

VORNADO REALTY TRUST  
Form 10-Q  
August 01, 2011

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 10-Q**

(Mark one)

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

For the quarterly period **June 30, 2011**  
ended:

**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)

**Maryland**

**22-1657560**

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

(State or other jurisdiction of incorporation or organization)

(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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer

Accelerated Filer

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

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, 2011, 184,427,825 of the registrant's common shares of beneficial interest are outstanding.



<b>PART I.</b>	<b>Financial Information:</b>	<b>Page Number</b>
Item 1.	Financial Statements:	
	Consolidated Balance Sheets (Unaudited) as of June 30, 2011 and December 31, 2010	3
	Consolidated Statements of Income (Unaudited) for the Three and Six Months Ended June 30, 2011 and 2010	4
	Consolidated Statements of Comprehensive Income (Unaudited) for the Three and Six Months Ended June 30, 2011 and 2010	5
	Consolidated Statements of Changes in Equity (Unaudited) for the Six Months Ended June 30, 2011 and 2010	6
	Consolidated Statements of Cash Flows (Unaudited) for the Six Months Ended June 30, 2011 and 2010	7
	Notes to the Consolidated Financial Statements (Unaudited)	9
	Report of Independent Registered Public Accounting Firm	35
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	36
Item 3.	Quantitative and Qualitative Disclosures about Market Risk	72
Item 4.	Controls and Procedures	73
 <b>PART II.</b>	 <b>Other Information:</b>	
Item 1.	Legal Proceedings	74
Item 1A.	Risk Factors	75
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	75
Item 3.	Defaults Upon Senior Securities	75
Item 5.	Other Information	75

Item 6.	Exhibits	75
Signatures		76
Exhibit Index		77

**PART I. FINANCIAL INFORMATION****Item 1. Financial Statements**

**VORNADO REALTY TRUST  
CONSOLIDATED BALANCE SHEETS  
(UNAUDITED)**

(Amounts in thousands, except share and per share amounts)

<b>ASSETS</b>	<b>June 30, 2011</b>	<b>December 31, 2010</b>
Real estate, at cost:		
Land	\$ 4,592,075	\$ 4,598,303
Buildings and improvements	12,753,909	12,733,487
Development costs and construction in progress	236,393	218,156
Leasehold improvements and equipment	126,784	124,976
Total	17,709,161	17,674,922
Less accumulated depreciation and amortization	(2,941,929)	(2,763,997)
Real estate, net	14,767,232	14,910,925
Cash and cash equivalents	591,515	690,789
Restricted cash	155,320	200,822
Marketable securities	791,676	766,116
Accounts receivable, net of allowance for doubtful accounts of \$71,939 and \$62,979	168,624	157,146
Investments in partially owned entities	1,160,292	927,672
Investment in Toys "R" Us	558,755	447,334
Real Estate Fund investments	255,795	144,423
Mezzanine loans receivable, net	155,613	202,412
Receivable arising from the straight-lining of rents, net of allowance of \$8,148 and \$7,323	739,784	720,806
Deferred leasing and financing costs, net of accumulated amortization of \$236,577 and \$223,131	366,421	368,314
Identified intangible assets, net of accumulated amortization of \$363,341 and \$338,508	317,257	348,745
Assets related to discontinued operations	-	234,464
Due from officers	13,183	13,187
Other assets	497,397	384,316
	<b>\$ 20,538,864</b>	<b>\$ 20,517,471</b>
<b>LIABILITIES, REDEEMABLE NONCONTROLLING INTERESTS AND EQUITY</b>		
Notes and mortgages payable	\$ 8,575,022	\$ 8,259,298
Senior unsecured notes	982,629	1,082,928
Exchangeable senior debentures	494,403	491,000
Convertible senior debentures	187,994	186,413
Revolving credit facility debt	300,000	874,000

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

Accounts payable and accrued expenses	436,229	438,479
Deferred credit	555,709	583,369
Deferred compensation plan	100,374	91,549
Deferred tax liabilities	13,256	13,278
Liabilities related to discontinued operations	-	255,922
Other liabilities	104,257	82,856
Total liabilities	11,749,873	12,359,092
Commitments and contingencies		
Redeemable noncontrolling interests:		
Class A units - 12,561,359 and 12,804,202 units outstanding	1,170,467	1,066,974
Series D cumulative redeemable preferred units - 10,000,001 and 10,400,001 units outstanding	251,000	261,000
Total redeemable noncontrolling interests	1,421,467	1,327,974
Vornado shareholders' equity:		
Preferred shares of beneficial interest: no par value per share; authorized 110,000,000 shares; issued and outstanding 41,188,509 and 32,340,009 shares	997,446	783,088
Common shares of beneficial interest: \$.04 par value per share; authorized 250,000,000 shares; issued and outstanding 184,427,825 and 183,661,875 shares	7,347	7,317
Additional capital	6,885,223	6,932,728
Earnings less than distributions	(1,244,254)	(1,480,876)
Accumulated other comprehensive income	114,479	73,453
Total Vornado shareholders' equity	6,760,241	6,315,710
Noncontrolling interests in consolidated subsidiaries	607,283	514,695
Total equity	7,367,524	6,830,405
	\$ 20,538,864	\$ 20,517,471

See notes to consolidated financial statements (unaudited).

**VORNADO REALTY TRUST**  
**CONSOLIDATED STATEMENTS OF INCOME**  
**(UNAUDITED)**

(Amounts in thousands, except per share amounts)	<b>For the Three Months Ended June 30,</b>		<b>For the Six Months Ended June 30,</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
<b>REVENUES:</b>				
Property rentals	\$ 573,646	\$ 565,412	\$ 1,144,806	\$ 1,117,869
Tenant expense reimbursements	82,325	86,420	173,284	178,350
Cleveland Medical Mart development project	32,369	-	73,068	-
Fee and other income	41,811	32,157	76,104	73,084
Total revenues	730,151	683,989	1,467,262	1,369,303
<b>EXPENSES:</b>				
Operating	273,152	261,845	563,925	536,538
Depreciation and amortization	131,898	133,277	264,125	267,070
General and administrative	50,251	49,540	109,254	98,170
Cleveland Medical Mart development project	29,940	-	68,218	-
Acquisition and other costs	1,897	1,930	20,167	1,930
Total expenses	487,138	446,592	1,025,689	903,708
Operating income	243,013	237,397	441,573	465,595
(Loss) income applicable to Toys "R" Us	(22,846)	(21,004)	90,098	104,866
Income from partially owned entities	26,403	4,452	42,687	15,796
Income from Real Estate Fund (of which \$12,102 and \$12,028 is allocated to noncontrolling interests, in the three and six months ended June 30, 2011, respectively)	19,058	-	20,138	-
Interest and other investment income, net	8,007	3,876	125,115	18,580
Interest and debt expense (including amortization of deferred financing costs of \$5,235 and \$4,514 in each three-month period, respectively, and \$9,868 and \$8,915 in each six-month period, respectively)	(137,202)	(142,175)	(271,967)	(277,902)



Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

Net (loss) on extinguishment of debt	-	(1,072)	-	(1,072)
Net gain on disposition of wholly owned and partially owned assets	-	4,382	6,677	7,687
Income before income taxes	136,433	85,856	454,321	333,550
Income tax expense	(5,922)	(4,964)	(12,304)	(10,544)
Income from continuing operations	130,511	80,892	442,017	323,006
Income (loss) from discontinued operations	458	(3,681)	134,773	(13,251)
Net income	130,969	77,211	576,790	309,755
Less:				
Net income attributable to noncontrolling interests in consolidated subsidiaries	(13,657)	(981)	(15,007)	(1,194)
Net income attributable to noncontrolling interests in the Operating Partnership, including unit distributions	(8,731)	(4,124)	(40,539)	(21,903)
Net income attributable to Vornado	108,581	72,106	521,244	286,658
Preferred share dividends	(16,668)	(14,266)	(30,116)	(28,533)
<b>NET INCOME attributable to common shareholders</b>	<b>\$ 91,913</b>	<b>\$ 57,840</b>	<b>\$ 491,128</b>	<b>\$ 258,125</b>

**INCOME PER COMMON SHARE - BASIC:**

Income from continuing operations, net	\$ 0.50	\$ 0.34	\$ 1.98	\$ 1.49
(Loss) income from discontinued operations, net	-	(0.02)	0.69	(0.07)
Net income per common share	\$ 0.50	\$ 0.32	\$ 2.67	\$ 1.42
Weighted average shares	184,268	182,027	184,129	181,786

**INCOME PER COMMON SHARE - DILUTED:**

Income from continuing operations, net	\$ 0.49	\$ 0.33	\$ 1.97	\$ 1.48
(Loss) income from discontinued operations, net	-	(0.02)	0.66	(0.07)
Net income per common share	\$ 0.49	\$ 0.31	\$ 2.63	\$ 1.41
Weighted average shares	186,144	183,644	191,736	183,598

**DIVIDENDS PER COMMON SHARE**

	\$ 0.69	\$ 0.65	\$ 1.38	\$ 1.30
--	---------	---------	---------	---------

See notes to consolidated financial statements (unaudited).

**VORNADO REALTY TRUST**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**(UNAUDITED)**

(Amounts in thousands)	<b>For the Three Months Ended June 30,</b>		<b>For the Six Months Ended June 30,</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Net income	\$ 130,969	\$ 77,211	\$ 576,790	\$ 309,755
Other comprehensive income:				
Change in unrealized net gain on securities available-for-sale	(27,195)	7,943	40,844	25,531
Pro rata share of other comprehensive income of nonconsolidated subsidiaries	30,156	(277)	26,365	(15,965)
Change in value of interest rate swap and caps	(10,887)	-	(18,034)	-
Other	(5,105)	(22)	(5,045)	(418)
Comprehensive income	117,938	84,855	620,920	318,903
Less:				
Comprehensive income attributable to noncontrolling interests	(21,875)	(5,640)	(58,650)	(23,737)
Comprehensive income attributable to Vornado	\$ 96,063	\$ 79,215	\$ 562,270	\$ 295,166

See notes to consolidated financial statements (unaudited).

