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;2,265

(22,846)

(4,996)

Income from discontinued

operations

458

-

-

458

-

-

Net income (loss)

-

130,969

74,327

38,511

43,708

2,265

(22,846)

(4,996)

Less:

Net income attributable to

noncontrolling interests in

consolidated subsidiaries

(13,657)

(2,325)

-

(69)

-

-

(11,263)

Net income attributable to

noncontrolling interests in the

Operating Partnership, including

unit distributions

(8,731)

-

-

-

-

-

(8,731)

Net income (loss) attributable to

Vornado

108,581

72,002

38,511

43,639

2,265

(22,846)

(24,990)

Interest and debt expense<sup>(2)</sup>

202,956

36,953

34,093

24,468

9,595

43,393

54,454

Depreciation and amortization<sup>(2)</sup>

182,496

47,621

38,306

28,400

11,227

32,896

24,046

Income tax (benefit) expense<sup>(2)</sup>

(17,343)

440

607

	-
	911
	(23,969)
	4,668
EBITDA <sup>(1)</sup>	
	\$
	476,690
	\$
	157,016
	\$
	111,517
	\$
	96,507
	\$
	15

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23,998

\$

29,474

\$

58,178



See notes of page 34.



## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

## 19. Segment Information – continued

(Amounts in thousands)

	For the Three Months Ended June 30, 2010						
	Total	New York Office	DC Office	Retail	Merchandise Mart	Toys	Other <sup>(3)</sup>
Property rentals	\$ 531,576	\$ 195,248	\$ 142,952	\$ 96,335	\$ 54,441	\$ -	\$ 42,600
Straight-line rent adjustments	17,552	7,255	964	7,761	725	-	847
Amortization of acquired below-market leases, net	16,284	9,134	621	4,933	15	-	1,581
Total rentals	565,412	211,637	144,537	109,029	55,181	-	45,028
Tenant expense reimbursements	86,420	32,431	12,546	35,351	3,829	-	2,263
Fee and other income:							
Tenant cleaning fees	13,468	20,639	-	-	-	-	(7,171)
Management and leasing fees	3,380	1,393	2,384	321	19	-	(737)
Lease termination fees	2,841	2,297	82	428	34	-	-
Other	12,468	4,513	5,061	1,005	744	-	1,145
Total revenues	683,989	272,910	164,610	146,134	59,807	-	40,528
Operating expenses	261,845	111,055	50,013	55,648	28,727	-	16,402
Depreciation and amortization	133,277	44,271	36,018	27,528	11,387	-	14,073
General and administrative	49,540	4,767	6,202	6,807	7,157	-	24,607
Acquisition and other costs	1,930	-	-	-	-	-	1,930
Total expenses	446,592	160,093	92,233	89,983	47,271	-	57,012
Operating income (loss)	237,397 (21,004)	112,817 -	72,377 -	56,151 -	12,536 -	- (21,004)	(16,484) -

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(Loss) applicable to Toys							
Income from partially owned entities	4,452	1,337	188	1,129	55	-	1,743
Interest and other investment income, net	3,876	163	23	186	12	-	3,492
Interest and debt expense	(142,175)	(33,047)	(34,068)	(20,315)	(9,464)	-	(45,281)
Net (loss) on extinguishment of debt	(1,072)	-	-	-	-	-	(1,072)
Net gain (loss) on disposition of wholly owned and partially owned assets	4,382	-	-	-	(31)	-	4,413
Income (loss) before income taxes	85,856	81,270	38,520	37,151	3,108	(21,004)	(53,189)
Income tax (expense) benefit	(4,964)	(335)	595	-	(402)	-	(4,822)
Income (loss) from continuing operations	80,892	80,935	39,115	37,151	2,706	(21,004)	(58,011)
(Loss) income from discontinued operations	(3,681)	-	1,137	(333)	(4,485)	-	-
Net income (loss)	77,211	80,935	40,252	36,818	(1,779)	(21,004)	(58,011)
Less:							
Net (income) loss attributable to noncontrolling interests in consolidated subsidiaries	(981)	(2,556)	-	256	-	-	1,319
Net income attributable to noncontrolling interests in the Operating Partnership, including unit distributions	(4,124)	-	-	-	-	-	(4,124)
Net income (loss) attributable to Vornado	72,106	78,379	40,252	37,074	(1,779)	(21,004)	(60,816)

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Interest and debt expense <sup>(2)</sup>	207,512	31,595	34,943	22,526	16,478	42,093	59,877
Depreciation and amortization <sup>(2)</sup>	184,103	42,736	39,694	28,500	12,785	34,444	25,944
Income tax (benefit) expense <sup>(2)</sup>	(19,140)	335	(617)	-	402	(24,123)	4,863
EBITDA <sup>(1)</sup>	\$ 444,581	\$ 153,045	\$ 114,272	\$ 88,100	\$ 27,886	\$ 31,410	\$ 29,868

See notes of page 34.

## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

## 19. Segment Information – continued

(Amounts in thousands)

	For the Six Months Ended June 30, 2011						
		Washington,					
	Total	New York Office	DC Office	Retail	Merchandise Mart	Toys	Other <sup>(3)</sup>
Property rentals	\$ 1,088,957	\$ 391,377	\$ 280,654	\$ 214,109	\$ 118,928	\$ -	\$ 83,889
Straight-line rent adjustments	22,278	11,760	(711)	7,911	1,443	-	1,875
Amortization of acquired below-market leases, net	33,571	16,355	978	13,956	34	-	2,248
Total rentals	1,144,806	419,492	280,921	235,976	120,405	-	88,012
Tenant expense reimbursements	173,284	65,359	18,233	75,967	7,767	-	5,958
Cleveland Medical Mart development project	73,068	-	-	-	73,068	-	-
Fee and other income:							
Tenant cleaning fees	30,832	47,109	-	-	-	-	(16,277)
Management and leasing fees	11,095	3,607	6,959	1,898	303	-	(1,672)
Lease termination fees	8,499	5,636	2,011	852	-	-	-
Other	25,678	9,866	10,662	3,099	1,878	-	173
Total revenues	1,467,262	551,069	318,786	317,792	203,421	-	76,194
Operating expenses	563,925	238,130	98,584	117,874	74,807	-	34,530
Depreciation and amortization	264,125	92,000	67,749	56,291	22,175	-	25,910
General and administrative	109,254	9,943	12,999	15,313	14,446	-	56,553
Cleveland Medical Mart development							

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project	68,218	-	-	-	68,218	-	-
Acquisition and other costs	20,167	-	-	15,000	3,040	-	2,127
Total expenses	1,025,689	340,073	179,332	204,478	182,686	-	119,120
Operating income (loss)	441,573	210,996	139,454	113,314	20,735	-	(42,926)
Income applicable to Toys	90,098	-	-	-	-	90,098	-
Income (loss) from partially owned entities	42,687	243	(4,682)	1,242	254	-	45,630
Income from Real Estate Fund	20,138	-	-	-	-	-	20,138
Interest and other investment income, net	125,115	320	80	2	18	-	124,695
Interest and debt expense	(271,967)	(68,119)	(59,655)	(46,413)	(18,775)	-	(79,005)
Net gain on disposition of wholly owned and partially owned assets	6,677	-	-	-	-	-	6,677
Income before income taxes	454,321	143,440	75,197	68,145	2,232	90,098	75,209
Income tax expense	(12,304)	(959)	(1,307)	(5)	(1,321)	-	(8,712)
Income from continuing operations	442,017	142,481	73,890	68,140	911	90,098	66,497
Income from discontinued operations	134,773	-	46,466	5,761	82,546	-	-
Net income	576,790	142,481	120,356	73,901	83,457	90,098	66,497
Less:							
Net (income) loss attributable to noncontrolling interests in consolidated subsidiaries	(15,007)	(4,596)	-	86	-	-	(10,497)
Net income attributable to noncontrolling interests in the Operating Partnership, including							

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unit distributions	(40,539)	-	-	-	-	-	(40,539)
Net income attributable to Vornado	521,244	137,885	120,356	73,987	83,457	90,098	15,461
Interest and debt expense <sup>(2)</sup>	401,804	68,947	66,314	48,632	22,502	83,528	111,881
Depreciation and amortization <sup>(2)</sup>	368,344	92,714	80,205	57,376	22,402	67,569	48,078
Income tax expense <sup>(2)</sup>	49,485	959	1,455	5	1,321	45,049	696
EBITDA <sup>(1)</sup>	\$ 1,340,877	\$ 300,505	\$ 268,330	\$ 180,000	\$ 129,682	\$ 286,244	\$ 176,116

See notes on page 34.

## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

## 19. Segment Information – continued

(Amounts in thousands)

	For the Six Months Ended June 30, 2010						
	Total	New York Office	DC Office	Retail	Merchandise Mart	Toys	Other <sup>(3)</sup>
Property rentals	\$ 1,048,199	\$ 387,852	\$ 279,778	\$ 191,442	\$ 112,098	\$ -	\$ 77,029
Straight-line rent adjustments	37,615	15,049	5,172	14,119	1,827	-	1,448
Amortization of acquired below-market leases, net	32,055	18,339	1,242	9,449	(106)	-	3,131
Total rentals	1,117,869	421,240	286,192	215,010	113,819	-	81,608
Tenant expense reimbursements	178,350	65,683	27,463	72,946	7,806	-	4,452
Fee and other income:							
Tenant cleaning fees	27,120	41,057	-	-	-	-	(13,937)
Management and leasing fees	12,520	2,850	10,480	545	33	-	(1,388)
Lease termination fees	7,811	3,025	528	3,836	422	-	-
Other	25,633	8,923	10,898	1,745	2,706	-	1,361
Total revenues	1,369,303	542,778	335,561	294,082	124,786	-	72,096
Operating expenses	536,538	226,104	104,770	108,775	65,937	-	30,952
Depreciation and amortization	267,070	87,978	72,230	55,325	23,366	-	28,171
General and administrative	98,170	9,346	12,095	13,748	14,355	-	48,626
Acquisition and other costs	1,930	-	-	-	-	-	1,930
Total expenses	903,708	323,428	189,095	177,848	103,658	-	109,679
Operating income (loss)	465,595	219,350	146,466	116,234	21,128	-	(37,583)

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Income applicable to Toys	104,866	-	-	-	-	104,866	-
Income (loss) from partially owned entities	15,796	2,640	(4)	2,520	231	-	10,409
Interest and other investment income, net	18,580	327	49	189	24	-	17,991
Interest and debt expense	(277,902)	(65,733)	(68,225)	(37,957)	(18,827)	-	(87,160)
Net (loss) on extinguishment of debt	(1,072)	-	-	-	-	-	(1,072)
Net gain on disposition of wholly owned and partially owned assets	7,687	-	-	-	765	-	6,922
Income (loss) before income taxes	333,550	156,584	78,286	80,986	3,321	104,866	(90,493)
Income tax expense	(10,544)	(809)	(91)	(35)	(596)	-	(9,013)
Income (loss) from continuing operations	323,006	155,775	78,195	80,951	2,725	104,866	(99,506)
(Loss) from discontinued operations	(13,251)	-	(7,186)	(535)	(5,530)	-	-
Net income (loss)	309,755	155,775	71,009	80,416	(2,805)	104,866	(99,506)
Less:							
Net (income) loss attributable to noncontrolling interests in consolidated subsidiaries	(1,194)	(4,848)	-	498	-	-	3,156
Net income attributable to noncontrolling interests in the							
Operating Partnership, including unit distributions	(21,903)	-	-	-	-	-	(21,903)
Net income (loss) attributable to Vornado	286,658	150,927	71,009	80,914	(2,805)	104,866	

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(118,253)

Interest and debt expense <sup>(2)</sup>	403,699	62,587	70,114	41,880	29,487	83,233	116,398
Depreciation and amortization <sup>(2)</sup>	370,252	84,810	79,535	57,311	26,267	69,771	52,558
Income tax expense <sup>(2)</sup>	36,566	809	107	35	655	25,587	9,373
EBITDA <sup>(1)</sup>	\$ 1,097,175	\$ 299,133	\$ 220,765	\$ 180,140	\$ 53,604	\$ 283,457	\$ 60,076

See notes on the following page.

## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

## 19. Segment Information - continued

## Notes to preceding tabular information:

- (1) EBITDA represents "Earnings Before Interest, Taxes, Depreciation and Amortization." We consider EBITDA a supplemental measure for making decisions and assessing the unlevered performance of our segments as it relates to the total return on assets as opposed to the levered return on equity. As properties are bought and sold based on a multiple of EBITDA, we utilize this measure to make investment decisions as well as to compare the performance of our assets to that of our peers. EBITDA should not be considered a substitute for net income. EBITDA may not be comparable to similarly titled measures employed by other companies.
- (2) Interest and debt expense, depreciation and amortization and income tax (benefit) expense in the reconciliation of net income (loss) to EBITDA includes our share of these items from partially owned entities.
- (3) The components of other EBITDA are summarized below. The totals for each of the columns below agree to the total EBITDA for the "other" column in the preceding EBITDA by segment reconciliations.

(Amounts in thousands)	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2011	2010	2011	2010
Our share of Real Estate Fund:				
Operations	\$ 827	\$ -	\$ 1,807	\$ -
Net unrealized gains	3,218	-	3,392	-
Net realized gains	771	-	771	-
Carried interest	2,140	-	2,140	-
Total	6,956	-	8,110	-
Alexander's	15,821	14,260	30,989	28,659
Lexington <sup>(1)</sup>	17,313	11,435	29,306	29,283
LNR (acquired in July 2010) <sup>(2)</sup>	13,410	-	22,800	-
555 California Street	10,423	11,136	21,388	22,624
Hotel Pennsylvania	8,677	6,616	8,609	6,169
Other investments	11,735	8,469	19,936	18,615

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	84,335	51,916	141,138	105,350
Corporate general and administrative expenses <sup>(3)</sup>	(20,024)	(20,642)	(41,379)	(39,956)
Investment income and other, net <sup>(3)</sup>	11,954	14,554	26,330	26,068
Mezzanine loans loss (accrual) reversal and net gain on disposition	-	(6,900)	82,744	(6,900)
(Loss) income from the mark-to-market of J.C. Penney derivative position	(6,762)	-	10,401	-
Net gain on sale of condominiums	-	722	4,586	3,149
Acquisition costs	(2,191)	(1,930)	(3,714)	(1,930)
Real Estate Fund placement fees	(403)	(2,656)	(3,451)	(2,730)
Net loss on extinguishment of debt	-	(1,072)	-	(1,072)
Net income attributable to noncontrolling interests in the Operating Partnership, including unit distributions	(8,731)	(4,124)	(40,539)	(21,903)
	\$ 58,178	\$ 29,868	\$ 176,116	\$ 60,076

(1) Includes net gains of \$8,308 in the three months ended June 30, 2011, and \$9,760 and \$5,998 in the six months ended June 30, 2011 and 2010, respectively, resulting from Lexington's stock issuances.

(2) The three and six months ended June 30, 2011 include \$6,020 for our share of net gains from asset sales. The six months ended June 30, 2011 also includes \$8,977 for our share of a tax settlement gain.

(3) The amounts in these captions (for this table only) exclude the mark-to-market of our deferred compensation plan assets and offsetting liability.

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Shareholders and Board of Trustees

Vornado Realty Trust

New York, New York

We have reviewed the accompanying consolidated balance sheet of Vornado Realty Trust (the “Company”) as of June 30, 2011, and the related consolidated statements of income and comprehensive income for the three-month and six-month periods ended June 30, 2011 and 2010, and of changes in equity and cash flows for the six-month periods ended June 30, 2011 and 2010. These interim financial statements are the responsibility of the Company’s management.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to such consolidated interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Vornado Realty Trust as of December 31, 2010, and the related consolidated statements of income, changes in equity, and cash flows for the year then ended (not presented herein); and in our report dated February 23, 2011, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated balance sheet as of December 31, 2010 is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ DELOITTE & TOUCHE LLP

Parsippany, New Jersey

August 1, 2011

## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

Certain statements contained herein constitute forward looking statements as such term is defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are not guarantees of performance. They represent our intentions, plans, expectations and beliefs and are subject to numerous assumptions, risks and uncertainties. Our future results, financial condition and business may differ materially from those expressed in these forward-looking statements. You can find many of these statements by looking for words such as "approximates," "believes," "expects," "anticipates," "estimates," "intends," "plans," "may" or other similar expressions in this Quarterly Report on Form 10-Q. Many of the factors that will determine the outcome of these and our other forward-looking statements are beyond our ability to control or predict. For further discussion of factors that could materially affect the outcome of our forward-looking statements, see "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2010. For these statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. You are cautioned not to place undue reliance on our forward-looking statements, which speak only as of the date of this Quarterly Report on Form 10-Q or the date of any document incorporated by reference. All subsequent written and oral forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. We do not undertake any obligation to release publicly any revisions to our forward-looking statements to reflect events or circumstances occurring after the date of this Quarterly Report on Form 10-Q.

Management's Discussion and Analysis of Financial Condition and Results of Operations includes a discussion of our consolidated financial statements for the three and six months ended June 30, 2011. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

### *Critical Accounting Policies*

A summary of our critical accounting policies is included in our Annual Report on Form 10-K for the year ended December 31, 2010 in Management's Discussion and Analysis of Financial Condition. There have been no significant changes to our policies during 2011.

**Overview****Business Objective and Operating Strategy**

Our business objective is to maximize shareholder value, which we measure by the total return provided to our shareholders. Below is a table comparing our performance to the Morgan Stanley REIT Index (“RMS”) and the SNL REIT Index (“SNL”) for the following periods ended June 30, 2011:

	<b>Total Return<sup>(1)</sup></b>		
	<b>Vornado</b>	<b>RMS</b>	<b>SNL</b>
One-year	31.6%	34.1%	34.7%
Three-year	17.2%	17.1%	20.8%
Five-year	13.2%	12.7%	17.4%
Ten-year	278.8%	173.1%	186.6%

(1) Past performance is not necessarily indicative of how we will perform in the future.

We intend to achieve our business objective by continuing to pursue our investment philosophy and executing our operating strategies through:

- Maintaining a superior team of operating and investment professionals and an entrepreneurial spirit;
- Investing in properties in select markets, such as New York City and Washington, DC, where we believe there is a high likelihood of capital appreciation;
- Acquiring quality properties at a discount to replacement cost and where there is a significant potential for higher rents;
- Investing in retail properties in select under-stored locations such as the New York City metropolitan area;
- Developing and redeveloping existing properties to increase returns and maximize value; and
- Investing in operating companies that have a significant real estate component.

We expect to finance our growth, acquisitions and investments using internally generated funds, proceeds from possible asset sales and by accessing the public and private capital markets. We may also offer Vornado common or preferred shares or Operating Partnership units in exchange for property and may repurchase or otherwise reacquire our shares or any other securities in the future.

