

FIRST REAL ESTATE INVESTMENT TRUST OF NEW JERSEY

CODE OF ETHICS

(Adopted on January 26, 2004)

The purpose of adopting this Code of Ethics (this "Code") is to formally establish the policy of First Real Estate Investment Trust of New Jersey ("FREIT" or the "Trust") concerning standards to be adhered to in the conduct of its business. This Code is applicable to all trustees, officers and executive management employees of FREIT, including, but not limited to, FREIT's principal executive and senior financial officers. Where laws and regulations may be ambiguous and difficult to interpret, you should seek such advice as is necessary, including legal advice, in order to assure compliance with this Code and observance of all applicable laws and regulations. In addition to reading and understanding this Code, you should promptly raise any concern that you or others may have about compliance with or possible violations of this Code as provided for herein. By signing the Acknowledgment attached to this Code, you hereby agree to:

1. Engage in and promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
2. Take all reasonable steps necessary to protect the confidentiality of non-public information concerning the Trust obtained or created in connection with your employment with or service to FREIT and to prevent the unauthorized disclosure of such information unless required by applicable law or regulation or legal or regulatory process;
3. Take all steps necessary to produce full, fair, accurate, timely and understandable disclosure in reports and documents that FREIT files with, or submits to, the Securities and Exchange Commission and in other public communications made by FREIT;
4. Refrain from taking any action, directly or indirectly, to fraudulently influence, coerce, manipulate or mislead FREIT's independent auditors for the purpose of rendering the financial statements of FREIT misleading;
5. Comply with applicable governmental laws, rules and regulations; and
6. Promptly report any possible violation of this Code to the Audit Committee (the "Audit Committee") of the FREIT Board of Trustees (the "Board").

ADMINISTRATION

The Audit Committee shall have plenary authority to administer and interpret this Code. Among other things, the Audit Committee shall have the authority to (i) periodically review and update and carry out the purposes of this Code ; and (ii) investigate any matter brought to the Audit Committee's attention with full access to all books, records, facilities and personnel of the Trust.

Any questions or requests for interpretation of this Code should be referred to the Audit Committee. Such questions or requests for interpretation of this Code are encouraged by the Trust. A record shall be kept of all questions and requests for interpretation and the responses thereto in order to better administer this Code. The Audit Committee maintains an office at FREIT's headquarters.

PROCEDURE FOR REPORTING VIOLATIONS

Any trustee, officer or executive management employee of FREIT having any information or knowledge of any prohibited act hereunder, shall promptly report such matter to the Audit Committee. Any complaint or report made to the Audit Committee shall be handled in a timely and professional manner and may be made anonymously. The Audit Committee shall conduct a thorough investigation of any such matter brought to its attention. The identity of the individual reporting any such violation shall be kept anonymous except as may be otherwise necessary to remedy the violation or as may be required by law. The Audit Committee shall make a recommendation to the Board as to any corrective or remedial action to be taken unless such action shall be within the purview of the authority of the Audit Committee, in which case, the Audit Committee shall implement the corrective or remedial action.

Neither FREIT nor any of its trustees, officers or executive management employees shall take any retaliatory or other adverse action against anyone for raising or helping to resolve any concern or reporting any violation. Violators of this Code are subject to appropriate disciplinary action by FREIT, including, when appropriate, termination or dismissal. Such persons are reminded that violation of this Code also may result in prosecution for violation of Federal and/or state or other laws and may result in civil or criminal penalties.

[The next page is the Acknowledgement.]

ACKNOWLEDGMENT

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By signing below, you are acknowledging that you have received the Code of Ethics (the "Code") of First Real Estate Investment Trust of New Jersey ("FREIT") and have read the Code. Further, upon signing this Acknowledgment, you confirm that you understand that you are required to comply with all of the policies therein, and, should you have a concern about a possible violation of the Code, you will raise such concern to a member of the Audit Committee of FREIT's Board of Trustees.

Please sign and print your name and date below and return one copy of this Acknowledgment to Donald W. Barney, President.

Name (Signature)

Date

Name (Print)