**VORNADO REALTY TRUST**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
**(UNAUDITED)**

(Amounts in thousands)	Accumulated								
	Preferred Shares		Common Shares		Additional	Earnings Less Than	Other Comprehensive	Non-controlling	Total
	Shares	Amount	Shares	Amount	Capital	Distributions	Income (Loss)	Interests	Equity
<b>Balance, December 31, 2009</b>	33,952	\$ 823,686	181,214	\$ 7,218	\$ 6,961,007	\$ (1,577,591)	\$ 28,449	\$ 406,637	\$ 6,649,000
Net income	-	-	-	-	-	286,658	-	1,194	287,852
Dividends on common shares	-	-	-	-	-	(236,279)	-	-	(236,279)
Dividends on preferred shares	-	-	-	-	-	(28,533)	-	-	(28,533)
Common shares issued:									
Upon redemption of Class A units, at redemption value	-	-	495	20	35,691	-	-	-	35,906
Under employees' share option plan	-	-	548	22	8,989	(25,433)	-	-	(16,022)
Under dividend reinvestment plan	-	-	12	1	801	-	-	-	802
Conversion of Series A preferred shares to common shares	(3)	(152)	4	-	152	-	-	-	-
Deferred compensation shares and options	-	-	17	1	3,905	-	-	-	3,923
Change in unrealized net gain									

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

on securities available-for-sale	-	-	-	-	-	-	25,531	-	25,531
Pro rata share of other comprehensive income of nonconsolidated subsidiaries	-	-	-	-	-	-	(15,965)	-	(15,965)
Adjustments to carry redeemable Class A units at redemption value	-	-	-	-	(66,075)	-	-	-	(66,075)
Other	-	-	-	-	(60)	2	(418)	(545)	(1,021)
<b>Balance, June 30, 2010</b>	33,949	\$ 823,534	182,290	\$ 7,262	\$ 6,944,410	\$ (1,581,176)	\$ 37,597	\$ 407,286	\$ 6,638,000

(Amounts in thousands)	Accumulated								
	Preferred Shares		Common Shares		Additional	Earnings Less Than	Other Comprehensive	Non-controlling	Total
	Shares	Amount	Shares	Amount	Capital	Distributions	Income (Loss)	Interests	Equity
<b>Balance, December 31, 2010</b>	32,340	\$ 783,088	183,662	\$ 7,317	\$ 6,932,728	\$ (1,480,876)	\$ 73,453	\$ 514,695	\$ 6,830,000
Net income	-	-	-	-	-	521,244	-	15,007	536,251
Dividends on common shares	-	-	-	-	-	(254,099)	-	-	(254,099)
Dividends on preferred shares	-	-	-	-	-	(30,116)	-	-	(30,116)
Issuance of Series J preferred shares	8,850	214,538	-	-	-	-	-	-	214,538
Common shares issued:									
Upon redemption of Class A units, at redemption value	-	-	401	16	35,192	-	-	-	35,208
Under employees'									

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

share										
option plan	-	-	343	14	20,434	(397)	-	-	-	20
Under										
dividend										
reinvestment										
plan	-	-	10	-	883	-	-	-	-	
Contributions:										
Real Estate										
Fund	-	-	-	-	-	-	-	109,241	-	109
Other	-	-	-	-	-	-	-	364	-	
Distributions:										
Real Estate										
Fund	-	-	-	-	-	-	-	(20,796)	-	(20)
Other	-	-	-	-	-	-	-	(15,604)	-	(15)
Conversion of										
Series A										
preferred										
shares to										
common										
shares	(1)	(75)	2	-	75	-	-	-	-	
Deferred										
compensation										
shares										
and options	-	-	10	-	5,122	-	-	-	-	5
Change in										
unrealized net										
gain										
on securities										
available-for-sale	-	-	-	-	-	-	40,844	-	-	40
Pro rata share										
of other										
comprehensive										
income of										
nonconsolidated										
subsidiaries	-	-	-	-	-	-	26,365	-	-	26
Change in										
value of										
interest rate										
caps	-	-	-	-	-	-	(18,034)	-	-	(18)
Adjustments										
to carry										
redeemable										
Class A units										
at										
redemption										
value	-	-	-	-	(104,693)	-	-	-	-	(104)
Redeemable										
noncontrolling										
interests'										
share of	-	-	-	-	-	-	(3,104)	-	-	(3)
above										

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

adjustments										
Other	-	(105)	-	-	(4,518)	(10)	(5,045)	4,376	(5,045)	(5,045)
<b>Balance, June 30, 2011</b>	41,189	\$ 997,446	184,428	\$ 7,347	\$ 6,885,223	\$ (1,244,254)	\$ 114,479	\$ 607,283	\$ 7,367,223	\$ 7,367,223

See notes to consolidated financial statements (unaudited).

6

**VORNADO REALTY TRUST**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(UNAUDITED)**

	<b>For the Six Months Ended</b>	
	<b>June 30,</b>	
	<b>2011</b>	<b>2010</b>
(Amounts in thousands)		
<b>Cash Flows from Operating Activities:</b>		
Net income	\$ 576,790	\$ 309,755
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization (including amortization of deferred financing costs)	273,980	280,058
Equity in net income of partially owned entities, including Toys "R" Us	(132,785)	(120,662)
Net (gain) loss on extinguishment of debt	(83,907)	1,072
Mezzanine loans loss (reversal) accrual and net gain on disposition	(82,744)	6,900
Net gain on sales of real estate	(51,623)	-
Distributions of income from partially owned entities	43,741	18,517
Amortization of below-market leases, net	(33,704)	(32,209)
Straight-lining of rental income	(22,291)	(38,557)
Other non-cash adjustments	15,173	17,007
Unrealized gain on Real Estate Fund assets	(13,570)	-
Income from the mark-to-market of J.C. Penney derivative position	(10,401)	-
Net gain on disposition of wholly owned and partially owned assets	(6,677)	(7,687)
Litigation loss accrual	-	10,056
Changes in operating assets and liabilities:		
Real Estate Fund investments	(97,802)	-
Accounts receivable, net	(11,478)	(400)
Prepaid assets	(117,503)	79,289
Other assets	(10,424)	(25,691)
Accounts payable and accrued expenses	13,250	23,576
Other liabilities	12,015	11,341
Net cash provided by operating activities	260,040	532,365
<b>Cash Flows from Investing Activities:</b>		
Investments in partially owned entities	(426,376)	(41,920)
Distributions of capital from partially owned entities	271,375	12,638
Proceeds from sales of real estate and related investments	130,789	49,544
Proceeds from sales and repayments of mezzanine loans	99,990	105,061
Restricted cash	91,127	133,888
Additions to real estate	(86,944)	(68,925)

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

Investments in mezzanine loans receivable and other	(43,516)	(48,339)
Development costs and construction in progress	(32,489)	(68,499)
Proceeds from sales of marketable securities	19,301	122,956
Proceeds from maturing short-term investments	-	40,000
Purchases of marketable securities	-	(13,917)
Acquisitions of real estate and other	-	(15,128)
Net cash provided by investing activities	23,257	207,359

See notes to consolidated financial statements (unaudited).



**VORNADO REALTY TRUST**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS - CONTINUED**  
**(UNAUDITED)**

	<b>For the Six Months Ended June 30,</b>	
	<b>2011</b>	<b>2010</b>
<i>(Amounts in thousands)</i>		
<b>Cash Flows from Financing Activities:</b>		
Repayments of borrowings	\$ (1,636,817)	\$ (1,197,525)
Proceeds from borrowings	1,284,167	901,040
Dividends paid on common shares	(254,099)	(236,279)
Proceeds from the issuance of Series J preferred shares	214,538	-
Contributions from noncontrolling interests	109,605	-
Distributions to noncontrolling interests	(62,111)	(27,665)
Dividends paid on preferred shares	(27,117)	(28,533)
Debt issuance and other costs	(23,319)	(5,724)
Proceeds received from exercise of employee share options	21,330	9,827
Purchases of outstanding preferred units	(8,000)	(13,000)
Repurchase of shares related to stock compensation agreements and related tax withholdings	(748)	(25,223)
Net cash used in financing activities	(382,571)	(623,082)
Net (decrease) increase in cash and cash equivalents	(99,274)	116,642
Cash and cash equivalents at beginning of period	690,789	535,479
Cash and cash equivalents at end of period	\$ 591,515	\$ 652,121
 <b>Supplemental Disclosure of Cash Flow Information:</b>		
Cash payments for interest (including capitalized interest of \$0 and \$875)	\$ 256,776	\$ 270,997
Cash payments for income taxes	\$ 5,416	\$ 3,861
 <b>Non-Cash Investing and Financing Activities:</b>		
Change in unrealized gain on securities available-for-sale	\$ 40,844	\$ 25,531
Contribution of mezzanine loan receivable to a joint venture	73,750	-
Exchange of real estate	(45,625)	-
Adjustments to carry redeemable Class A units at redemption value	(104,693)	(66,075)
Common shares issued upon redemption of Class A units, at redemption value	35,208	35,711
Extinguishment of a liability in connection with the acquisition of real estate	-	20,500
Decrease in assets and liabilities resulting from deconsolidation		

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

of discontinued operations:		
Assets related to discontinued operations	(145,333)	-
Liabilities related to discontinued operations	(232,502)	-
Write-off of fully depreciated assets	(32,794)	(31,079)

See notes to consolidated financial statements (unaudited).

**VORNADO REALTY TRUST**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(UNAUDITED)**

**1. Organization**

Vornado Realty Trust (“Vornado”) is a fully integrated real estate investment trust (“REIT”) and conducts its business through, and substantially all of its interests in properties are held by, Vornado Realty L.P., a Delaware limited partnership (the “Operating Partnership”). Accordingly, Vornado’s cash flow and ability to pay dividends to its shareholders is dependent upon the cash flow of the Operating Partnership and the ability of its direct and indirect subsidiaries to first satisfy their obligations to creditors. Vornado is the sole general partner of, and owned approximately 93.3% of the common limited partnership interest in the Operating Partnership at June 30, 2011. All references to “we,” “us,” “our,” the “Company” and “Vornado” refer to Vornado Realty Trust and its consolidated subsidiaries including the Operating Partnership.