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We compete with a large number of real estate property owners and developers, some of which may be willing to accept lower returns on their investments. Principal factors of competition are rents charged, attractiveness of location, the quality of the property and the breadth and the quality of services provided. Our success depends upon, among other factors, trends of the national, regional and local economies, the financial condition and operating results of current and prospective tenants and customers, availability and cost of capital, construction and renovation costs, taxes, governmental regulations, legislation and population trends. See “Item 1A. Risk Factors” in our Annual Report on Form 10-K, as amended, for additional information regarding these factors.

**Overview - continued**

**2011 Acquisitions and Investments**

*One Park Avenue*

On March 1, 2011, we as a co-investor, together with the Fund, acquired a 95% interest in One Park Avenue, a 932,000 square foot office building located between 32<sup>nd</sup> and 33<sup>rd</sup> Streets in New York, for \$374,000,000. The purchase price consisted of \$137,000,000 in cash and 95% of a new \$250,000,000 5-year mortgage that bears interest at 5.0%.

*280 Park Avenue Joint Venture*

On March 16, 2011, we formed a 50/50 joint venture with SL Green Realty Corp (“SL Green”) to own the mezzanine debt of 280 Park Avenue, a 1.2 million square foot office building located between 48th and 49th Streets in Manhattan (the “Property”). We contributed our mezzanine loan with a face amount of \$73,750,000 and they contributed their mezzanine loans with a face amount of \$326,250,000 to the joint venture. We equalized our interest in the joint venture with SL Green by paying them \$111,250,000 in cash and assuming \$15,000,000 of their debt. On May 17, 2011, as part of the recapitalization of the Property, the joint venture contributed its debt position for 99% of the common equity of a new joint venture which owns the Property. The new joint venture expects to spend \$150,000,000 for re-tenanting and repositioning the Property.

*Independence Plaza*

On June 17, 2011, a joint venture in which we are a 51% partner invested \$55,000,000 in cash (of which we contributed \$35,000,000) to acquire a face amount of \$150,000,000 of mezzanine loans and a \$35,000,000

participation in a senior loan in Independence Plaza, a residential complex comprised of three 39-story buildings in the Tribeca submarket of Manhattan.

## **2011 Dispositions**

On March 31, 2011, the receiver completed the disposition of the High Point Complex in North Carolina. In connection therewith, the property and related debt were removed from our consolidated balance sheet and we recognized a net gain of \$83,907,000 on the extinguishment of debt.

In the first half of 2011, we sold (i) 1140 Connecticut Avenue and 1227 25<sup>th</sup> Street for \$127,000,000 in cash, which resulted in a \$45,862,000 net gain, and (ii) three retail properties in separate transactions for an aggregate of \$40,990,000 in cash, which resulted in net gains aggregating \$5,761,000.

**Overview - continued**

**2011 Financing Activities**

In January 2011, we completed a \$60,000,000 financing of land under a portion of the Borgata Hotel and Casino complex. The 10-year fixed rate loan bears interest at 5.14% and amortizes based on a 30-year schedule beginning in the third year.

On January 10, 2011, we completed a \$75,000,000 financing of North Bergen (Tonnelle Avenue), a 410,000 square foot strip shopping center. The seven-year fixed rate loan bears interest rate at 4.59% and amortizes based on a 25-year schedule beginning in the sixth year. This property was previously unencumbered.

On January 18, 2011, we repaid the outstanding balance of the construction loan on 220 20<sup>th</sup> Street and closed on a \$76,100,000 mortgage financing at a fixed rate of 4.61%. The loan has a seven-year term and amortizes based on a 30-year schedule.

On February 10, 2011, we completed a \$150,000,000 financing of 2121 Crystal Drive, a 506,000 square foot office building located in Crystal City, Arlington, Virginia. The 12-year fixed rate loan bears interest at 5.51% and amortizes based on a 30-year schedule beginning in the third year. This property was previously unencumbered.

On February 11, 2011, we completed a \$425,000,000 refinancing of Two Penn Plaza, a 1.6 million square foot Manhattan office building. The seven-year loan bears interest at LIBOR plus 2.00%, which was swapped for the term of the loan to a fixed rate of 5.13%. The loan amortizes based on a 30-year schedule beginning in the fourth year. We retained net proceeds of approximately \$139,000,000 after repaying the existing loan and closing costs.

On April 20, 2011, we sold 7,000,000 6.875% Series J Cumulative Redeemable Preferred Shares at a price of \$25.00 per share, in an underwritten public offering pursuant to an effective registration statement. On April 21, 2011, the underwriters exercised their option to purchase an additional 1,050,000 shares to cover over-allotments. On May 5, 2011 we sold an additional 800,000 shares at a price of \$25.00 per share. We retained aggregate net proceeds of \$214,538,000, after underwriters' discounts and issuance costs and contributed the net proceeds to the Operating

Partnership in exchange for 8,850,000 Series J Preferred Units (with economic terms that mirror those of the Series J Preferred Shares). Dividends on the Series J Preferred Shares are cumulative and payable quarterly in arrears. The Series J Preferred Shares are not convertible into, or exchangeable for, any of our properties or securities. On or after five years from the date of issuance (or sooner under limited circumstances), we, at our option, may redeem the Series J Preferred Shares at a redemption price of \$25.00 per share, plus accrued and unpaid dividends through the date of redemption. The Series J Preferred Shares have no maturity date and will remain outstanding indefinitely unless redeemed by us.

In May 2011, we repaid the outstanding balance of the construction loan on West End 25, and closed on a \$101,671,000 mortgage at a fixed rate of 4.88%. The loan has a 10-year term and amortizes based on a 30-year schedule beginning in the sixth year.

On June 8, 2011, we renewed one of our two unsecured revolving credit facilities, and increased it to \$1,250,000,000 from \$1,000,000,000. The renewed facility matures in four years, has a one-year extension option and bears interest on drawn amounts at LIBOR plus 1.35% plus a .30% facility fee (drawn or undrawn), based on our credit ratings. We plan to extend our second revolving credit facility of \$1,595,000,000, which matures in September 2012. Our total revolving credit facilities are now \$2,845,000,000, of which \$300,000,000 is outstanding at June 30, 2011.

**Overview - continued**Quarter Ended June 30, 2011 Financial Results Summary

Net income attributable to common shareholders for the quarter ended June 30, 2011 was \$91,913,000, or \$0.49 per diluted share, compared to \$57,840,000, or \$0.31 per diluted share, for the quarter ended June 30, 2010. Net income for the quarter ended June 30, 2011 includes \$3,069,000 of net gains on sale of real estate. In addition, the quarters ended June 30, 2011 and 2010 include certain other items that affect comparability, which are listed in the table below. The aggregate of net gains on sale of real estate and the items in the table below, net of amounts attributable to noncontrolling interests, increased net income attributable to common shareholders by \$11,036,000, or \$0.06 per diluted share for the quarter ended June 30, 2011 and decreased net income attributable to common shareholders for the quarter ended June 30, 2010 by \$13,298,000, or \$0.07 per diluted share.

Funds From Operations attributable to common shareholders plus assumed conversions ("FFO") for the quarter ended June 30, 2011 was \$243,418,000, or \$1.27 per diluted share, compared to \$204,772,000, or \$1.11 per diluted share, for the prior year's quarter. FFO for the quarters ended June 30, 2011 and 2010 include certain items that affect comparability which are listed in the table below. The aggregate of these items, net of amounts attributable to noncontrolling interests, increased FFO by \$8,184,000, or \$0.04 per diluted share for the quarter ended June 30, 2011 and decreased FFO for the quarter ended June 30, 2010 by \$9,980,000, or \$0.05 per diluted share.

(Amounts in thousands)	<b>For the Three Months Ended June 30,</b>	
	<b>2011</b>	<b>2010</b>
<b>Items that affect comparability income (expense):</b>		
Net gain resulting from Lexington's stock issuances	\$ 8,308	\$ -
Our share of LNR's net gain from asset sales	6,020	-
Discount on redemption of perpetual preferred units	2,000	4,818
Loss from the mark-to-market of J.C. Penney derivative position	(6,762)	-
Real Estate Fund placement fees	(403)	(2,656)
Mezzanine loans loss accrual	-	(6,900)
Default interest and fees accrued on loans in special servicing	-	(6,558)
Net loss on extinguishment of debt	-	(1,072)
FFO attributable to discontinued operations	-	2,819
Other, net	(430)	(1,208)
	8,733	(10,757)
Noncontrolling interests' share of above adjustments	(549)	777

Items that affect comparability, net \$ 8,184 \$ (9,980)

The percentage increase (decrease) in GAAP basis and cash basis same store Earnings Before Interest, Taxes, Depreciation and Amortization (“EBITDA”) of our operating segments for the quarter ended June 30, 2011 over the quarter ended June 30, 2010 and the trailing quarter ended March 31, 2011 are summarized below.

<b>Same Store EBITDA:</b>	<b>New York Office</b>	<b>Washington, DC Office</b>	<b>Retail</b>	<b>Merchandise Mart</b>
June 30, 2011 vs. June 30, 2010				
GAAP basis	(1.3% )	0.3%	4.6%	(2.0%)
Cash Basis	0.2%	1.8%	10.3%	(1.8%)
June 30, 2011 vs. March 31, 2011				
GAAP basis	4.0%	(0.3%)	0.1%	1.6%
Cash Basis	5.8%	0.3%	1.0%	2.1%

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**Overview - continued**Six Months Ended June 30, 2011 Financial Results Summary

Net income attributable to common shareholders for the six months ended June 30, 2011 was \$491,128,000, or \$2.63 per diluted share, compared to \$258,125,000, or \$1.41 per diluted share, for the six months ended June 30, 2010. Net income for the six months ended June 30, 2011 and 2010 include \$55,883,000 and \$307,000, respectively, for our share of net gains on sale of real estate. In addition, six months ended June 30, 2011 and 2010 include certain items that affect comparability which are listed in the table below. The aggregate of net gains on sale of real estate and the items in the table below, net of amounts attributable to noncontrolling interests, increased net income attributable to common shareholders for the six months ended June 30, 2011 by \$228,075,000, or \$1.19 per diluted share, and decreased net income attributable to common shareholders for the six months ended June 30, 2010 by \$10,913,000, or \$0.06 per diluted share.

FFO for the six months ended June 30, 2011 was \$749,349,000, or \$3.91 per diluted share, compared to \$565,066,000, or \$2.98 per diluted share, for the six months ended June 30, 2010. FFO for six months ended June 30, 2011 and 2010 includes certain items that affect comparability which are listed in the table below. The aggregate of these items, net of amounts attributable to noncontrolling interests, increased FFO for the six months ended June 30, 2011 by \$175,711,000, or \$0.92 per diluted share, and decreased FFO for the six months ended June 30, 2010 by \$4,753,000, or \$0.03 per diluted share.

(Amounts in thousands)	<b>For the Six Months Ended June 30,</b>	
	<b>2011</b>	<b>2010</b>
<b>Items that affect comparability income (expense):</b>		
Net gain (loss) on extinguishment of debt	\$ 83,907	\$ (1,072)
Mezzanine loans loss (accrual) reversal and net gain on disposition	82,744	(6,900)
Our share of LNR's asset sales and tax settlement gains	14,997	-
Income from the mark-to-market of J.C. Penney derivative position	10,401	-
Net gain resulting from Lexington's stock issuances	9,760	5,998
Net gain on sale of condominiums	4,586	3,149
Discount on redemption of perpetual preferred units	2,000	6,972
Buy-out of a below-market lease	(15,000)	-
Real Estate Fund placement fees	(3,451)	(2,730)
Litigation loss accrual	-	(10,056)
Default interest and fees accrued on loans in special servicing	-	(6,558)
(Negative FFO) FFO attributable to discontinued operations	(757)	6,569
Other, net	(1,666)	(483)
	187,521	(5,111)
Noncontrolling interests' share of above adjustments	(11,810)	358

Items that affect comparability, net \$ 175,711 \$ (4,753)

The percentage increase (decrease) in GAAP basis and cash basis same store EBITDA of our operating segments for the six months ended June 30, 2011 over the six months ended June 30, 2010 is summarized below.

<b>Same Store EBITDA:</b>	<b>New York Office</b>	<b>Washington, DC Office</b>	<b>Retail</b>	<b>Merchandise Mart</b>
June 30, 2011 vs. June 30, 2010				
GAAP basis	(1.5%)	2.8%	4.2%	3.5%
Cash Basis	(0.2%)	6.1%	8.5%	4.1%

Calculations of same store EBITDA, reconciliations of our net income to EBITDA and FFO and the reasons we consider these non-GAAP financial measures useful are provided in the following pages of Management's Discussion and Analysis of the Financial Condition and Results of Operations.

**Overview - continued**

The leasing activity presented below is based on leases signed during the period and is not intended to coincide with the commencement of rental revenue in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Tenant improvements and leasing commissions presented below are based on our share of square feet leased during the period.

(Square feet in thousands)	New York	Washington, DC	Retail <sup>(4)</sup>	Merchandise Mart	
<b>As of June 30, 2011:</b>	<b>Office</b>	<b>Office</b>		<b>Office</b>	<b>Showroom</b>
Total square feet (in service)	19,651	20,550	25,443	2,624	4,187
Our share of square feet (in service)	17,110	17,821	23,472	2,624	4,187
Number of properties	30	82	158	6	6
Occupancy rate	94.8%	93.1% <sup>(3)</sup>	92.3%	90.9%	92.9%

**Leasing Activity:****Quarter Ended June 30, 2011:**

Total square feet leased	561	383	392	40	104
Our share of square feet leased:	448	361	369	40	104
Initial rent <sup>(1)</sup>	\$ 68.66	\$ 40.37	\$ 18.43	\$ 30.27	\$ 32.80
Weighted average lease term (years)	6.6	5.1	6.5	6.4	4.3
Relet space (included above):					
Square feet	366	331	197	40	104
Cash basis:					
Initial rent <sup>(1)</sup>	\$ 72.08	\$ 40.32	\$ 11.57	\$ 30.27	\$ 32.80
Prior escalated rent	\$ 63.04	\$ 39.67	\$ 11.48	\$ 28.24	\$ 34.30
Percentage increase (decrease)	14.3%	1.6%	0.8%	7.2%	(4.4%)
GAAP basis:					
Straight-line rent <sup>(2)</sup>	\$ 71.82	\$ 38.78	\$ 12.03	\$ 30.35	\$ 30.62
Prior straight-line rent	\$ 62.57	\$ 37.30	\$ 10.97	\$ 23.90	\$ 30.93
Percentage increase (decrease)	14.8%	4.0%	9.7%	27.0%	(1.0%)
Tenant improvements and leasing					

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commissions:					
Per square foot	\$ 44.15	\$ 22.79	\$ 4.70	\$ 37.45	\$ 3.43
Per square foot per annum:	\$ 6.69	\$ 4.47	\$ 0.72	\$ 5.84	\$ 0.80
Percentage of initial rent	9.7%	11.1%	3.9%	19.3%	2.4%

**Six Months Ended June 30, 2011:**

Total square feet leased	1,233	787	745	40	220
Our share of square feet leased:	784	672	715	40	220
Initial rent <sup>(1)</sup>	\$ 60.84	\$ 39.07	\$ 24.78	\$ 30.27	\$ 34.52
Weighted average lease term (years)	9.7	4.5	7.8	6.4	5.7
Relet space (included above):					
Square feet	549	599	272	40	220
Cash basis:					
Initial rent <sup>(1)</sup>	\$ 67.16	\$ 38.61	\$ 15.63	\$ 30.27	\$ 34.52
Prior escalated rent	\$ 58.45	\$ 37.72	\$ 14.15	\$ 28.24	\$ 35.99
Percentage increase (decrease)	14.9%	2.4%	10.5%	7.2%	(4.1%)
GAAP basis:					
Straight-line rent <sup>(2)</sup>	\$ 66.57	\$ 38.39	\$ 16.15	\$ 30.35	\$ 33.01
Prior straight-line rent	\$ 57.58	\$ 36.01	\$ 13.62	\$ 23.90	\$ 33.16
Percentage increase (decrease)	15.6%	6.6%	18.6%	27.0%	(0.5%)
Tenant improvements and leasing					
commissions:					
Per square foot	\$ 50.12	\$ 17.81	\$ 7.27	\$ 37.45	\$ 3.26
Per square foot per annum:	\$ 5.16	\$ 3.96	\$ 0.93	\$ 5.84	\$ 0.57
Percentage of initial rent	8.5%	10.1%	3.8%	19.3%	1.7%

See notes on the following table

**Overview - continued**

(Square feet in thousands)	<b>New York Office</b>	<b>Washington, DC Office</b>	<b>Retail <sup>(4)</sup></b>	<b>Merchandise Mart Office      Showroom</b>	
<b>As of March 31, 2011:</b>					
Total square feet (in service)	18,445	21,171	25,266	2,621	4,191
Our share of square feet (in service)	16,501	17,829	23,424	2,621	4,191
Number of properties	29	82	160	6	6
Occupancy rate	95.7%	93.4% (3)	92.4%	90.8%	93.1%
<b>As of December 31, 2010:</b>					
Total square feet (in service)	17,454	21,149	25,557	2,608	4,204
Our share of square feet (in service)	16,194	17,823	23,453	2,608	4,204
Number of properties	28	82	161	6	6
Occupancy rate	95.6%	94.3% (3)	92.3%	91.5%	93.2%
<b>As of June 30, 2010:</b>					
Total square feet (in service)	17,499	21,186	25,159	2,598	4,211
Our share of square feet (in service)	16,187	18,239	22,767	2,598	4,211
Number of properties	28	82	164	6	6
Occupancy rate	95.5%	95.1% (3)	92.3%	91.0%	93.3%

(1) Represents the cash basis weighted average starting rent per square foot, which is generally indicative of market rents. Most leases include free rent and periodic step-ups in rent which are not included in the initial cash basis rent per square foot but are included in the GAAP basis straight-line rent per square foot.

(2) Represents the GAAP basis weighted average rent per square foot that is recognized over the term of the respective leases, and includes the effect of free rent and periodic step-ups in rent.

(3) Excluding residential and other properties, occupancy rates for the office properties were as follows.  
June 30, 2011 92.2%

March 31,	
2011	92.5%
December 31,	
2010	94.0%
June 30, 2010	94.8%

(4) Mall sales per square foot, including partially owned malls, for the trailing twelve months ended June 30, 2011 and 2010 were \$465 and \$468, respectively.

**Net Income and EBITDA by Segment for the Three Months Ended June 30, 2011 and 2010**

Below is a summary of net income and a reconciliation of net income to EBITDA<sup>(1)</sup> by segment for the three months ended June 30, 2011 and 2010.

