

VORNADO REALTY TRUST  
Form 10-K  
February 27, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D. C. 20549**

**FORM 10-K**

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

**For the Fiscal Year Ended:December 31, 2011**

**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-K

(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)

Registrant's telephone number including area code: **(212) 894 7000**

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of Each Class</b>	<b>Name of Each Exchange on Which Registered</b>
Common Shares of beneficial interest, \$.04 par value per share	New York Stock Exchange
Series A Convertible Preferred Shares of beneficial interest, no par value	New York Stock Exchange
Cumulative Redeemable Preferred Shares of beneficial interest, no par value:	
8.5% Series B	New York Stock Exchange
8.5% Series C	New York Stock Exchange
7.0% Series E	New York Stock Exchange
6.75% Series F	New York Stock Exchange
6.625% Series G	New York Stock Exchange
6.75% Series H	New York Stock Exchange
6.625% Series I	New York Stock Exchange
6.875% Series J	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: NONE

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

YES  NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

YES  NO

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Accelerated Filer  
 Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES  NO

The aggregate market value of the voting and non-voting common shares held by non affiliates of the registrant, i.e. by persons other than officers and trustees of Vornado Realty Trust, was \$15,602,381,000 at June 30, 2011.

As of December 31, 2011, there were 185,080,020 of the registrant's common shares of beneficial interest outstanding.

Documents Incorporated by Reference

**Part III:** Portions of Proxy Statement for Annual Meeting of Shareholders to be held on May 24, 2012.

**This Annual Report on Form 10-K omits financial statements required under Rule 3-09 of Regulation S-X, for Toys "R" Us, Inc. An amendment to this Annual Report on Form 10-K will be filed as promptly as practicable following the availability of such financial statements.**

---

## INDEX

	<b>Item</b>	<b>Financial Information:</b>	<b>Page Number</b>	
<b>PART I.</b>	1.	Business	4	
	1A.	Risk Factors	11	
	1B.	Unresolved Staff Comments	24	
	2.	Properties	24	
	3.	Legal Proceedings	61	
	4.	Mine Safety Disclosures	61	
<b>PART II.</b>	5.	Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	62	
	6.	Selected Financial Data	64	
	7.	Management's Discussion and Analysis of Financial Condition and Results of Operations	66	
	7A.	Quantitative and Qualitative Disclosures about Market Risk	117	
	8.	Financial Statements and Supplementary Data	118	
	9.	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	174	
	9A.	Controls and Procedures	174	
	9B.	Other Information	176	
	<b>PART III.</b>	10.	Directors, Executive Officers and Corporate Governance <sup>(1)</sup>	176
		11.	Executive Compensation <sup>(1)</sup>	177
12.		Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters <sup>(1)</sup>	177	
13.		Certain Relationships and Related Transactions, and Director Independence <sup>(1)</sup>	177	
14.		Principal Accounting Fees and Services <sup>(1)</sup>	177	
<b>PART IV.</b>	15.	Exhibits, Financial Statement Schedules	178	
	<b>Signatures</b>		179	

(1) These items are omitted in whole or in part because the registrant will file a definitive Proxy Statement pursuant to Regulation 14A under the Securities Exchange Act of 1934 with the Securities and Exchange Commission no later than 120 days after December 31, 2011, portions of which are incorporated by reference herein.

### **Forward-Looking Statements**

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 Annual Report on Form 10 K. We also note the following forward-looking statements: in the case of our development and redevelopment projects, the estimated completion date, estimated project cost and cost to complete; and estimates of future capital expenditures, dividends to common and preferred shareholders and operating partnership distributions. 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 this Annual Report on Form 10-K.

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 Annual Report on Form 10-K 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 Annual Report on Form 10-K.

# PART I

## ITEM 1. BUSINESS

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 93.5% of the common limited partnership interest in the Operating Partnership at December 31, 2011. All references to “we,” “us,” “our,” the “Company” and “Vornado” refer to Vornado Realty Trust and its consolidated subsidiaries, including the Operating Partnership.

