

**FIRST REAL ESTATE INVESTMENT TRUST OF NEW JERSEY, INC.,
a Maryland corporation**

AUDIT COMMITTEE CHARTER

The objective of the Audit Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of First Real Estate Investment Trust of New Jersey, Inc., a Maryland corporation (“FREIT” or the “Trust”), in fulfilling its responsibility to oversee the business and affairs of the Trust. The Committee’s primary duties and responsibilities are to: 1) serve as an independent and objective body to monitor the financial reporting process and internal control system of the Trust; 2) oversee the quality and integrity of the financial statements of the Trust; 3) review and appraise the qualifications, performance and independence of the Trust’s independent auditors; 4) provide an open forum for communication among the independent auditors, senior financial officers, other members of management and the Board; 5) prepare an annual committee report to be included in the Trust’s proxy statement as required by the regulations of the United States Securities and Exchange Commission (the “SEC”); and 6) assist in assuring the Trust’s compliance with legal and regulatory requirements. References herein to "management" shall mean the principal executive officers, senior financial officers and other officers of FREIT and executive management employees of FREIT.

The Committee will fulfill the responsibilities listed above primarily by carrying out the activities enumerated in this Audit Committee Charter (this “Charter”). In addition, it shall encourage continuous improvement of and adherence to the Trust’s policies, procedures and practices, including, but not limited to, the Trust’s Code of Ethics (the “Code of Ethics”) and Whistleblower Policy.

I. RESPONSIBILITIES, OBLIGATIONS AND DUTIES

In order to fulfill its purpose, the Committee shall have the following responsibilities, obligations and duties:

Evaluation and Selection of Independent Auditors

1. Evaluate and select the independent auditors, considering independence and effectiveness, and approve the terms of the engagement and the fees and other compensation to be paid to the independent auditors. On an annual basis, the Committee shall review and discuss with the auditors all significant relationships the auditors have with the Trust to determine the independence of the auditors.
2. Pre-approve any permissible non-audit services to be provided to the Trust by the independent auditors and the fees associated with such non-audit services.
3. Pre-approve any non-audit services to be provided to the Trust by outside consultants, other than the independent auditors, and the fees associated with such non-audit services.

4. Periodically consult with the independent auditors about internal controls and procedures and the completeness and accuracy of the Trust's financial statements and other financial information.
5. Review the performance of the independent auditors and approve any proposed discharge of the independent auditors when circumstances warrant. The Committee shall request, at least annually, a report from the independent auditors detailing i) the auditors' internal quality control procedures, ii) any problems or material issues raised by recent internal quality control reviews, investigations or inquiries, or by any inquiry or investigation by governmental or professional authorities, and iii) the steps taken to rectify any factors that would call into question the auditors' independence, including all relationships between the Trust and the auditors.
6. Ensure that the lead audit partner assigned by the Trust's independent auditors to the Trust, as well as the audit partner responsible for reviewing the Trust's audit, shall be changed at least every five (5) years.
7. Establish clear hiring policies in the manner set forth below with regard to employees and former employees of the Trust's independent auditors. The Committee shall establish a one-year cooling-off period before the lead partner, the concurring partner or any other member of an audit engagement team who provides more than ten hours of audit services during an annual audit period may be employed by the Trust in a financial oversight role, including, without limitation, as a member of the Board, chief executive officer, president, chief financial officer, chief operating officer, chief accounting officer, controller or an equivalent position.

Review and Preparation of Documents and Reports

8. Review and assess the adequacy of this Charter annually and update this Charter as conditions warrant.
9. Review with senior financial officers and the independent auditors the quarterly report on Form 10-Q, including significant changes in accounting principles or their application, disclosure under Management's Discussion and Analysis of Financial Condition and Results of Operations, the discussion of the Trust's critical accounting policies and estimates, the certification of financial statements included in the Form 10-Q and other financial information, prior to the filing of the Form 10-Q with the SEC or prior to the release of earnings to the public. The Chair of the Committee may represent the entire Committee for purposes of this review.
10. Review with senior financial officers and the independent auditors the annual report on Form 10-K, including significant changes in accounting principles or their application, disclosure under Management's Discussion and Analysis of Financial Condition and Results of Operations, the discussion of the Trust's critical accounting policies and estimates, the certification of financial statements included

in the Form 10-K and other financial information, prior to the filing of the Form 10-K with the SEC or prior to the release of earnings to the public.

11. Recommend to the Board that the annual financial statements of the Trust be included in the Trust's annual report on Form 10-K.
12. Review with senior financial officers and the independent auditors, as appropriate, the annual report to stockholders prior to its distribution to stockholders and prior to its filing with the SEC.
13. Prepare an annual committee report to be included in the Trust's proxy statement as required by SEC regulations.

Financial Reporting Process

14. In consultation with the independent auditors, review the integrity of the Trust's financial reporting processes, both internal and external, including the adequacy of the Trust's disclosure controls and procedures.
15. Discuss with the independent auditors any material correcting adjustments that have been identified by the independent auditors and made to conform with generally accepted accounting principles.
16. Consider the judgments of the independent auditors concerning the quality and appropriateness of the Trust's accounting principles as applied in its financial reporting.
17. Consider and approve, if appropriate, major changes to the Trust's auditing and accounting principles and practices as suggested by the independent auditors or management, including alternatives to, and the rationale for, the decisions made.
18. Review and discuss with the Board, management and the independent auditors the Trust's policies with respect to risk assessment and risk management, including the Trust's major financial risk exposure and steps taken by management to monitor and mitigate such exposure.
19. Discuss with the Trust's management and the Trust's independent auditors all significant deficiencies in the design or operation of internal controls and procedures which could adversely affect the Trust's ability to record, process, summarize and report financial data and any material weaknesses in internal controls, and, any fraud, whether or not material, that involves management or other employees of FREIT who have a significant role in the Trust's internal controls.

