

VORNADO REALTY TRUST
Form 10-Q/A
August 23, 2010

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q/A

(Amendment No. 1)

(Mark one)

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

For the quarterly period ended: **June 30, 2010**

Or

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

For the transition period from: _____ **to** _____

Commission File Number: **001-11954**

VORNADO REALTY TRUST

(Exact name of registrant as specified in its charter)

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Maryland

(State or other jurisdiction of incorporation or organization)

22-1657560

(I.R.S. Employer Identification Number)

888 Seventh Avenue, New York, New York

(Address of principal executive offices)

10019

(Zip Code)

(212) 894-7000

(Registrant's telephone number, including area code)

N/A

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

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

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

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

☒ Large Accelerated Filer

☐ Non-Accelerated Filer (Do not check if smaller reporting company)

☐ Accelerated Filer

☐ Smaller Reporting Company

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

As of June 30, 2010, 182,290,243 of the registrant's common shares of beneficial interest are outstanding.

EXPLANATORY NOTE

The purpose of this Amendment No. 1 on Form 10-Q/A to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2010, filed with the Securities Exchange Commission on August 3, 2010 (the "Form 10-Q"), is solely to furnish Exhibit 101 to the Form 10-Q, as required by Rule 405 of Regulation S-T. Exhibit 101 to this Amendment No. 1 provides the following items from the Form 10-Q formatted in XBRL (Extensible Business Reporting Language): (i) the Unaudited Interim Consolidated Balance Sheets; (ii) the Unaudited Interim Consolidated Statements of Income; (iii) the Unaudited Interim Consolidated Statements of Changes in Equity; (iv) the Unaudited Interim Consolidated Statements of Cash Flows; and (v) Notes to the Unaudited Interim Consolidated Financial Statements.

No changes have been made to the Form 10-Q other than as described above. This Amendment No. 1 speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the Form 10-Q.

Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

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 23, 2010

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	-	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	*
3.2	-	Amended and Restated Bylaws of Vornado Realty Trust, as amended on March 2, 2000 - 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	*
3.3	-	Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., 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	*
3.4	-	Amendment to the Partnership Agreement, dated as of December 16, 1997 – Incorporated by 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	*
3.5	-	Second Amendment to the Partnership Agreement, dated as of April 1, 1998 – Incorporated 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	*
3.6	-	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	*
3.7	-		*

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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

3.8 - 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 *

3.9 - 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 *

3.10 - 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 *

3.11 - 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 *

3.12 - 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 *

3.13 - 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 *

*

Incorporated by reference.

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- 3.14 - 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
- 3.15 - 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
- 3.16 - 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
- 3.17 - 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
- 3.18 - 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
- 3.19 - 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
- 3.20 - 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
- 3.21 - 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
- 3.22 - 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

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- 3.23 - 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
- 3.24 - 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
- 3.25 - 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
- 3.26 - 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
- 3.27 - 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

*

Incorporated by reference.

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- 3.28 - 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
- 3.29 - 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
- 3.30 - 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
- 3.31 - 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
- 3.32 - 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
- 3.33 - 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
- 3.34 - 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
- 3.35 - 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
- 3.36 - 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

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Vornado Realty Trust's Form 8-K (File No. 001-11954), filed on May 1, 2006

- 3.37 - 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 *
- 3.38 - 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 *
- 3.39 - 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 *
- 3.40 - 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 *

*

Incorporated by reference.

- 3.41 - 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 *
- 3.42 - 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 *
- 3.43 - 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 *
- 3.44 - 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 *
- 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

*

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

*

Incorporated by reference.

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Management contract or compensatory agreement.

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- | | | | | |
|-------|----|---|---|---|
| 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), 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 *
- 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 - 59th Street Management and Development Agreement, dated as of July 3, 2002, by and between 731 Residential LLC, 731 Commercial LLC and Vornado Management Corp. - Incorporated by reference to Exhibit 10(i)(F)(2) 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.

- 10.16 - 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

- 10.17 ** - 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

- 10.18 ** - 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

- 10.19 ** - 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

- 10.20 ** - 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

- 10.21 ** - Form of Vornado Realty Trust 2006 Out-Performance Plan Award Agreement, dated as of *
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

- 10.22 ** - 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

- 10.23 ** - Revolving Credit Agreement, dated as of June 28, 2006, among the Operating Partnership, *
the banks party thereto, JPMorgan Chase Bank, N.A., as
Administrative Agent, Bank of
America, N.A. and Citicorp North America, Inc., as
Syndication Agents, Deutsche Bank

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Trust Company Americas, Lasalle Bank National Association,
and UBS Loan Finance
LLC, as Documentation Agents and Vornado Realty Trust –
Incorporated by reference to
Exhibit 10.1 to Vornado Realty Trust's Form 8-K (File No.
001-11954), filed on
June 28, 2006

- 10.24 ** - 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
- 10.25 ** - 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
- 10.26 - 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.

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Management contract or compensatory agreement.

- 10.27 ** - 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
- 10.28 ** - 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
- 10.29 ** - 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
- 10.30 ** - Employment Agreement between Vornado Realty Trust and Mitchell Shear, 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
- 10.31 - 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.
- 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

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- 10.32 - 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 *
- 10.33 ** - 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 *
- 10.34 ** - 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 *
- 10.35 ** - 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 *
- 10.36 ** - 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 *

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Incorporated by reference.

Management contract or compensatory agreement.

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- 10.37 ** - 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
- 10.38 ** - 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
- 10.39 ** - 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
- 10.40 ** - 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
- 10.41 ** - Vornado Realty Trust's 2010 Omnibus Share Plan. Incorporated by reference to Exhibit *
- 10.41
to Vornado Realty Trust's Annual Report on Form 10-Q for
the quarter ended June 30, 2010
(File No. 001-11954) filed on August 3, 2010
- 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

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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.

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Management contract or compensatory agreement.

Previously filed with Form 10-Q on August 3, 2010.

Furnished herewith.