduction in the interest rate.

*Dividend notes:*

On December 7, 2012, the Board of Directors of the Company declared an extraordinary dividend of \$2.25 per share on its Class A and Class B common stock to shareholders of record on December 17, 2012. On December 27, 2012, the Company paid out \$3,063,000 in cash and issued \$11,787,000 in principal face amount of 5% dividend notes due December 26, 2022 (the Dividend Notes). The Dividend Notes are unsecured general obligations of the Company bearing interest at the annual rate of 5% payable semi-annually on June 15 and December 15 to note holders of record on June 1 and December 1 of each year. The Dividend Notes may be redeemed in whole or in part at any time and from time to time at the option of the Company. The Dividend Notes are subject to mandatory redemption in an amount equal to the Net Proceeds from the sale of any real property owned by the Company or any of its subsidiaries. Net Proceeds means the gross cash received by the Company from any such sale reduced by the sum of (a) costs relating to the sale, (b) federal and state income taxes as a result of the sale, and (c) the amount used by the Company to pay in whole or in part financial institution debts secured by a mortgage of the Company's or any subsidiary's real property regardless of whether such mortgage encumbers the property sold. The Company has obligated itself not to grant any mortgages on any of its property located in the Capitol Center District in Providence, Rhode Island, other than Parcels 3S and 5, and to cause its subsidiaries not to grant any such mortgages, in each case without the consent of the holders of two-thirds of the outstanding principal face amount of the Dividend Notes. The Dividend Notes contain other customary terms and conditions. The interest payments on an annual basis total \$590,000.

*Petroleum storage facility:*

As reported in Note 6 of the Notes to Consolidated Financial Statements in Item 8 hereof, the Global lease expired April 30, 2013 and the Global Option Agreement terminated on June 3, 2013.

As described above, as of September 1, 2013, ATMI leased 425,000 shell barrels for a term of eight months at a monthly rent of approximately \$150,000. ATMI has notified the Company that it will vacate the Facility on April 30, 2014. Subsequent to its notice of nonrenewal, ATMI expressed interest in negotiating an extension of

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its lease through April 30, 2015, at a reduced rent for the summer months. There is no assurance that the Company and ATMI will reach agreement on an extension. The Company is currently considering all of its options with respect to the Facility. Management cannot presently determine what revenue, if any, will be generated by the Facility after the termination of the ATMI lease.

During 2013, the Company's operating activities provided \$930,000 of cash, which was \$1,750,000 less than the cash provided by operating activities in 2012, principally due to the expiration of the Global lease on April 30, 2013 and the lack of a tenant for the Terminal until September 1, 2013. Cash at December 31, 2013 increased \$627,000 from 2012. During 2013, the Company did not pay a dividend and only purchased \$17,000 of equipment.

While the Facility was vacant, the Company incurred expense of approximately \$75,000 per month with respect to the Facility, exclusive of severance payments and depreciation. On June 14, 2013, the Company severed four employees of the Facility and paid to such employees, for varying periods depending on each employee's years of service, severance consisting of salary continuation and provision of medical benefits. The severed employees were subject to call back should the Facility reopen. If an employee failed to return, he forfeited the balance of his severance payment. In connection with the ATMI lease, the Company called back all of its former employees and all those employees reported to work and the Company ceased paying any severance benefits.

Historically, the Company has had adequate liquidity to fund its operations. Even if portions of the Facility remain unleased for an extended period of time (which the Company does not believe will be the case), the Company believes that it will have adequate liquidity from other operations to pay its expenses and other obligations, including debt service on the bank loan and the dividend notes and ordinary capital expenditures.

*Cash and cash commitments:*

At December 31, 2013, the Company had cash of \$3,305,000. Effective January 1, 2013, the Federal Deposit Insurance Corporation ( FDIC ) reduced the insurance on all non-interest bearing bank accounts to a maximum of \$250,000. The Company periodically evaluates the financial stability of the financial institution at which the Company's funds are held. In connection with the December 2012 Amended and Restated Loan Agreement, the Company is required to maintain unencumbered liquid assets (cash and marketable securities) of \$1,000,000 at the Bank.

Under the terms of the Company's long-term land leases, appraisals of the premises are periodically required at various stated intervals to provide the basis for recalculating the annual rent. An appraisal of Parcel 5 was completed and, commencing April 1, 2013, the annual rent increased from \$344,000 to \$540,000.

Under the terms of three additional long-term land leases, the scheduled annual contractual rent will increase in 2014 as follows: (1) on July 1, 2014, the rent on Parcel 6A will increase \$30,000; (2) on July 1, 2014, the rent on 6B will increase \$18,000; and (3) on October 1, 2014, the rent on Parcel 3S will increase \$133,000.

At December, 2013, the Company has three tenants occupying 56 percent of the Steeple Street Building under short-term leases (five years or less) at a current total annual rental of \$121,000. The Company is currently marketing the remaining portions of the building for lease.

In June 2012, the Company prepaid \$1,000,000 on its bank loan payable. Further prepayments will depend on the Company's level of available cash.

In light of the extraordinary dividend paid in December 2012, at each of the quarterly Board meetings held in 2013, the Board of Directors voted to omit the regular quarterly dividend of \$0.03 per share. The Board will review the declaration of future dividends on a quarterly basis. The declaration of future dividends will depend on future earnings, financial performance, and the Company's success, or lack thereof, in marketing

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the Terminal for short-term storage and distribution of heating oil and ULSD. From April 30, 2013 when the Facility became idle to September 1, 2013 when the lease with ATMI commenced, monthly cash outlays to maintain the Facility were approximately \$75,000, exclusive of severance payments.

At December 31, 2013, the Company has no non-cancellable contract obligations other than one operating lease for a billboard location for which the rent expense is not material in amount.

**3. Results of operations:**  
**Year Ended December 31, 2013 Compared to Year Ended December 31, 2012**

*Leasing segment:*

	2013	2012	Difference
Leasing revenues	\$ 4,498,000	\$ 4,202,000	\$ 296,000
Leasing expense	832,000	1,063,000	\$ (231,000)
	\$ 3,666,000	\$ 3,139,000	

Leasing revenues increased due to scheduled increases in rentals under long-term land leases and increases under short-term leases. Leasing expense decreased principally due to a decrease in real property taxes resulting from a reassessment of the downtown Providence parcels.

*Petroleum storage segment:*

	2013	2012	Difference
Petroleum storage facility revenues	\$ 2,171,000	\$ 3,954,000	\$ (1,783,000)
Petroleum storage facility expense	2,766,000	2,388,000	\$ 378,000
	\$ (595,000)	\$ 1,566,000	

Petroleum storage facility revenues decreased due to the expiration of the Global lease on April 30, 2013, offset in part by revenue from the new lease with ATMI which commenced September 1, 2013, at a monthly rent of \$150,000. Petroleum storage facility expense increased due to an increase in (1) repairs and maintenance which included the epoxy coating of three tank bottoms at a total cost of \$90,000 and piping modifications at a cost of \$60,000 and (2) professional fees in connection with the marketing of the terminal.

*General:*

For the year ended December 31, 2013, general and administrative expense decreased \$113,000. In 2012, the Company incurred costs associated with the extraordinary dividend paid in December 2012.

*Interest expense:*

For the year ended December 31, 2013, bank loan interest expense is \$197,000 as compared to \$207,000 for the year ended December 31, 2012, resulting from the decrease in the interest rate on the refinanced loan. In June 2012, the Company made a principal prepayment of \$1,000,000. See *Bank loan* above.

For the year ended December 31, 2013, the interest expense on the dividend notes is \$596,000. See *Dividend notes* above.

*Income taxes:*

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For the years ended December 31, 2013 and 2012, the Company's effective income tax rate is approximately 40 percent.

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**Item 8. Financial Statements and Supplementary Data**

**CAPITAL PROPERTIES, INC. AND SUBSIDIARIES**

**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

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REPORT OF INDEPENDENT REGISTERED

PUBLIC ACCOUNTING FIRM

Board of Directors

Capital Properties, Inc.