As of December 31, 2011, we own all or portions of:

### **Office Properties:**

- In Midtown Manhattan – 30 properties aggregating 20.8 million square feet;
- In the Washington, DC / Northern Virginia area – 77 properties aggregating 20.5 million square feet, including 63 office properties aggregating 17.5 million square feet and seven residential properties containing 2,424 units;
- In San Francisco’s financial district – a 70% controlling interest in 555 California Street, a three-building office complex aggregating 1.8 million square feet, known as the Bank of America Center;

### **Retail Properties:**

- In Manhattan – 2.2 million square feet in 46 properties, of which 1.0 million square feet in 21 properties is in our Retail Properties segment and 1.2 million square feet in 25 properties is in our New York Office Properties segment;
- 134 strip shopping centers, regional malls, and single tenant retail assets aggregating 24.2 million square feet, primarily in the northeast states, California and Puerto Rico;

**Merchandise Mart Properties:**

- 5.7 million square feet of showroom and office space, including the 3.5 million square foot Merchandise Mart in Chicago;

**Other Real Estate and Related Investments:**

- A 32.4% interest in Alexander's, Inc. (NYSE: ALX), which owns seven properties in the greater New York metropolitan area, including 731 Lexington Avenue, the 1.3 million square foot Bloomberg headquarters building;
- A 25.0% interest in Vornado Capital Partners, our \$800 million real estate fund. We are the general partner and investment manager of the fund;
- The 1,700 room Hotel Pennsylvania in Midtown Manhattan;
- A 32.7% interest in Toys "R" Us, Inc.;
- An 11.0% interest in J.C. Penney Company, Inc. (NYSE: JCP); and
- Other real estate and related investments, marketable securities and mezzanine loans on real estate, including a 26.2% equity interest in LNR Property Corporation, an industry leading mortgage servicer and special servicer.



## **Objectives and Strategy**

Our business objective is to maximize shareholder value. We intend to achieve this 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 our 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 these securities in the future.

## **VorNADO CAPITAL PARTNERS REAL ESTATE FUND (The “FUND”)**

In February 2011, the Fund’s subscription period closed with an aggregate of \$800,000,000 of capital commitments, of which we committed \$200,000,000. We are the general partner and investment manager of the Fund, which has an eight-year term and a three-year investment period. During the investment period, which concludes in July 2013, the Fund is our exclusive investment vehicle for all investments that fit within its investment parameters, including debt, equity and other interests in real estate, and excluding (i) investments in vacant land and ground-up development; (ii) investments acquired by merger or primarily for our securities or properties; (iii) properties which can be combined with or relate to our existing properties; (iv) securities of commercial mortgage loan servicers and investments derived from any such investments; (v) non-controlling interests in equity and debt securities; and (vi) investments located outside of North America. The Fund is accounted for under the AICPA Investment Company Guide and its

Other Real Estate and Related Investments:

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, retaining the fair value basis of accounting.

During 2011, the Fund made three investments (described below) aggregating \$248,500,000 and exited two investments. As of December 31, 2011, the Fund has five investments with an aggregate fair value of approximately \$346,650,000, or \$11,995,000 in excess of cost, and has remaining unfunded commitments of \$416,600,000, of which our share is \$104,150,000.

#### *One Park Avenue*

On March 1, 2011, the Fund as a co-investor (64.7% interest), together with Vornado (30.3% interest), 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 \$250,000,000 five-year mortgage that bears interest at 5.0%.