**2. Basis of Presentation**

The accompanying consolidated financial statements are unaudited and include the accounts of Vornado, and the Operating Partnership and its consolidated partially owned entities. All intercompany amounts have been eliminated. In our opinion, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations and changes in cash flows have been made. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) have been condensed or omitted. These condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q of the Securities and Exchange Commission (the “SEC”) and should be read in conjunction with the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K, as amended, for the year ended December 31, 2010, as filed with the SEC.

We have made estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. The results of operations for the three and six months ended June 30, 2011 are not necessarily indicative of the operating results for the full year.

### 3. Acquisitions

*Vornado Capital Partners, L.P. and Vornado Capital Partners Parallel, L.P. (the "Fund")*

We are the general partner and investment manager of an \$800,000,000 real estate investment Fund, to which we have committed \$200,000,000. The Fund has a term of eight years and is our exclusive investment vehicle during its three-year investment period, which concludes in July 2013, for all investments that fit within the Fund's investment parameters, as defined. The Fund is accounted for under the AICPA Audit and Accounting Guide for Investment Companies and its investments are reported on its balance sheet at fair value, with changes in value each period recognized in earnings. We consolidate the accounts of the Fund into our consolidated financial statements.

From inception through June 30, 2011, the Fund received aggregate capital contributions from partners of \$256,100,000, including \$64,031,000 from us, and as of June 30, 2011, has five investments aggregating approximately \$243,836,000. In the three and six months ended June 30, 2011, the Fund recognized \$19,058,000 and \$20,138,000 of income, respectively, of which \$12,102,000 and \$12,028,000, respectively, is attributable to noncontrolling interests. Included in the Fund's total income for the three and six months ended June 30, 2011 was \$12,872,000 and \$13,570,000, respectively, 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. Our share of income from the Fund in the three and six months ended June 30, 2011, net of amounts attributable to noncontrolling interests, was \$6,956,000 and \$8,110,000, respectively, and includes \$2,140,000 of accrued carried interest. In addition, in the three and six months ended June 30, 2011, we recognized \$865,000 and \$1,165,000, respectively, of management and leasing fees which are included as a component of "fee and other income," and incurred \$403,000 and \$3,451,000, respectively, of placement fees in connection with the February 2011 closing of the Fund, which are included in "general and administrative" expenses.

#### *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%. The Fund accounts for its 64.7% interest in the property at fair value in accordance with the AICPA Audit and Accounting Guide for Investment Companies. We account for our directly owned 30.3% equity interest under the equity method of accounting.

## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

## 4. Marketable Securities and Derivative Instruments

*Marketable Securities*

Our portfolio of marketable securities is comprised of debt and equity securities that are classified as available for sale. Available for sale securities are presented on our consolidated balance sheets at fair value. Gains and losses resulting from the mark-to-market of these securities are recognized as an increase or decrease in “accumulated other comprehensive income” (a component of shareholders’ equity on our consolidated balance sheet) and not recognized in income. Gains and losses are recognized in earnings only upon the sale of the securities and are recorded based on the weighted average cost of such securities. Below is a summary of our marketable securities portfolio as of June 30, 2011 and December 31, 2010.

	Maturity	As of June 30, 2011			Maturity	As of December 31, 2010		
		Fair Value	GAAP Cost	Unrealized Gain		Fair Value	GAAP Cost	Unrealized Gain
Equity securities:								
J.C. Penney	n/a	\$ 641,892	\$ 590,366	\$ 51,526	n/a	\$ 600,449	\$ 590,215	\$ 10,234
Other	n/a	35,413	13,561	21,852	n/a	47,399	26,632	20,767
Debt securities	04/13 - 10/18	114,371	101,816	12,555	08/11 - 10/18	118,268	104,180	14,088
		\$ 791,676	\$ 705,743	\$ 85,933		\$ 766,116	\$ 721,027	\$ 45,089

In the six months ended June 30, 2011 and 2010, we sold certain marketable securities for aggregate proceeds of \$19,301,000 and \$122,956,000, resulting in net gains of \$2,139,000 and \$3,908,000, respectively, of which \$48,000 and \$3,797,000 were recognized in the three months ended June 30, 2011 and 2010.

*Investment in J.C. Penney Company, Inc. (“J.C. Penney”) (NYSE: JCP)*

We own an economic interest in 23,400,000 J.C. Penney common shares, or a 9.9% voting interest in J.C. Penney's outstanding common shares. Below are the details of our investment.

We own 18,584,010 common shares at an average cost of \$25.71 per share, or \$477,829,000 in the aggregate. These shares, which have an aggregate fair value of \$641,892,000 at June 30, 2011, are included in marketable equity securities on our consolidated balance sheet and are classified as "available for sale." During the six months ended June 30, 2011, we recognized \$41,292,000 from the mark-to-market of these shares, which is included in "other comprehensive income."

We also own an economic interest in 4,815,990 common shares through a forward contract executed on October 7, 2010, at a weighted average strike price of \$28.72 per share, or \$138,327,000 in the aggregate. The contract may be settled, at our election, in cash or common shares, in whole or in part, at any time prior to October 9, 2012. The counterparty may accelerate settlement, in whole or in part, upon one year's notice to us. The strike price per share increases at an annual rate of LIBOR plus 80 basis points. The contract is a derivative instrument that does not qualify for hedge accounting treatment. Mark-to-market adjustments on the underlying common shares are recognized in "interest and other investment income, net" on our consolidated statements of income. During the three and six months ended June 30, 2011, we recognized a loss of \$6,762,000 and income of \$10,401,000, respectively, from the mark-to-market of the underlying common shares, based on J.C. Penney's closing share price of \$34.54 per share at June 30, 2011.

We review our investment in J.C. Penney on a continuing basis. Depending on various factors, including, without limitation, J.C. Penney's financial position and strategic direction, actions taken by its board, price levels of its common stock, other investment opportunities available to us, market conditions and general economic and industry conditions, we may take such actions with respect to J.C. Penney as we deem appropriate, including, without limitation, purchasing additional common stock, or other financial instruments related to J.C. Penney, or selling some or all of our beneficial or economic holdings, or engage in hedging or similar transactions.

As of June 30, 2011, the aggregate economic net gain on our investment in J.C. Penney was \$192,079,000, based on J.C. Penney's closing share price of \$34.54 per share and our weighted average cost of \$26.33 per share.

## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

## 5. Investments in Partially Owned Entities

*Toys “R” Us (“Toys”)*

As of June 30, 2011, we own 32.7% of Toys. The business of Toys is highly seasonal. Historically, Toys’ fourth quarter net income accounts for more than 80% of its fiscal year net income. We account for our investment in Toys under the equity method and record our 32.7% share of Toys net income or loss on a one-quarter lag basis because Toys’ fiscal year ends on the Saturday nearest January 31, and our fiscal year ends on December 31. As of June 30, 2011, the carrying amount of our investment in Toys does not differ materially from our share of the equity in the net assets of Toys on a purchase accounting basis.

On May 28, 2010, Toys filed a registration statement, as amended, with the SEC for the offering and sale of its common stock. The offering, if completed, would result in a reduction of our percentage ownership of Toys’ equity. The size of the offering and its completion are subject to market and other conditions.

Below is a summary of Toys’ latest available financial information on a purchase accounting basis:

(Amounts in thousands)

	<b>Balance as of</b>			
	<b>April 30, 2011</b>		<b>October 30,</b>	
			<b>2010</b>	
<b>Balance Sheet:</b>				
Assets			\$ 11,951,000	\$ 12,810,000
Liabilities			10,115,000	11,317,000
Toys “R” Us, Inc. equity			1,836,000	1,493,000
<b>Income Statement:</b>				
Total revenues	\$ 2,636,000	\$ 2,608,000	\$ 8,608,000	\$ 8,465,000
Net (loss) income attributable to Toys	(77,000)	(71,000)	262,000	308,000

**Alexander's, Inc. ("Alexander's") (NYSE: ALX)**

As of June 30, 2011, we own 1,654,068 Alexander's common shares, or approximately 32.4% of Alexander's common equity. We manage, lease and develop Alexander's properties pursuant to the agreements described below which expire in March of each year and are automatically renewable. As of June 30, 2011, Alexander's owed us \$43,316,000 in fees under these agreements.

As of June 30, 2011, the fair value of our investment in Alexander's, based on Alexander's June 30, 2011 closing share price of \$397.00, was \$656,665,000, or \$467,479,000 in excess of the carrying amount on our consolidated balance sheet. As of June 30, 2011, the carrying amount of our investment in Alexander's, excluding amounts owed to us, exceeds our share of the equity in the net assets of Alexander's by approximately \$59,367,000. The majority of this basis difference resulted from the excess of our purchase price for the Alexander's common stock acquired over the book value of Alexander's net assets. Substantially all of this basis difference was allocated, based on our estimates of the fair values of Alexander's assets and liabilities, to real estate (land and buildings). We are amortizing the basis difference related to the buildings into earnings as additional depreciation expense over their estimated useful lives. This depreciation is not material to our share of equity in Alexander's net income. The basis difference related to the land will be recognized upon disposition of our investment.

Below is a summary of Alexander's latest available financial information:

(Amounts in thousands)

	<b>Balance as of</b>			
			<b>December 31,</b>	
<b>Balance Sheet:</b>			<b>June 30, 2011</b>	<b>2010</b>
Assets			\$ 1,772,000	\$ 1,679,000
Liabilities			1,421,000	1,335,000
Noncontrolling interests			2,000	3,000
Stockholders' equity			349,000	341,000
	<b>For the Three Months Ended</b>		<b>For the Six Months Ended</b>	
<b>Income Statement:</b>	<b>June 30, 2011</b>	<b>June 30, 2010</b>	<b>June 30, 2011</b>	<b>June 30, 2010</b>
Total revenues	\$ 62,000	\$ 59,000	\$ 125,000	\$ 118,000
Net income attributable to Alexander's	20,000	15,000	38,000	31,000



**VORNADO REALTY TRUST**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**(UNAUDITED)**

**5. Investments in Partially Owned Entities – continued**

*Lexington Realty Trust (“Lexington”) (NYSE: LXP)*

As of June 30, 2011, we own 18,468,969 Lexington common shares, or approximately 11.7% of Lexington’s common equity. We account for our investment in Lexington under the equity method because we believe we have the ability to exercise significant influence over Lexington’s operating and financial policies, based on, among other factors, our representation on Lexington’s Board of Trustees and the level of our ownership in Lexington as compared to other shareholders. We record our pro rata share of Lexington’s net income or loss on a one-quarter lag basis because we file our consolidated financial statements on Form 10-K and 10-Q prior to the time that Lexington files its consolidated financial statements.