(Amounts in thousands)

	<b>For the Three Months Ended June 30, 2011</b>						
	<b>Total</b>	<b>New York Office</b>	<b>DC Office</b>	<b>Retail</b>	<b>Merchandise Mart</b>	<b>Toys</b>	<b>Other<sup>(3)</sup></b>
Property rentals	\$ 548,485	\$ 197,135	\$ 141,770	\$ 106,662	\$ 56,363	\$ -	\$ 46,555
Straight-line rent adjustments	8,349	3,890	(706)	3,730	653	-	782
Amortization of acquired below-market leases, net	16,812	8,178	512	6,996	17	-	1,109
<b>Total rentals</b>	<b>573,646</b>	<b>209,203</b>	<b>141,576</b>	<b>117,388</b>	<b>57,033</b>	<b>-</b>	<b>48,446</b>
Tenant expense reimbursements	82,325	31,483	8,936	36,636	3,744	-	1,526
Cleveland Medical Mart development project	32,369	-	-	-	32,369	-	-
Fee and other income:							
Tenant cleaning fees	15,409	23,679	-	-	-	-	(8,270)
Management and leasing fees	6,989	2,112	4,074	1,343	200	-	(740)
Lease termination fees	7,323	5,571	900	852	-	-	-
Other	12,090	5,103	5,317	1,692	(158)	-	136
<b>Total revenues</b>	<b>730,151</b>	<b>277,151</b>	<b>160,803</b>	<b>157,911</b>	<b>93,188</b>	<b>-</b>	<b>41,098</b>
Operating expenses	273,152	116,221	49,748	57,194	32,861	-	17,128
Depreciation and amortization	131,898	45,854	34,065	27,750	11,113	-	13,116
General and administrative	50,251	4,579	6,462	7,291	6,848	-	25,071
Cleveland Medical Mart development project	29,940	-	-	-	29,940	-	-
Acquisition and other costs	1,897	-	-	-	-	-	1,897
<b>Total expenses</b>	<b>487,138</b>	<b>166,654</b>	<b>90,275</b>	<b>92,235</b>	<b>80,762</b>	<b>-</b>	<b>-</b>

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							57,212
Operating income (loss)							(16,114)
(Loss) applicable to Toys	243,013	110,497	70,528	65,676	12,426	-	
Income (loss) from partially owned entities	(22,846)	-	-	-	-	(22,846)	-
Income from Real Estate Fund	26,403	(845)	(767)	924	178	-	26,913
Interest and other investment income (loss), net	19,058	-	-	-	-	-	19,058
Interest and debt expense	8,007	148	48	(6)	9	-	7,808
Income (loss) before income taxes	(137,202)	(35,033)	(30,729)	(23,344)	(9,437)	-	(38,659)
Income tax expense						(22,846)	
Income (loss) from continuing operations	136,433	74,767	39,080	43,250	3,176		(994)
Income from discontinued operations	(5,922)	(440)	(569)	-	(911)	-	(4,002)
Net income (loss)						(22,846)	(4,996)
Less:	130,511	74,327	38,511	43,250	2,265		
Net income attributable to noncontrolling interests in consolidated subsidiaries	458	-	-	458	-	-	-
Net income attributable to noncontrolling interests in the Operating Partnership, including unit distributions	(8,731)	-	-	-	-	(22,846)	(4,996)
Net income (loss) attributable to	130,969	74,327	38,511	43,708	2,265		
Vornado	108,581	72,002	38,511	43,639	2,265	(22,846)	(24,990)
	202,956	36,953	34,093	24,468	9,595	43,393	

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Interest and debt expense <sup>(2)</sup>							54,454
Depreciation and amortization <sup>(2)</sup>	182,496	47,621	38,306	28,400	11,227	32,896	24,046
Income tax (benefit) expense <sup>(2)</sup>	(17,343)	440	607	-	911	(23,969)	4,668
EBITDA <sup>(1)</sup>	\$ 476,690	\$ 157,016	\$ 111,517	\$ 96,507	\$ 23,998	\$ 29,474	\$ 58,178

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See notes on page 46.

**Net Income and EBITDA by Segment for the Three Months Ended June 30, 2011 and 2010 - continued**

(Amounts in thousands)

	For the Three Months Ended June 30, 2010						
	Total	New York Office	Washington, DC Office	Retail	Merchandise Mart	Toys	Other <sup>(3)</sup>
Property rentals	\$ 531,576	\$ 195,248	\$ 142,952	\$ 96,335	\$ 54,441	\$ -	\$ 42,600
Straight-line rent adjustments	17,552	7,255	964	7,761	725	-	847
Amortization of acquired below-market leases, net	16,284	9,134	621	4,933	15	-	1,581
Total rentals	565,412	211,637	144,537	109,029	55,181	-	45,028
Tenant expense reimbursements	86,420	32,431	12,546	35,351	3,829	-	2,263
Fee and other income:							
Tenant cleaning fees	13,468	20,639	-	-	-	-	(7,171)
Management and leasing fees	3,380	1,393	2,384	321	19	-	(737)
Lease termination fees	2,841	2,297	82	428	34	-	-
Other	12,468	4,513	5,061	1,005	744	-	1,145
Total revenues	683,989	272,910	164,610	146,134	59,807	-	40,528
Operating expenses	261,845	111,055	50,013	55,648	28,727	-	16,402
Depreciation and amortization	133,277	44,271	36,018	27,528	11,387	-	14,073
General and administrative	49,540	4,767	6,202	6,807	7,157	-	24,607
Acquisition and other costs	1,930	-	-	-	-	-	1,930
Total expenses	446,592	160,093	92,233	89,983	47,271	-	57,012
Operating income (loss)	237,397	112,817	72,377	56,151	12,536	-	(16,484)
(Loss) applicable to Toys	(21,004)	-	-	-	-	(21,004)	-
Income from partially owned							

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entities	4,452	1,337	188	1,129	55	-	1,743
Interest and other investment income, net	3,876	163	23	186	12	-	3,492
Interest and debt expense	(142,175)	(33,047)	(34,068)	(20,315)	(9,464)	-	(45,281)
Net (loss) on extinguishment of debt	(1,072)	-	-	-	-	-	(1,072)
Net gain (loss) on disposition of wholly owned and partially owned assets	4,382	-	-	-	(31)	-	4,413
Income (loss) before income taxes	85,856	81,270	38,520	37,151	3,108	(21,004)	(53,189)
Income tax (expense) benefit	(4,964)	(335)	595	-	(402)	-	(4,822)
Income (loss) from continuing operations	80,892	80,935	39,115	37,151	2,706	(21,004)	(58,011)
(Loss) income from discontinued operations	(3,681)	-	1,137	(333)	(1,779)	-	-
Net income (loss)	77,211	80,935	40,252	36,818	(1,779)	(21,004)	(58,011)
Less:							
Net (income) loss attributable to noncontrolling interests in consolidated subsidiaries	(981)	(2,556)	-	256	-	-	1,319
Net income attributable to noncontrolling interests in the Operating Partnership, including unit distributions	(4,124)	-	-	-	-	-	(4,124)
Net income (loss) attributable to Vornado	72,106	78,379	40,252	37,074	(1,779)	(21,004)	(60,816)
Interest and debt expense <sup>(2)</sup>	207,512	31,595	34,943	22,526	16,478	42,093	59,877

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Depreciation and amortization <sup>(2)</sup>	184,103	42,736	39,694	28,500	12,785	34,444	25,944
Income tax (benefit) expense <sup>(2)</sup>	(19,140)	335	(617)	-	402	(24,123)	4,863
EBITDA <sup>(1)</sup>	\$ 444,581	\$ 153,045	\$ 114,272	\$ 88,100	\$ 27,886	\$ 31,410	\$ 29,868

See notes on the following page.

**Net Income and EBITDA by Segment for the Three Months Ended June 30, 2011 and 2010 - continued****Notes to preceding tabular information:**

(1) EBITDA represents “Earnings Before Interest, Taxes, Depreciation and Amortization.” We consider EBITDA a supplemental measure for making decisions and assessing the unlevered performance of our segments as it relates to the total return on assets as opposed to the levered return on equity. As properties are bought and sold based on a multiple of EBITDA, we utilize these measures to make investment decisions as well as to compare the performance of our assets to that of our peers. EBITDA should not be considered a substitute for net income. EBITDA may not be comparable to similarly titled measures employed by other companies.

(2) Interest and debt expense, depreciation and amortization and income tax (benefit) expense in the reconciliation of our net income (loss) to EBITDA includes our share of these items from partially owned entities.

(3) The components of other EBITDA are summarized below. The totals for each of the columns below agree to the total EBITDA for the “other” column in the preceding EBITDA by segment reconciliations.

(Amounts in thousands)	For the Three Months Ended June 30,	
	2011	2010
Our share of Real Estate Fund:		
Operations	\$ 827	\$ -
Net unrealized gains	3,218	-
Net realized gains	771	-
Carried interest	2,140	-
Total	6,956	-
Lexington <sup>(1)</sup>	17,313	11,435
Alexander's	15,821	14,260
LNR (acquired in July 2010) <sup>(2)</sup>	13,410	-
555 California Street	10,423	11,136
Hotel Pennsylvania	8,677	6,616
Other investments	11,735	8,469
	84,335	51,916
Corporate general and administrative expenses <sup>(3)</sup>	(20,024)	(20,642)
Investment income and other, net <sup>(3)</sup>	11,954	14,554
Loss from the mark-to-market of J.C. Penney derivative position	(6,762)	-
Acquisition costs	(2,191)	(1,930)
Real Estate Fund placement fees	(403)	(2,656)

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Mezzanine loans loss accrual	-	(6,900)
Net loss on extinguishment of debt	-	(1,072)
Net gain on sale of condominiums	-	722
Net income attributable to noncontrolling interests in the Operating Partnership, including unit distributions	(8,731)	(4,124)
	\$ 58,178	\$ 29,868

(1) Includes net gains of \$8,308 in the three months ended June 30, 2011, resulting from Lexington's stock issuances.

(2) The three months ended June 30, 2011 includes \$6,020 for our share of net gains from asset sales.

(3) The amounts in these captions (for this table only) exclude the mark-to-market of our deferred compensation plan assets and offsetting liability.

**Net Income and EBITDA by Segment for the Three Months Ended June 30, 2011 and 2010 - continued**

Below is a summary of the percentages of EBITDA by geographic region (excluding discontinued operations and other gains and losses that affect comparability), from our New York Office, Washington DC Office, Retail and Merchandise Mart segments.

<b>Region:</b>	<b>For the Three Months Ended June 30,</b>	
	<b>2011</b>	<b>2010</b>
New York City metropolitan area	60%	60%
Washington, DC / Northern Virginia metropolitan area	29%	30%
California	2%	2%
Chicago	5%	5%
Puerto Rico	2%	1%
Other geographies	2%	2%
	100%	100%

**Results of Operations – Three Months Ended June 30, 2011 Compared to June 30, 2010****Revenues**

Our revenues, which consist of property rentals, tenant expense reimbursements, hotel revenues, trade shows revenues, amortization of acquired below-market leases, net of above-market leases and fee income, were \$730,151,000 for the three months ended June 30, 2011, compared to \$683,989,000 in the prior year's quarter, an increase of \$46,162,000, of which \$32,369,000 relates to the Cleveland Medical Mart development project. Below are the details of the increase (decrease) by segment:

(Amounts in thousands)

Increase (decrease) due to:	Total	New York Office	Washington, DC Office	Retail	Merchandise Mart	Other
<b>Property rentals:</b>						
Acquisitions, sale of partial interests and other	\$ (4,616)	\$ (1,919)	\$ (8,384)	\$ 4,138	\$ -	\$ 1,549
Development Hotel	2,414	-	1,932	482	-	-
Pennsylvania Trade Shows	3,058 661	- -	- -	- -	- 661	3,058 -
Amortization of acquired below-market leases, net	342	(956)	(109)	2,063	2	(658)
Leasing activity (see page 42)	6,375 8,234	441 (2,434)	3,600 (2,961)	1,676 8,359	1,189 1,852	(531) 3,418
<b>Tenant expense reimbursements:</b>						
Acquisitions/development, sale of partial interests and other	(1,575)	-	(3,588)	2,013	-	-

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Operations	(2,520)	(948)	(22)	(728)	(85)	(737)
	(4,095)	(948)	(3,610)	1,285	(85)	(737)
<b>Cleveland Medical Mart development project</b>	32,369 <sup>(1)</sup>	-	-	-	32,369 <sup>(1)</sup>	-
<b>Fee and other income:</b>						
BMS cleaning fees	1,941	3,040	-	-	-	(1,099) <sup>(2)</sup>
Management and leasing fees	3,609	719	1,690	1,022	181	(3)
Lease cancellation fee income	4,482	3,274	818	424	(34)	-
Other	(378)	590	256	687	(902)	(1,009)
	9,654	7,623	2,764	2,133	(755)	(2,111)
Total increase (decrease) in revenues	\$ 46,162	\$ 4,241	\$ (3,807)	\$ 11,777	\$ 33,381	\$ 570

(1) \$29,940 is offset by development costs expensed in the quarter. See note (3) on page 49.

(2) Primarily from the elimination of intercompany fees from operating segments upon consolidation. See note (1) on page 49.

**Results of Operations – Three Months Ended June 30, 2011 Compared to June 30, 2010 - continued**Expenses

Our expenses, which consist primarily of operating, depreciation and amortization and general and administrative expenses, were \$487,138,000 for the three months ended June 30, 2011, compared to \$446,592,000 in the prior year's quarter, an increase of \$40,546,000, of which \$29,940,000 relates to the Cleveland Medical Mart development project. Below are the details of the increase (decrease) by segment:

(Amounts in thousands)

Increase (decrease) due to:	Total	New York Office	Washington, DC Office	Retail	Merchandise Mart	Other
<b>Operating:</b>						
Acquisitions, sale of partial interests and other	\$ (1,790)	\$ -	\$ (4,769)	\$ 2,979	\$ -	\$ -
Development/redevelopment	35	-	(164)	199	-	-
Non-reimbursable expenses, including bad debt reserves	1,527	663	1,529	(3,010)	2,345	-
Hotel Pennsylvania	917	-	-	-	-	917
Trade Shows	1,040	-	-	-	1,040	-
BMS expenses	2,717	2,717	-	-	-	-
Operations	6,861	1,786	3,139	1,378	749	(191) <sup>(1)</sup>
	11,307	5,166	(265)	1,546	4,134	726
<b>Depreciation and amortization:</b>						
Acquisitions/development, sale of partial interests and other	(1,782)	-	(2,990)	1,208	-	-
Operations	403	1,583	1,037	(986)	(274)	(957)

Revenues

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	(1,379)	1,583	(1,953)	222	(274)	(957)
<b>General and administrative:</b>						
Mark-to-market of deferred compensation plan liability <sup>(2)</sup>	2,779	-	-	-	-	2,779
Real Estate Fund placement fees	(2,253)	-	-	-	-	(2,253)
Operations	185	(188)	260	484	(309)	(62)
	711	(188)	260	484	(309)	464
<b>Cleveland Medical Mart development project</b>	29,940 <sup>(3)</sup>	-	-	-	29,940 <sup>(3)</sup>	-
<b>Acquisition and other costs</b>	(33)	-	-	-	-	(33)
Total increase (decrease) in expenses	\$ 40,546	\$ 6,561	\$ (1,958)	\$ 2,252	\$ 33,491	\$ 200

- (1) Primarily from the elimination of intercompany fees from operating segments upon consolidation. See note (2) on page 48.
- (2) This increase in expense is entirely offset by a corresponding increase in income from the mark-to-market of the deferred compensation plan assets, a component of “interest and other investment income, net” on our consolidated statements of income.
- (3) This expense is entirely offset by development revenue in the quarter. See note (1) on page 48.

**Results of Operations – Three Months Ended June 30, 2011 Compared to June 30, 2010 - continued**Loss Applicable to Toys

In the three months ended June 30, 2011, we recognized net loss of \$22,846,000 from our investment in Toys, comprised of \$25,048,000 for our 32.7% share of Toys' net loss (\$49,017,000 before our share of Toys' income tax benefit) and \$2,202,000 of interest and other income.

In the three months ended June 30, 2010, we recognized net loss of \$21,004,000 from our investment in Toys, comprised of \$23,191,000 for our 32.7% share of Toys' net loss (\$47,314,000 before our share of Toys' income tax benefit) and \$2,187,000 of interest and other income.

Income from Partially Owned Entities

Summarized below are the components of income from partially owned entities for the three months ended June 30, 2011 and 2010.

(Amounts in thousands)	<b>For the Three Months Ended</b>	
	<b>2011</b>	<b>June 30, 2010</b>
<b>Equity in Net Income (Loss):</b>		
Alexander's - 32.4% share of equity in net income	\$ 8,638	\$ 7,066
Lexington - 11.7% share in 2011 and 13.8% share in 2010 of equity in net income (loss) <sup>(1)</sup>	8,654	(428)
LNR - 26.2% share of equity in net income (acquired in July 2010) <sup>(2)</sup>	11,003	-
India real estate ventures - 4% to 36.5% range in our share of equity in net income	205	606

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Partially owned office buildings	(2,366)	1,023
Other equity method investments <sup>(3)</sup>	269	(3,815)
	\$ 26,403	\$ 4,452

- (1) The three months ended June 30, 2011 includes an \$8,308 net gain resulting from Lexington's stock issuances.
- (2) Includes \$6,020 for our share of net gains from asset sales.
- (3) Represents our equity in net income or loss of Verde Realty Operating Partnership, 85 10th Avenue Associates and others.

Income from Real Estate Fund

In the three months ended June 30, 2011, we recognized \$19,058,000 of income from the Fund, including \$12,872,000 of net unrealized gains from the mark-to-market of investments in the Fund, and \$3,085,000 of net realized gains from the disposition of an investment. Of the \$19,058,000, \$12,102,000 is attributable to noncontrolling interests. Accordingly, our share of the Fund's income was \$6,956,000 and includes \$2,140,000 of accrued carried interest. In addition, we recognized \$865,000 of management and leasing fees which are included as a component of "fee and other income," and incurred \$403,000 of placement fees in connection with the February 2011 closing of the Fund, which is included in "general and administrative" expenses.

**Results of Operations – Three Months Ended June 30, 2011 Compared to June 30, 2010 - continued**Interest and Other Investment Income, net

Interest and other investment income, net (comprised of the mark-to-market of derivative positions in marketable equity securities, interest income on mezzanine loans receivable, other interest income and dividend income) was \$8,007,000 in the three months ended June 30, 2011, compared to \$3,876,000 in the prior year's quarter, an increase of \$4,131,000. This increase resulted from:

(Amounts in thousands)		
Mezzanine loan loss accrual in 2010		\$ 6,900
Loss from the mark-to-market of J.C. Penney derivative position		(6,762)
Increase in the value of investments in our deferred compensation plan (offset by a corresponding		
	increase in the liability for plan assets in general and administrative expenses)	2,779
Other, net		1,214
		\$ 4,131

Interest and Debt Expense

Interest and debt expense was \$137,202,000 in the three months ended June 30, 2011, compared to \$142,175,000 in the prior year's quarter, a decrease of \$4,973,000. This decrease was primarily due to savings of (i) \$7,001,000 from the repayment of the Springfield Mall mortgage at a discount in December 2010, (ii) \$4,630,000 from the deconsolidation of the Warner Building resulting from the sale of a 45% interest in October 2010, and (iii) \$3,288,000 applicable to the repurchase and retirement of our convertible senior debentures, partially offset by (iv) \$6,549,000 from the issuance of \$660,000,000 of cross-collateralized debt secured by 40 of our strip shopping centers, and (v) \$4,070,000 from the financing of 2121 Crystal Drive and Two Penn Plaza in the first quarter of 2011.