East Providence, Rhode Island

We have audited the accompanying consolidated balance sheets of Capital Properties, Inc. and subsidiaries as of December 31, 2013 and 2012, and the related consolidated statements of income, shareholders' equity, and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements, assessing the accounting principles used and significant estimates made by management and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Capital Properties, Inc. and subsidiaries as of December 31, 2013 and 2012, and the results of their operations and their cash flows for the years then ended, in conformity with generally accepted accounting principles in the United States of America.

March 12, 2014

*A Limited Liability Partnership*

10 Weybosset Street, Suite 700, Providence, RI 02903 (p) 401.421.4800 1.800.927.LGCD (f) 401.421.0643 www.lgcd.com

**Table of Contents****CAPITAL PROPERTIES, INC. AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS**

	December 31,	
	2013	2012
<b>ASSETS</b>		
Properties and equipment (net of accumulated depreciation)	\$ 20,526,000	\$ 21,359,000
Cash	3,305,000	2,678,000
Income taxes receivable	389,000	
Prepaid and other	590,000	522,000
	\$ 24,810,000	\$ 24,559,000
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>		
Liabilities:		
Notes payable:		
Bank (\$288,000 due within one year)	\$ 5,439,000	\$ 5,725,000
Dividend notes	11,787,000	11,787,000
Accounts payable and accrued expenses:		
Property taxes	282,000	303,000
Environmental remediation	81,000	81,000
Other	380,000	331,000
Deferred income taxes, net	5,188,000	5,390,000
	23,157,000	23,617,000
Shareholders' equity:		
Class A common stock, \$.01 par; authorized 10,000,000 shares; issued and outstanding, 6,599,912 shares and 3,789,778 shares at December 31, 2013 and 2012, respectively	66,000	38,000
Class B common stock, \$.01 par; authorized 3,500,000 shares; issued and outstanding, 0 shares and 2,810,134 shares at December 31, 2013 and 2012, respectively (Note 8)		28,000
Excess stock, \$.01 par; authorized 1,000,000 shares; none issued and outstanding (Note 8)		
Capital in excess of par	782,000	782,000
Retained earnings	805,000	94,000
	1,653,000	942,000
	\$ 24,810,000	\$ 24,559,000

See accompanying notes to consolidated financial statements.

**Table of Contents****CAPITAL PROPERTIES, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF INCOME**

	Years Ended December 31,	
	2013	2012
<b>Revenues:</b>		
Leasing	\$ 4,498,000	\$ 4,202,000
Petroleum storage facility	2,171,000	3,954,000
	6,669,000	8,156,000
<b>Expenses:</b>		
Leasing	832,000	1,063,000
Petroleum storage facility	2,766,000	2,388,000
General and administrative	1,104,000	1,217,000
<b>Interest on notes:</b>		
Bank loan	197,000	207,000
Dividend notes	596,000	
	5,495,000	4,875,000
<b>Income before income taxes</b>	<b>1,174,000</b>	<b>3,281,000</b>
<b>Income tax expense (benefit):</b>		
Current	665,000	1,519,000
Deferred	(202,000)	(251,000)
	463,000	1,268,000
<b>Net income</b>	<b>\$ 711,000</b>	<b>\$ 2,013,000</b>
<b>Basic income per share, based upon 6,599,912 shares outstanding</b>	<b>\$ .11</b>	<b>\$ .31</b>

See accompanying notes to consolidated financial statements.



**Table of Contents****CAPITAL PROPERTIES, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF SHAREHOLDERS EQUITY**

	Years Ended December 31, 2013 and 2012					
	Class A Common Stock	Class B Common Stock	Excess Stock	Capital in Excess of Par	Retained Earnings	Total Shareholders Equity
Balance, January 1, 2012	\$ 37,000	\$ 29,000	\$	\$ 11,762,000	\$ 2,743,000	\$ 14,571,000
Conversion of Class B common stock to Class A common stock	1,000	(1,000)				
Quarterly dividends paid on common stock based upon 6,599,912 shares outstanding, \$.12 per common share					(792,000)	(792,000)
Extraordinary dividend paid December 27, 2012 on common stock based upon 6,599,912 shares outstanding, \$2.25 per common share				(10,980,000)	(3,870,000)	(14,850,000)
Net income for the year					2,013,000	2,013,000
Balance, December 31, 2012	38,000	28,000		782,000	94,000	942,000
Conversion of Class B common stock to Class A common stock	28,000	(28,000)				
Net income for the year					711,000	711,000
Balance, December 31, 2013	\$ 66,000	\$	\$	\$ 782,000	\$ 805,000	\$ 1,653,000

See accompanying notes to consolidated financial statements.

**Table of Contents****CAPITAL PROPERTIES, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Years Ended December 31,	
	2013	2012
<b>Cash flows from operating activities:</b>		
Net income	\$ 711,000	\$ 2,013,000
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>		
Depreciation	850,000	856,000
Amortization of deferred financing fees	7,000	6,000
<b>Deferred:</b>		
Income taxes	(202,000)	(251,000)
Leasing revenues		(70,000)
<b>Changes in assets and liabilities:</b>		
<b>Increase in:</b>		
Income taxes receivable	(389,000)	
Prepaid and other	(75,000)	(44,000)
Accounts payable and accrued expenses	28,000	125,000
<b>Decrease in:</b>		
Income taxes receivable		45,000
<b>Net cash provided by operating activities</b>	<b>930,000</b>	<b>2,680,000</b>
<b>Cash used in investing activities:</b>		
<b>Properties and equipment:</b>		
Payments for acquisitions	(17,000)	(152,000)
Reimbursement of costs of previously recorded asset		34,000
<b>Related party transaction:</b>		
Advance		(100,000)
Payment		199,000
<b>Net cash used in investing activities</b>	<b>(17,000)</b>	<b>(19,000)</b>
<b>Cash flows from financing activities:</b>		
Proceeds from note payable, bank		3,025,000
<b>Payments:</b>		
Note payable, bank	(286,000)	(1,300,000)
Deferred financing fees		(31,000)
Dividends		(3,855,000)
<b>Net cash used in financing activities</b>	<b>(286,000)</b>	<b>(2,161,000)</b>
<b>Increase in cash</b>	<b>627,000</b>	<b>500,000</b>
<b>Cash, beginning</b>	<b>2,678,000</b>	<b>2,178,000</b>
<b>Cash, ending</b>	<b>\$ 3,305,000</b>	<b>\$ 2,678,000</b>
<b>Supplemental disclosure:</b>		
<b>Cash paid for:</b>		
Income taxes	\$ 1,054,000	\$ 1,474,000
Interest	\$ 756,000	\$ 218,000

Non-cash activities:

Financing, issuance of dividend notes payable	\$	\$ 11,787,000
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See accompanying notes to consolidated financial statements.

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**CAPITAL PROPERTIES, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**YEARS ENDED DECEMBER 31, 2013 AND 2012**

**1. Description of business:**

Capital Properties, Inc. and its wholly-owned subsidiaries, Tri-State Displays, Inc., Capital Terminal Company and Dunellen, LLC (collectively referred to as the Company ) operate in two segments, leasing and petroleum storage.

The leasing segment consists of the long-term leasing of certain of its real estate interests in downtown Providence, Rhode Island (upon the commencement of which the tenants are required to construct buildings thereon, with the exception of the parking garage and Parcels 6B and 6C), the leasing of a portion of its building ( Steeple Street Building ) under short-term leasing arrangements and the leasing of locations along interstate and primary highways in Rhode Island and Massachusetts to Lamar Outdoor Advertising, LLC ( Lamar ) which has constructed outdoor advertising boards thereon. The Company anticipates that the future development of its remaining properties in and adjacent to the Capital Center area will consist primarily of long-term ground leases. Pending this development, the Company leases these parcels for public parking under short-term leasing arrangements to Metropark, Ltd. ( Metropark ).