#### *Crowne Plaza Times Square*

On December 16, 2011, the Fund formed a joint venture with the owner of the property to recapitalize the Crowne Plaza Hotel in Times Square. The property is located at 48th Street and Broadway in Times Square and is comprised of a 795-key hotel, 14,000 square feet of prime retail space, 212,000 square feet of office space, nine large signage offerings, a 159-space parking garage and a health club. The joint venture plans to reconfigure and reposition the retail and office space as well as add additional signage. Vornado will manage and lease the commercial components of the property and the joint venture partner will asset manage the hotel. This transaction was initiated by us in May 2011, when the Fund acquired a \$34,000,000 mezzanine position in the junior most tranche of the property's mezzanine debt. In December 2011, the Fund contributed \$31,000,000 and its partner contributed \$22,000,000 of new capital to pay down third party debt and for future capital expenditures. The new capital was contributed in the form of debt that is convertible into preferred equity that receives a priority return and then will receive a profit participation. The Fund has an economic interest of approximately 38% in the property. The Fund's investment is subordinate to the property's \$259,000,000 of senior debt which matures in December 2013, with a one-year extension option.

**VorNADO CAPITAL PARTNERS REAL ESTATE FUND (The “FUND”) - CONTINUED**

*11 East 68<sup>th</sup> Street*

On December 29, 2011, the Fund committed to acquire the retail portion of 11 East 68<sup>th</sup> Street, an 11-story residential and retail property located on Madison Avenue and 68<sup>th</sup> Street, for \$50,500,000. The retail portion of the property consists of two retail units aggregating 5,000 square feet. The Fund provided \$21,200,000 at closing and will provide the remaining \$29,300,000 over the next two years. In addition, the Fund has also provided a \$21,000,000 mezzanine loan on the residential portion of the property, which bears paid-in-kind interest at 15%, matures in three years and has a one-year extension option.

**ACQUISITIONS and investments**

*1399 New York Avenue (the “Executive Tower”)*

On December 23, 2011, we acquired the 97.5% interest that we did not already own in the Executive Tower, an 11-story, 128,000 square foot Class A office building located in the Washington, CBD East End submarket close to the White House, for \$104,000,000 in cash.

*666 Fifth Avenue Office*

On December 16, 2011, we formed a joint venture with an affiliate of the Kushner Companies to recapitalize the office portion of 666 Fifth Avenue, a 39-story, 1.4 million square foot Class A office building in Manhattan, located on the full block front of Fifth Avenue between 52nd and 53rd Street. We acquired a 49.5% interest in the property from the Kushner Companies, the current owner. In connection therewith, the existing \$1,215,000,000 mortgage loan was modified by LNR, the special servicer, into a \$1,100,000,000 A-Note and a \$115,000,000 B-Note and extended to February 2019; and a portion of the current pay interest was deferred to the B-Note. We and the Kushner Companies have committed to lend the joint venture an aggregate of \$110,000,000 (of which our share is \$80,000,000) for tenant improvements and working capital for the property, which is senior to the \$115,000,000 B-Note. In addition, we have

provided the A-Note holders a limited recourse and cooperation guarantee of up to \$75,000,000 if an event of default occurs and is ongoing.

*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 on Independence Plaza, a residential complex comprised of three 39-story buildings in the Tribeca submarket of Manhattan.

*280 Park Avenue Joint Venture*

On March 16, 2011, we formed a 50/50 joint venture with SL Green Realty Corp 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 by paying our partner \$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's investment is subordinate to \$710,000,000 of third party debt. The new joint venture expects to spend \$150,000,000 for re-tenanting and repositioning the Property.

## **Dispositions**

On January 6, 2012, we completed the sale of 350 West Mart Center, a 1.2 million square foot office building located in Chicago, Illinois, for \$228,000,000 in cash, which resulted in a net gain of \$54,200,000 that will be recognized in the first quarter of 2012.

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.

On January 12, 2011, we sold 1140 Connecticut Avenue and 1227 25<sup>th</sup> Street in Washington, DC, for \$127,000,000 in cash, which resulted in a net gain of \$45,862,000.

In 2011, we sold three retail properties in separate transactions for an aggregate of \$40,990,000 in cash, which resulted in net gains of \$5,761,000.