Net Gain on Disposition of Wholly Owned and Partially Owned Assets

Net gain on disposition of wholly owned and partially owned assets was \$4,382,000 in the three months ended June 30, 2010 and resulted primarily from the sale of marketable securities.

Income Tax Expense

Income tax expense was \$5,922,000 in the three months ended June 30, 2011, compared to \$4,964,000 in the prior year's quarter, an increase of \$958,000. This increase resulted primarily from higher taxable income of our taxable REIT subsidiaries.

**Results of Operations – Three Months Ended June 30, 2011 Compared to June 30, 2010 - continued**Income (Loss) from Discontinued Operations

The table below sets forth the combined results of assets related to discontinued operations for the three months ended June 30, 2011 and 2010, including the High Point Complex in North Carolina, which was disposed by the receiver on March 31, 2011.

(Amounts in thousands)	For the Three Months Ended	
	June 30,	
	2011	2010
Total revenues	\$ -	\$ 12,116
Total expenses	-	15,797
	-	(3,681)
Net gain on sale of real estate	458	-
Income (loss) from discontinued operations	\$ 458	\$ (3,681)

Net Income Attributable to Noncontrolling Interests in Consolidated Subsidiaries

Net income attributable to noncontrolling interests in consolidated subsidiaries was \$13,657,000 in the three months ended June 30, 2011, compared to \$981,000 in the prior year's quarter, an increase of \$12,676,000. This increase resulted primarily from \$12,102,000 of income allocated to the noncontrolling interests in our Real Estate Fund.

Net Income Attributable to Noncontrolling Interests in the Operating Partnership, including Unit Distributions

Net income attributable to noncontrolling interests in the Operating Partnership, including unit distributions for the three months ended June 30, 2011 and 2010 is primarily comprised of allocations of income to redeemable noncontrolling interests of \$6,283,000 and \$4,451,000, respectively, and preferred unit distributions of the Operating Partnership of \$4,448,000 and \$4,491,000, respectively. The increase of \$1,832,000 in allocations of income to redeemable noncontrolling interests resulted primarily from higher net income subject to allocation to unitholders.

Preferred Share Dividends

Preferred share dividends were \$16,668,000 for the three months ended June 30, 2011, compared to \$14,266,000 for the prior year's quarter, an increase of \$2,402,000. This increase resulted from the issuance of Series J preferred shares during the second quarter of 2011.

**Results of Operations – Three Months Ended June 30, 2011 Compared to June 30, 2010 - continued**Same Store EBITDA

Same store EBITDA represents EBITDA from property level operations which are owned by us in both the current and prior year reporting periods. Same store EBITDA excludes segment-level overhead expenses, which are expenses that we do not consider to be property-level expenses, as well as other non-operating items. We present same store EBITDA on both a GAAP basis and a cash basis, which excludes income from the straight-lining of rents, amortization of below-market leases, net of above-market leases and other non-cash adjustments. We present these non-GAAP measures to (i) facilitate meaningful comparisons of the operational performance of our properties and segments, (ii) make decisions on whether to buy, sell or refinance properties, and (iii) compare the performance of our properties and segments to those of our peers. Same store EBITDA should not be considered as an alternative to net income or cash flow from operations and may not be comparable to similarly titled measures employed by other companies.

Below are the same store EBITDA results on a GAAP and cash basis for each of our segments for the three months ended June 30, 2011, compared to the three months ended June 30, 2010.

(Amounts in thousands)	New York Office	Washington, DC Office	Retail	Merchandise Mart
EBITDA for the three months ended June 30, 2011	\$ 157,016	\$ 111,517	\$ 96,507	\$ 23,998
Add-back: non-property level overhead expenses included above	4,579	6,462	7,291	6,848
Less: EBITDA from acquisitions, dispositions and other non-operating income or expenses	(7,864)	(2,348)	(8,083)	(1,002)
GAAP basis same store EBITDA for the three months ended June 30, 2011	153,731	115,631	95,715	29,844
Less: Adjustments for straight-line rents, amortization of below-market leases, net, and other non-cash adjustments	(12,286)	1,095	(5,884)	(670)
Cash basis same store EBITDA for the three months ended June 30, 2011	\$ 141,445	\$ 116,726	\$ 89,831	\$ 29,174

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EBITDA for the three months ended June 30, 2010	\$	153,045	\$	114,272	\$	88,100	\$	27,886
Add-back: non-property level overhead expenses included above		4,767		6,202		6,807		7,157
Less: EBITDA from acquisitions, dispositions and other non-operating income or expenses		(2,103)		(5,187)		(3,366)		(4,595)
GAAP basis same store EBITDA for the three months ended June 30, 2010		155,709		115,287		91,541		30,448
Less: Adjustments for straight-line rents, amortization of below-market leases, net, and other non-cash adjustments		(14,578)		(586)		(10,097)		(740)
Cash basis same store EBITDA for the three months ended June 30, 2010	\$	141,131	\$	114,701	\$	81,444	\$	29,708
 (Decrease) increase in GAAP basis same store EBITDA for								
the three months ended June 30, 2011 over the three months ended June 30, 2010	\$	(1,978)	\$	344	\$	4,174	\$	(604)
 Increase (decrease) in Cash basis same store EBITDA for								
the three months ended June 30, 2011 over the three months ended June 30, 2010	\$	314	\$	2,025	\$	8,387	\$	(534)
 % (decrease) increase in GAAP basis same store EBITDA								
		(1.3%)		0.3%		4.6%		(2.0%)
 % increase (decrease) in Cash basis same store EBITDA								
		0.2%		1.8%		10.3%		(1.8%)

**Net Income and EBITDA by Segment for the Six Months Ended June 30, 2011 and 2010**

Below is a summary of net income and a reconciliation of net income to EBITDA<sup>(1)</sup> by segment for the six months ended June 30, 2011 and 2010.

(Amounts in thousands)

	<b>For the Six Months Ended June 30, 2011</b>						
	<b>Total</b>	<b>New York Office</b>	<b>DC Office</b>	<b>Retail</b>	<b>Merchandise Mart</b>	<b>Toys</b>	<b>Other<sup>(3)</sup></b>
Property rentals	\$ 1,088,957	\$ 391,377	\$ 280,654	\$ 214,109	\$ 118,928	\$ -	\$ 83,889
Straight-line rent adjustments	22,278	11,760	(711)	7,911	1,443	-	1,875
Amortization of acquired below-market leases, net	33,571	16,355	978	13,956	34	-	2,248
<b>Total rentals</b>	<b>1,144,806</b>	<b>419,492</b>	<b>280,921</b>	<b>235,976</b>	<b>120,405</b>	<b>-</b>	<b>88,012</b>
Tenant expense reimbursements	173,284	65,359	18,233	75,967	7,767	-	5,958
Cleveland Medical Mart development project	73,068	-	-	-	73,068	-	-
Fee and other income:							
Tenant cleaning fees	30,832	47,109	-	-	-	-	(16,277)
Management and leasing fees	11,095	3,607	6,959	1,898	303	-	(1,672)
Lease termination fees	8,499	5,636	2,011	852	-	-	-
Other	25,678	9,866	10,662	3,099	1,878	-	173
<b>Total revenues</b>	<b>1,467,262</b>	<b>551,069</b>	<b>318,786</b>	<b>317,792</b>	<b>203,421</b>	<b>-</b>	<b>76,194</b>
Operating expenses	563,925	238,130	98,584	117,874	74,807	-	34,530
Depreciation and amortization	264,125	92,000	67,749	56,291	22,175	-	25,910
General and administrative	109,254	9,943	12,999	15,313	14,446	-	56,553
Cleveland Medical Mart development project	68,218	-	-	-	68,218	-	-
Acquisition and other costs	20,167	-	-	15,000	3,040	-	2,127
<b>Total expenses</b>	<b>1,025,689</b>	<b>340,073</b>	<b>179,332</b>	<b>204,478</b>	<b>182,686</b>	<b>-</b>	

Revenues

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							119,120
Operating income							(42,926)
(loss)	441,573	210,996	139,454	113,314	20,735	-	
Income applicable to							
Toys	90,098	-	-	-	-	90,098	-
Income (loss) from							
partially owned							45,630
entities	42,687	243	(4,682)	1,242	254	-	
Income from Real							20,138
Estate Fund	20,138	-	-	-	-	-	
Interest and other							
investment							124,695
income, net	125,115	320	80	2	18	-	
Interest and debt	(271,967)	(68,119)	(59,655)	(46,413)	(18,775)	-	(79,005)
expense							
Net gain on							
disposition of wholly							
owned and							
partially owned							
assets	6,677	-	-	-	-	-	6,677
Income before							75,209
income taxes	454,321	143,440	75,197	68,145	2,232	90,098	
Income tax expense	(12,304)	(959)	(1,307)	(5)	(1,321)	-	(8,712)
Income from							
continuing							66,497
operations	442,017	142,481	73,890	68,140	911	90,098	
Income from							
discontinued							
operations	134,773	-	46,466	5,761	82,546	-	-
Net income	576,790	142,481	120,356	73,901	83,457	90,098	66,497
Less:							
Net (income) loss							
attributable to							
noncontrolling							
interests in							
consolidated							
subsidiaries	(15,007)	(4,596)	-	86	-	-	(10,497)
Net income							
attributable to							
noncontrolling							
interests in the							
Operating							
Partnership,							

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including unit distributions	(40,539)	-	-	-	-	-	(40,539)
Net income attributable to							
Vornado	521,244	137,885	120,356	73,987	83,457	90,098	15,461
Interest and debt expense <sup>(2)</sup>	401,804	68,947	66,314	48,632	22,502	83,528	111,881
Depreciation and amortization <sup>(2)</sup>	368,344	92,714	80,205	57,376	22,402	67,569	48,078
Income tax expense <sup>(2)</sup>	49,485	959	1,455	5	1,321	45,049	696
EBITDA <sup>(1)</sup>	\$ 1,340,877	\$ 300,505	\$ 268,330	\$ 180,000	\$ 129,682	\$ 286,244	\$ 176,116

See notes on page 56.

## Net Income and EBITDA by Segment for the Six Months Ended June 30, 2011 and 2010 - continued

(Amounts in thousands)

	For the Six Months Ended June 30, 2010						
	Total	New York Office	DC Office	Retail	Merchandise Mart	Toys	Other <sup>(3)</sup>
Property rentals	\$ 1,048,199	\$ 387,852	\$ 279,778	\$ 191,442	\$ 112,098	\$ -	\$ 77,029
Straight-line rent adjustments	37,615	15,049	5,172	14,119	1,827	-	1,448
Amortization of acquired below-market leases, net	32,055	18,339	1,242	9,449	(106)	-	3,131
Total rentals	1,117,869	421,240	286,192	215,010	113,819	-	81,608
Tenant expense reimbursements	178,350	65,683	27,463	72,946	7,806	-	4,452
Fee and other income:							
Tenant cleaning fees	27,120	41,057	-	-	-	-	(13,937)
Management and leasing fees	12,520	2,850	10,480	545	33	-	(1,388)
Lease termination fees	7,811	3,025	528	3,836	422	-	-
Other	25,633	8,923	10,898	1,745	2,706	-	1,361
Total revenues	1,369,303	542,778	335,561	294,082	124,786	-	72,096
Operating expenses	536,538	226,104	104,770	108,775	65,937	-	30,952
Depreciation and amortization	267,070	87,978	72,230	55,325	23,366	-	28,171
General and administrative	98,170	9,346	12,095	13,748	14,355	-	48,626
Acquisition and other costs	1,930	-	-	-	-	-	1,930
Total expenses	903,708	323,428	189,095	177,848	103,658	-	109,679
Operating income (loss)	465,595	219,350	146,466	116,234	21,128	-	(37,583)
Income applicable to Toys	104,866	-	-	-	-	104,866	-
Income (loss) from partially owned entities	15,796	2,640	(4)	2,520	231	-	10,409
Interest and other investment							

Revenues

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income, net	18,580	327	49	189	24	-	17,991
Interest and debt expense	(277,902)	(65,733)	(68,225)	(37,957)	(18,827)	-	(87,160)
Net (loss) on extinguishment of debt	(1,072)	-	-	-	-	-	(1,072)
Net gain on disposition of wholly owned and partially owned assets	7,687	-	-	-	765	-	6,922
Income (loss) before income taxes	333,550	156,584	78,286	80,986	3,321	104,866	(90,493)
Income tax expense	(10,544)	(809)	(91)	(35)	(596)	-	(9,013)
Income (loss) from continuing operations	323,006	155,775	78,195	80,951	2,725	104,866	(99,506)
(Loss) from discontinued operations	(13,251)	-	(7,186)	(535)	(5,530)	-	-
Net income (loss)	309,755	155,775	71,009	80,416	(2,805)	104,866	(99,506)
Less:							
Net (income) loss attributable to noncontrolling interests in consolidated subsidiaries	(1,194)	(4,848)	-	498	-	-	3,156
Net income attributable to noncontrolling interests in the Operating Partnership, including unit distributions	(21,903)	-	-	-	-	-	(21,903)
Net income (loss) attributable to Vornado	286,658	150,927	71,009	80,914	(2,805)	104,866	(118,253)
Interest and debt expense <sup>(2)</sup>	403,699	62,587	70,114	41,880	29,487	83,233	116,398
Depreciation and amortization <sup>(2)</sup>	370,252	84,810	79,535	57,311	26,267	69,771	52,558
Income tax expense <sup>(2)</sup>	36,566	809	107	35	655	25,587	9,373

Revenues

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EBITDA <sup>(1)</sup>	\$ 1,097,175	\$ 299,133	\$ 220,765	\$ 180,140	\$ 53,604	\$ 283,457	\$ 60,076
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See notes on the following page.

**Net Income and EBITDA by Segment for the Six Months Ended June 30, 2011 and 2010 - continued****Notes to preceding tabular information:**

(1) EBITDA represents “Earnings Before Interest, Taxes, Depreciation and Amortization.” We consider EBITDA a supplemental measure for making decisions and assessing the unlevered performance of our segments as it relates to the total return on assets as opposed to the levered return on equity. As properties are bought and sold based on a multiple of EBITDA, we utilize these measures to make investment decisions as well as to compare the performance of our assets to that of our peers. EBITDA should not be considered a substitute for net income. EBITDA may not be comparable to similarly titled measures employed by other companies.

(2) Interest and debt expense, depreciation and amortization and income tax (benefit) expense in the reconciliation of our net income (loss) to EBITDA includes our share of these items from partially owned entities.

(3) The components of other EBITDA are summarized below. The totals for each of the columns below agree to the total EBITDA for the “other” column in the preceding EBITDA by segment reconciliations.

(Amounts in thousands)	For the Six Months Ended June 30,	
	2011	2010
Our share of Real Estate Fund:		
Operations	\$ 1,807	\$ -
Net unrealized gains	3,392	-
Net realized gains	771	-
Carried interest	2,140	-
Total	8,110	-
Alexander's	30,989	28,659
Lexington <sup>(1)</sup>	29,306	29,283
LNR (acquired in July 2010) <sup>(2)</sup>	22,800	-
555 California Street	21,388	22,624
Hotel Pennsylvania	8,609	6,169
Other investments	19,936	18,615
	141,138	105,350
Corporate general and administrative expenses <sup>(3)</sup>	(41,379)	(39,956)
Investment income and other, net <sup>(3)</sup>	26,330	26,068
Mezzanine loans loss (accrual) reversal and net gain on disposition	82,744	(6,900)
	10,401	-

Income from the mark-to-market of J.C. Penney derivative position		
Net gain on sale of condominiums	4,586	3,149
Acquisition costs	(3,714)	(1,930)
Real Estate Fund placement fees	(3,451)	(2,730)
Net loss on extinguishment of debt	-	(1,072)
Net income attributable to noncontrolling interests in the Operating Partnership,		
including unit distributions	(40,539)	(21,903)
	\$ 176,116	\$ 60,076

(1) Includes net gains of \$9,760 and \$5,998 in the six months ended June 30, 2011 and 2010, respectively, resulting from Lexington's stock issuances.

(2) The six months ended June 30, 2011 includes \$6,020 for our share of net gains from asset sales and \$8,977 for our share of a tax settlement gain.

(3) The amounts in these captions (for this table only) exclude the mark-to-market of our deferred compensation plan assets and offsetting liability.

**Net Income and EBITDA by Segment for the Six Months Ended June 30, 2011 and 2010 - continued**

Below is a summary of the percentages of EBITDA by geographic region (excluding discontinued operations and other gains and losses that affect comparability), from our New York Office, Washington DC Office, Retail and Merchandise Mart segments.

<b>Region:</b>	<b>For the Six Months Ended June 30,</b>	
	<b>2011</b>	<b>2010</b>
New York City metropolitan area	60%	60%
Washington, DC / Northern		
Virginia metropolitan area	30%	31%
California	2%	2%
Chicago	5%	5%
Puerto Rico	1%	1%
Other geographies	2%	1%
	100%	100%

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**Results of Operations – Six Months Ended June 30, 2011 Compared to June 30, 2010**Revenues

Our revenues, which consist of property rentals, tenant expense reimbursements, hotel revenues, trade shows revenues, amortization of acquired below-market leases, net of above-market leases and fee income, were \$1,467,262,000 for the six months ended June 30, 2011, compared to \$1,369,303,000 in the prior year's six months, an increase of \$97,959,000, of which \$73,068,000 relates to the Cleveland Medical Mart development project. Below are the details of the increase (decrease) by segment:

(Amounts in thousands)

		<b>New York</b>	<b>Washington, DC</b>		<b>Merchandise</b>	
Increase (decrease) due to:	<b>Total</b>	<b>Office</b>	<b>Office</b>	<b>Retail</b>	<b>Mart</b>	<b>Other</b>
<b>Property rentals:</b>						
Acquisitions, sale of partial interests and other	\$ (6,592)	\$ (1,919)	\$ (16,794)	\$ 9,135	\$ -	\$ 2,986
Development	4,780	-	4,501	279	-	-
Hotel Pennsylvania	5,072	-	-	-	-	5,072
Trade Shows	2,975	-	-	-	2,975	-
Amortization of acquired below-market leases, net	1,516	(1,984)	(264)	4,507	140	(883)
Leasing activity (see page 42)	19,186	2,155	7,286	7,045	3,471	(771)
	26,937	(1,748)	(5,271)	20,966	6,586	6,404

**Tenant expense reimbursements:**

Revenues

Acquisitions/development, sale of partial interests and other	(3,792)	-	(7,409)	930	-	2,687
Operations	(1,274)	(324)	(1,821)	2,091	(39)	(1,181)
	(5,066)	(324)	(9,230)	3,021	(39)	1,506
<b>Cleveland Medical Mart development project</b>	73,068 <sup>(1)</sup>	-	-	-	73,068 <sup>(1)</sup>	-
<b>Fee and other income:</b>						
BMS cleaning fees	3,712	6,052	-	-	-	(2,340) <sup>(2)</sup>
Management and leasing fees	(1,425)	757	(3,521) <sup>(3)</sup>	1,353	270	(284)
Lease cancellation fee income	688	2,611	1,483	(2,984)	(422)	-
Other	45	943	(236)	1,354	(828)	(1,188)
	3,020	10,363	(2,274)	(277)	(980)	(3,812)
Total increase (decrease) in revenues	\$ 97,959	\$ 8,291	\$ (16,775)	\$ 23,710	\$ 78,635	\$ 4,098

(1) \$68,218 is offset by development costs expensed in the period. See note (4) on page 59.