The petroleum storage segment consists of operating the petroleum storage terminal (the Terminal ) containing 1,044,000 shell barrels and the Wilkesbarre Pier (the Pier ), both of which are owned by the Company and are collectively referred to as the Facility, located in East Providence, Rhode Island. For the first four months of 2013, the Company operated the Facility for Global Companies, LLC ( Global ) under a lease which expired April 30, 2013.

Effective September 1, 2013, the Company entered into a through-put lease with Atlantic Trading & Marketing, Inc. ( ATMI ) for 425,000 shell barrels for a term of eight months with automatic three-month extensions unless terminated by either party. In addition, the Company granted ATMI a month-to-month option to lease up to 220,000 additional barrels on an as-used basis. Under the terms of the ATMI lease, the Company provides terminaling services related to the receipt, storage and delivery at the Terminal 's loading rack to customers of ATMI 's marketing agent. ATMI has notified the Company that it will vacate the Facility on April 30, 2014. Subsequent to its notice of nonrenewal, ATMI expressed interest in negotiating an extension of its lease through April 30, 2015, at a reduced rent for the summer months. There is no assurance that the Company and ATMI will reach agreement on an extension. The Company is currently marketing the Terminal for lease and is considering all of its other options with respect to the Facility.

The principal difference between the two segments relates to the nature of the operations. In the leasing segment, the tenants under long-term land leases incur substantially all of the development and operating costs of the assets constructed on the Company 's land, including the payment of real property taxes on both the land and any improvements constructed thereon. In the petroleum storage segment, the Company is responsible for the operating and maintenance expenditures, as well as capital improvements at the Facility.

**2. Summary of significant accounting policies:**

*Principles of consolidation:*

The accompanying consolidated financial statements include the accounts and transactions of the Company and its wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

*Use of estimates:*

The preparation of consolidated financial statements in conformity with United States generally accepted accounting principles ( GAAP ) requires management to make estimates and assumptions that affect the

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reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Estimates also affect the reported amounts of income and expenses during the reporting period. Actual results could differ from those estimates.

### *Fair value of financial instruments:*

The Company believes that the fair values of its financial instruments, including cash, receivables and payables, approximate their respective book values because of their short-term nature. The fair value of the bank note payable approximates its book value and was determined using borrowing rates currently available to the Company for loans with similar terms and maturities. Based upon an opinion obtained by the Company from an investment banking firm, the fair value of the dividend notes payable approximates their book value. The fair values described herein were determined using significant other observable inputs (Level 2) as defined by GAAP.

### *Properties and equipment:*

Properties and equipment are stated at cost. Acquisitions and additions are capitalized while routine maintenance and repairs, which do not improve the asset or extend its life, are charged to expense when incurred. Depreciation is being provided by the straight-line method over the estimated useful lives of the respective assets.

The Company follows GAAP when accounting for the impairment or disposal of long-lived assets, which requires that properties and equipment held and used by the Company be reviewed for impairment whenever events or changes in circumstances indicate that the net book value of the asset may not be recoverable. An impairment loss will be recognized if the sum of the expected future cash flows (undiscounted and before interest) from the use of the asset is less than the net book value of the asset. Generally, the amount of the impairment loss is measured as the difference between the net book value and the estimated fair value of the asset.

### *Cash and cash equivalents:*

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. At December 31, 2013 and 2012, the Company had no cash equivalents. The Company maintains all of its cash in non-interest bearing checking accounts in one bank which were fully insured by the Federal Deposit Insurance Corporation ( FDIC ). Effective January 1, 2013, the FDIC reduced the insurance on all non-interest bearing bank accounts to a maximum of \$250,000. The Company has not experienced any losses in such accounts.

### *Environmental incidents:*

The Company accrues a liability when an environmental incident has occurred and the costs are estimable. The Company does not record a receivable for recoveries from third parties for environmental matters until it has determined that the amount of the collection is reasonably assured. The accrued liability is relieved when the Company pays the liability or a third party assumes the liability. Upon determination that collection is reasonably assured or a third party assumes the liability, the Company records the amount as a reduction of expense.

The Company charges to expense those costs that do not extend the life, increase the capacity or improve the safety or efficiency of the property owned or used by the Company.

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*Revenues:*

**Leasing** The Company's properties leased to others are under operating leases. The Company reports leasing revenue when earned under the operating method.

Certain of the Company's long-term land leases, including the outdoor advertising locations, provide for presently known scheduled rent increases over the remaining terms (32 to 140 years). The Company follows GAAP in accounting for leases by recognizing leasing revenue on the straight-line basis over the terms of the leases; however, the Company does not report as revenue that portion of such straight-line rentals which management is unable to conclude is realizable (collectible) due to the length of the lease terms and other related uncertainties.

**Petroleum storage facility** The Company reports revenue from the operations of the Facility when earned and reports as revenue the tenant's portion of the real property taxes and certain other items as required by the lease.

**Contingent** The Company reports contingent revenue in the period in which the factors occur on which the contingent payments are predicated.

*Income taxes:*

The Company and its subsidiaries file consolidated income tax returns.

The Company provides for income taxes based on income reported for financial reporting purposes. The provision for income taxes differs from the amounts currently payable because of temporary differences associated with the recognition of certain income and expense items for financial reporting and tax reporting purposes.

The Company follows GAAP in accounting for uncertainty in income taxes. Based on its evaluation, the Company has concluded that there are no significant uncertain tax positions requiring recognition in the consolidated financial statements. The Company will report any tax-related interest and penalties related to uncertain tax positions as a component of income tax expense.

*Legal fees:*

The Company recognizes legal fees as incurred.

*Basic earnings per common share:*

Basic earnings per common share are computed by dividing net income by the weighted average number of common shares outstanding during the period.

*New accounting standards:*

The Company reviews new accounting standards as issued. Although some of these accounting standards may be applicable to the Company, the Company expects that none of the new standards will have a significant impact on its consolidated financial statements.

**Table of Contents****3. Properties and equipment:**

Properties and equipment consist of the following:

	Estimated Useful Life in Years	December 31,	
		2013	2012
<b>Properties on lease or held for lease:</b>			
Land and land improvements		\$ 4,701,000	\$ 4,701,000
Building and improvements, Steeple Street	39	5,545,000	5,545,000
		10,246,000	10,246,000
<b>Petroleum storage facility, on lease:</b>			
Land and land improvements		5,561,000	5,561,000
Buildings and structures	30	1,846,000	1,846,000
Tanks and equipment	15-20	14,643,000	14,626,000
		22,050,000	22,033,000
Office equipment	5-10	83,000	83,000
		32,379,000	32,362,000
<b>Less accumulated depreciation:</b>			
Properties on lease or held for lease		787,000	581,000
Petroleum storage facility, on lease		10,988,000	10,349,000
Equipment		78,000	73,000
		11,853,000	11,003,000
		\$ 20,526,000	\$ 21,359,000

**4. Notes payable:***Bank loan:*

In April 2010, the Company borrowed \$6,000,000 from a bank. The loan bore interest at an annual rate of 6% and had a term of ten years with repayment on a 20-year amortization schedule (monthly principal payments of \$25,000 plus interest) and a balloon payment due in April 2020 when the loan was due to mature. The loan contained customary covenant terms and conditions and permitted repayment in whole or in part at any time without penalty if the prepayment was made from internally generated funds. As collateral for the loan, the Company granted the Bank a mortgage on Parcels 3S and 5 in the Capital Center. The proceeds of the loan were used primarily to fund a special dividend of \$5,478,000 to shareholders which represented the Company's earnings and profits as calculated for federal income tax purposes at December 31, 2009. In 2011 and 2012, the Company made principal prepayments of \$1,525,000 and \$1,000,000, respectively.