Oversight and Process Improvement

20. Establish regular and separate systems of reporting to the Committee by management and the independent auditors regarding any significant judgments

made by management or the independent auditors in its preparation of the financial statements.

21. Following completion of the annual audit, review separately with each of management and the independent auditors any significant difficulties encountered during the course of the audit, including, but not limited to any restrictions on the scope of work or access to required information.
22. Review with management and the independent auditors the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented.
23. Review and resolve any significant disagreement among management and the independent auditors in connection with the preparation of the financial statements or other financial information.
24. Oversee and evaluate all related party transactions proposed to be entered into by the Trust.
25. Assess annually the overall performance and effectiveness of the Committee.

Ethical and Legal Compliance

26. Review and update periodically and carry out the purposes of the Trust's Code of Ethics.
27. Review management's monitoring of the Trust's compliance with the Code of Ethics.
28. Review and investigate any matters pertaining to the integrity of management, including conflicts of interest and adherence to standards of business conduct as required in the Code of Ethics.
29. Review the system established by management to ensure that the Trust's financial statements and reports are accurately and timely disseminated to governmental organizations and the public and satisfy all legal requirements.
30. Review with the Trust's counsel any legal matter that could have a significant impact on the organization's financial statements or other financial information.
31. Review with the Trust's counsel legal compliance and regulatory matters.
32. Perform any other activities consistent with this Charter, the Trust's By-laws, rules of the NASDAQ OTC Bulletin Board ("OTCBB") and governing law, as the Committee or the Board deems necessary or appropriate.

Procedures for Receiving and Handling Complaints

33. Establish written procedures for handling complaints regarding accounting, internal accounting controls and auditing matters, including procedures for confidential, anonymous submission of concerns by employees and/or agents regarding accounting and auditing matters.
34. Establish written procedures for the confidential receipt, retention and consideration of any report by an attorney of evidence of (i) a material violation of any applicable Federal or state securities law, (ii) a material breach of fiduciary duty arising under Federal or state law, or (iii) a similar material violation of any Federal or state law, by the Trust or any officer, trustee, employee or agent of the Trust.
35. Investigate any matter brought to the Committee's attention with full access to all books, records, facilities and personnel of the Trust, and make recommendations to the Board as to any corrective or remedial action unless such action shall be within the purview of the authority of this Committee, in which case the Committee shall implement the corrective or remedial action. The Committee is authorized to retain such additional expert personnel as the Committee may deem necessary in connection with any such investigation.

Communications with Independent Auditors

36. The Committee shall discuss with the independent auditors prior to the issuance of the audit report, the matters required to be communicated by the independent auditors to audit committees in accordance with the auditing standards of the Public Company Accounting Oversight Board, as they may be modified or supplemented, relating to the conduct of the audit, including, without limitation, under Auditing Standard No. 16.

II. COMPOSITION AND QUALIFICATIONS

The Committee shall be comprised of a minimum of three (3) directors, as determined by the Board, who qualify as "independent" directors in accordance with the rules and regulations of the SEC, as such rules and regulations may be amended from time to time.

All Committee members shall be financially literate at the time of their appointment or election, which includes having a working familiarity with basic finance and accounting practices, and shall have sufficient financial expertise and ability to enable them to discharge their responsibilities. The Board shall endeavor to appoint at least one financial expert to the Committee. The term "financial expert" shall have the meaning ascribed thereto in the rules and regulations of the SEC, as such rules and regulations may be amended from time to time. In the event that a financial expert is not appointed to the Committee, the Trust shall make such disclosure as may be required by the SEC or other regulatory body. Committee members may enhance their familiarity with finance and accounting by participating in educational programs.

The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board and shall serve until their successors shall be duly elected and qualified.

The Board may remove a member of the Committee in its discretion. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

III. MEETINGS, REPORTS, ADVISORS AND FUNDING

The Committee shall meet quarterly, or more frequently as circumstances dictate. As part of its job to foster open communication and inquiry, the Committee shall meet at least annually with management and the independent auditors in separate sessions to discuss any matters that the Committee or each of these groups believes should be discussed. In addition, the Committee shall meet in a separate session with the independent auditors at least twice a year to review the Trust's financial statements. The Committee shall meet with senior financial officers and the independent auditors at least quarterly to review the Trust's financial statements and the quarterly report on Form 10-Q, and three of such meetings may be via teleconferencing or other electronic means.

The Committee is authorized to retain persons having special competence, legal counsel and other advisors as may be necessary or appropriate to assist the Committee in fully complying with all duties and obligations set forth in this Charter. The Committee shall make regular reports to the Board of its activities, which shall include, where appropriate, recommendations for future action by the Board. The Board shall ensure that the Committee is adequately funded to (i) compensate any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Trust; (ii) compensate any registered public accounting firm engaged for the purpose of providing non-audit services; and (iii) carry-out the activities and utilize the resources provided for herein.