(2) Primarily from the elimination of intercompany fees from operating segments upon consolidation. See note (1) on page 59.

(3) Primarily from leasing fees in the prior year in connection with our management of a development project.

**Results of Operations – Six Months Ended June 30, 2011 Compared to June 30, 2010 - continued**Expenses

Our expenses, which consist primarily of operating, depreciation and amortization and general and administrative expenses, were \$1,025,689,000 for the six months ended June 30, 2011, compared to \$903,708,000 in the prior year's six months, an increase of \$121,981,000, of which \$68,218,000 relates to the Cleveland Medical Mart development project. Below are the details of the increase (decrease) by segment:

(Amounts in thousands)

		<b>New York</b>	<b>Washington, DC</b>		<b>Merchandise</b>	
Increase (decrease) due to:	<b>Total</b>	<b>Office</b>	<b>Office</b>	<b>Retail</b>	<b>Mart</b>	<b>Other</b>
<b>Operating:</b>						
Acquisitions, sale of partial interests and other	\$ (221)	\$ -	\$ (9,565)	\$ 6,657	\$ -	\$ 2,687
Development/redevelopment	543	-	(175)	718	-	-
Non-reimbursable expenses, including bad debt reserves	4,673	854	1,276	(2,297)	4,840	
Hotel Pennsylvania	2,479	-	-	-	-	2,479
Trade Shows BMS	2,002	-	-	-	2,002	-
expenses	5,437	5,437	-	-	-	-
Operations	12,474	5,735	2,278	4,021	2,028	(1,588) <sup>(1)</sup>
	27,387	12,026	(6,186)	9,099	8,870	3,578

**Depreciation  
and  
amortization:**

Revenues

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Acquisitions/development, sale of partial						
interests and other	(4,809)	-	(7,048)	2,239	-	-
Operations	1,864	4,022	2,567	(1,273)	(1,191)	(2,261)
	(2,945)	4,022	(4,481)	966	(1,191)	(2,261)
<b>General and administrative:</b>						
Mark-to-market of deferred compensation						
plan liability (2)	4,968	-	-	-	-	4,968
Real Estate Fund placement fees	721	-	-	-	-	721
Operations	5,395	597	904	1,565	91	2,238 (3)
	11,084	597	904	1,565	91	7,927
<b>Cleveland Medical Mart development project</b>	68,218 (4)	-	-	-	68,218 (4)	-
<b>Acquisition and other costs</b>	18,237	-	-	15,000 (5)	3,040	197
Total increase (decrease) in expenses	\$ 121,981	\$ 16,645	\$ (9,763)	\$ 26,630	\$ 79,028	\$ 9,441

(1) Primarily from the elimination of intercompany fees from operating segments upon consolidation. See note (2) on page 58.

(2) This increase in expense is entirely offset by a corresponding increase in income from the mark-to-market of the deferred compensation plan assets, a component of "interest and other investment income, net" on our consolidated statements of income.

(3) Primarily from higher payroll costs and stock-based compensation expense.

(4) This expense is entirely offset by development revenue in the period. See note (1) on page 58.

(5) Represents the buy-out of a below-market lease.



**Results of Operations – Six Months Ended June 30, 2011 Compared to June 30, 2010 - continued**Income Applicable to Toys

In the six months ended June 30, 2011, we recognized net income of \$90,098,000 from our investment in Toys, comprised of \$85,773,000 for our 32.7% share of Toys' net income (\$130,822,000 before our share of Toys' income tax expense) and \$4,325,000 of interest and other income.

In the six months ended June 30, 2010, we recognized net income of \$104,866,000 from our investment in Toys, comprised of \$100,649,000 for our 32.7% share of Toys' net income (\$126,236,000 before our share of Toys' income tax expense) and \$4,217,000 of interest and other income.

Income from Partially Owned Entities

Summarized below are the components of income from partially owned entities for the six months ended June 30, 2011 and 2010.

(Amounts in thousands)	<b>For the Six Months Ended June 30,</b>	
	<b>2011</b>	<b>2010</b>
<b>Equity in Net Income (Loss):</b>		
Alexander's - 32.4% share of equity in net income	\$ 16,649	\$ 13,526
Lexington - 11.7% share in 2011 and 13.8% share in 2010 of equity in net income <sup>(1)</sup>	10,826	5,617
LNR - 26.2% share of equity in net income (acquired in July 2010) <sup>(2)</sup>	26,257	-
India real estate ventures - 4% to 36.5% range in our share of equity in net (loss) income	(2)	2,257
Partially owned office buildings <sup>(3)</sup>	(6,990)	1,778

Other equity method investments <sup>(4)</sup>	(4,053)	(7,382)
	\$ 42,687	\$ 15,796

- (1) The six months ended June 30, 2011 and 2010 includes \$9,760 and \$5,998, respectively, of net gains resulting from Lexington's stock issuances.
- (2) Includes \$8,977 for our share of a tax settlement gain and \$6,020 for our share of net gains from asset sales.
- (3) The six months ended June 30, 2011 includes \$9,022 for our share of expense, primarily for straight-line rent reserves and the write-off of tenant improvements in connection with a tenant's bankruptcy at the Warner Building.
- (4) Represents our equity in net income or loss of Verde Realty Operating Partnership, 85 10th Avenue Associates and others.

Income from Real Estate Fund

In the six months ended June 30, 2011, we recognized \$20,138,000 of income from the Fund, including \$13,570,000 of net unrealized gains from the mark-to-market of investments in the Fund, and \$3,085,000 of net realized gains from the disposition of an investment. Of the \$20,138,000, \$12,028,000 is attributable to noncontrolling interests. Accordingly, our share of the Fund's income was \$8,110,000 and includes \$2,140,000 of accrued carried interest. In addition, we recognized \$1,165,000 of management and leasing fees which are included as a component of "fee and other income," and incurred \$3,451,000 of placement fees in connection with the February 2011 closing of the Fund, which is included in "general and administrative" expenses.

**Results of Operations – Six Months Ended June 30, 2011 Compared to June 30, 2010 - continued**Interest and Other Investment Income, net

Interest and other investment income, net (comprised of the mark-to-market of derivative positions in marketable equity securities, interest income on mezzanine loans receivable, other interest income and dividend income) was \$125,115,000 in the six months ended June 30, 2011, compared to \$18,580,000 in the prior year's six months, an increase of \$106,535,000. This increase resulted from:

(Amounts in thousands)

Mezzanine loans (\$82,744 loss reversal and net gain on disposition in 2011, compared to a \$6,900 loss accrual in 2010)	\$ 89,644
Income from the mark-to-market of J.C. Penney derivative position	10,401
Increase in the value of investments in our deferred compensation plan (offset by a corresponding increase in the liability for plan assets in general and administrative expenses)	4,968
Other, net	1,522
	\$ 106,535

Interest and Debt Expense

Interest and debt expense was \$271,967,000 in the six months ended June 30, 2011, compared to \$277,902,000 in the prior year's six months, a decrease of \$5,935,000. This decrease was primarily due to savings of (i) \$10,951,000 from the repayment of the Springfield Mall mortgage at a discount in December 2010, (ii) \$9,209,000 from the deconsolidation of the Warner Building resulting from the sale of a 45% interest in October 2010, and (iii) \$6,734,000 applicable to the repurchase and retirement of our convertible senior debentures, partially offset by (iv) \$13,194,000 from the issuance of \$660,000,000 of cross-collateralized debt secured by 40 of our strip shopping centers, (v) \$5,630,000 from the financing of 2121 Crystal Drive and Two Penn Plaza in the first quarter of 2011, and (vi) \$2,532,000 from the consolidation of the San Jose Shopping Center resulting from the October 2010 acquisition of the 55% interest we did not previously own.

Net Gain on Disposition of Wholly Owned and Partially Owned Assets

Net gain on disposition of wholly owned and partially owned assets was \$6,677,000 in the six months ended June 30, 2011, compared to \$7,687,000 in the prior year's six months and resulted primarily from the sale of residential condominiums and marketable securities.

Income Tax Expense

Income tax expense was \$12,304,000 in the six months ended June 30, 2011, compared to \$10,544,000 in the prior year's six months, an increase of \$1,760,000. This increase resulted primarily from higher taxable income of our taxable REIT subsidiaries.

**Results of Operations – Six Months Ended June 30, 2011 Compared to June 30, 2010 - continued**Income (Loss) from Discontinued Operations

The table below sets forth the combined results of assets related to discontinued operations for the six months ended June 30, 2011 and 2010, including the High Point Complex in North Carolina, which was disposed by the receiver on March 31, 2011.

(Amounts in thousands)	For the Six Months Ended	
	June 30,	
	2011	2010
Total revenues	\$ 5,987	\$ 23,137
Total expenses	6,744	26,332
	(757)	(3,195)
Net gain on extinguishment of High Point debt	83,907	-
Net gain on sale of 1140 Connecticut Avenue and 1227 25th Street	45,862	-
Net gain on sales of other real estate	5,761	-
Litigation loss accrual	-	(10,056)
Income (loss) from discontinued operations	\$ 134,773	\$ (13,251)

Net Income Attributable to Noncontrolling Interests in Consolidated Subsidiaries

Net income attributable to noncontrolling interests in consolidated subsidiaries was \$15,007,000 in the six months ended June 30, 2011, compared to \$1,194,000 in the prior year's six months, an increase of \$13,813,000. This increase resulted primarily from \$12,028,000 of income allocated to the noncontrolling interests in our Real Estate Fund.

Net Income Attributable to Noncontrolling Interests in the Operating Partnership, including Unit Distributions

Net income attributable to noncontrolling interests in the Operating Partnership, including unit distributions for the six months ended June 30, 2011 and 2010 is primarily comprised of allocations of income to redeemable noncontrolling interests of \$33,588,000 and \$19,666,000, respectively, and preferred unit distributions of the Operating Partnership of \$8,951,000 and \$9,209,000, respectively. The increase of \$13,922,000 in allocations of income to redeemable noncontrolling interests resulted primarily from higher net income subject to allocation to unitholders.

#### Preferred Share Dividends

Preferred share dividends were \$30,116,000 for the six months ended June 30, 2011, compared to \$28,533,000 for the prior year's six months, an increase of \$1,583,000. This increase resulted from the issuance of Series J preferred shares during the second quarter of 2011, partially offset by the redemption of Series D-10 preferred shares in September 2010.

**Results of Operations – Six Months Ended June 30, 2011 Compared to June 30, 2010 - continued**Same Store EBITDA

Same store EBITDA represents EBITDA from property level operations which are owned by us in both the current and prior year reporting periods. Same store EBITDA excludes segment-level overhead expenses, which are expenses that we do not consider to be property-level expenses, as well as other non-operating items. We present same store EBITDA on both a GAAP basis and a cash basis, which excludes income from the straight-lining of rents, amortization of below-market leases, net of above-market leases and other non-cash adjustments. We present these non-GAAP measures to (i) facilitate meaningful comparisons of the operational performance of our properties and segments, (ii) make decisions on whether to buy, sell or refinance properties, and (iii) compare the performance of our properties and segments to those of our peers. Same store EBITDA should not be considered as an alternative to net income or cash flow from operations and may not be comparable to similarly titled measures employed by other companies.

Below are the same store EBITDA results on a GAAP and cash basis for each of our segments for the six months ended June 30, 2011, compared to the six months ended June 30, 2010.

(Amounts in thousands)	New York Office	Washington, DC Office	Retail	Merchandise Mart
EBITDA for the six months ended June 30, 2011	\$ 300,505	\$ 268,330	\$ 180,000	\$ 129,682
Add-back: non-property level overhead expenses included above	9,943	12,999	15,313	14,446
Less: EBITDA from acquisitions, dispositions and other non-operating income or expenses	(9,188)	(49,530)	(2,101)	(82,598)
GAAP basis same store EBITDA for the six months ended June 30, 2011	301,260	231,799	193,212	61,530
Less: Adjustments for straight-line rents, amortization of below-market leases, net, and other non-cash adjustments	(26,325)	1,566	(12,718)	(1,477)
Cash basis same store EBITDA for the six months ended June 30, 2011	\$ 274,935	\$ 233,365	\$ 180,494	\$ 60,053

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EBITDA for the six months ended June 30, 2010	\$ 299,133	\$ 220,765	\$ 180,140	\$ 53,604
Add-back: non-property level overhead expenses included above	9,346	12,095	13,748	14,355
Less: EBITDA from acquisitions, dispositions and other non-operating income or expenses	(2,727)	(7,468)	(8,482)	(8,535)
GAAP basis same store EBITDA for the six months ended June 30, 2010	305,752	225,392	185,406	59,424
Less: Adjustments for straight-line rents, amortization of below-market leases, net, and other non-cash adjustments	(30,186)	(5,497)	(19,126)	(1,721)
Cash basis same store EBITDA for the six months ended June 30, 2010	\$ 275,566	\$ 219,895	\$ 166,280	\$ 57,703
 (Decrease) increase in GAAP basis same store EBITDA for the six months ended June 30, 2011 over the six months ended June 30, 2010				
	\$ (4,492)	\$ 6,407	\$ 7,806	\$ 2,106
 (Decrease) increase in Cash basis same store EBITDA for the six months ended June 30, 2011 over the six months ended June 30, 2010				
	\$ (631)	\$ 13,470	\$ 14,214	\$ 2,350
 % (decrease) increase in GAAP basis same store EBITDA				
	(1.5%)	2.8%	4.2%	3.5%
 % (decrease) increase in Cash basis same store EBITDA				
	(0.2%)	6.1%	8.5%	4.1%

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## SUPPLEMENTAL INFORMATION

## Three Months Ended June 30, 2011 vs. Three Months Ended March 31, 2011

Our revenues and expenses are subject to seasonality during the year which impacts quarterly net earnings, cash flows and funds from operations, and therefore impacts comparisons of the current quarter to the previous quarter. The business of Toys is highly seasonal. Historically, Toys' fourth quarter net income, which we record on a one-quarter lag basis in our first quarter, accounts for more than 80% of Toys' fiscal year net income. The Office and Merchandise Mart segments have historically experienced higher utility costs in the first and third quarters of the year. The Merchandise Mart segment also has experienced higher earnings in the second and fourth quarters of the year due to major trade shows occurring in those quarters. The Retail segment revenue in the fourth quarter is typically higher due to the recognition of percentage rental income.

Below are the same store EBITDA results on a GAAP and cash basis for each of our segments for the three months ended June 30, 2011, compared to the three months ended March 31, 2011.

(Amounts in thousands)	New York Office	Washington, DC Office	Retail	Merchandise Mart
EBITDA for the three months ended June 30, 2011	\$ 157,016	\$ 111,517	\$ 96,507	\$ 23,998
Add-back: non-property level overhead expenses included above	4,579	6,462	7,291	6,848
Less: EBITDA from acquisitions, dispositions and other non-operating income or expenses	(7,864)	(2,269)	(4,965)	-
GAAP basis same store EBITDA for the three months ended June 30, 2011	153,731	115,710	98,833	30,846
Less: Adjustments for straight-line rents, amortization of below-market leases, net, and other non-cash adjustments	(12,286)	1,103	(8,125)	(670)
Cash basis same store EBITDA for the three months ended June 30, 2011	\$ 141,445	\$ 116,813	\$ 90,708	\$ 30,176

Revenues

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EBITDA for the three months ended March 31, 2011 <sup>(1)</sup>	\$ 143,489	\$ 156,813	\$ 83,493	\$ 105,684
Add-back: non-property level overhead expenses included above	5,364	6,537	8,022	7,598
Less: EBITDA from acquisitions, dispositions and other non-operating income or expenses	(1,070)	(47,262)	7,254	(82,919)
GAAP basis same store EBITDA for the three months ended March 31, 2011	147,783	116,088	98,769	30,363
Less: Adjustments for straight-line rents, amortization of below-market leases, net, and other non-cash adjustments	(14,038)	335	(8,983)	(807)
Cash basis same store EBITDA for the three months ended March 31, 2011	\$ 133,745	\$ 116,423	\$ 89,786	\$ 29,556
Increase (decrease) in GAAP basis same store EBITDA for the three months ended June 30, 2011 over the three months ended March 31, 2011	\$ 5,948	\$ (378)	\$ 64	\$ 483
Increase in Cash basis same store EBITDA for the three months ended June 30, 2011 over the three months ended March 31, 2011	\$ 7,700	\$ 390	\$ 922	\$ 620
% increase (decrease) in GAAP basis same store EBITDA	4.0%	(0.3%)	0.1%	1.6%
% increase in Cash basis same store EBITDA	5.8%	0.3%	1.0%	2.1%

(1) Below is the reconciliation of net income to EBITDA for the three months ended March 31, 2011

(Amounts in thousands)	New York Office	Washington, DC Office	Retail	Merchandise Mart
Revenues				

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Net income attributable to Vornado for the  
three months

ended March 31, 2011	\$	65,883	\$	81,845	\$	30,348	\$	81,192
Interest and debt expense		31,994		32,221		24,164		12,907
Depreciation and amortization		45,093		41,899		28,976		11,175
Income tax expense		519		848		5		410
EBITDA for the three months ended March 31, 2011	\$	143,489	\$	156,813	\$	83,493	\$	105,684

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## LIQUIDITY AND CAPITAL RESOURCES

We anticipate that cash flow from continuing operations over the next twelve months will be adequate to fund our business operations, cash distributions to unitholders of the Operating Partnership, cash dividends to shareholders, debt amortization and recurring capital expenditures. Capital requirements for development expenditures and acquisitions (excluding Fund acquisitions) may require funding from borrowings and/or equity offerings. In addition, the Fund has aggregate unfunded equity commitments of \$543,900,000 for acquisitions, including \$135,969,000 from us. We may from time to time purchase or retire outstanding debt securities. Such purchases, if any, will depend on prevailing market conditions, liquidity requirements and other factors. The amounts involved in connection with these transactions could be material to our consolidated financial statements.