## **Financing Activities**

### *Senior Unsecured Debt*

On November 30, 2011, we completed a public offering of \$400,000,000 aggregate principal amount of 5.0%, ten-year senior unsecured notes and retained net proceeds of approximately \$395,584,000. The notes were sold at 99.546% of their face amount to yield 5.057%.

In 2011, we renewed both of our unsecured revolving credit facilities aggregating \$2,500,000,000. The first facility, which was renewed in June 2011, bears interest on drawn amounts at LIBOR plus 1.35% and has a 0.30% facility fee (drawn or undrawn). The second facility, which was renewed in November 2011, bears interest on drawn amounts at LIBOR plus 1.25% and has a 0.25% facility fee (drawn or undrawn). The LIBOR spread and facility fee on both facilities are based on our credit ratings. Both facilities mature in four years and have one-year extension options. As

of December 31, 2011, an aggregate of \$138,000,000 was outstanding under these facilities.

*Secured Debt*

On January 9, 2012, we completed a \$300,000,000 refinancing of 350 Park Avenue, a 557,000 square foot Manhattan office building. The five-year fixed rate loan bears interest at 3.75% and amortizes based on a 30-year schedule beginning in the third year. The proceeds of the new loan and \$132,000,000 of existing cash were used to repay the existing loan and closing costs.

On December 28, 2011, we completed a \$330,000,000 refinancing of Eleven Penn Plaza, a 1.1 million square foot Manhattan office building. The seven-year loan bears interest at LIBOR plus 2.35% and amortizes based on a 30-year schedule beginning in the fourth year. We retained net proceeds of approximately \$126,000,000 after repaying the existing loan and closing costs.

On September 1, 2011, we completed a \$600,000,000 refinancing of 555 California Street, a three-building office complex aggregating 1.8 million square feet in San Francisco's financial district, known as the Bank of America Center, in which we own a 70% controlling interest. The 10-year fixed rate loan bears interest at 5.10% and amortizes based on a 30-year schedule beginning in the fourth year. The proceeds of the new loan and \$45,000,000 of existing cash were used to repay the existing loan and closing costs.

On May 11, 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 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 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.



## **Financing Activities - CONTINUED**

### *Secured Debt - continued*

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 at a fixed rate of 4.61%. The loan has a seven-year term and amortizes based on a 30-year schedule.

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 6, 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.

### *Preferred 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 and August 5, 2011 we sold an additional 800,000 and 1,000,000 shares, respectively, at a price of \$25.00 per share. We retained aggregate net proceeds of \$238,842,000, after underwriters' discounts and issuance costs and contributed the net proceeds to the Operating Partnership in exchange for 9,850,000 Series J Preferred Units (with economic terms that mirror those of the Series J Preferred Shares).



## Development and Redevelopment Projects

We are evaluating various development and redevelopment opportunities which we estimate could require as much as \$1.5 billion to be expended over the next five years. These opportunities include:

- demolition of a 372,000 square foot office building in Crystal City, to construct a 700,000 square foot office building;
- renovation of the Hotel Pennsylvania;
- construction of a luxury residential condominium at 220 Central Park South, adjacent to Central Park;
- re-tenanting and repositioning of 330 West 34<sup>th</sup> Street;
- re-tenanting and repositioning of 280 Park Avenue;
- complete renovation of the 1.4 million square foot Springfield Mall; and
- re-tenanting and repositioning a number of our strip shopping centers.

We are also evaluating other development and redevelopment opportunities at certain of our properties in Manhattan, Rosslyn, Pentagon City and Crystal City, for which plans, budgeted costs and financings have yet to be determined.

### *Cleveland Medical Mart Development Project*

In 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 is funding 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

Other Real Estate and Related Investments:

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

\$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. Construction of the Facility is expected to be completed in 2013. As of December 31, 2011, \$145,824,000 of the \$465,000,000 development budget was expended.