In December 2012, the Company and the Bank entered into an Amended and Restated Loan Agreement pursuant to which the Company refinanced the \$2,700,000 remaining balance of the 2010 debt to the Bank and borrowed an additional \$3,025,000, the net proceeds of which were used to pay part of an extraordinary dividend of \$2.25 per share to shareholders of record on December 17, 2012 (see Note 8). Pursuant to the Amended and Restated Loan Agreement, the Company amended and restated the then existing note to the Bank, the first mortgage on Parcel 3S and 5 and certain other loan documents. For the first five years, the loan bears interest at the annual rate of 3.34% and thereafter will bear interest on either a floating rate basis at LIBOR plus 215 basis points with a floor of 3.25%, or a fixed rate of 225 basis points over the five-year Federal Home Loan Bank of Boston Classic Advance Rate. The loan has a term of ten years with repayment on a 20-year amortization schedule

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(monthly principal payments of \$24,000 plus interest) and a balloon payment of \$2,869,000 in December 2022. Pursuant to the Amended and Restated Loan Agreement, the Company is required to maintain a debt service coverage ratio of 1.2 to 1 with respect to the two mortgaged



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properties and to maintain unencumbered liquid assets (cash or marketable securities) of \$1,000,000 at the Bank. The Amended and Restated Loan Agreement and the related loan documents contain other customary terms and conditions.

The following is a schedule of principal payments for the remaining term of the note payable:

Year ending December 31,	
2014	\$ 288,000
2015	288,000
2016	288,000
2017	288,000
2018	288,000
2019 to 2022	3,999,000
	<b>\$ 5,439,000</b>

In connection with the 2010 borrowing, the Company incurred financing fees totaling \$55,000, which were being amortized by the straight-line method, resulting in a balance of \$40,000 at the date of refinancing. In connection with the 2012 borrowing, the Company incurred an additional \$31,000 in financing fees. The total of \$71,000 will be amortized by the straight-line method over the 10-year term of the note (which approximates the effective interest rate method). Amortization of deferred financing fees is included in interest expense on the accompanying consolidated statements of income.

*Dividend notes:*

On December 27, 2012, in connection with the payment of the dividend described above, the Company issued \$11,787,000 in principal face amount of 5% dividend notes due December 26, 2022 (the Dividend Notes). The Dividend Notes are unsecured general obligations of the Company bearing interest at the annual rate of 5% payable semi-annually on June 15 and December 15 to note holders of record on June 1 and December 1 of each year. The Dividend Notes may be redeemed in whole or in part at any time and from time to time at the option of the Company. The Dividend Notes are subject to mandatory redemption in an amount equal to the Net Proceeds from the sale of any real property owned by the Company or any of its subsidiaries. Net Proceeds is defined as the gross cash received by the Company from any such sale reduced by the sum of (a) costs relating to the sale, (b) federal and state income taxes as a result of the sale, and (c) the amount used by the Company to pay in whole or in part financial institution debts secured by a mortgage of the Company's or any subsidiary's real property regardless of whether such mortgage encumbers the property sold. The Company has obligated itself not to grant any mortgages on any of its property located in the Capitol Center District in Providence, Rhode Island, other than Parcels 3S and 5, and to cause its subsidiaries not to grant any such mortgages, in each case without the consent of the holders of two-thirds of the outstanding principal face amount of the Dividend Notes. The Dividend Notes contain other customary terms and conditions.

**5. Description of leasing arrangements:***Long-term land leases:*

As of December 31, 2013, the Company had entered into nine long-term land leases, including the Parcel 6A lease discussed below. Of the nine parcels, seven have had improvements constructed thereon.

Under the nine land leases, the tenants are required to negotiate any tax stabilization treaty or other arrangements, appeal any changes in real property assessments, and pay real property taxes assessed on land and improvements under these arrangements. Accordingly, real property taxes payable by the tenants are excluded from leasing revenues and leasing expenses on the accompanying consolidated statements of income. For the years ended December 31, 2013 and 2012, the real property taxes attributable to the Company's land under these nine leases totaled \$1,286,000 and \$1,293,000, respectively.

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Under two of the long-term land leases, the Company receives contingent rentals (based upon a fixed percentage of gross revenue received by the tenants) which totaled \$92,000 and \$76,000 for the years ended December 31, 2013 and 2012, respectively.

In 2005, a long-term land lease commenced on an undeveloped parcel (Parcel 6) on which two residential buildings were planned. One building containing 96 apartments (120,000 gross square feet) was completed in September 2009. In May 2012, the designee of the holder of the leasehold mortgage on the parcel received title to the premises through a foreclosure deed, and the Company entered into three amended and restated leases, each for a portion of the parcel, with single purpose entities formed by the designee of the holder of the leasehold mortgage. Each of the leases has an initial term of approximately 95 years with two renewal terms of fifty years each. The lease for the portion of the parcel on which the improvements have been completed (Parcel 6A) provides for an annual rent of \$300,000 subject to periodic cost-of-living and appraisal adjustments. The portions of the parcel on which construction has not commenced (Parcel 6B and Parcel 6C) have different rental terms. With respect to Parcel 6B, commencing July 1, 2012, the annual rent is \$175,000. As to Parcel 6C, there is no rent until July 1, 2015, at which time the annual rent is \$200,000. In each case, the rent is subject to periodic adjustment. The ground leases are non-recourse to each of the tenants. With respect to the Parcel 6B and 6C leases, an affiliate of the leasehold mortgagee has guaranteed the payment by the tenants of rent and real property taxes as well as certain other tenant monetary obligations for a two-year period which commenced on May 18, 2012. Commencing May 18, 2014, each of the lessees of Parcel 6B and 6C has the right to terminate its lease at any time during the remaining term of that lease upon thirty days notice.

Under the original Parcel 6 lease which commenced in 2005, the tenant was entitled to a credit for future rents equal to a portion of the real property taxes paid by the tenant through April 2007. In connection with Phase I of the tenant's project, commencing July 1, 2010, the annual rent increased from \$48,000 to \$300,000. As a result of the rent credit, the tenant was not required to make cash payments for Phase I rent until March 2012 when the rent credit was fully utilized. Commencing July 1, 2010, the Company reclassified each month \$25,000 of deferred leasing revenues to leasing revenues. For the year ended December 31, 2012, the Company reclassified the remaining \$70,000 of deferred leasing revenues to leasing revenues.

*Lamar lease:*

The Company, through a wholly-owned subsidiary, leases 23 outdoor advertising locations containing 44 billboard faces along interstate and primary highways in Rhode Island and Massachusetts to Lamar under a lease which now expires in 2045. All but one of these locations are controlled by the Company through permanent easements granted to the Company pursuant to an agreement between the Company and Providence & Worcester Railroad Company, a related company ( Railroad ); the remaining location is leased by the Company from a third party with a remaining term of eighteen months with an option to renew for an additional five years.

In 2013, Lamar converted billboards at two locations to electronic billboards, which conversions extended the term of the lease for a total of twelve years. The Lamar lease also provides, among other things, for the following: (1) the base rent will increase annually at the rate of 2.75% for each leased billboard location on June 1 of each year, and (2) in addition to base rent, for each 12-month period commencing each June 1, Lamar must pay to the Company within thirty days after the close of the lease year 30% of the gross revenues from each standard billboard and 20% of the gross revenues from each electronic billboard for such 12-month period, reduced by the sum of (a) commissions paid to third parties and (b) base monthly rent for each leased billboard display for each 12-month period. For the lease years ended May 31, 2013 and 2012, the percentage rents totaled \$105,000 and \$84,000, respectively, which amounts are included in leasing revenues on the accompanying consolidated statements of income for the years ended December 31, 2013 and 2012. The Lamar lease contains other terms and conditions customary to such instruments.