Property rental income is our primary source of cash flow and is dependent upon the occupancy and rental rates of our properties. Other sources of liquidity to fund cash requirements include proceeds from debt financings, including mortgage loans, senior unsecured borrowings, and our revolving credit facilities; proceeds from the issuance of common and preferred equity; and asset sales. Our cash requirements include property operating expenses, capital improvements, tenant improvements, leasing commissions, dividends to shareholders, distributions to unitholders of the Operating Partnership, as well as acquisition and development costs.

### *Cash Flows for the Six Months Ended June 30, 2011*

Our cash and cash equivalents were \$591,515,000 at June 30, 2011, a \$99,274,000 decrease over the balance at December 31, 2010. This decrease was primarily due to cash flows from financing activities, partially offset by cash flows from operating activities, as discussed below.

Our consolidated outstanding debt was \$10,540,048,000 at June 30, 2011, a \$353,591,000 decrease over the balance at December 31, 2010. As of June 30, 2011 and December 31, 2010, \$300,000,000 and \$874,000,000, respectively, was outstanding under our revolving credit facilities. During the remainder of 2011 \$1,234,960,000 of our outstanding debt matures; we may refinance this maturing debt as it comes due or choose to repay it using a portion of our \$3,136,515,000 of available capacity (comprised of \$591,515,000 of cash and cash equivalents and \$2,545,000,000 of availability under our revolving credit facilities).

Cash flows provided by operating activities of \$260,040,000 was comprised of (i) net income of \$576,790,000 and (ii) distributions of income from partially owned entities of \$43,741,000, partially offset by (iii) \$148,548,000 of non-cash adjustments, which include depreciation and amortization expense, the effect of straight-lining of rental income and equity in net income of partially owned entities, and (iv) the net change in operating assets and liabilities of \$211,943,000, including \$97,802,000 related to Real Estate Fund investments.

Net cash provided by investing activities of \$23,257,000 was comprised of (i) \$271,375,000 of capital distributions from partially owned entities, (ii) \$130,789,000 of proceeds from sales of real estate and related investments, (iii) \$99,990,000 of proceeds from sales and repayments of mezzanine loans (iv) changes in restricted cash of \$91,127,000 and (v) \$19,301,000 of proceeds from sales of, and return of investments in, marketable securities, partially offset by (vi) \$426,376,000 of investments in partially owned entities, (vii) \$86,944,000 of additions to real estate, (viii) \$43,516,000 of investments in mezzanine loans receivable and other and (ix) \$32,489,000 of development costs and construction in progress.

Net cash used in financing activities of \$382,571,000 was comprised of (i) \$1,636,817,000 for the repayments of borrowings, (ii) \$254,099,000 of dividends paid on common shares, (iii) \$62,111,000 of distributions to noncontrolling interests, (iv) \$27,117,000 of dividends paid on preferred shares, (v) \$23,319,000 of debt issuance and other costs and (vi) \$8,000,000 for the purchase of outstanding preferred units and (vii) \$748,000 for the repurchase of shares related to stock compensation agreements and related tax holdings, partially offset by (viii) \$1,284,167,000 of proceeds from borrowings, (ix) \$214,538,000 of proceeds from the issuance of Series J preferred shares, (x) \$109,605,000 of contributions from noncontrolling interests and (xi) \$21,330,000 of proceeds received from exercise of employee share options.

## **LIQUIDITY AND CAPITAL RESOURCES – continued**

### *Cash Flows for the Six Months Ended June 30, 2010*

Our cash and cash equivalents were \$652,121,000 at June 30, 2010, a \$116,642,000 increase over the balance at December 31, 2009. This increase resulted from \$532,365,000 of net cash provided by operating activities and \$207,359,000 of net cash provided by investing activities, partially offset by \$623,082,000 of net cash used in financing activities.

Cash flows provided by operating activities of \$532,365,000 was comprised of (i) net income of \$309,755,000, (ii) \$115,978,000 of non-cash adjustments, including depreciation and amortization expense, the effect of straight-lining of rental income and equity in net income of partially owned entities, (iii) distributions of income from partially owned entities of \$18,517,000 and (iv) the net change in operating assets and liabilities of \$88,115,000.

Net cash provided by investing activities of \$207,359,000 was comprised of (i) restricted cash of \$133,888,000, (ii) proceeds from sales of marketable securities of \$122,956,000, (iii) proceeds from sales and repayments of mezzanine loans receivable of \$105,061,000, (iv) proceeds from the sale of real estate and related investments of \$49,544,000, (v) proceeds from maturing short-term investments of \$40,000,000 and (vi) distributions of capital from partially owned entities of \$12,638,000, partially offset by (vii) additions to real estate of \$68,925,000, (viii) development and redevelopment expenditures of \$68,499,000, (ix) investments in mezzanine loans receivable and other of \$48,339,000, (x) investments in partially owned entities of \$41,920,000, (xi) acquisitions of real estate and other of \$15,128,000, and (xii) purchases of marketable securities of \$13,917,000.

Net cash used in financing activities of \$623,082,000 was comprised of (i) repayments of borrowings, including the purchase of our senior unsecured notes, of \$1,197,525,000, (ii) dividends paid on common shares of \$236,279,000, (iii) dividends paid on preferred shares of \$28,533,000, (iv) distributions to noncontrolling interests of \$27,665,000, (v) repurchase of shares related to stock compensation arrangements and related tax withholdings of \$25,223,000, (vi) purchases of outstanding preferred units of \$13,000,000 and (vii) debt issuance costs of \$5,724,000, partially offset by (viii) proceeds from borrowings of \$901,040,000.

**LIQUIDITY AND CAPITAL RESOURCES - continued*****Capital Expenditures***

Capital expenditures consist of expenditures to maintain assets, tenant improvement allowances and leasing commissions. Recurring capital improvements include expenditures to maintain a property's competitive position within the market and tenant improvements and leasing commissions necessary to re-lease expiring leases or renew or extend existing leases. Non-recurring capital improvements include expenditures to lease space that has been vacant for more than nine months and expenditures completed in the year of acquisition and the following two years that were planned at the time of acquisition, as well as tenant improvements and leasing commissions for space that was vacant at the time of acquisition of a property. Below is a summary of capital expenditures, leasing commissions and a reconciliation of total expenditures on an accrual basis to the cash expended in the six months ended June 30, 2011.

(Amounts in thousands)	<b>Total</b>	<b>New York Office</b>	<b>Washington, DC Office</b>	<b>Retail</b>	<b>Merchandise Mart</b>	<b>Other</b>
Expenditures to maintain assets	\$ 20,864	\$ 7,803	\$ 4,124	\$ 2,984	\$ 4,326	\$ 1,627
Tenant improvements	38,972	21,584	12,608	2,319	2,139	322
Leasing commissions	10,142	6,854	2,177	916	72	123
Non-recurring capital expenditures	14,945	11,031	-	1,967	-	1,947
Total capital expenditures and leasing commissions (accrual basis)	84,923	47,272	18,909	8,186	6,537	4,019
Adjustments to reconcile to cash basis:						
Expenditures in the current year applicable to prior periods	62,082	20,109	9,028	12,907	19,210	828
Expenditures to be made in future periods for the current period	(49,923)	(29,135)	(13,547)	(5,194)	(2,047)	-
Total capital expenditures and leasing commissions (cash basis)	\$ 97,082	\$ 38,246	\$ 14,390	\$ 15,899	\$ 23,700	\$ 4,847
<i>Tenant improvements and leasing commissions:</i>						
<i>Per square foot per annum</i>	\$ 3.31	\$ 5.16	\$ 3.96	\$ 0.93	\$ 1.47	\$ -

<i>Percentage of initial rent</i>	8.0%	8.5%	10.1%	3.8%	4.3%	-
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***Development and Redevelopment Expenditures***

Development and redevelopment expenditures consist of all hard and soft costs associated with the development or redevelopment of a property, including tenant improvements, leasing commissions, capitalized interest and operating costs until the property is substantially completed and ready for its intended use. Below is a summary of development and redevelopment expenditures incurred in the six months ended June 30, 2011.

(Amounts in thousands)	<b>Total</b>	<b>New York Office</b>	<b>Washington, DC Office</b>	<b>Retail</b>	<b>Merchandise Mart</b>	<b>Other</b>
Bergen Town Center	\$ 10,105	\$ -	\$ -	\$ 10,105	\$ -	\$ -
Green Acres Mall	3,539	-	-	3,539	-	-
West End 25	1,841	-	1,841	-	-	-
North Bergen, New Jersey	1,494	-	-	1,494	-	-
510 Fifth Avenue	1,492	-	-	1,492	-	-
Crystal City Hotel	1,207	-	1,207	-	-	-
Crystal Square	1,046	-	1,046	-	-	-
Crystal Plaza 5	1,013	-	1,013	-	-	-
Poughkeepsie, New York	796	-	-	796	-	-
Other	9,956	2,055	3,559	2,164	310	1,868
	\$ 32,489	\$ 2,055	\$ 8,666	\$ 19,590	\$ 310	\$ 1,868

As of June 30, 2011, the estimated costs to complete the above projects are approximately \$29,700,000. In addition, during 2012, we plan to redevelop 1851 South Bell Street, a 348,000 square foot office building in Crystal City, into a new 700,000 square foot office building (readdressed as 1900 Crystal Drive). The estimated cost of this project is approximately \$300,000,000, or \$425 per square foot. There can be no assurance that this project will commence, or, if commenced, be completed on schedule or within budget.

**LIQUIDITY AND CAPITAL RESOURCES - continued**

Below is a summary of capital expenditures and leasing commissions and a reconciliation of total expenditures on an accrual basis to the cash expended in the six months ended June 30, 2010.

(Amounts in thousands)	<b>Total</b>	<b>New York Office</b>	<b>Washington, DC Office</b>	<b>Retail</b>	<b>Merchandise Mart</b>	<b>Other</b>
Expenditures to maintain assets \$	20,389	\$ 10,237	\$ 3,161	\$ 1,539	\$ 2,721	\$ 2,731
Tenant improvements	70,845	25,300	6,127	7,045	27,550	4,823
Leasing commissions	15,516	6,781	2,283	1,416	3,804	1,232
Non-recurring capital expenditures	3,985	-	-	898	-	3,087
Total capital expenditures and leasing commissions (accrual basis)	110,735	42,318	11,571	10,898	34,075	11,873
Adjustments to reconcile to cash basis:						
Expenditures in the current year applicable to prior periods	47,536	26,786	7,803	6,772	2,777	3,398
Expenditures to be made in future periods for the current period	(73,756)	(22,985)	(7,149)	(9,278)	(28,644)	(5,700)
Total capital expenditures and leasing commissions (cash basis) \$	84,515	\$ 46,119	\$ 12,225	\$ 8,392	\$ 8,208	\$ 9,571
<i>Tenant improvements and leasing commissions:</i>						
<i>Per square foot per annum \$</i>	3.93	\$ 7.17	\$ 3.03	\$ 1.59	\$ 4.19	\$ -
<i>Percentage of initial rent</i>	12.5%	15.2%	7.9%	7.5%	17.0%	-

***Development and Redevelopment Expenditures***

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Below is a summary of development and redevelopment expenditures incurred in the six months ended June 30, 2010.

(Amounts in thousands)	<b>Total</b>	<b>New York Office</b>	<b>Washington, DC Office</b>	<b>Retail</b>	<b>Merchandise Mart</b>	<b>Other</b>
Residential condominiums	\$ 10,275	\$ -	\$ -	\$ -	\$ -	\$ 10,275
West End 25	7,639	-	7,639	-	-	-
1540 Broadway	6,182	-	-	6,182	-	-
Green Acres Mall	6,085	-	-	6,085	-	-
Bergen Town Center	5,976	-	-	5,976	-	-
220 20th Street	3,794	-	3,794	-	-	-
Beverly Connection	3,184	-	-	3,184	-	-
North Bergen, New Jersey	3,078	-	-	3,078	-	-
Garfield, New Jersey	1,288	-	-	1,288	-	-
Poughkeepsie, New York	953	-	-	953	-	-
Other	20,045	3,742	7,758	2,999	824	4,722
	\$ 68,499	\$ 3,742	\$ 19,191	\$ 29,745	\$ 824	\$ 14,997

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## **LIQUIDITY AND CAPITAL RESOURCES – continued**

### *Insurance*

We maintain general liability insurance with limits of \$300,000,000 per occurrence and all risk property and rental value insurance with limits of \$2.0 billion per occurrence, including coverage for terrorist acts, with sub-limits for certain perils such as floods. Our California properties have earthquake insurance with coverage of \$150,000,000 per occurrence, subject to a deductible in the amount of 5% of the value of the affected property, up to a \$150,000,000 annual aggregate.

Penn Plaza Insurance Company, LLC (“PPIC”), our wholly owned consolidated subsidiary, acts as a re-insurer with respect to a portion of our earthquake insurance coverage and as a direct insurer for coverage for acts of terrorism, including nuclear, biological, chemical and radiological (“NBCR”) acts, as defined by the Terrorism Risk Insurance Program Reauthorization Act. Coverage for acts of terrorism (excluding NBCR acts) is fully reinsured by third party insurance companies and the Federal government with no exposure to PPIC. Our coverage for NBCR losses is up to \$2 billion per occurrence, for which PPIC is responsible for a deductible of \$3,200,000 and 15% of the balance of a covered loss and the Federal government is responsible for the remaining 85% of a covered loss. We are ultimately responsible for any loss borne by PPIC.

We continue to monitor the state of the insurance market and the scope and costs of coverage for acts of terrorism. However, we cannot anticipate what coverage will be available on commercially reasonable terms in future policy years.

Our debt instruments, consisting of mortgage loans secured by our properties which are non-recourse to us, senior unsecured notes, exchangeable senior debentures, convertible senior debentures and revolving credit agreements contain customary covenants requiring us to maintain insurance. Although we believe that we have adequate insurance coverage for purposes of these agreements, we may not be able to obtain an equivalent amount of coverage at reasonable costs in the future. Further, if lenders insist on greater coverage than we are able to obtain it could adversely affect our ability to finance our properties and expand our portfolio.

### *Other Commitments and Contingencies*

Our mortgage loans are non-recourse to us. However, in certain cases we have provided guarantees or master leased tenant space. These guarantees and master leases terminate either upon the satisfaction of specified circumstances or repayment of the underlying loans. As of June 30, 2011, the aggregate dollar amount of these guarantees and master leases is approximately \$168,124,000.

At June 30, 2011, \$21,534,000 of letters of credit were outstanding under one of our revolving credit facilities. Our credit facilities contain financial covenants that require us to maintain minimum interest coverage and maximum debt to market capitalization ratios, and provide for higher interest rates in the event of a decline in our ratings below Baa3/BBB. Our credit facilities also contain customary conditions precedent to borrowing, including representations and warranties, and also contain customary events of default that could give rise to accelerated repayment, including such items as failure to pay interest or principal.

Each of our properties has been subjected to varying degrees of environmental assessment at various times. The environmental assessments did not reveal any material environmental contamination. However, there can be no assurance that the identification of new areas of contamination, changes in the extent or known scope of contamination, the discovery of additional sites, or changes in cleanup requirements would not result in significant costs to us.

We are committed to fund additional capital to certain of our partially owned entities aggregating approximately \$189,300,000, of which \$135,969,000 is committed to our Real Estate Fund. In addition, we have agreed in principle to contribute up to \$52,000,000 to a new investment management fund which will be managed by LNR.

As part of the process of obtaining the required approvals to demolish and develop our 220 Central Park South property into a new residential tower, we have committed to fund the estimated project cost of approximately \$400,000,000 to \$425,000,000.

## **LIQUIDITY AND CAPITAL RESOURCES - continued**

### *Other Commitments and Contingencies - continued*

During 2010, two of our wholly owned subsidiaries entered into agreements with Cuyahoga County, Ohio (the “County”) to develop and operate the Cleveland Medical Mart and Convention Center (the “Facility”), a 1,000,000 square foot showroom, trade show and conference center in Cleveland’s central business district. The County will fund the development of the Facility, using the proceeds it received from the issuance of general obligation bonds and other sources, up to the development budget of \$465,000,000 and maintain effective control of the property. During the 17-year development and operating period, our subsidiaries will receive net settled payments of approximately \$10,000,000 per year, which are net of its \$36,000,000 annual obligation to the County. Our subsidiaries’ obligation has been pledged by the County to the bondholders, but is payable by our subsidiaries only to the extent that they first receive at least an equal payment from the County. Our subsidiaries engaged a contractor to construct the Facility pursuant to a guaranteed maximum price contract; although our subsidiaries are ultimately responsible for cost overruns, the contractor is responsible for all costs incurred in excess of its contract and has provided a completion guaranty. Construction of the Facility is expected to be completed in 2013. Upon completion, our subsidiaries are required to fund \$11,500,000, primarily for tenant improvements, and they are responsible for operating expenses and are entitled to the net operating income, if any, of the Facility. The County may terminate the operating agreement five years from the completion of development and periodically thereafter, if our subsidiaries fail to achieve certain performance thresholds.

### *Litigation*

We are from time to time involved in legal actions arising in the ordinary course of business. In our opinion, after consultation with legal counsel, the outcome of such matters, including the matter referred to below, is not expected to have a material adverse effect on our financial position, results of operations or cash flows.

On January 8, 2003, Stop & Shop filed a complaint with the United States District Court for the District of New Jersey (“USDC-NJ”) claiming that we had no right to reallocate and therefore continue to collect the \$5,000,000 of annual rent from Stop & Shop pursuant to the Master Agreement and Guaranty, because of the expiration of the East Brunswick, Jersey City, Middletown, Union and Woodbridge leases to which the \$5,000,000 of additional rent was previously allocated. Stop & Shop asserted that a prior order of the Bankruptcy Court for the Southern District of New York dated February 6, 2001, as modified on appeal to the District Court for the Southern District of New York on February 13, 2001, froze our right to reallocate which effectively terminated our right to collect the additional rent from Stop & Shop. On March 3, 2003, after we moved to dismiss for lack of jurisdiction, Stop & Shop voluntarily withdrew its complaint. On March 26, 2003, Stop & Shop filed a new complaint in New York State Supreme Court, asserting

substantially the same claims as in its USDC-NJ complaint. We removed the action to the United States District Court for the Southern District of New York. In January 2005, that court remanded the action to the New York State Supreme Court. On February 14, 2005, we served an answer in which we asserted a counterclaim seeking a judgment for all the unpaid additional rent accruing through the date of the judgment and a declaration that Stop & Shop will continue to be liable for the additional rent as long as any of the leases subject to the Master Agreement and Guaranty remain in effect. On May 17, 2005, we filed a motion for summary judgment. On July 15, 2005, Stop & Shop opposed our motion and filed a cross-motion for summary judgment. On December 13, 2005, the Court issued its decision denying the motions for summary judgment. Both parties appealed the Court's decision and on December 14, 2006, the Appellate Court division issued a decision affirming the Court's decision. On January 16, 2007, we filed a motion for the reconsideration of one aspect of the Appellate Court's decision which was denied on March 13, 2007. A trial was held in November 2010 and closing arguments were held in March 2011. As of June 30, 2011, we have a \$39,483,000 receivable from Stop and Shop, of which \$21,855,000 has been reserved. We believe, after consultation with counsel, that the maximum reasonably possible loss is up to the total amount of the receivable of \$39,483,000.