Based on Lexington’s June 30, 2011 closing share price of \$9.13, the fair value of our investment in Lexington was \$168,622,000, or \$104,583,000 in excess of the June 30, 2011 carrying amount on our consolidated balance sheet. As of June 30, 2011, the carrying amount of our investment in Lexington was less than our share of the equity in the net assets of Lexington by approximately \$43,446,000. This basis difference resulted primarily from \$107,882,000 of non-cash impairment charges recognized during 2008, partially offset by purchase accounting for our acquisition of an additional 8,000,000 common shares of Lexington in October 2008, of which the majority relates to our estimate of the fair values of Lexington’s real estate (land and buildings) as compared to the carrying amounts in Lexington’s consolidated financial statements. The basis difference related to the buildings is being amortized over their estimated useful lives as an adjustment to our equity in net income or loss of Lexington. This amortization is not material to our share of equity in Lexington’s net income or loss. The basis difference attributable to the land will be recognized upon disposition of our investment.

Below is a summary of Lexington’s latest available financial information:

(Amounts in thousands)	<b>Balance as of</b>			
<b>Balance Sheet:</b>	<b>March 31, 2011</b>		<b>September 30, 2010</b>	
Assets	\$	3,223,000	\$	3,385,000
Liabilities		1,904,000		2,115,000
Noncontrolling interests		76,000		71,000
Shareholders' equity		1,243,000		1,199,000
	<b>For the Three Months Ended</b>		<b>For the Six Months Ended</b>	
<b>Income Statement:</b>	<b>March 31, 2011</b>	<b>March 31, 2010</b>	<b>March 31, 2011</b>	<b>March 31, 2010</b>
Total revenues	\$ 83,000	\$ 82,000	\$ 169,000	\$ 168,000
Net (loss) attributable to Lexington	(17,000)	(27,000)	(5,000)	(73,000)

*LNR Property LLC ("LNR")*

As of June 30, 2011, we own a 26.2% equity interest in LNR, which we acquired in July 2010. We account for our investment in LNR under the equity method and record our 26.2% share of LNR's net income or loss on a one-quarter lag basis because we file our consolidated financial statements on Form 10-K and 10-Q prior to receiving LNR's consolidated financial statements.

LNR consolidates certain commercial mortgage-backed securities ("CMBS") and Collateralized Debt Obligation ("CDO") trusts for which it is the primary beneficiary. The assets of these trusts (primarily commercial mortgage loans), which aggregate approximately \$141 billion as of March 31, 2011, are the sole source of repayment of the related liabilities, which are non-recourse to LNR and its equity holders, including us. Changes in the fair value of these assets each period are offset by changes in the fair value of the related liabilities through LNR's consolidated income statement. As of June 30, 2011, the carrying amount of our investment in LNR does not materially differ from our share of LNR's equity.

## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

## 5. Investments in Partially Owned Entities – continued

*LNR Property LLC (“LNR”) – continued*

Below is a summary of LNR’s latest available financial information:

(Amounts in thousands)	<b>Balance as of</b>	
<b>Balance Sheet:</b>	<b>March 31, 2011</b>	<b>September 30, 2010</b>
Assets	\$ 141,759,000	\$ 143,266,000
Liabilities	141,118,000	142,720,000
Noncontrolling interests	20,000	37,000
LNR equity	621,000	509,000
	<b>For the Three Months Ended March 31, 2011</b>	<b>For the Six Months Ended March 31, 2011</b>
<b>Income Statement:</b>		
Total revenues	\$ 47,000	\$ 83,000
Net income attributable to LNR	42,000	100,000

*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. We account for our 49.5% equity interest in the Property under the equity method of accounting from the date of recapitalization.

*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. We share control over major decisions with our joint venture partner. Accordingly, we account for our 51% interest in the joint venture under the equity method of accounting from the date of acquisition.

## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

## 5. Investments in Partially Owned Entities - continued

Investments in partially owned entities as of June 30, 2011 and December 31, 2010 and income recognized from these investments for the three and six months ended June 30, 2011 and 2010 are as follows:

(Amounts in thousands)	<b>Percentage Ownership as of June 30, 2011</b>	<b>Balance as of June 30, 2011</b>	<b>December 31, 2010</b>	
<b>Investments:</b>				
Toys	32.7 %	\$ 558,755	\$ 447,334	
Alexander's	32.4 %	\$ 189,186	\$ 186,811	
Lexington	11.7 %	64,039	57,270	
LNR	26.2 %	158,269	132,973	
India real estate ventures	4%-36.5%	103,488	127,193	
Partially owned office buildings <sup>(1)</sup>	Various	445,669	181,838	
Other equity method investments <sup>(2)</sup>	Various	199,641	241,587	
		\$ 1,160,292	\$ 927,672	
	<b>For the Three Months Ended Ended June 30,</b>	<b>For the Six Months Ended Ended June 30,</b>		
<b>Our Share of Net Income (Loss):</b>	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
<b>Toys – 32.7% share of:</b>				
Equity in net (loss) income before income taxes	\$ (49,017)	\$ (47,314)	\$ 130,822	\$ 126,236
Income tax benefit (expense)	23,969	24,123	(45,049)	(25,587)
Equity in net (loss) income	(25,048)	(23,191)	85,773	100,649
Interest and other income	2,202	2,187	4,325	4,217
	\$ (22,846)	\$ (21,004)	\$ 90,098	\$ 104,866
<b>Alexander's – 32.4% share of:</b>				
Equity in net income	\$ 6,351	\$ 4,920	\$ 12,070	\$ 8,697
	2,287	2,146	4,579	4,829

Management, leasing and development fees	8,638	7,066	16,649	13,526
<b>Lexington</b> – 11.7% share in 2011 and 13.8% share in 2010 of equity in net income (loss) <sup>(3)</sup>	8,654	(428)	10,826	5,617
<b>LNR</b> – 26.2% share of equity in net income (acquired in July 2010) <sup>(4)</sup>	11,003	-	26,257	-
<b>India real estate ventures</b> – 4% to 36.5% range in our share of equity in net income (loss)	205	606	(2)	2,257
<b>Partially owned office buildings</b> <sup>(5)</sup>	(2,366)	1,023	(6,990)	1,778
<b>Other equity method investments</b>	269	(3,815)	(4,053)	(7,382)
	\$ 26,403	\$ 4,452	\$ 42,687	\$ 15,796

- 
- (1) Includes interests in 330 Madison Avenue (25%), One Park Avenue (30.3%), 280 Park Avenue (49.5%), 825 Seventh Avenue (50%), Warner Building and 1101 17th Street (55%), Fairfax Square (20%), Kaempfer equity interests in three office buildings (2.5% to 5.0%), Rosslyn Plaza (46%) and West 57th Street properties (50%).
- (2) Includes interests in Monmouth Mall, Verde Realty Operating Partnership, 85 10th Avenue Associates and redevelopment ventures, including Harlem Park and Farley.
- (3) 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.
- (4) 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.
- (5) 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.

## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

## 5. Investments in Partially Owned Entities – continued

Below is a summary of the debt of our partially owned entities as of June 30, 2011 and December 31, 2010, none of which is recourse to us.

(Amounts in thousands)	Maturity	Interest Rate at June 30, 2011	100% of Partially Owned Entities' Debt at June 30, 2011	December 31, 2010
<b>Toys (32.7% interest) (as of April 30, 2011 and October 30, 2010, respectively):</b>				
Senior unsecured notes (Face value – \$950,000)	07/17	10.75 %	\$ 929,183	\$ 928,045
Senior unsecured notes (Face value – \$725,000)	12/17	8.50 %	716,070	715,577
\$700 million secured term loan facility	09/16	6.00 %	686,979	689,757
Senior U.K. real estate facility	04/13	5.02 %	583,423	561,559
7.625% bonds (Face value – \$500,000)	08/11	8.82 %	498,787	495,943
7.875% senior notes (Face value – \$400,000)	04/13	9.50 %	388,781	386,167
7.375% senior secured notes (Face value – \$350,000)	09/16	7.38 %	349,750	350,000
7.375% senior notes (Face value – \$400,000)	10/18	9.99 %	345,970	343,528
Japan bank loans	03/12-02/16	1.85%-2.85%	184,662	180,500
Spanish real estate facility	02/13	4.51 %	189,580	179,511
Junior U.K. real estate facility	04/13	6.81%-7.84%	101,828	98,266
Japan borrowings	03/12	0.98 %	99,792	141,360
French real estate facility	02/13	4.51 %	91,457	86,599
8.750% debentures (Face value – \$21,600)	09/21	9.17 %	21,071	21,054
\$1.85 billion credit facility	08/15	-	-	519,810
European and Australian asset-based revolving credit facility	10/12	-	-	25,767

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

Other	Various	Various	171,350	156,853
			5,358,683	5,880,296
<b>Alexander's (32.4% interest):</b>				
731 Lexington Avenue mortgage note payable, collateralized by the office space	02/14	5.33 %	345,875	351,751
731 Lexington Avenue mortgage note payable, collateralized by the retail space	07/15	4.93 %	320,000	320,000
Rego Park construction loan payable	12/11	1.50 %	277,200	277,200
Kings Plaza Regional Shopping Center mortgage note payable (1)	06/16	1.95 %	250,000	151,214
Rego Park mortgage note payable	03/12	0.75 %	78,246	78,246
Paramus mortgage note payable	10/11	5.92 %	68,000	68,000
			1,339,321	1,246,411
<b>Lexington (11.7% interest) (as of March 31, 2011 and September 30, 2010, respectively):</b>				
Mortgage loans collateralized by Lexington's real estate	2011-2037	5.81 %	1,721,643	1,927,729
<b>LNR (26.2% interest) (as of March 31, 2011 and September 30, 2010):</b>				
Mortgage notes payable	2011-2043	4.75 %	353,803	508,547
Liabilities of consolidated CMBS and CDO trusts	n/a	5.28 %	140,615,139	142,001,333
			140,968,942	142,509,880

(1) On June 10, 2011, Alexander's completed a \$250,000 refinancing of this loan. The five-year interest only loan is at LIBOR plus 1.70%.



## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

## 5. Investments in Partially Owned Entities - continued

(Amounts in thousands)	Maturity	Interest Rate at June 30, 2011	Partially Owned Entities' Debt at June 30, 2011	100% of Debt at December 31, 2010
<b>Partially owned office buildings:</b>				
280 Park Avenue (49.5% interest) mortgage notes payable (Face value - \$740,000 at 6.37%)	06/16	3.93 %	\$ 823,629	\$ -
One Park Avenue (30.3% interest) mortgage note payable	03/16	5.00 %	250,000	-
Warner Building (55% interest) mortgage note payable	05/16	6.26 %	292,700	292,700
330 Madison Avenue (25% interest) mortgage note payable	06/15	1.77 %	150,000	150,000
Kaempfer Properties (2.5% and 5.0% interests in two partnerships) mortgage notes payable, collateralized by the partnerships' real estate	11/11-12/11	5.86 %	138,084	139,337
Fairfax Square (20% interest) mortgage note payable	12/14	7.00 %	71,376	71,764
Rosslyn Plaza (46% interest) mortgage note payable	12/11	1.30 %	56,680	56,680
330 West 34th Street (34.8% interest) mortgage note payable, collateralized by land	07/22	5.71 %	50,150	50,150
West 57th Street (50% interest) mortgage note payable	02/14	4.94 %	22,466	22,922
825 Seventh Avenue (50% interest) mortgage note payable	10/14	8.07 %	20,327	20,565
<b>India Real Estate Ventures:</b>				
TCG Urban Infrastructure Holdings (25% interest) mortgage notes				

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

payable, collateralized by the entity's real estate	2011-2022	11.53 %	255,741	196,319
---	-----------	---------	---------	---------

**Other:**

Verde Realty Operating Partnership (8.3% interest) mortgage notes payable, collateralized by the partnerships' real estate	2013-2025	5.93 %	541,852	581,086
Green Courte Real Estate Partners, LLC (8.3% interest) (as of March 31, 2011 and September 30, 2010), mortgage notes payable, collateralized by the partnerships' real estate	2011-2018	5.60 %	295,441	296,991
Monmouth Mall (50% interest) mortgage note payable	02/14-09/15	5.35 %	172,384	164,474
Wells/Kinzie Garage (50% interest) mortgage note payable	12/17	5.00 %	14,917	15,022
Orleans Hubbard Garage (50% interest) mortgage note payable	12/17	5.00 %	9,442	9,508
Waterfront Station (2.5% interest)	n/a	n/a	-	217,106
Other	Various	4.58 %	663,162	418,339

Based on our ownership interest in the partially owned entities above, our pro rata share of the debt of these partially owned entities was \$40,339,296,000 and \$40,443,346,000 as of June 30, 2011 and December 31, 2010, respectively. Excluding our pro rata share of LNR's liabilities related to consolidated CMBS and CDO trusts which are non-recourse to LNR and its equity holders, including us, our pro rata share of partially owned entities debt is \$3,534,690,000 and \$3,275,917,000 at June 30, 2011 and December 31, 2010, respectively.

**VORNADO REALTY TRUST**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**(UNAUDITED)**

**6. Mezzanine Loans Receivable**

On March 2, 2011, we sold our mezzanine loan in the Tharaldson Lodging Companies for \$70,848,000 in cash, which had a carrying amount of \$60,416,000 and recognized a net gain of \$10,474,000. The gain is included as a component of “interest and other investment income, net” on our consolidated statement of income.

In the first quarter of 2011, we recognized \$72,270,000 of income, representing the difference between the fair value of our 280 Park Avenue Mezzanine Loan of \$73,750,000, and its carrying amount of \$1,480,000. The \$72,270,000 of income, which is included in “interest and other investment income, net” on our consolidated statement of income, is comprised of \$63,145,000 from the reversal of the loan loss reserve and \$9,125,000 of previously unrecognized interest income. Our decision to reverse the loan loss reserve was based on the increase in value of the underlying collateral. On March 16, 2011, we contributed this mezzanine loan to a 50/50 joint venture with SL Green (see Note 5 – Investments in Partially Owned Entities).

As of June 30, 2011 and December 31, 2010, the carrying amount of mezzanine loans receivable was \$155,613,000 and \$202,412,000, respectively, net of allowances of \$0 and \$73,216,000, respectively. These loans have a weighted average interest rate of 5.62% and maturities ranging from November 2011 to August 2015.

**7. Discontinued Operations**

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.

The tables below set forth the assets and liabilities related to discontinued operations at June 30, 2011 and December 31, 2010, and their combined results of operations for the three and six months ended June 30, 2011 and 2010.

(Amounts in thousands)	Assets Related to		Liabilities Related to	
	Discontinued Operations as of		Discontinued Operations as of	
	June 30, 2011	December 31, 2010	June 30, 2011	December 31, 2010
High Point	\$ -	\$ 154,563	\$ -	\$ 236,974
1227 25th Street	-	43,630	-	-
1140 Connecticut Avenue	-	36,271	-	18,948
Total	\$ -	\$ 234,464	\$ -	\$ 255,922

(Amounts in thousands)	For The Three Months		For The Six Months	
	Ended June 30,		Ended June 30,	
	2011	2010	2011	2010
Total revenues	\$ -	\$ 12,116	\$ 5,987	\$ 23,137
Total expenses	-	15,797	6,744	26,332
	-	(3,681)	(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	458	-	5,761	-
Litigation loss accrual	-	-	-	(10,056)
Income (loss) from discontinued operations	\$ 458	\$ (3,681)	\$ 134,773	\$ (13,251)

## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

**8. Identified Intangible Assets and Liabilities**

The following summarizes our identified intangible assets (primarily acquired above-market leases) and liabilities (primarily acquired below-market leases) as of June 30, 2011 and December 31, 2010.

(Amounts in thousands)	<b>Balance as of</b>	
	<b>June 30, 2011</b>	<b>December 31, 2010</b>
<b>Identified intangible assets:</b>		
Gross amount	\$ 680,598	\$ 687,253
Accumulated amortization	(363,341)	(338,508)
Net	\$ 317,257	\$ 348,745
<b>Identified intangible liabilities (included in deferred credit):</b>		
Gross amount	\$ 877,836	\$ 870,623
Accumulated amortization	(374,438)	(341,718)
Net	\$ 503,398	\$ 528,905

Amortization of acquired below-market leases, net of acquired above-market leases, resulted in an increase to rental income of \$16,812,000 and \$16,284,000 for the three months ended June 30, 2011 and 2010, respectively, and \$33,571,000 and \$32,055,000 for the six months ended June 30, 2011 and 2010, respectively. Estimated annual amortization of acquired below-market leases, net of acquired above-market leases, for each of the five succeeding years commencing January 1, 2012 is as follows:

(Amounts in thousands)	
2012	\$ 52,025
2013	44,095
2014	38,240
2015	35,472
2016	32,093

Amortization of all other identified intangible assets (a component of depreciation and amortization expense) was \$13,623,000 and \$15,757,000 for the three months ended June 30, 2011 and 2010, respectively, and \$27,885,000 and \$30,610,000 for the six months ended June 30, 2011 and 2010, respectively. Estimated annual amortization of all

other identified intangible assets including acquired in-place leases, customer relationships, and third party contracts for each of the five succeeding years commencing January 1, 2012 is as follows:

(Amounts in thousands)	
2012	\$ 44,777
2013	37,281
2014	18,885
2015	13,929
2016	11,325

We are a tenant under ground leases for certain properties. Amortization of these acquired below-market leases, net of above-market leases resulted in an increase to rent expense of \$334,000 and \$509,000 for the three months ended June 30, 2011 and 2010, respectively, and \$648,000 and \$1,018,000 for the six months ended June 30, 2011 and 2010, respectively. Estimated annual amortization of these below-market leases, net of above-market leases, for each of the five succeeding years commencing January 1, 2012 is as follows:

(Amounts in thousands)	
2012	\$ 1,377
2013	1,377
2014	1,377
2015	1,377
2016	1,377

## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

## 9. Debt

The following is a summary of our debt:

(Amounts in thousands)	Maturity	Interest Rate at June 30,	Balance at	
Notes and mortgages payable:	(1)	2011	June 30, 2011	December 31, 2010
<b>Fixed rate:</b>				
New York Office:				
350 Park Avenue	01/12	5.48 %	\$ 430,000	\$ 430,000
Two Penn Plaza <sup>(2)</sup>	03/18	5.13 %	425,000	277,347
1290 Avenue of the Americas	01/13	5.97 %	418,657	424,136
770 Broadway	03/16	5.65 %	353,000	353,000
888 Seventh Avenue	01/16	5.71 %	318,554	318,554
909 Third Avenue	04/15	5.64 %	205,142	207,045
Eleven Penn Plaza	12/11	5.20 %	197,260	199,320
Washington, DC Office:				
Skyline Place	02/17	5.74 %	678,000	678,000
River House Apartments	04/15	5.43 %	195,546	195,546
2121 Crystal Drive <sup>(3)</sup>	03/23	5.51 %	150,000	-
Bowen Building	06/16	6.14 %	115,022	115,022
1215 Clark Street, 200 12th Street and 251 18th Street	01/25	7.09 %	109,891	110,931
Universal Buildings	04/14	6.38 %	101,182	103,049
West End 25 <sup>(4)</sup>	06/21	4.88 %	101,671	-
Reston Executive I, II, and III	01/13	5.57 %	93,000	93,000
2011 Crystal Drive	08/17	7.30 %	81,005	81,362
1550 and 1750 Crystal Drive	11/14	7.08 %	78,142	79,411
220 20th Street <sup>(5)</sup>	02/18	4.61 %	75,704	-
1235 Clark Street	07/12	6.75 %	51,815	52,314
2231 Crystal Drive	08/13	7.08 %	45,211	46,358
1750 Pennsylvania Avenue	06/12	7.26 %	44,734	45,132
1225 Clark Street	08/13	7.08 %	27,044	27,616
	12/11	6.91 %	5,162	10,099

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

1800, 1851 and 1901 South Bell  
Street

Retail:

Cross-collateralized mortgages on 40 strip shopping centers	09/20	4.19 %	591,327	597,138
Montehiedra Town Center	07/16	6.04 %	120,000	120,000
Broadway Mall	07/13	5.30 %	88,994	90,227
828-850 Madison Avenue Condominium	06/18	5.29 %	80,000	80,000
North Bergen (Tonnelles Avenue) <sup>(6)</sup>	01/18	4.59 %	75,000	-
Las Catalinas Mall	11/13	6.97 %	56,912	57,737
510 5th Avenue	01/16	5.60 %	31,961	32,189
Other	03/12-05/36	5.10%-7.33%	100,476	101,251

Merchandise Mart:

Merchandise Mart	12/16	5.57 %	550,000	550,000
Boston Design Center	09/15	5.02 %	67,947	68,538
Washington Design Center	11/11	6.95 %	43,021	43,447

Other:

555 California Street	09/11	5.79 %	642,163	640,911
Borgata Land <sup>(7)</sup>	02/21	5.14 %	60,000	-
Industrial Warehouses	n/a	n/a	-	24,358
Total fixed rate notes and mortgages payable		5.59 %	\$ 6,808,543	\$ 6,253,038

See notes on page 21.



## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

## 9. Debt - continued

(Amounts in thousands)		Spread over		Interest Rate at	Balance at	
Notes and mortgages payable:	Maturity	LIBOR	June 30,	June 30,	December 31,	
Variable rate:	(1)		2011	2011	2010	
New York Office:						
Manhattan Mall	02/12	L+55	0.74 %	\$ 232,000	\$ 232,000	
866 UN Plaza <sup>(8)</sup>	05/16	L+125 <sup>(8)</sup>	1.52 %	44,978	44,978	
Washington, DC Office:						
2101 L Street	02/13	L+120	1.45 %	150,000	150,000	
River House Apartments	04/18	n/a <sup>(9)</sup>	1.53 %	64,000	64,000	
2200/2300 Clarendon Boulevard	01/15	L+75	0.94 %	56,320	59,278	
1730 M and 1150 17th Street	06/14	L+140	1.65 %	43,581	43,581	
West End 25 <sup>(4)</sup>	n/a	n/a	n/a	-	95,220	
220 20th Street <sup>(5)</sup>	n/a	n/a	n/a	-	83,573	
Retail:						
Green Acres Mall	02/13	L+140	1.65 %	325,045	335,000	
Bergen Town Center	03/13	L+150	1.77 %	279,044	279,044	
San Jose Strip Center	03/13	L+400	4.25 %	117,025	120,863	
Beverly Connection <sup>(10)</sup>	07/12	L+350 <sup>(10)</sup>	5.00 %	100,000	100,000	
4 Union Square South	04/14	L+325	3.52 %	75,000	75,000	
Cross-collateralized mortgages on 40 strip shopping centers <sup>(11)</sup>	09/20	L+136 <sup>(11)</sup>	2.36 %	60,000	60,000	
435 Seventh Avenue <sup>(12)</sup>	08/14	L+300 <sup>(12)</sup>	5.00 %	51,603	51,844	
Other	11/12	L+375	3.94 %	21,733	21,862	
Other:						
		L+235-L+245				
220 Central Park South	10/11		2.58 %	123,750	123,750	
Other	11/11	L+250	2.78 %	22,400	66,267	
Total variable rate notes and mortgages payable			2.17 %	1,766,479	2,006,260	

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

Total notes and mortgages payable			4.89 %	\$ 8,575,022	\$ 8,259,298
<b>Senior unsecured notes:</b>					
Senior unsecured notes due 2015	04/15		4.25 %	\$ 499,379	\$ 499,296
Senior unsecured notes due 2039 (13)	10/39		7.88 %	460,000	460,000
Floating rate senior unsecured notes due 2011	12/11	L+200	2.30 %	23,250	23,250
Senior unsecured notes due 2011	n/a		n/a	-	100,382
Total senior unsecured notes			5.90 %	\$ 982,629	\$ 1,082,928
<b>3.88% exchangeable senior debentures due 2025</b>					
(see page 22)	04/12		5.32 %	\$ 494,403	\$ 491,000
<b>Convertible senior debentures: (see page 22)</b>					
3.63% due 2026	11/11		5.32 %	\$ 177,954	\$ 176,499
2.85% due 2027	04/12		5.45 %	10,040	9,914
Total convertible senior debentures (14)			5.33 %	\$ 187,994	\$ 186,413
<b>Unsecured revolving credit facilities:</b>					
\$1.595 billion unsecured revolving credit facility	09/12	L+55	0.72 %	\$ 300,000	\$ 669,000
\$1.25 billion unsecured revolving credit facility ((\$21,534 reserved for outstanding letters of credit) (15)	06/16	L+135	-	-	205,000
Total unsecured revolving credit facilities			0.72 %	\$ 300,000	\$ 874,000

See notes on the following page.

**VORNADO REALTY TRUST**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**(UNAUDITED)**

**9. Debt - continued**

Notes to preceding tabular information (Amounts in thousands):

- (1) Represents the extended maturity for certain loans in which we have the unilateral right, ability and intent to extend. In the case of our convertible and exchangeable debt, represents the earliest date holders may require us to repurchase the debentures.
- (2) On February 11, 2011, we completed a \$425,000 refinancing of this property. 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, after repaying the existing loan and closing costs.
- (3) On February 10, 2011, we completed a \$150,000 financing of this property. 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.
- (4) In May 2011, we repaid the outstanding balance of the variable-rate construction loan on this property and closed on a \$101,671 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.
- (5) On January 18, 2011, we repaid the outstanding balance of the variable-rate construction loan on this property and closed on a \$76,100 mortgage at a fixed rate of 4.61%. The loan has a seven-year term and amortizes based on a 30-year schedule.
- (6) On January 10, 2011, we completed a \$75,000 financing on this property. The seven-year fixed rate loan bears interest at 4.59% and amortizes based on a 25-year schedule beginning in the sixth year. This property was previously unencumbered.
- (7) In January 2011, we completed a \$60,000 financing of this property. The 10-year fixed rate loan bears interest at 5.14% and amortizes based on a

30-year schedule beginning in the third year.

- (8) On May 10, 2011, we refinanced this loan for the same amount. The five-year interest only loan is at LIBOR plus 1.25%.
- (9) This loan bears interest at the Freddie Mac Reference Note Rate plus 1.53%.
- (10) This loan has a LIBOR floor of 1.50%. The spread over LIBOR increases from 3.50% currently to 5.00% in August 2011.
- (11) This loan has a LIBOR floor of 1.00%.
- (12) This loan has a LIBOR floor of 2.00%.
- (13) These notes may be redeemed at our option in whole or in part beginning on October 1, 2014, at a price equal to the principal amount plus accrued interest.
- (14) The net proceeds from the offering of these debentures were contributed to the Operating Partnership in the form of an inter-company loan and the Operating Partnership fully and unconditionally guaranteed payment of these debentures. There are no restrictions which limit the Operating Partnership from making distributions to Vornado and Vornado has virtually no independent assets or operations outside of the Operating Partnership.
- (15) On June 8, 2011, we renewed this facility and increased it to \$1,250,000 from \$1,000,000. 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.

## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

## 9. Debt – continued

Pursuant to the provisions of Accounting Standards Codification (“ASC”) 470-20, *Debt with Conversion and Other Options*, below is a summary of required disclosures related to our convertible and exchangeable senior debentures.

(Amounts in thousands, except per share amounts)	2.85% Convertible Senior Debentures due 2027		3.63% Convertible Senior Debentures due 2026		3.88% Exchangeable Senior Debentures due 2025	
	December		December		December	
	June 30, 2011	31, 2010	June 30, 2011	31, 2010	June 30, 2011	31, 2010
<b>Balance Sheet:</b>						
Principal amount of debt component	\$ 10,233	\$ 10,233	\$ 179,052 (1,098)	\$ 179,052	\$ 499,982	\$ 499,982
Unamortized discount	(193)	(319)		(2,553)	(5,579)	(8,982)
Carrying amount of debt component	\$ 10,040	\$ 9,914	\$ 177,954	\$ 176,499	\$ 494,403	\$ 491,000
Carrying amount of equity component	\$ 956	\$ 956	\$ 9,604	\$ 9,604	\$ 32,301	\$ 32,301
Effective interest rate	5.45 %	5.45 %	5.32 %	5.32 %	5.32 %	5.32 %
Maturity date (period through which discount is being amortized)	4/1/12		11/15/11		4/15/12	
Conversion price per share, as adjusted	\$ 157.18		\$ 148.46		\$ 87.17	
Number of shares on which the aggregate consideration to be delivered upon conversion is determined	- (1)		- (1)		5,736	

- (1) Our convertible senior debentures require that upon conversion, the entire principal amount is to be settled in cash, and at our option, any excess value above the principal amount may be settled in cash or common shares. Based on the June 30, 2011 closing share price of our common shares and the conversion prices in the table above, there was no excess value; accordingly, no common shares would be issued if these securities were settled on this date. The number of common shares on which the aggregate consideration that would be delivered upon conversion is 65 and 1,206 common shares, respectively.

(Amounts in thousands)	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
<b>Income Statement:</b>	<b>June 30,</b>		<b>June 30,</b>	
<b>2.85% Convertible Senior Debentures due 2027:</b>	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Coupon interest	\$ 72	\$ 160	\$ 145	\$ 320
Discount amortization – original issue	11	23	22	46
Discount amortization – ASC 470-20 implementation	52	107	104	215
	\$ 135	\$ 290	\$ 271	\$ 581
<b>3.63% Convertible Senior Debentures due 2026:</b>				
Coupon interest	\$ 1,622	\$ 3,842	\$ 3,245	\$ 7,805
Discount amortization – original issue	200	447	396	903
Discount amortization – ASC 470-20 implementation	533	1,198	1,059	2,416
	\$ 2,355	\$ 5,487	\$ 4,700	\$ 11,124
<b>3.88% Exchangeable Senior Debentures due 2025:</b>				
Coupon interest	\$ 4,844	\$ 4,844	\$ 9,688	\$ 9,688
Discount amortization – original issue	404	384	803	762
Discount amortization – ASC 470-20 implementation	1,309	1,241	2,600	2,466
	\$ 6,557	\$ 6,469	\$ 13,091	\$ 12,916

22

## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

**10. Redeemable Noncontrolling Interests**

Redeemable noncontrolling interests on our consolidated balance sheets represent Operating Partnership units held by third parties and are comprised of Class A units and Series D-10, D-11, D-14, D-15 and D-16 (collectively, "Series D") cumulative redeemable preferred units. Redeemable noncontrolling interests on our consolidated balance sheets are recorded at the greater of their carrying amount or redemption value at the end of each reporting period. Changes in the value from period to period are charged to "additional capital" in our consolidated statements of changes in equity. Below is a table summarizing the activity of redeemable noncontrolling interests.