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Minimum future contractual rental payments to be received from non-cancellable long-term leases as of December 31, 2013 are:

Year ending December 31,	
2014	\$ 3,583,000
2015	3,809,000
2016	3,918,000
2017	3,946,000
2018	3,969,000
2019 to 2153	798,084,000
	\$ 817,309,000

For those leases with presently known scheduled rent increases at December 31, 2013 and 2012, the cumulative excess of straight-line over contractual rentals (considering scheduled rent increases over the 32 to 149 year terms of the leases) and the portion of the excess of straight-line over contractual rentals which management has concluded is realizable when payable over the terms of the leases at December 31, 2013 and 2012 are as follows:

	2013	2012
Cumulative excess of straight-line over contractual rentals	\$ 57,721,000	\$ 52,277,000
Amount management has not been able to conclude is collectible	(57,680,000)	(52,235,000)
Accrued leasing revenues, which are included in prepaid and other on the accompanying consolidated balance sheets	\$ 41,000	\$ 42,000

In the event of tenant default, the Company has the right to reclaim its leased land together with any improvements thereon, subject to the right of any leasehold mortgagee to enter into a new lease with the Company with the same terms and conditions as the lease in default.

*Short-term leases:*

The Company leases the undeveloped parcels of land in or adjacent to the Capital Center area for public parking purposes to Metropark under a short-term cancellable lease.

At December 31, 2013, the Company has three tenants occupying 56 percent of the Steeple Street Building under short-term leases of five years or less at a current total annual rental of \$121,000. The Company is recognizing the revenue from these leases on a straight-line basis over the terms of the leases. At December 31, 2013 and 2012, the excess of straight-line over contractual rentals is \$10,000 and \$12,000, respectively, which is included in prepaid and other on the accompanying consolidated balance sheets. The Company also reports as revenue from tenants reimbursements for common area costs and real property taxes. The Company is currently marketing the remaining portions of the building for lease.

**6. Petroleum storage facility and environmental incidents:***Exercise of purchase option by Global:*

For the period May 1, 1998 to April 30, 2013, the Company and Global were parties to a lease agreement pursuant to which the Company operated the entire Facility for Global. The Company was responsible for labor, insurance, a portion of the real property taxes and other operating expenses, as well as certain capital improvements.

Under the terms of the Option Agreement between the Company and Global dated June 9, 2003 (the Option Agreement), on April 27, 2012, Global preliminarily exercised its option to purchase the Company's Facility. In compliance with the Option Agreement, the Company thereafter provided Global



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with a calculation of Adjusted Book Value (as that term is defined in the Option Agreement) of the Facility which amounted to \$19,700,000. Global then elected to proceed with the determination of Appraised Value (as defined in the Option Agreement). Global and the Company each selected an appraiser and elected to defer selection of a third appraiser until their respective appraisers completed their appraisals and discussed the results. The Company's appraiser arrived at an appraised value of \$46,200,000 for the Facility. Global's appraiser arrived at a value of \$15,400,000 for the Facility. As required by the Option Agreement, the two appraisers then engaged a third appraiser who on May 17, 2013 appraised the Facility at \$35,000,000. Global had ten business days following the receipt of the third appraisal to elect to proceed with a feasibility study of the Facility, which it failed to do. As a result, the Option Agreement terminated on June 3, 2013.

Under the terms of the Option Agreement, in the event Global elected not to purchase the Facility, Global was required to reimburse the Company for the cost of the Company's appraisal, which totaled \$96,000; this amount is recorded as a reduction of petroleum storage expense on the accompanying consolidated statement of income for the year ended December 31, 2013. The payment was received in July 2013.

On May 1, 2012, the Company gave Global notice of non-extension of the Global lease. Global was solely responsible for the removal of its inventory and the cleaning of the tanks prior to May 1, 2013 and the costs associated with these activities. The Global lease terminated on April 30, 2013, and the Company took full control of the Facility on that date. Prior to April 30, 2013, Global completed removal of product and the cleaning of the tanks. The final inspection report indicated that two tanks required repairs which were done by the Company and the costs were reimbursed by Global.

Effective May 1, 2013, the Company became responsible for all real property taxes on the Facility, which totaled \$287,000 for 2013. During the term of its lease, Global had paid a portion of such taxes, which amounted to approximately \$145,000 for the year ended December 31, 2012. In 2013, Global paid \$60,000, its proportionate share of the 2013 taxes. The tax reimbursements are included in petroleum storage facility revenue on the accompanying consolidated statements of income.

As described in Note 1 above, ATMI leased 425,000 shell barrels as of September 1, 2013 at a monthly rent of approximately \$150,000 and up to 220,000 additional barrels on an as-used basis. ATMI has notified the Company that it will vacate the Facility on April 30, 2014. Subsequent to its notice of nonrenewal, ATMI expressed interest in negotiating an extension of its lease through April 30, 2015, at a reduced rent for the summer months. There is no assurance that the Company and ATMI will reach agreement on an extension. The Company is currently marketing the Terminal for lease and is considering all of its other options with respect to the Facility.

On June 14, 2013, the Company severed four employees of the Facility and paid to such employees, for varying periods depending on each employee's years of service, severance consisting of salary continuation and provision of medical benefits. The severed employees were subject to call back should the Facility reopen. If an employee failed to return, he forfeited the balance of his severance payment. In connection with the ATMI lease, the Company called back all of its former employees and all those employees reported to work and the Company is no longer paying any severance benefits.

*Wilkesbarre Pier:*

The Pier is a deep-water pier in East Providence, Rhode Island owned by the Company which is integral to the operation of the Terminal. The Pier and the Terminal are connected by two petroleum pipelines which the Company has a permanent right to use.

*Pipeline rupture (2011):*

On August 31, 2011, while excavating in connection with the construction of a highway for the Rhode Island Department of Transportation (RIDOT), Cardi Corporation (Cardi) ruptured an underground pipeline controlled and used by the Company for the transportation of ULSD from the Wilkesbarre Pier to its Petroleum Storage Facility. At the time, the Company was receiving product from a barge and, as a result

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of the rupture, approximately 70,000 gallons of ULSD were discharged. Pursuant to the Company's Emergency Response Plan, representatives of the Company took control of the spill site and coordinated the response of various governmental agencies as well as private contractors. Approximately 56,000 gallons of spilled diesel were recovered. On September 6, 2011, the Company turned over the responsibility for the cleanup to Cardi.

The Company notified the required government agencies and its insurance carriers of the rupture.

Management's estimate of the total cost incurred by the Company in responding to the emergency and repairing the pipeline was \$349,000, which amount was accrued as an expense at September 30, 2011, and the Company determined that no receivable could be recorded at that time. In November 2011, Cardi paid the Company \$89,000, which amount was offset against the expense previously recorded. During the fourth quarter of 2011, the Company paid an additional \$14,000 in connection with the pipeline rupture. At December 31, 2011, the Company determined that \$184,000 of the remaining liability was assumed by Cardi. The Company reduced the previously recorded liability and expense by that amount. In February 2012, Cardi paid the \$184,000. In May 2012, Cardi paid the remaining \$90,000.

*Environmental incident (2002):*

In 2002, during testing of monitoring wells at the Terminal, the Company's consulting engineer discovered free floating phase product in a groundwater monitoring well located on that portion of the Terminal purchased in 2000. Laboratory analysis indicated that the product was gasoline, which is not a product the Company ever stored at the Terminal. The Company commenced an environmental investigation and analysis, the results of which indicate that the gasoline did not come from the Terminal. The Company notified the Rhode Island Department of Environmental Management (RIDEM). RIDEM subsequently identified Power Test Realty Partnership (Power Test), the owner of an adjacent parcel, as a potentially responsible party for the contamination. Getty Properties Corp. is the general partner of Power Test. Power Test challenged that determination and, after an administrative hearing, in October 2008 a RIDEM Hearing Officer determined that Power Test is responsible for the discharge of the petroleum product under the Rhode Island Oil Pollution Control Act, R.I.G.L. Section 46-12.5.1-3 and Rule 6(a) and 12(b) of the Oil Pollution Control Regulations. The RIDEM Decision and Order requires Power Test to remediate the contamination as directed by RIDEM and remanded the proposed penalty to RIDEM for recalculation. In November 2008, Power Test appealed the decision to the Rhode Island Superior Court. In addition, in November 2008, Power Test sought, and received, a stay of the Decision and Order of the Hearing Officer pending a clarification by RIDEM of the amount of the proposed penalty. In October 2009, RIDEM issued a recalculated administrative penalty, and, subsequently, the RIDEM Hearing Officer issued a recommended amended decision, which was affirmed as a final decision by the RIDEM Director in December 2009. In January 2010, Power Test appealed that decision to the Superior Court. In September 2011, the Superior Court affirmed the decision of the RIDEM director. Power Test has appealed that decision to the Rhode Island Supreme Court. The Supreme Court has not yet determined whether it will hear the appeal.