There can be no assurance that any of our development projects will commence, or if commenced, be completed on schedule or within budget.

## **SEGMENT DATA**

We operate in the following business segments: New York Office Properties, Washington, DC Office Properties, Retail Properties, Merchandise Mart Properties and Toys “R” Us (“Toys”). Financial information related to these business segments for the years ended December 31, 2011, 2010 and 2009 is set forth in Note 22 – Segment Information to our consolidated financial statements in this Annual Report on Form 10-K. The Merchandise Mart Properties segment has trade show operations in Canada and Switzerland. The Toys segment has 770 locations internationally.

## **SEASONALITY**

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 its fiscal year net income. The New York and Washington, DC Office Properties and Merchandise Mart Properties segments have historically experienced higher utility costs in the first and third quarters of the year. The Merchandise Mart Properties segment has also experienced higher earnings in the second and fourth quarters of the year due to major trade shows occurring in those quarters. The Retail Properties segment revenue in the fourth quarter is typically higher due to the recognition of percentage and specialty rental income.

### **tenants ACCOUNTING FOR over 10% of revenues**

None of our tenants accounted for more than 10% of total revenues in any of the years ended December 31, 2011, 2010 and 2009.

## **Certain Activities**

We do not base our acquisitions and investments on specific allocations by type of property. We have historically held our properties for long term investment; however, it is possible that properties in the portfolio may be sold as circumstances warrant. Further, we have not adopted a policy that limits the amount or percentage of assets which could be invested in a specific property or property type. While we may seek the vote of our shareholders in connection with any particular material transaction, generally our activities are reviewed and may be modified from time to time by our Board of Trustees without the vote of shareholders.

## **Employees**

As of December 31, 2011, we have approximately 4,823 employees, of which 322 are corporate staff. The New York Office Properties segment has 137 employees and an additional 2,816 employees of Building Maintenance Services LLC, a wholly owned subsidiary, which provides cleaning, security and engineering services primarily to our New York Office and Washington, DC Office properties. The Washington, DC Office Properties, Retail Properties and Merchandise Mart Properties segments have 457, 168 and 409 employees, respectively, and the Hotel Pennsylvania has 514 employees. The foregoing does not include employees of partially owned entities, including Toys or Alexander's, of which we own 32.7% and 32.4%, respectively.

## **principal executive offices**

Our principal executive offices are located at 888 Seventh Avenue, New York, New York 10019; telephone (212) 894 7000.

## **MATERIALS AVAILABLE ON OUR WEBSITE**

Copies of our Annual Report on Form 10 K, Quarterly Reports on Form 10 Q, Current Reports on Form 8 K, and amendments to those reports, as well as Reports on Forms 3, 4 and 5 regarding officers, trustees or 10% beneficial owners of us, filed or furnished pursuant to Section 13(a), 15(d) or 16(a) of the Securities Exchange Act of 1934 are

available free of charge through our website ([www.vno.com](http://www.vno.com)) as soon as reasonably practicable after they are electronically filed with, or furnished to, the Securities and Exchange Commission. Also available on our website are copies of our Audit Committee Charter, Compensation Committee Charter, Corporate Governance and Nominating Committee Charter, Code of Business Conduct and Ethics and Corporate Governance Guidelines. In the event of any changes to these charters or the code or guidelines, changed copies will also be made available on our website. Copies of these documents are also available directly from us free of charge. Our website also includes other financial information, including certain non-GAAP financial measures, none of which is a part of this Annual Report on Form 10-K. Copies of our filings under the Securities Exchange Act of 1934 are also available free of charge from us, upon request.

## ITEM 1A. RISK FACTORS

Material factors that may adversely affect our business, operations and financial condition are summarized below. The risks and uncertainties described herein may not be the only ones we face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business. See “Forward-Looking Statements” contained herein on page 3.

### **Real Estate Investments’ Value and Income Fluctuate Due to Various Factors.**

The value of real estate fluctuates depending on conditions in the general economy and the real estate business. These conditions may also adversely impact our revenues and cash flows.