(Amounts in thousands)	
Balance at December 31, 2009	\$ 1,251,628
Net income	21,903
Distributions	(27,338)
Conversion of Class A units into common shares, at redemption value	(35,711)
Adjustments to carry redeemable Class A units at redemption value	66,075
Redemption of Series D-12 redeemable units	(13,000)
Other, net	7,356
Balance at June 30, 2010	\$ 1,270,913
Balance at December 31, 2010	\$ 1,327,974
Net income	40,539
Distributions	(25,711)
Conversion of Class A units into common shares, at redemption value	(35,208)
Adjustments to carry redeemable Class A units at redemption value	104,693
Redemption of Series D-11 redeemable units	(8,000)
Other, net	17,180
Balance at June 30, 2011	\$ 1,421,467

As of June 30, 2011 and December 31, 2010, the aggregate redemption value of redeemable Class A units was \$1,170,467,000 and \$1,066,974,000, respectively.

Redeemable noncontrolling interests exclude our Series G-1 through G-4 convertible preferred units and Series D-13 cumulative redeemable preferred units, as they are accounted for as liabilities in accordance with ASC 480, *Distinguishing Liabilities and Equity*, because of their possible settlement by issuing a variable number of Vornado common shares. Accordingly the fair value of these units is included as a component of “other liabilities” on our consolidated balance sheets and aggregated \$55,097,000 as of June 30, 2011 and December 31, 2010.

In June 2011, we redeemed 400,000 Series D-11 cumulative redeemable preferred units for \$8,000,000 in cash. In March and May of 2010, we redeemed 246,153 and 553,847 Series D-12 cumulative redeemable preferred units, respectively, for an aggregate of \$13,000,000 in cash.



**VORNADO REALTY TRUST**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**(UNAUDITED)**

**11. Shareholders' Equity**

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.

**12. Fair Value Measurements**

ASC 820, *Fair Value Measurement and Disclosures* defines fair value and establishes a framework for measuring fair value. The objective of fair value is to determine the price that would be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (the exit price). ASC 820 establishes a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value into three levels: Level 1 – quoted prices (unadjusted) in active markets that are accessible at the measurement date for assets or liabilities; Level 2 – observable prices that are based on inputs not quoted in active markets, but corroborated by market data; and Level 3 – unobservable inputs that are used when little or no market data is available. The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs. In determining fair value, we utilize valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible as well as consider counterparty credit risk in our assessment of fair value. Considerable judgment is necessary to interpret Level 2 and 3 inputs in determining the fair value of our financial and non-financial assets and liabilities. Accordingly, our fair value estimates, which are made at the end of each reporting period, may be different than the amounts that may ultimately be realized upon sale or disposition of these assets.

*Financial Assets and Liabilities Measured at Fair Value*

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

Financial assets and liabilities that are measured at fair value in our consolidated financial statements consist of (i) marketable securities, (ii) derivative positions in marketable equity securities, (iii) the assets of our deferred compensation plan, which are primarily marketable equity securities and equity investments in limited partnerships, (iv) Real Estate Fund investments, and (v) mandatorily redeemable instruments (Series G-1 through G-4 convertible preferred units and Series D-13 cumulative redeemable preferred units). The tables below aggregate the fair values of financial assets and liabilities by the levels in the fair value hierarchy at June 30, 2011 and December 31, 2010, respectively.

(Amounts in thousands)	<b>Total</b>	<b>As of June 30, 2011</b>		
		<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
Marketable securities	\$ 791,676	\$ 791,676	\$ -	\$ -
Real Estate Fund investments (75% of which is attributable to noncontrolling interests)	255,795	-	-	255,795
Deferred compensation plan assets (included in other assets)	100,374	46,650	-	53,724
Derivative positions in marketable equity securities (included in other assets)	28,017	-	28,017	-
<b>Total assets</b>	<b>\$ 1,175,862</b>	<b>\$ 838,326</b>	<b>\$ 28,017</b>	<b>\$ 309,519</b>
Mandatorily redeemable instruments (included in other liabilities)	\$ 55,097	\$ 55,097	\$ -	\$ -

(Amounts in thousands)	<b>Total</b>	<b>As of December 31, 2010</b>		
		<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
Marketable securities	\$ 766,116	\$ 766,116	\$ -	\$ -
Real Estate Fund investments (75% of which is attributable to noncontrolling interests)	144,423	-	-	144,423
Deferred compensation plan assets (included in other assets)	91,549	43,699	-	47,850
Derivative positions in marketable equity securities (included in other assets)	17,616	-	17,616	-
<b>Total assets</b>	<b>\$ 1,019,704</b>	<b>\$ 809,815</b>	<b>\$ 17,616</b>	<b>\$ 192,273</b>
Mandatorily redeemable instruments (included in other liabilities)	\$ 55,097	\$ 55,097	\$ -	\$ -

## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

## 12. Fair Value Measurements - continued

*Financial Assets and Liabilities Measured at Fair Value - continued*

The tables below summarize the changes in the fair value of the Level 3 assets above, by category, for the three and six months ended June 30, 2011 and 2010.

**Real Estate Fund****Investments:**

(Amounts in thousands)	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2011	2010	2011	2010
Beginning balance	\$ 230,657	\$ -	\$ 144,423	\$ -
Purchases	22,808	-	123,047	-
Sales	(12,831)	-	(12,831)	-
Realized and unrealized gains	15,957	-	16,655	-
Other, net	(796)	-	(15,499)	-
Ending balance	\$ 255,795	\$ -	\$ 255,795	\$ -

**Deferred Compensation****Plan Assets:**

(Amounts in thousands)	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2011	2010	2011	2010
Beginning balance	\$ 51,612	\$ 43,263	\$ 47,850	\$ 39,589
Purchases	17,818	3,210	19,104	6,342
Sales	(16,347)	(3,014)	(17,494)	(3,580)
Realized and unrealized gains	594	41	4,217	1,149
Other, net	47	98	47	98
Ending balance	\$ 53,724	\$ 43,598	\$ 53,724	\$ 43,598

*Financial Assets and Liabilities not Measured at Fair Value*

Financial assets and liabilities that are not measured at fair value in our consolidated financial statements include mezzanine loans receivable and debt. Estimates of the fair values of these instruments are based on our assessments of available market information and valuation methodologies, including discounted cash flow analyses. The table below summarizes the carrying amounts and fair values of these financial instruments as of June 30, 2011 and December 31, 2010.

(Amounts in thousands)	As of June 30, 2011		As of December 31, 2010	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Mezzanine loans receivable	\$ 155,613	\$ 149,948	\$ 202,412	\$ 197,581
Debt:				
Notes and mortgages payable	\$ 8,575,022	\$ 8,757,884	\$ 8,259,298	\$ 8,450,812
Senior unsecured notes	982,629	1,046,369	1,082,928	1,119,512
Exchangeable senior debentures	494,403	564,355	491,000	554,355
Convertible senior debentures	187,994	190,391	186,413	191,510
Revolving credit facility debt	300,000	300,000	874,000	874,000
	\$ 10,540,048	\$ 10,858,999	\$ 10,893,639	\$ 11,190,189

25

**VORNADO REALTY TRUST****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****(UNAUDITED)****13. Stock-based Compensation**

Our Share Option Plan (the “Plan”) provides for grants of incentive and non-qualified stock options, restricted stock, restricted Operating Partnership units and out-performance plan rewards to certain of our employees and officers. We account for all stock-based compensation in accordance ASC 718, *Compensation – Stock Compensation*. Stock-based compensation expense for the three months ended June 30, 2011 and 2010 consists of stock option awards, restricted stock awards, Operating Partnership unit awards and out-performance plan awards. Stock-based compensation expense was \$6,919,000 and \$8,480,000 in the three months ended June 30, 2011 and 2010, respectively, and \$14,065,000 and \$14,957,000 in the six months ended June 30, 2011 and 2010, respectively.

**14. Fee and Other Income**

The following table sets forth the details of our fee and other income:

(Amounts in thousands)	<b>For the Three Months Ended June 30,</b>		<b>For the Six Months Ended June 30,</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Tenant cleaning fees	\$ 15,409	\$ 13,468	\$ 30,832	\$ 27,120
Management and leasing fees	6,989	3,380	11,095	12,520
Lease termination fees	7,323	2,841	8,499	7,811
Other income	12,090	12,468	25,678	25,633
	\$ 41,811	\$ 32,157	\$ 76,104	\$ 73,084

Fee and other income above includes management fee income from Interstate Properties, a related party, of \$194,000 and \$192,000 for the three months ended June 30, 2011 and 2010, respectively, and \$391,000 and \$392,000 for the six months ended June 30, 2011 and 2010, respectively. The above table excludes management fee income from partially owned entities which is included in income from partially owned entities (see Note 5 – Investments in Partially Owned Entities).

**15. Interest and Other Investment Income, Net**

The following table sets forth the details of our interest and other investment income:

(Amounts in thousands)	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2011	2010	2011	2010
Mezzanine loans loss (accrual) reversal and net gain on disposition	\$ -	\$ (6,900)	\$ 82,744	\$ (6,900)
Mark-to-market of investments in our deferred compensation plan <sup>(1)</sup>	1,793	(986)	6,745	1,777
(Loss) income from the mark-to-market of J.C. Penney derivative position	(6,762)	-	10,401	-
Dividends and interest on marketable securities	7,669	7,377	15,336	14,622
Interest on mezzanine loans	3,083	2,325	5,727	5,040
Other, net	2,224	2,060	4,162	4,041
	\$ 8,007	\$ 3,876	\$ 125,115	\$ 18,580

---

(1) This income (loss) is entirely offset by the expense/revenue resulting from the mark-to-market of the deferred compensation plan liability, which is included in "general and administrative" expense.

## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

**16. Income Per Share**

The following table provides a reconciliation of both net income and the number of common shares used in the computation of (i) basic income per common share - which utilizes the weighted average number of common shares outstanding without regard to dilutive potential common shares, and (ii) diluted income per common share - which includes the weighted average common shares and potentially dilutive share equivalents. Potentially dilutive share equivalents include our Series A convertible preferred shares, employee stock options, restricted stock and exchangeable senior debentures due 2025.

(Amounts in thousands, except per share amounts)	For the Three Months		For the Six Months	
	Ended June 30,		Ended June 30,	
	2011	2010	2011	2010
<b>Numerator:</b>				
Income from continuing operations, net of income attributable to noncontrolling interests	\$ 108,152	\$ 75,787	\$ 395,099	\$ 299,909
Income (loss) from discontinued operations, net of income attributable to noncontrolling interests	429	(3,681)	126,145	(13,251)
Net income attributable to Vornado	108,581	72,106	521,244	286,658
Preferred share dividends	(16,668)	(14,266)	(30,116)	(28,533)
Net income attributable to common shareholders	91,913	57,840	491,128	258,125
Earnings allocated to unvested participating securities	(48)	(29)	(184)	(49)
Numerator for basic income per share	91,865	57,811	490,944	258,076
Impact of assumed conversions:				
Interest on 3.88% exchangeable senior debentures	-	-	13,090	-
Convertible preferred share dividends	-	-	64	81
Numerator for diluted income per share	\$ 91,865	\$ 57,811	\$ 504,098	\$ 258,157

**Denominator:**

Denominator for basic income per share –				
weighted average shares	184,268	182,027	184,129	181,786
Effect of dilutive securities <sup>(1)</sup> :				
3.88% exchangeable senior debentures	-	-	5,736	-
Employee stock options and restricted share awards	1,876	1,617	1,815	1,741
Convertible preferred shares	-	-	56	71
Denominator for diluted income per share –				
weighted average shares and assumed conversions	186,144	183,644	191,736	183,598

**INCOME PER COMMON SHARE – BASIC:**

Income from continuing operations, net	\$ 0.50	\$ 0.34	\$ 1.98	\$ 1.49
(Loss) income from discontinued operations, net	-	(0.02)	0.69	(0.07)
Net income per common share	\$ 0.50	\$ 0.32	\$ 2.67	\$ 1.42

**INCOME PER COMMON SHARE – DILUTED:**

Income from continuing operations, net	\$ 0.49	\$ 0.33	\$ 1.97	\$ 1.48
(Loss) income from discontinued operations, net	-	(0.02)	0.66	(0.07)
Net income per common share	\$ 0.49	\$ 0.31	\$ 2.63	\$ 1.41

(1) The effect of dilutive securities above excludes anti-dilutive weighted average common share equivalents of 18,349 and 20,075 in the three months ended June 30, 2011 and 2010, respectively, and 12,922 and 19,941 in the six months ended June 30, 2011 and 2010, respectively.



**VORNADO REALTY TRUST**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**(UNAUDITED)**

**17. Cleveland Medical Mart Development Project**

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.

We account for these agreements using criteria set forth in ASC 605-25, *Multiple-Element Arrangements*, as our subsidiaries are providing development, marketing, leasing, and other property management related services over the 17-year term. We recognize development fees using the percentage of completion method of accounting. In the three and six months ended June 30, 2011, we recognized \$32,369,000 and \$73,068,000 of revenue, respectively, which is offset by development costs expensed of \$29,940,000 and \$68,218,000, respectively.

**18. Commitments and Contingencies**

*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.

**VORNADO REALTY TRUST**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**(UNAUDITED)**

**18. Commitments and Contingencies – continued**

*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.

### *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 & 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.

## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

## 19. Segment Information

Below is a summary of net income and a reconciliation of net income to EBITDA<sup>(4)</sup> by segment for the three and six months ended June 30, 2011 and 2010.

(Amounts in thousands)

	For the Three Months Ended June 30, 2011						
	Total	New York Office	Washington, DC Office	Retail	Merchandise Mart	Toys	Other <sup>(3)</sup>
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
Total rentals	573,646	209,203	141,576	117,388	57,033	-	48,446
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
Total revenues	730,151	277,151	160,803	157,911	93,188	-	41,098
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
	50,251	4,579	6,462	7,291	6,848	-	25,071

## Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

General and administrative							
Cleveland Medical Mart development project	29,940	-	-	-	29,940	-	-
Acquisition and other costs	1,897	-	-	-	-	-	1,897
Total expenses	487,138	166,654	90,275	92,235	80,762	-	57,212
Operating income (loss)	243,013	110,497	70,528	65,676	12,426	-	(16,114)
(Loss) applicable to Toys	(22,846)	-	-	-	-	(22,846)	-
Income (loss) from partially owned entities	26,403	(845)	(767)	924	178	-	26,913
Income from Real Estate Fund	19,058	-	-	-	-	-	19,058
Interest and other investment income (loss), net	8,007	148	48	(6)	9	-	7,808
Interest and debt expense	(137,202)	(35,033)	(30,729)	(23,344)	(9,437)	-	(38,659)
Income (loss) before income taxes	136,433	74,767	39,080	43,250	3,176	(22,846)	(994)
Income tax expense	(5,922)	(440)	(569)	-	(911)	-	(4,002)
Income (loss) from continuing operations	130,511	74,327	38,511	43,250	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							

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

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	\$ 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	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)
	(21,004)	-	-	-	-	(21,004)	-



Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

(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)

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

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							

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

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							

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

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)

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

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	

(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

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

	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

35

---

## 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.

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%

40

---

**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					



Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

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</b>	<b>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)

	For the Three Months Ended June 30, 2011						
	Total	New York Office	DC Office	Retail	Merchandise Mart	Toys	Other <sup>(3)</sup>
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
Total rentals	573,646	209,203	141,576	117,388	57,033	-	48,446
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
Total revenues	730,151	277,151	160,803	157,911	93,188	-	41,098
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
Total expenses	487,138	166,654	90,275	92,235	80,762	-	-

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

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

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

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

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							

## Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

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



Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

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)

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

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%

47

**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	-	-

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

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

103

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

(1,379)            1,583            (1,953)            222            (274)            (957)

**General and administrative:**

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

**Cleveland  
Medical Mart  
development  
project**

29,940 <sup>(3)</sup>            -            -            -            29,940 <sup>(3)</sup>            -

**Acquisition and  
other costs**

(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,</b>
<b>Equity in Net Income (Loss):</b>		<b>2010</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

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

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)	<b>For the Three Months Ended</b>	
	<b>June 30,</b>	
	<b>2011</b>	<b>2010</b>
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)	<b>New York Office</b>	<b>Washington, DC Office</b>	<b>Retail</b>	<b>Merchandise Mart</b>
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

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

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
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 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	-	

Revenues

113

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

							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,							

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

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						
		Washington,					
	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

116

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

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							(118,253)
Vornado	286,658	150,927	71,009	80,914	(2,805)	104,866	
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

117

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

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.

**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)	<b>For the Six Months Ended June 30,</b>	
	<b>2011</b>	<b>2010</b>
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%

57

**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

122

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

124

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)	For the Six Months Ended	
	2011	2010
<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

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

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%

63

## 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

135

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

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				136



Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

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

64

## 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	\$ -

Revenues

141

<i>Percentage of initial rent</i>	8.0%	8.5%	10.1%	3.8%	4.3%	-
-----------------------------------	------	------	-------	------	------	---

***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)	Total	New York Office	Washington, DC Office	Retail	Merchandise Mart	Other
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***

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

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

68



## **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)

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

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
-------------------	---------	---------	---------	---------

71

**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)

76

---

**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 -</p> <p>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</p> <p>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.,</p> <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</p> | * |
| 3.5 | - | <p>Amendment to the Partnership Agreement, dated as of December 16, 1997 – Incorporated by</p> <p>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</p> <p>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>  | * |

- |      |   |  |   |
|------|---|--|---|
| 3.7  | - | <p>Third Amendment to the Partnership Agreement, dated as of November 12, 1998 -</p> <p style="padding-left: 40px;">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</p> | * |
| 3.8  | - | <p>Fourth Amendment to the Partnership Agreement, dated as of November 30, 1998 -</p> <p style="padding-left: 40px;">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</p> | * |
| 3.9  | - | <p>Fifth Amendment to the Partnership Agreement, dated as of March 3, 1999 - Incorporated by</p> <p style="padding-left: 40px;">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</p>        | * |
| 3.10 | - | <p>Sixth Amendment to the Partnership Agreement, dated as of March 17, 1999 - Incorporated</p> <p style="padding-left: 40px;">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</p>         | * |
| 3.11 | - | <p>Seventh Amendment to the Partnership Agreement, dated as of May 20, 1999 - Incorporated</p> <p style="padding-left: 40px;">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</p>         | * |
| 3.12 | - | <p>Eighth Amendment to the Partnership Agreement, dated as of May 27, 1999 - Incorporated</p> <p style="padding-left: 40px;">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</p>          | * |
| 3.13 | - | <p>Ninth Amendment to the Partnership Agreement, dated as of September 3, 1999 -</p> <p style="padding-left: 40px;">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</p>  | * |

\*

---

Incorporated by reference.





- 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

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

- 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 \*

\*

---

Incorporated by reference.

78

- 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

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

- 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 \*

\*

Incorporated by reference.

- 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 \*

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

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 \*

\* \_\_\_\_\_  
Incorporated by reference.

- 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),    \*

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

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.



- 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 \*

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

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.

- 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. \*

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

- 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 \*

\*

\_\_\_\_\_  
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 \*

Edgar Filing: VORNADO REALTY TRUST - Form 10-Q

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 \*

\*

\_\_\_\_\_  
Incorporated by reference.

\*\*

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

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