In April 2009, the Company sued Power Test and Getty Properties Corp. in the Rhode Island Superior Court seeking remediation of the site or, in the alternative, the cost of the remediation. On May 1, 2009, Power Test and Getty Properties Corp. removed the action to the United States District Court for the District of Rhode Island (the Court). On May 22, 2009, Power Test and Getty Properties Corp. answered the Complaint and filed a Counterclaim against Dunellen, LLC and Capital Terminal Company alleging that Dunellen, LLC and Capital Terminal Company are responsible for the contamination. Getty Properties Corp. and Power Test joined Getty Petroleum Marketing, Inc., the tenant under a long-term lease with Getty Properties Corp. of the adjacent property, as a defendant. The Company amended its Complaint to add Getty Petroleum Marketing, Inc. as a defendant. Getty Petroleum Marketing, Inc. moved for summary judgment against the Company, Getty Properties Corp. and Power Test. On December 5, 2011, Getty Petroleum Marketing, Inc. filed for bankruptcy under Chapter 11 of the United States Bankruptcy Act. Thereafter, with Bankruptcy Court approval, Getty Petroleum Marketing, Inc. rejected its lease with Getty Properties Corp.

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On August 24, 2012, the Bankruptcy Court approved a plan to liquidate Getty Petroleum Marketing, Inc. On January 15, 2013, the Court granted Getty Petroleum Marketing, Inc.'s motion for summary judgment against the Company, Getty Properties Corp. and Power Test, dismissing the Company's third-party complaint.

The parties have agreed to stay the litigation pending a determination by the Rhode Island Supreme Court on the Power Test appeal.

There can be no assurance that the Company will prevail in this litigation.

Since January 2003, the Company has not incurred significant costs in connection with this matter, other than ongoing litigation costs, and is unable to determine the costs it might incur to remedy the situation, as well as any costs to investigate, defend and seek reimbursement from the responsible party with respect to this contamination.

*Environmental remediation (1994):*

In 1994, a leak was discovered in a 25,000 barrel storage tank at the Terminal which allowed the escape of a small amount of fuel oil. All required notices were made to RIDEM. In 2000, the tank was demolished and testing of the groundwater indicated that there was no large pooling of contaminants. In 2001, RIDEM approved a plan pursuant to which the Company installed a passive system consisting of three wells and commenced monitoring the wells.

In 2003, RIDEM decided that the passive monitoring system previously approved was not sufficient and required the Company to design an active remediation system for the removal of product from the contaminated site. The Company and its consulting engineers began the pre-design testing of the site in the fourth quarter of 2004. The consulting engineers estimated a total cost of \$200,000 to design, install and operate the system, which amount was accrued in 2004. Through 2006, the Company had expended \$119,000 and has not incurred any additional costs since then. In 2011, RIDEM notified the company to proceed with the next phase of the approval process, notifying the abutters of the proposed remediation system even though RIDEM has not yet taken any action on the Company's proposed plan. As designed, the system will pump out the contaminants which will be disposed of in compliance with applicable regulations. After a period of time, the groundwater will be tested to determine if sufficient contaminants have been removed. While the Company and its consulting engineers believe that the proposed active remediation system will correct the situation, it is possible that RIDEM could require the Company to expand remediation efforts, which could result in the Company incurring costs in excess of the remaining accrual of \$81,000.

**7. Income taxes:**

For the years ended December 31, 2013 and 2012, income tax expense (benefit) is comprised of the following components:

	2013	2012
<b>Current:</b>		
Federal	\$ 530,000	\$ 1,196,000
State	135,000	323,000
	665,000	1,519,000
<b>Deferred:</b>		
Federal	(162,000)	(195,000)
State	(40,000)	(56,000)
	(202,000)	(251,000)
	\$ 463,000	\$ 1,268,000

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For the years ended December 31, 2013 and 2012, a reconciliation of the income tax provision as computed by applying the United States income tax rate (34%) to income before income taxes is as follows:

	2013	2012
Computed expected tax	\$ 399,000	\$ 1,116,000
Increase in expected tax resulting from state income tax, net of federal income tax benefit	64,000	177,000
Other		(25,000)
	\$ 463,000	\$ 1,268,000

Deferred income taxes are recorded based upon differences between financial statement and tax basis amounts of assets and liabilities. The tax effects of temporary differences which give rise to deferred tax assets and liabilities were as follows:

	December 31,	
	2013	2012
Gross deferred tax liabilities:		
Property having a financial statement basis in excess of tax basis:		
Cost differences	\$ 3,751,000	\$ 3,816,000
Depreciation differences	1,492,000	1,668,000
	5,243,000	5,484,000
Insurance premiums and accrued leasing revenues	151,000	125,000
	5,394,000	5,609,000
Deferred tax assets	(206,000)	(219,000)
	\$ 5,188,000	\$ 5,390,000

The Company's federal and various state income tax returns for the years subsequent to 2009 remain subject to examination.

The Company follows GAAP when reviewing all its tax positions and has determined that no reserves are required.

**8. Shareholders equity:**

In November 2008, the Company restated its Articles of Incorporation:

To create a new class of common stock of the Company to be designated Class B Common Stock consisting of 3,500,000 shares, \$.01 par value per share;

To increase the number of authorized shares of Class A Common Stock from 6,000,000 to 10,000,000 shares; and

To provide for certain transfer and ownership restrictions as set forth therein.

In December 2008, the Company issued (in the form of a stock dividend) 3,299,956 shares of Class B Common Stock on a one-for-one basis for each share of Class A Common Stock held.



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The holders of Class A and Class B Common Stock voted together as a single class on all matters submitted to the shareholders of the Company except for the election of the Board of Directors and except in connection with certain major corporate actions, including a sale of the Company. The holders of Class A Common Stock, voting as a separate class, elected one-third of the Board of Directors. The holders of

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Class B Common Stock, voting as a separate class, elected the remainder of the Board of Directors.

Class B Common Stock was convertible by the record owner thereof into the same number of shares of Class A Common Stock at any time.

The Class A Common Stock is listed on the Premier QX Tier of the OTCQX. The Class B Common Stock was not listed on any national or regional stock exchange, or on the National Association of Securities Dealers Automated Quotation National Market System or on the OTCQX.

The holders of Class A and Class B Common Stock shared equally in the earnings of the Company and in dividends declared by the Company.

The Company's Restated Articles of Incorporation prohibited any shareholder from acquiring more than a 5% interest in the Company's classes of common stock and prohibited any shareholder or any beneficial owner who, at the time of the filing of the Restated Articles of Incorporation owned 5% or more of the Company's classes of common stock from increasing their aggregate percentage ownership of both classes of common stock. If a shareholder acquired a number of shares that resulted in the limitation being exceeded, shares in excess of the limitation were automatically converted into an equal number of shares of Excess Stock, which class was authorized pursuant to the 2001 Amendment to the Company's Articles of Incorporation. Excess Stock was non-voting and not entitled to dividends. However, the shareholder could designate a qualifying transferee for shares of Excess Stock, at which time such shares would be converted and reissued as Class A or Class B Common shares as the case may be.