**FUNDS FROM OPERATIONS (“FFO”)**

FFO is computed in accordance with the definition adopted by the Board of Governors of the National Association of Real Estate Investment Trusts (“NAREIT”). NAREIT defines FFO as GAAP net income or loss adjusted to exclude net gain from sales of depreciated real estate assets, depreciation and amortization expense from real estate assets, extraordinary items and other specified non-cash items, including the pro-rata share of such adjustments of unconsolidated subsidiaries. FFO and FFO per diluted share are used by management, investors and analysts to facilitate meaningful comparisons of operating performance between periods and among our peers because it excludes the effect of real estate depreciation and amortization and net gains on sales, which are based on historical costs and implicitly assume that the value of real estate diminishes predictably over time, rather than fluctuating based on existing market conditions. FFO does not represent cash generated from operating activities and is not necessarily indicative of cash available to fund cash requirements and should not be considered as an alternative to net income as a performance measure or cash flows as a liquidity measure. FFO may not be comparable to similarly titled measures employed by other companies. The calculations of both the numerator and denominator used in the computation of income per share are disclosed in footnote 16 – *Income per Share*, in the notes to our consolidated financial statements on page 27 of this Quarterly Report on Form 10-Q.

*FFO for the Three and Six Months Ended June 30, 2011 and 2010*

FFO attributable to common shareholders plus assumed conversions was \$243,418,000, or \$1.27 per diluted share for the three months ended June 30, 2011, compared to \$204,772,000, or \$1.11 per diluted share, for the prior year’s quarter. FFO attributable to common shareholders plus assumed conversions was \$749,349,000, or \$3.91 per diluted share, for the six months ended June 30, 2011, compared to \$565,066,000, or \$2.98 per diluted share, for the prior year’s six months. Details of certain items that affect comparability are discussed in the financial results summary of our “Overview.”

(Amounts in thousands, except per share amounts)	<b>For The Three Months</b>		<b>For The Six Months</b>	
	<b>Ended June 30,</b>		<b>Ended June 30,</b>	
<b>Reconciliation of our net income to FFO:</b>	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Net income attributable to Vornado	\$ 108,581	\$ 72,106	\$ 521,244	\$ 286,658
Depreciation and amortization of real property	124,326	127,181	248,647	254,795
Net gain on sales of real estate	(458)	-	(51,623)	-
Proportionate share of adjustments to equity in net income of Toys,				
to arrive at FFO:				
Depreciation and amortization of real property	17,168	17,663	34,897	35,164
Net gain on sales of real estate	(491)	-	(491)	-
Income tax effect of above adjustment	(5,835)	(6,182)	(12,040)	(12,307)

Proportionate share of adjustments to equity in net  
income of partially  
owned entities, excluding Toys, to arrive at  
FFO:

Depreciation and amortization of real property	22,233	19,533	46,202	39,074
Net gain on sales of real estate	(2,120)	-	(3,769)	(307)
Noncontrolling interests' share of above adjustments	(9,906)	(11,303)	(16,756)	(22,474)
FFO	253,498	218,998	766,311	580,603
Preferred share dividends	(16,668)	(14,266)	(30,116)	(28,533)
FFO attributable to common shareholders	236,830	204,732	736,195	552,070
Interest on 3.88% exchangeable senior debentures	6,556	-	13,090	12,915
Convertible preferred share dividends	32	40	64	81
FFO attributable to common shareholders plus assumed conversions	\$ 243,418	\$ 204,772	\$ 749,349	\$ 565,066

### Reconciliation of Weighted Average Shares

Weighted average common shares outstanding	184,268	182,027	184,129	181,786
Effect of dilutive securities:				
3.88% exchangeable senior debentures	5,736	-	5,736	5,736
Employee stock options and restricted share awards	1,876	1,617	1,815	1,741
Convertible preferred shares	55	71	56	71
Denominator for FFO per diluted share	191,935	183,715	191,736	189,334

FFO attributable to common shareholders plus  
assumed conversions

per diluted share	\$ 1.27	\$ 1.11	\$ 3.91	\$ 2.98
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**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

We have exposure to fluctuations in market interest rates. Market interest rates are sensitive to many factors that are beyond our control. Our exposure to a change in interest rates on our consolidated and non-consolidated debt (all of which arises out of non-trading activity) is as follows:

(Amounts in thousands, except per share amounts)

	June 30,	2011 Weighted Average Interest Rate	Effect of 1% Change In Base Rates	December 31,	2010 Weighted Average Interest Rate
	Balance			Balance	
Consolidated debt:					
Variable rate	\$ 2,089,729	1.96%	\$ 20,897	\$ 2,903,510	1.76%
Fixed rate	8,450,319	5.61%	-	7,990,129	5.66%
	\$ 10,540,048	4.89%	20,897	\$ 10,893,639	4.62%
Pro-rata share of debt of non-consolidated entities (non-recourse):					
Variable rate – excluding Toys	\$ 295,924	2.79%	2,959	\$ 345,308	1.39%
Variable rate – Toys	313,305	6.38%	3,133	501,623	4.95%
Fixed rate (including \$1,438,984,000 and \$1,421,820 of Toys debt in 2011 and 2010)	2,925,461 <sup>(1)</sup>	6.96%	-	2,428,986	6.86%
	\$ 3,534,690	6.56%	6,092	\$ 3,275,917	5.99%
Noncontrolling interests' share of above			(1,700)		
Total change in annual net income			\$ 25,289		
Per share-diluted			\$ 0.13		

(1) Excludes \$36.8 billion for our 26.2% pro rata shares of liabilities related to consolidated CMBS and CDO trusts which are non-recourse to LNR and its equity holders, including us.

We may utilize various financial instruments to mitigate the impact of interest rate fluctuations on our cash flows and earnings, including hedging strategies, depending on our analysis of the interest rate environment and the costs and risks of such strategies. As of June 30, 2011, variable rate debt with an aggregate principal amount of \$560,628,000 and a weighted average interest rate of 2.79% was subject to LIBOR caps. These caps are based on a notional amount of \$558,603,000 and cap LIBOR at a weighted average rate of 5.68%. In addition, we have one interest rate swap on

a \$425,000,000 loan that swapped the rate from LIBOR plus 2.00% (2.19% at June 30, 2011) to a fixed rate of 5.13% for the remaining seven-year term of the loan.

As of June 30, 2011, we have investments in mezzanine loans with an aggregate carrying amount of \$74,845,000 that are based on variable interest rates which partially mitigate our exposure to a change in interest rates on our variable rate debt.

#### *Fair Value of Debt*

The estimated fair value of our consolidated debt is calculated based on current market prices and discounted cash flows at the rate at which similar loans could be made currently to borrowers with similar credit ratings, for the remaining term of such debt. As of June 30, 2011, the estimated fair value of our consolidated debt was \$10,858,999,000.

#### *Derivative Instruments*

We have, and may in the future enter into, derivative positions that do not qualify for hedge accounting treatment, including our economic interest in J.C. Penney common shares. Because these derivatives do not qualify for hedge accounting treatment, the gains or losses resulting from their mark-to-market at the end of each reporting period are recognized as an increase or decrease in "interest and other investment income, net" on our consolidated statements of income. In addition, we are, and may in the future be, subject to additional expense based on the notional amount of the derivative positions and a specified spread over LIBOR. Because the market value of these instruments can vary significantly between periods, we may experience significant fluctuations in the amount of our investment income or expense in any given period. During the six months ended June 30, 2011 we recognized \$10,401,000 of income from derivative instruments.

**Item 4. Controls and Procedures**

Disclosure Controls and Procedures: The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this report. Based on such evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of June 30, 2011, such disclosure controls and procedures were effective.

Internal Control Over Financial Reporting: There have not been any changes in the Company's internal control over financial reporting (as such term is defined in Rule 13a-15(f) under the Securities and Exchange Act of 1934, as amended) during the fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**PART II. OTHER INFORMATION**

**Item 1. Legal Proceedings**

We are from time to time involved in legal actions arising in the ordinary course of business. In our opinion, after consultation with legal counsel, the outcome of such matters, including the matter referred to below, is not expected to have a material adverse effect on our financial position, results of operations or cash flows.

On January 8, 2003, Stop & Shop filed a complaint with the United States District Court for the District of New Jersey (“USDC-NJ”) claiming that we had no right to reallocate and therefore continue to collect the \$5,000,000 of annual rent from Stop & Shop pursuant to the Master Agreement and Guaranty, because of the expiration of the East Brunswick, Jersey City, Middletown, Union and Woodbridge leases to which the \$5,000,000 of additional rent was previously allocated. Stop & Shop asserted that a prior order of the Bankruptcy Court for the Southern District of New York dated February 6, 2001, as modified on appeal to the District Court for the Southern District of New York on February 13, 2001, froze our right to reallocate which effectively terminated our right to collect the additional rent from Stop & Shop. On March 3, 2003, after we moved to dismiss for lack of jurisdiction, Stop & Shop voluntarily withdrew its complaint. On March 26, 2003, Stop & Shop filed a new complaint in New York State Supreme Court, asserting substantially the same claims as in its USDC-NJ complaint. We removed the action to the United States District Court for the Southern District of New York. In January 2005, that court remanded the action to the New York State Supreme Court. On February 14, 2005, we served an answer in which we asserted a counterclaim seeking a judgment for all the unpaid additional rent accruing through the date of the judgment and a declaration that Stop & Shop will continue to be liable for the additional rent as long as any of the leases subject to the Master Agreement and Guaranty remain in effect. On May 17, 2005, we filed a motion for summary judgment. On July 15, 2005, Stop & Shop opposed our motion and filed a cross-motion for summary judgment. On December 13, 2005, the Court issued its decision denying the motions for summary judgment. Both parties appealed the Court’s decision and on December 14, 2006, the Appellate Court division issued a decision affirming the Court’s decision. On January 16, 2007, we filed a motion for the reconsideration of one aspect of the Appellate Court’s decision which was denied on March 13, 2007. A trial was held in November 2010 and closing arguments were held in March 2011. As of June 30, 2011, we have a \$39,483,000 receivable from Stop and Shop, of which \$21,855,000 has been reserved. We believe, after consultation with counsel, that the maximum reasonably possible loss is up to the total amount of the receivable of \$39,483,000.

**Item 1A. Risk Factors**

There were no material changes to the Risk Factors disclosed in our Annual Report on Form 10-K for the year ended December 31, 2010.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

In the second quarter of 2011, we issued 80,679 common shares upon the redemption of Class A units of the Operating Partnership held by persons who received units, in private placements in earlier periods, in exchange for their interests in limited partnerships that owned real estate. The common shares were issued without registration under the Securities Act of 1933 in reliance on Section 4 (2) of that Act.

Information relating to compensation plans under which our equity securities are authorized for issuance is set forth under Part III, Item 12 of the Annual Report on Form 10-K for the year ended December 31, 2010, and such information is incorporated by reference herein.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

Exhibits required by Item 601 of Regulation S-K are filed herewith or incorporated herein by reference and are listed in the attached Exhibit Index.



## SIGNATURES

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

**VORNADO REALTY TRUST**  
(Registrant)

Date: August 1, 2011

By: /s/ Joseph Macnow  
Joseph Macnow, Executive Vice President -  
Finance and Administration and  
Chief Financial Officer (duly authorized officer  
and principal financial and accounting officer)

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**EXHIBIT INDEX**

**Exhibit No.**

- |     |   |   |   |
|-----|---|---|---|
| 3.1 | - | <p>Articles of Restatement of Vornado Realty Trust, as filed with the State Department of Assessments and Taxation of Maryland on July 30, 2007 - Incorporated by reference to Exhibit 3.75 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007 (File No. 001-11954), filed on July 31, 2007</p>                        | * |
| 3.2 | - | <p>Amended and Restated Bylaws of Vornado Realty Trust, as amended on March 2, 2000 -<br/>                 Incorporated by reference to Exhibit 3.12 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 1999 (File No. 001-11954), filed on March 9, 2000</p>   | * |
| 3.3 | - | <p>Articles Supplementary, 6.875% Series J Cumulative Redeemable Preferred Shares of<br/>                 Beneficial Interest, liquidation preference \$25.00 per share, no par value - Incorporated by reference to Exhibit 3.2 of Vornado Realty Trust's Registration Statement on Form 8-A (File No. 001-11954), filed on April 20, 2011</p>                 | * |
| 3.4 | - | <p>Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P.,<br/>                 dated as of October 20, 1997 (the "Partnership Agreement") – Incorporated by reference to Exhibit 3.26 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003 (File No. 001-11954), filed on May 8, 2003</p> | * |
| 3.5 | - | <p>Amendment to the Partnership Agreement, dated as of December 16, 1997 – Incorporated by<br/>                 reference to Exhibit 3.27 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003 (File No. 001-11954), filed on May 8, 2003</p>   | * |
| 3.6 | - | <p>Second Amendment to the Partnership Agreement, dated as of April 1, 1998 – Incorporated<br/>                 by reference to Exhibit 3.5 to Vornado Realty Trust's Registration Statement on Form S-3 (File No. 333-50095), filed on April 14, 1998</p>  | * |

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- 3.7 - Third Amendment to the Partnership Agreement, dated as of November 12, 1998 - \*
- Incorporated by reference to Exhibit 3.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on November 30, 1998
- 3.8 - Fourth Amendment to the Partnership Agreement, dated as of November 30, 1998 - \*
- Incorporated by reference to Exhibit 3.1 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on February 9, 1999
- 3.9 - Fifth Amendment to the Partnership Agreement, dated as of March 3, 1999 - Incorporated by \*
- reference to Exhibit 3.1 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on March 17, 1999
- 3.10 - Sixth Amendment to the Partnership Agreement, dated as of March 17, 1999 - Incorporated \*
- by reference to Exhibit 3.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on July 7, 1999
- 3.11 - Seventh Amendment to the Partnership Agreement, dated as of May 20, 1999 - Incorporated \*
- by reference to Exhibit 3.3 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on July 7, 1999
- 3.12 - Eighth Amendment to the Partnership Agreement, dated as of May 27, 1999 - Incorporated \*
- by reference to Exhibit 3.4 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on July 7, 1999
- 3.13 - Ninth Amendment to the Partnership Agreement, dated as of September 3, 1999 - \*
- Incorporated by reference to Exhibit 3.3 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on October 25, 1999

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Incorporated by reference.



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- 3.14 - Tenth Amendment to the Partnership Agreement, dated as of September 3, 1999 - \*  
Incorporated by reference to exhibit 3,4 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on October 25, 1999
- 3.15 - Eleventh Amendment to the Partnership Agreement, dated as of November 24, 1999 - \*  
Incorporated by reference to Exhibit 3.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on December 23, 1999
- 3.16 - Twelfth Amendment to the Partnership Agreement, dated as of May 1, 2000 - Incorporated \*  
by reference to Exhibit 3.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on May 19, 2000
- 3.17 - Thirteenth Amendment to the Partnership Agreement, dated as of May 25, 2000 - \*  
Incorporated by reference to Exhibit 3.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on June 16, 2000
- 3.18 - Fourteenth Amendment to the Partnership Agreement, dated as of December 8, 2000 - \*  
Incorporated by reference to Exhibit 3.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on December 28, 2000
- 3.19 - Fifteenth Amendment to the Partnership Agreement, dated as of December 15, 2000 - \*  
Incorporated by reference to Exhibit 4.35 to Vornado Realty Trust's Registration Statement on Form S-8 (File No. 333-68462), filed on August 27, 2001
- 3.20 - Sixteenth Amendment to the Partnership Agreement, dated as of July 25, 2001 - \*  
- Incorporated by reference to Exhibit 3.3 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001 11954), filed on October 12, 2001
- 3.21 - Seventeenth Amendment to the Partnership Agreement, dated as of September 21, 2001 - \*  
Incorporated by reference to Exhibit 3.4 to Vornado Realty Trust's Current Report on Form 8 K (File No. 001-11954), filed on October 12, 2001
- 3.22 - Eighteenth Amendment to the Partnership Agreement, dated as of January 1, 2002 - \*  
Incorporated by reference to Exhibit 3.1 to Vornado Realty Trust's Current Report on Form 8-K/A (File No. 001-11954), filed on March 18, 2002

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- 3.23 - Nineteenth Amendment to the Partnership Agreement, dated as of July 1, 2002 - Incorporated \*  
by reference to Exhibit 3.47 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002 (File No. 001-11954), filed on August 7, 2002
- 3.24 - Twentieth Amendment to the Partnership Agreement, dated April 9, 2003 - Incorporated by reference to Exhibit 3.46 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003 (File No. 001-11954), filed on May 8, 2003 \*
- 3.25 - Twenty-First Amendment to the Partnership Agreement, dated as of July 31, 2003 - Incorporated by reference to Exhibit 3.47 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003 (File No. 001-11954), filed on November 7, 2003 \*
- 3.26 - Twenty-Second Amendment to the Partnership Agreement, dated as of November 17, 2003 - Incorporated by reference to Exhibit 3.49 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2003 (File No. 001-11954), filed on March 3, 2004 \*
- 3.27 - Twenty-Third Amendment to the Partnership Agreement, dated May 27, 2004 - Incorporated by reference to Exhibit 99.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on June 14, 2004 \*

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Incorporated by reference.