The factors that affect the value of our real estate investments include, among other things:

- national, regional and local economic conditions;
- competition from other available space;
- local conditions such as an oversupply of space or a reduction in demand for real estate in the area;
- how well we manage our properties;
- the development and/or redevelopment of our properties;
- changes in market rental rates;
- the timing and costs associated with property improvements and rentals;
- whether we are able to pass all or portions of any increases in operating costs through to tenants;
- changes in real estate taxes and other expenses;
- whether tenants and users such as customers and shoppers consider a property attractive;
- the financial condition of our tenants, including the extent of tenant bankruptcies or defaults;
- availability of financing on acceptable terms or at all;
- fluctuations in interest rates;
- our ability to obtain adequate insurance;
- changes in zoning laws and taxation;

- government regulation;
- consequences of any armed conflict involving, or terrorist attack against, the United States;
- potential liability under environmental or other laws or regulations;
- natural disasters;
- general competitive factors; and
- climate changes.

The rents we receive and the occupancy levels at our properties may decline as a result of adverse changes in any of these factors. If rental revenues and/or occupancy levels decline, we generally would expect to have less cash available to pay indebtedness and for distribution to shareholders. In addition, some of our major expenses, including mortgage payments, real estate taxes and maintenance costs generally do not decline when the related rents decline.

***Capital markets and economic conditions can materially affect our financial condition and results of operations and the value of our debt and equity securities.***

There are many factors that can affect the value of our debt and equity securities, including the state of the capital markets and the economy, which over the past few years have negatively affected substantially all businesses, including ours. Demand for office and retail space may continue to decline nationwide as it did in 2008 and 2009, due to bankruptcies, downsizing, layoffs and cost cutting. The cost and availability of credit may be adversely affected by illiquid credit markets and wider credit spreads, which may adversely affect our liquidity and financial condition, and the liquidity and financial condition of our tenants. Our inability or the inability of our tenants to timely refinance maturing liabilities and access the capital markets to meet liquidity needs may materially affect our financial condition and results of operations and the value of our debt and equity securities.

***Real estate is a competitive business.***

Our business segments – New York Office Properties, Washington, DC Office Properties, Retail Properties, Merchandise Mart Properties and Toys – operate in a highly competitive environment. We have a large concentration of properties in the New York City metropolitan area and in the Washington, DC / Northern Virginia area. We compete with a large number of property owners and developers, some of which may be willing to accept lower returns on their investments than we are. Principal factors of competition include rents charged, attractiveness of location, the quality of the property and the breadth and quality of services provided. Our success depends upon, among other factors, trends of the national, regional and local economies, financial condition and operating results of current and prospective tenants and customers, availability and cost of capital, construction and renovation costs, taxes, governmental regulation, legislation and population trends.





***We depend on leasing space to tenants on economically favorable terms and collecting rent from tenants who may not be able to pay.***

Our financial results depend significantly on leasing space in our properties to tenants on economically favorable terms. In addition, because a majority of our income comes from renting of real property, our income, funds available to pay indebtedness and funds available for distribution to shareholders will decrease if a significant number of our tenants cannot pay their rent or if we are not able to maintain occupancy levels on favorable terms. If a tenant does not pay its rent, we may not be able to enforce our rights as landlord without delays and may incur substantial legal costs. During periods of economic adversity, there may be an increase in the number of tenants that cannot pay their rent and an increase in vacancy rates.

***Bankruptcy or insolvency of tenants may decrease our revenue, net income and available cash.***

From time to time, some of our tenants have declared bankruptcy, and other tenants may declare bankruptcy or become insolvent in the future. In the case of our shopping centers, the bankruptcy or insolvency of a major tenant could cause us to suffer lower revenues and operational difficulties, including leasing the remainder of the property. As a result, the bankruptcy or insolvency of a major tenant could result in decreased revenue, net income and funds available for the payment of indebtedness or for distribution to shareholders.