The purpose for creating the Class B Common Stock was to put the Company in the position to qualify to be taxed as a real estate investment trust ( REIT ). One of the qualifications to be taxed as a REIT is that no more than 50% of the shares of a company can be held by five or fewer individuals during the last half of each taxable year. Currently, the majority shareholder controls 52.3% of the Company's outstanding common stock and three other shareholders each own more than 5% of the Company's outstanding common stock. In order for the Company to qualify to be taxed as a REIT, the major shareholders' ownership of the Company's issued and outstanding common stock would need to be reduced below the 50% level.

In January 2013, the Board of Directors of the Company approved submitting to the shareholders at the 2013 annual meeting Amended and Restated Articles of Incorporation which, among other things, eliminated (1) the Class B Common shares and automatically converted all Class B Common shares into an equivalent number of Class A Common shares, (2) all restrictions that existed with respect to the ownership of Class A and Class B Common stock and (3) Excess Stock. The Board took this action after concluding that conversion to a REIT was unlikely to occur at any time in the foreseeable future. On April 23, 2013, the shareholders approved the Amended and Restated Articles of Incorporation.

On December 7, 2012, the Company's Board of Directors declared a dividend of \$2.25 per share (\$14,850,000) to shareholders of record as of December 17, 2012. For shareholders owning 100 or more shares, the dividend was payable 20%, or \$.45 per share, in cash and 80%, or \$1.80 per share, in Dividend Notes to be issued by the Company. Shareholders owning less than 100 shares of any class of Company stock where the shares were titled in their names and not held by a broker, received 100% of the dividend in cash unless they elected to receive it 20% in cash and 80% in Dividend Notes. The dividend was paid on December 27, 2012, at which time the Company paid out \$3,063,000 in cash, and issued \$11,787,000 in 5% Dividend Notes described in Note 4. In accordance with GAAP, at December 7, 2012, the Company's retained earnings of \$3,870,000 was reduced to zero and the remaining \$10,980,000 was offset against capital in excess of par. In connection with the declaration of the dividend, the Company's Board of Directors received a solvency opinion from an investment banking firm to the effect that the dividend would not result in the Company's liabilities exceeding its assets and would not render the Company insolvent.





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The following is a reconciliation of the segment information to the amounts reported in the accompanying consolidated financial statements:

	December 31,	
	2013	2012
<b>Revenues for operating segments:</b>		
Leasing	\$ 4,498,000	\$ 4,202,000
Petroleum storage	2,171,000	3,954,000
	706,000	859,000
Total consolidated revenues	\$ 6,669,000	\$ 8,156,000
<b>Property tax expense:</b>		
<b>Property tax expense for operating segments:</b>		
Leasing	\$ 419,000	\$ 607,000
Petroleum storage	287,000	252,000
	706,000	859,000
Unallocated corporate property tax expense	2,000	2,000
Total consolidated property tax expense	\$ 708,000	\$ 861,000
<b>Depreciation:</b>		
<b>Depreciation for operating segments:</b>		
Leasing	\$ 206,000	\$ 207,000
Petroleum storage	639,000	643,000
	845,000	850,000
Unallocated corporate depreciation	5,000	6,000
Total consolidated depreciation	\$ 850,000	\$ 856,000
<b>Income (loss) before income taxes:</b>		
<b>Income (loss) for operating segments:</b>		
Leasing	\$ 3,666,000	\$ 3,139,000
Petroleum storage	(595,000)	1,566,000
	3,071,000	4,705,000
Unallocated corporate expenses	(1,104,000)	(1,217,000)
Interest expense	(793,000)	(207,000)
Total consolidated income before income taxes	\$ 1,174,000	\$ 3,281,000
<b>Assets:</b>		
<b>Assets for operating segments:</b>		
Leasing	\$ 9,880,000	\$ 9,885,000
Petroleum storage	11,887,000	12,360,000
	21,767,000	22,245,000
Corporate cash and cash equivalents	2,584,000	2,233,000
Other unallocated amounts	459,000	81,000
Total consolidated assets	\$ 24,810,000	\$ 24,559,000

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Properties and equipment:		
Additions to properties and equipment:		
Leasing	\$	\$ 134,000
Petroleum storage	17,000	18,000
Total consolidated additions	\$ 17,000	\$ 152,000
Reimbursement of costs of previously recorded asset, petroleum storage	\$	\$ (34,000)

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The following table sets forth those customers whose revenues exceed 10 percent of the Company's segment revenues for the years ended December 31, 2013 and 2012:

	2013	2012
<b>Leasing segment:</b>		
Lamar Outdoor Advertising, LLC	\$ 934,000	\$ 893,000
Metropark, Ltd	620,000	606,000
AvalonBay Communities, Inc.	557,000	404,000*
One Citizens Plaza Holdings LLC	485,000	485,000
261 LLC and 262 LLC	475,000	418,000*
Intercontinental Real Estate Investment Fund IV LLC	456,000	456,000
	\$ 3,527,000	\$ 3,262,000

\* Amounts which do not represent greater than 10 percent in 2012 but are presented for comparative purposes only

<b>Petroleum storage segment:</b>		
Global Companies, LLC	\$ 1,339,000	\$ 3,954,000
Atlantic Trading & Marketing, Inc.	832,000	
	\$ 2,171,000	\$ 3,954,000

**10. Related party transaction:**

The Company and Providence and Worcester Railroad Company (the Railroad) have a common controlling shareholder. The Company has the right to use certain pipelines located in the right of way of the Railroad which were constructed by Getty Oil Company (Eastern Operations), Inc. (GettyEO). Pursuant to an agreement between the Railroad and GettyEO dated August 6, 1975, the Railroad has the right to relocate any portion of the pipelines located within the Railroad's right of way. The Company supported the extension of Waterfront Drive, so-called, up to Dexter Road and adjacent to the Company's Terminal, which road was constructed on the Railroad right of way. The road was completed in November 2012. The State of Rhode Island's plans for the Waterfront Drive extension required a relocation of a portion of the pipelines which the Railroad had the right to relocate. RIDOT entered into an agreement with the Railroad (the RIDOT Agreement) to reimburse the Railroad for reasonable costs incurred by it in relocating the pipelines, which were originally estimated to be \$159,000. Any substantial change to the estimate requires the approval of RIDOT.

In May 2011, the Company entered into an agreement with the Railroad to act as the Railroad's agent with respect to the relocation of the pipelines. The Company, without receiving compensation, is obligated under the agreement to select, direct and supervise all subcontractors subject to the Railroad's approval. Upon the Railroad's receipt of invoices from the contractors, the Railroad requires the Company to verify the accuracy of the invoices and submit a check to the Railroad covering the amount of the invoices. The Railroad pays the invoices, using the funds advanced by the Company. The Railroad is then obligated to submit the invoices to RIDOT for reimbursement. Any reimbursements received by the Railroad from RIDOT are required to be paid to the Company in a timely manner. Any shortfall in RIDOT's reimbursement is borne by the Company.

The costs incurred to relocate the pipeline totaled \$219,000, which amount the Railroad submitted to RIDOT in February 2012. In March and December 2012, RIDOT reimbursed the Railroad a total of \$198,000, which the Railroad in turn paid to the Company. RIDOT has retained the remaining \$21,000 pending its audit of the project, which amount is included in prepaid and other on the accompanying consolidated balance sheets. The Company believes the remaining \$21,000 will ultimately be paid.

In May 2012, the Company and Railroad entered into a License Agreement licensing to the Company track facilities which may be installed in connection with a railcar-loading/unloading facility upon Railroad's right-of-way. The License Agreement continues through December 31,

2015, and thereafter may be extended for additional three-year periods unless cancelled by the Company upon thirty days written notice prior to termination.



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### **Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure**

There were no changes in, or disagreements with, accountants on accounting or financial disclosure as defined by Item 304 of Regulation S-K.

### **Item 9A. Controls and Procedures**

Under the supervision of the Company's management, including its principal executive officer and principal financial officer, the Company has evaluated the effectiveness of the design and operation of its disclosure controls and procedures (as defined in Rule 13a-15 under the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based upon this evaluation, the principal executive officer and principal financial officer have concluded that, as of such date, the Company's disclosure controls and procedures were effective in making them aware on a timely basis of the material information relating to the Company required to be included in the Company's periodic filings with the Securities and Exchange Commission.