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- 3.28 - Twenty-Fourth Amendment to the Partnership Agreement, dated August 17, 2004 – \*  
Incorporated by reference to Exhibit 3.57 to Vornado Realty  
Trust and Vornado Realty  
L.P.'s Registration Statement on Form S-3 (File No.  
333-122306), filed on  
January 26, 2005
- 3.29 - Twenty-Fifth Amendment to the Partnership Agreement, dated November 17, 2004 – \*  
Incorporated by reference to Exhibit 3.58 to Vornado Realty  
Trust and Vornado Realty  
L.P.'s Registration Statement on Form S-3 (File No.  
333-122306), filed on  
January 26, 2005
- 3.30 - Twenty-Sixth Amendment to the Partnership Agreement, dated December 17, 2004 – \*  
Incorporated by reference to Exhibit 3.1 to Vornado Realty  
L.P.'s Current Report on  
Form 8-K (File No. 000-22685), filed on December 21, 2004
- 3.31 - Twenty-Seventh Amendment to the Partnership Agreement, dated December 20, 2004 – \*  
Incorporated by reference to Exhibit 3.2 to Vornado Realty  
L.P.'s Current Report on  
Form 8-K (File No. 000-22685), filed on December 21, 2004
- 3.32 - Twenty-Eighth Amendment to the Partnership Agreement, dated December 30, 2004 - \*  
Incorporated by reference to Exhibit 3.1 to Vornado Realty  
L.P.'s Current Report on  
Form 8-K (File No. 000-22685), filed on January 4, 2005
- 3.33 - Twenty-Ninth Amendment to the Partnership Agreement, dated June 17, 2005 - \*  
Incorporated  
by reference to Exhibit 3.1 to Vornado Realty L.P.'s Current  
Report on Form 8-K  
(File No. 000-22685), filed on June 21, 2005
- 3.34 - Thirtieth Amendment to the Partnership Agreement, dated August 31, 2005 - Incorporated \*  
by  
reference to Exhibit 3.1 to Vornado Realty L.P.'s Current  
Report on Form 8-K  
(File No. 000-22685), filed on September 1, 2005
- 3.35 - Thirty-First Amendment to the Partnership Agreement, dated September 9, 2005 - \*  
Incorporated by reference to Exhibit 3.1 to Vornado Realty  
L.P.'s Current Report on  
Form 8-K (File No. 000-22685), filed on September 14, 2005

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- 3.36 - Thirty-Second Amendment and Restated Agreement of Limited Partnership, dated as of December 19, 2005 – Incorporated by reference to Exhibit 3.59 to Vornado Realty L.P.’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2006 (File No. 000-22685), filed on May 8, 2006 \*
- 3.37 - Thirty-Third Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of April 25, 2006 – Incorporated by reference to Exhibit 10.2 to Vornado Realty Trust’s Form 8-K (File No. 001-11954), filed on May 1, 2006 \*
- 3.38 - Thirty-Fourth Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of May 2, 2006 – Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.’s Current Report on Form 8-K (File No. 000-22685), filed on May 3, 2006 \*
- 3.39 - Thirty-Fifth Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of August 17, 2006 – Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.’s Form 8-K (File No. 000-22685), filed on August 23, 2006 \*
- 3.40 - Thirty-Sixth Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of October 2, 2006 – Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.’s Form 8-K (File No. 000-22685), filed on January 22, 2007 \*

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Incorporated by reference.

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- 3.41 - Thirty-Seventh Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of June 28, 2007 – Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.’s Current Report on Form 8-K (File No. 000-22685), filed on June 27, 2007 \*
- 3.42 - Thirty-Eighth Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of June 28, 2007 – Incorporated by reference to Exhibit 3.2 to Vornado Realty L.P.’s Current Report on Form 8-K (File No. 000-22685), filed on June 27, 2007 \*
- 3.43 - Thirty-Ninth Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of June 28, 2007 – Incorporated by reference to Exhibit 3.3 to Vornado Realty L.P.’s Current Report on Form 8-K (File No. 000-22685), filed on June 27, 2007 \*
- 3.44 - Fortieth Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of June 28, 2007 – Incorporated by reference to Exhibit 3.4 to Vornado Realty L.P.’s Current Report on Form 8-K (File No. 000-22685), filed on June 27, 2007 \*
- 3.45 - Forty-First Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of March 31, 2008 – Incorporated by reference to Exhibit 3.44 to Vornado Realty Trust’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2008 (file No. 001-11954), filed on May 6, 2008 \*
- 3.46 - Forty-Second Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of December 17, 2010 – Incorporated by reference to Exhibit 99.1 to Vornado Realty L.P.’s Current Report on Form 8-K (File No. 000-22685), filed on December 21, 2010 \*
- 3.47 - Forty-Third Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of April 20, 2011 – Incorporated by reference to Exhibit 3.1 to Vornado \*

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Realty L.P.'s Current Report on Form 8-K (File No. 000-22685), filed on April 21, 2011

4.1 - Indenture, dated as of November 25, 2003, between Vornado Realty L.P. and The Bank of New York, as Trustee - Incorporated by reference to Exhibit 4.10 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2005 (File No. 001-11954), filed on April 28, 2005 \*

4.2 - Indenture, dated as of November 20, 2006, among Vornado Realty Trust, as Issuer, Vornado Realty L.P., as Guarantor and The Bank of New York, as Trustee - Incorporated by reference to Exhibit 4.1 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on November 27, 2006 \*

*Certain instruments defining the rights of holders of long-term debt securities of Vornado Realty Trust and its subsidiaries are omitted pursuant to Item 601(b)(4)(iii) of Regulation S-K. Vornado Realty Trust hereby undertakes to furnish to the Securities and Exchange Commission, upon request, copies of any such instruments.*

10.1 - Master Agreement and Guaranty, between Vornado, Inc. and Bradlees New Jersey, Inc. dated as of May 1, 1992 - Incorporated by reference to Vornado, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 1992 (File No. 001-11954), filed May 8, 1992 \*

10.2 - Registration Rights Agreement between Vornado, Inc. and Steven Roth, dated December 29, 1992 - Incorporated by reference to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 1992 (File No. 001-11954), filed February 16, 1993 \*

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Incorporated by reference.

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- 10.3    \*\*    -    Stock Pledge Agreement between Vornado, Inc. and Steven Roth dated December 29, 1992    \*
- Incorporated by reference to Vornado, Inc.'s Annual Report on Form 10-K for the year ended December 31, 1992 (File No. 001-11954), filed February 16, 1993
- 10.4    \*\*    -    Management Agreement between Interstate Properties and Vornado, Inc. dated July 13, 1992    \*
- Incorporated by reference to Vornado, Inc.'s Annual Report on Form 10-K for the year ended December 31, 1992 (File No. 001-11954), filed February 16, 1993
- 10.5    \*\*    -    Employment Agreement, dated as of April 15, 1997, by and among Vornado Realty Trust, The Mendik Company, L.P. and David R. Greenbaum - Incorporated by reference to Exhibit 10.4 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on April 30, 1997    \*
- 10.6    \*\*    -    Promissory Note from Steven Roth to Vornado Realty Trust, dated December 23, 2005 – Incorporated by reference to Exhibit 10.15 to Vornado Realty Trust Annual Report on Form 10-K for the year ended December 31, 2005 (File No. 001-11954), filed on February 28, 2006    \*
- 10.7    \*\*    -    Letter agreement, dated November 16, 1999, between Steven Roth and Vornado Realty Trust    \*
- Incorporated by reference to Exhibit 10.51 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 1999 (File No. 001-11954), filed on March 9, 2000
- 10.8    -    Agreement and Plan of Merger, dated as of October 18, 2001, by and among Vornado Realty Trust, Vornado Merger Sub L.P., Charles E. Smith Commercial Realty L.P., Charles E. Smith Commercial Realty L.L.C., Robert H. Smith, individually, Robert P. Kogod, individually, and Charles E. Smith Management, Inc. - Incorporated by reference to Exhibit 2.1 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954),    \*

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filed on January 16, 2002

- 10.9 - Tax Reporting and Protection Agreement, dated December 31, 2001, by and among Vornado, Vornado Realty L.P., Charles E. Smith Commercial Realty L.P. and Charles E. Smith Commercial Realty L.L.C. - Incorporated by reference to Exhibit 10.3 to Vornado Realty Trust's Current Report on Form 8-K/A (File No. 1-11954), filed on March 18, 2002 \*
- 10.10 - Employment Agreement between Vornado Realty Trust and Michael D. Fascitelli, dated March 8, 2002 - Incorporated by reference to Exhibit 10.7 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2002 (File No. 001-11954), filed on May 1, 2002 \*
- 10.11 \*\* - First Amendment, dated October 31, 2002, to the Employment Agreement between Vornado Realty Trust and Michael D. Fascitelli, dated March 8, 2002 - Incorporated by reference to Exhibit 99.6 to the Schedule 13D filed by Michael D. Fascitelli on November 8, 2002 \*
- 10.12 \*\* - Amendment to Real Estate Retention Agreement, dated as of July 3, 2002, by and between Alexander's, Inc. and Vornado Realty L.P. - Incorporated by reference to Exhibit 10(i)(E)(3) to Alexander's Inc.'s Quarterly Report for the quarter ended June 30, 2002 (File No. 001-06064), filed on August 7, 2002 \*
- 10.13 - 59th Street Real Estate Retention Agreement, dated as of July 3, 2002, by and between Vornado Realty L.P., 731 Residential LLC and 731 Commercial LLC - Incorporated by reference to Exhibit 10(i)(E)(4) to Alexander's Inc.'s Quarterly Report for the quarter ended June 30, 2002 (File No. 001-06064), filed on August 7, 2002 \*

\*

Incorporated by reference.

\*\*

Management contract or compensatory agreement.

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- 10.14 - Amended and Restated Management and Development Agreement, dated as of July 3, 2002, by and between Alexander's, Inc., the subsidiaries party thereto and Vornado Management Corp. - Incorporated by reference to Exhibit 10(i)(F)(1) to Alexander's Inc.'s Quarterly Report for the quarter ended June 30, 2002 (File No. 001-06064), filed on August 7, 2002 \*
- 10.15 - Amendment dated May 29, 2002, to the Stock Pledge Agreement between Vornado Realty Trust and Steven Roth dated December 29, 1992 - Incorporated by reference to Exhibit 5 of Interstate Properties' Schedule 13D/A dated May 29, 2002 (File No. 005-44144), filed on May 30, 2002 \*
- 10.16 \*\* - Vornado Realty Trust's 2002 Omnibus Share Plan - Incorporated by reference to Exhibit 4.2 to Vornado Realty Trust's Registration Statement on Form S-8 (File No. 333-102216) filed December 26, 2002 \*
- 10.17 \*\* - Form of Stock Option Agreement between the Company and certain employees - Incorporated by reference to Exhibit 10.77 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2004 (File No. 001-11954), filed on February 25, 2005 \*
- 10.18 \*\* - Form of Restricted Stock Agreement between the Company and certain employees - Incorporated by reference to Exhibit 10.78 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2004 (File No. 001-11954), filed on February 25, 2005 \*
- 10.19 \*\* - Amendment, dated March 17, 2006, to the Vornado Realty Trust Omnibus Share Plan - Incorporated by reference to Exhibit 10.50 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2006 (File No. 001-11954), filed on May 2, 2006 \*
- 10.20 \*\* - Form of Vornado Realty Trust 2006 Out-Performance Plan Award Agreement, dated as of \*

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April 25, 2006 – Incorporated by reference to Exhibit 10.1 to Vornado Realty Trust’s Form 8-K (File No. 001-11954), filed on May 1, 2006

- 10.21 \*\* - Form of Vornado Realty Trust 2002 Restricted LTIP Unit Agreement – Incorporated by reference to Vornado Realty Trust’s Form 8-K (Filed No. 001-11954), filed on May 1, 2006 \*
- 10.22 \*\* - Amendment No.2, dated May 18, 2006, to the Vornado Realty Trust Omnibus Share Plan – Incorporated by reference to Exhibit 10.53 to Vornado Realty Trust’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2006 (File No. 001-11954), filed on August 1, 2006 \*
- 10.23 \*\* - Amended and Restated Employment Agreement between Vornado Realty Trust and Joseph Macnow dated July 27, 2006 – Incorporated by reference to Exhibit 10.54 to Vornado Realty Trust’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2006 (File No. 001-11954), filed on August 1, 2006 \*
- 10.24 - Guaranty, made as of June 28, 2006, by Vornado Realty Trust, for the benefit of JP Morgan Chase Bank - Incorporated by reference to Exhibit 10.53 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended September 30, 2006 (File No. 001-11954), filed on October 31, 2006 \*

\*

Incorporated by reference.

\*\*

Management contract or compensatory agreement.

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- 10.25 \*\* - Amendment, dated October 26, 2006, to the Vornado Realty Trust Omnibus Share Plan – Incorporated by reference to Exhibit 10.54 to Vornado Realty Trust’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2006 (File No. 001-11954), filed on October 31, 2006 \*
- 10.26 \*\* - Amendment to Real Estate Retention Agreement, dated January 1, 2007, by and between Vornado Realty L.P. and Alexander’s Inc. – Incorporated by reference to Exhibit 10.55 to Vornado Realty Trust’s Annual Report on Form 10-K for the year ended December 31, 2006 (File No. 001-11954), filed on February 27, 2007 \*
- 10.27 \*\* - Amendment to 59th Street Real Estate Retention Agreement, dated January 1, 2007, by and among Vornado Realty L.P., 731 Retail One LLC, 731 Restaurant LLC, 731 Office One LLC and 731 Office Two LLC. – Incorporated by reference to Exhibit 10.56 to Vornado Realty Trust’s Annual Report on Form 10-K for the year ended December 31, 2006 (File No. 001-11954), filed on February 27, 2007 \*
- 10.28 \*\* - Employment Agreement between Vornado Realty Trust and Mitchell Schear, as of April 19, 2007 – Incorporated by reference to Exhibit 10.46 to Vornado Realty Trust’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2007 (File No. 001-11954), filed on May 1, 2007 \*
- 10.29 - Revolving Credit Agreement, dated as of September 28, 2007, among Vornado Realty L.P. as borrower, Vornado Realty Trust as General Partner, the Banks signatory thereto, each as a Bank, JPMorgan Chase Bank, N.A. as Administrative Agent, Bank of America, N.A. as Syndication Agent, Citicorp North America, Inc., Deutsche Bank Trust Company Americas, and UBS Loan Finance LLC as Documentation Agents, and J.P. Morgan Securities Inc. and Bank of America Securities LLC as Lead Arrangers and Bookrunners. \*

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- Incorporated by reference to Exhibit 10.1 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on October 4, 2007

10.30 - Second Amendment to Revolving Credit Agreement, dated as of September 28, 2007, by and among Vornado Realty L.P. as borrower, Vornado Realty Trust as General Partner, the Banks listed on the signature pages thereof, and J.P. Morgan Chase Bank N.A., as Administrative Agent for the Banks - Incorporated by reference to Exhibit 10.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on October 4, 2007 \*

10.31 \*\* - Form of Vornado Realty Trust 2002 Omnibus Share Plan Non-Employee Trustee Restricted LTIP Unit Agreement – Incorporated by reference to Exhibit 10.45 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2007 (File No. 001-11954) filed on February 26, 2008 \*

10.32 \*\* - Form of Vornado Realty Trust 2008 Out-Performance Plan Award Agreement – Incorporated by reference to Exhibit 10.46 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2008 (File No. 001-11954) filed on May 6, 2008 \*

10.33 \*\* - Amendment to Employment Agreement between Vornado Realty Trust and Michael D. Fascitelli, dated December 29, 2008. Incorporated by reference to Exhibit 10.47 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2008 (File No. 001-11954) filed on February 24, 2009 \*

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Incorporated by reference.

\*\*

Management contract or compensatory agreement.

- 10.34 \*\* - Amendment to Employment Agreement between Vornado Realty Trust and Joseph Macnow, dated December 29, 2008. Incorporated by reference to Exhibit 10.48 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2008 (File No. 001-11954) filed on February 24, 2009 \*
- 10.35 \*\* - Amendment to Employment Agreement between Vornado Realty Trust and David R. Greenbaum, dated December 29, 2008. Incorporated by reference to Exhibit 10.49 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2008 (File No. 001-11954) filed on February 24, 2009 \*
- 10.36 \*\* - Amendment to Indemnification Agreement between Vornado Realty Trust and David R. Greenbaum, dated December 29, 2008. Incorporated by reference to Exhibit 10.50 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2008 (File No. 001-11954) filed on February 24, 2009 \*
- 10.37 \*\* - Amendment to Employment Agreement between Vornado Realty Trust and Mitchell N. Schear, dated December 29, 2008. Incorporated by reference to Exhibit 10.51 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2008 (File No. 001-11954) filed on February 24, 2009 \*
- 10.38 \*\* - Amendment to Employment Agreement between Vornado Realty Trust and Christopher G. Kennedy, dated December 29, 2008. Incorporated by reference to Exhibit 10.53 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2008 (File No. 001-11954) filed on February 24, 2009 \*
- 10.39 \*\* - Vornado Realty Trust's 2010 Omnibus Share Plan. Incorporated by reference to Exhibit 10.41 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2010 (File No. 001-11954) filed on August 3, 2010 \*
- 10.40 \*\* - Employment Agreement between Vornado Realty Trust and Michael J. Franco, dated September 24, 2010. Incorporated by reference to Exhibit 10.42 to Vornado Realty Trust's \*

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Quarterly Report on Form 10-Q for the quarter ended  
September 30, 2010 (File No. 001-11954)  
filed on November 2, 2010

- 10.41 \*\* - Form of Vornado Realty Trust 2010 Omnibus Share Plan Stock Agreement. Incorporated by reference to Exhibit 10.42 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2010 (File No. 001-11954) filed on February 23, 2011 \*
- 10.42 \*\* - Form of Vornado Realty Trust 2010 Omnibus Share Plan Restricted LTIP Unit Agreement Incorporated by reference to Exhibit 10.43 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2010 (File No. 001-11954) filed on February 23, 2011 \*
- 10.43 \*\* - Form of Vornado Realty Trust 2010 Omnibus Share Plan Restricted Stock Agreement Incorporated by reference to Exhibit 10.44 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2010 (File No. 001-11954) filed on February 23, 2011 \*
- 10.44 \*\* - Letter Agreement between Vornado Realty Trust and Michelle Felman, dated December 21, 2010. Incorporated by reference to Exhibit 10.45 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2010 (File No. 001-11954) filed on February 23, 2011 \*

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Incorporated by reference.

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Management contract or compensatory agreement.

- 10.45      \*\*      -      Waiver and Release between Vornado Realty Trust and Michelle Felman, dated December 21, 2010. Incorporated by reference to Exhibit 10.46 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2010 (File No. 001-11954) filed on February 23, 2011      \*
- 10.46      -      L.P. as      Revolving Credit Agreement dated as of June 8, 2011, by and among Vornado Realty Trust as General Partner, the Banks listed on the signature pages thereof, and J.P. Morgan Chase Bank N.A., as Administrative Agent for the Banks
- 15.1      -      Letter regarding Unaudited Interim Financial Information
- 31.1      -      Rule 13a-14 (a) Certification of the Chief Executive Officer
- 31.2      -      Rule 13a-14 (a) Certification of the Chief Financial Officer
- 32.1      -      Section 1350 Certification of the Chief Executive Officer
- 32.2      -      Section 1350 Certification of the Chief Financial Officer
- 101.INS      -      XBRL Instance Document
- 101.SCH      -      XBRL Taxonomy Extension Schema
- 101.CAL      -      XBRL Taxonomy Extension Calculation Linkbase
- 101.DEF      -      XBRL Taxonomy Extension Definition Linkbase
- 101.LAB      -      XBRL Taxonomy Extension Label Linkbase
- 101.PRE      -      XBRL Taxonomy Extension Presentation Linkbase

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Incorporated by reference.  
\*\*      Management contract or compensatory agreement.