#### *Management's Annual Report on Internal Control over Financial Reporting*

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act). The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of its financial reporting and the preparation of published financial statements in accordance with United States generally accepted accounting principles.

However, because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or the degree of compliance with policies may deteriorate.

Management conducted its evaluation of the effectiveness of its internal control over financial reporting based on the framework in 1992 Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) as of December 31, 2013.

Based on this assessment, the principal executive officer and principal financial officer believe that as of December 31, 2013, the Company's internal control over financial reporting was effective based on criteria set forth by COSO in 1992 Internal Control-Integrated Framework.

This annual report does not include an attestation report of the Company's independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's independent registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this annual report.

#### *Changes in Internal Control Over Financial Reporting*

During the quarter ended December 31, 2013, there has been no change in the Company's internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act) that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

**Table of Contents****PART III****Item 10. Directors, Executive Officers and Corporate Governance**

The information concerning directors required by this item, including the Audit Committee and the Audit Committee financial expert, is incorporated by reference to the Sections entitled Election of Directors, Section 16(a) Beneficial Ownership Reporting Compliance, Security Ownership of Certain Beneficial Owners and Management and Audit Committee Report in the Company's Definitive Proxy for the 2014 Annual Meeting of Shareholders to be filed with the SEC.

The following are the executive officers of the Registrant:

Name	Age	Office Held	Date of First Election to Office
Robert H. Eder	81	President, Capital Properties, Inc.	1995
Barbara J. Dreyer	75	Treasurer, Capital Properties, Inc.	1997
Stephen J. Carlotti	71	Secretary, Capital Properties, Inc.	1998
Todd D. Turcotte	42	Vice President, Capital Properties, Inc.	2008

All officers hold their respective offices until their successors are duly elected and qualified. Ms. Dreyer served as President and Treasurer of the Registrant from 1995 to 1997 and as Treasurer since that date. Mr. Carlotti is a partner in the law firm, Hinckley, Allen & Snyder LLP, which firm provides legal services to the Company.

*Code of Ethics:*

The Company has adopted a Code of Ethics which applies to all directors, officers and employees of the Company and its subsidiaries including the Principal Executive Officer and the Treasurer (who is both the principal accounting and financial officer), which meets the requirement of a code of ethics as defined in Item 406 of Regulation S-K. The Company will provide a copy of the Code to shareholders pursuant to any request directed to the Treasurer at the Company's principal offices. The Company intends to disclose any amendments to, or waiver of, any provisions of the Code for the Principal Executive Officer or Treasurer, or any person performing similar functions.

The additional information required by this item is incorporated by reference to the Section entitled Corporate Governance in the Company's Definitive Proxy Statement for the 2014 Annual Meeting of Shareholders to be filed with the Securities and Exchange Commission.

**Item 11. Executive Compensation**

The information required by this item is incorporated by reference to the Sections entitled Compensation of Directors, Compensation Discussion and Analysis, and Executive Compensation in the Company's Definitive Proxy Statement for the 2014 Annual Meeting of Shareholders to be filed with the Securities and Exchange Commission.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information required by this item is incorporated by reference to the Section entitled Security Ownership of Certain Beneficial Owners and Management in the Company's Definitive Proxy Statement for the 2014 Annual Meeting of Shareholders to be filed with the Securities and Exchange Commission.

**Item 13. Certain Relationships and Related Transactions and Director Independence**

The Company and Providence and Worcester Railroad Company (the Railroad) have a common controlling shareholder. The Company has the right to use certain pipelines located in the right of way of the



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Railroad which were constructed by Getty Oil Company (Eastern Operations), Inc. ( GettyEO ). Pursuant to an agreement between the Railroad and GettyEO dated August 6, 1975, the Railroad has the right to relocate any portion of the pipelines located within the Railroad's right of way. The Company supported the extension of Waterfront Drive, so-called, up to Dexter Road and adjacent to the Company's Terminal, which road was constructed on the Railroad right of way. The road was completed in November 2012. The State of Rhode Island's plans for the Waterfront Drive extension required a relocation of a portion of the pipelines which the Railroad had the right to relocate. RIDOT entered into an agreement with the Railroad (the RIDOT Agreement ) to reimburse the Railroad for reasonable costs incurred by it in relocating the pipelines, which were originally estimated to be \$159,000. Any substantial change to the estimate requires the approval of RIDOT.

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The information required by this item is incorporated by reference to the Sections entitled Election of Directors and Transactions with Management in the Company's Definitive Proxy Statement for the 2014 Annual Meeting of Shareholders to be filed with the Securities and Exchange Commission.

### **Item 14. Principal Accountant Fees and Services**

The information required by this item is incorporated by reference to the Section entitled Independent Registered Public Accountants in the Company's Definitive Proxy Statement for the 2014 Annual Meeting of Shareholders to be filed with the Securities and Exchange Commission.

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**PART IV**

**Item 15. Exhibits and Financial Statement Schedules**

(a) and (c) The consolidated financial statements are included in Item 8.

**(b) Exhibits:**

- 3.1** Restated Articles of Incorporation (incorporated by reference to Exhibit 3.1 to the registrant's report on Form 8-K filed on April 24, 2013)
- 3.2** By-laws, as amended (incorporated by reference to Exhibit 3.2 to the registrant's annual report on Form 10-K for the year ended December 31, 2007)
- 10** Material contracts:
  - (a) Amended Loan Agreement between Bank Rhode Island and Company:**
    - (i) Dated December 20, 2012 (incorporated by reference to Exhibit 10.1 to the registrant's report on Form 8-K filed on December 27, 2012)
  - (b) Form of Dividend Note:**
    - (i) Dated December 27, 2012 (incorporated by reference to Exhibit 10.2 to the registrant's report on Form 8-K filed on December 27, 2012)
  - (c) Lease between Metropark, Ltd. and Company:**
    - (i) Dated January 1, 2005 (incorporated by reference to Exhibit 10(a) to the registrant's annual report on Form 10-KSB for the year ended December 31, 2004, as amended.)
- 20.1** Map of the Company's parcels in Downtown Providence, Rhode Island
- 20.2** Map of the Company's petroleum storage facility in East Providence, Rhode Island
- 21** Subsidiaries of the Company
- 31.1** Rule 13a-14(a) Certification of President and Principal Executive Officer
- 31.2** Rule 13a-14(a) Certification of Treasurer and Principal Financial Officer
- 32.1** Certification of President and Principal Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2** Certification of Treasurer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 101** The following financial information from the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2013, filed with the Securities and Exchange Commission on March 12, 2014, formatted in eXtensible Business Reporting Language:
  - (i) Consolidated Balance Sheets as of December 31, 2013 and December 31, 2012
  - (ii) Consolidated Statements of Income for the Years ended December 31, 2013 and 2012

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- (iii) Consolidated Statements of Shareholders' Equity for the Years ended December 31, 2013 and 2012
- (iv) Consolidated Statements of Cash Flows for the Years ended December 30, 2013 and 2012
- (v) Notes to Consolidated Financial Statements.

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**SIGNATURES**

In accordance with Section 13 or 15(d) of the Exchange Act, the Company has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CAPITAL PROPERTIES, INC.

By /s/ Robert H. Eder  
Robert H. Eder  
President and Principal Executive Officer

DATED: March 12, 2014

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the Company and on the dates indicated.

/s/ Robert H. Eder Robert H. Eder President and Director Principal Executive Officer	March 12, 2014
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/s/ Barbara J. Dreyer Barbara J. Dreyer Treasurer, Principal Financial Officer and Principal Accounting Officer	March 12, 2014
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/s/ Alfred J. Corso Alfred J. Corso, Director	March 12, 2014
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/s/ Harris N. Rosen Harris N. Rosen, Director	March 12, 2014
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