***We may incur costs to comply with environmental laws.***

Our operations and properties are subject to various federal, state and local laws and regulations concerning the protection of the environment, including air and water quality, hazardous or toxic substances and health and safety. Under some environmental laws, a current or previous owner or operator of real estate may be required to investigate and clean up hazardous or toxic substances released at a property. The owner or operator may also be held liable to a governmental entity or to third parties for property damage or personal injuries and for investigation and clean-up costs incurred by those parties because of the contamination. These laws often impose liability without regard to whether the owner or operator knew of the release of the substances or caused the release. The presence of contamination or the failure to remediate contamination may impair our ability to sell or lease real estate or to borrow using the real estate as collateral. Other laws and regulations govern indoor and outdoor air quality including those that can require the abatement or removal of asbestos-containing materials in the event of damage, demolition, renovation or remodeling and also govern emissions of and exposure to asbestos fibers in the air. The maintenance and removal of lead paint and certain electrical equipment containing polychlorinated biphenyls (PCBs) and underground storage tanks are also regulated by federal and state laws. We are also subject to risks associated with human exposure to chemical or biological contaminants such as molds, pollens, viruses and bacteria which, above certain levels, can be alleged to be connected to allergic or other health effects and symptoms in susceptible individuals. We could incur fines for environmental compliance and be held liable for the costs of remedial action with respect to the foregoing regulated substances or tanks or related claims arising out of environmental contamination or human exposure to contamination at or from our properties.

Each of our properties has been subject to varying degrees of environmental assessment. The environmental assessments did not, as of this date, reveal any environmental condition material to our business. However, identification of new compliance concerns or undiscovered areas of contamination, changes in the extent or known scope of contamination, discovery of additional sites, human exposure to the contamination or changes in clean-up or compliance requirements could result in significant costs to us.

***Inflation or deflation may adversely affect our financial condition and results of operations.***

Although neither inflation nor deflation has materially impacted our operations in the recent past, increased inflation could have a pronounced negative impact on our mortgages and interest rates and general and administrative expenses, as these costs could increase at a rate higher than our rents. Inflation could also have an adverse effect on consumer spending which could impact our tenants' sales and, in turn, our percentage rents, where applicable. Conversely, deflation could lead to downward pressure on rents and other sources of income. In addition, we own residential properties which are leased to tenants with one-year lease terms. Because these are short-term leases, declines in market rents will impact our residential properties faster than if the leases were for longer terms.

***Some of our potential losses may not be covered by 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 \$180,000,000 per occurrence, subject to a deductible in the amount of 5% of the value of the affected property, up to a \$180,000,000 annual aggregate.

Penn Plaza Insurance Company, LLC (“PPIC”), our wholly owned consolidated subsidiary, acts as a re-insurer with respect to all risk property and rental value insurance and 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. Coverage for NBCR losses is up to \$2.0 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.

***Because we operate a hotel, we face the risks associated with the hospitality industry.***

We own and operate the Hotel Pennsylvania in New York City. The following factors, among others, are common to the hotel industry and may reduce the revenues generated by the hotel, which would reduce cash available for distribution to our shareholders:

- our hotel competes for guests with other hotels, a number of which have greater marketing and financial resources;

- if there is an increase in operating costs resulting from inflation and other factors, we may not be able to offset such increase by increasing room rates;
- our hotel is subject to the fluctuating and seasonal demands of business travelers and tourism;
- our hotel is subject to general and local economic and social conditions that may affect demand for travel in general, including war and terrorism; and
- physical condition, which may require substantial additional capital.

***Because of the ownership structure of the Hotel Pennsylvania, we face potential adverse effects from changes to the applicable tax laws.***

Under the Internal Revenue Code, REITs like us are not allowed to operate hotels directly or indirectly. Accordingly, we lease the Hotel Pennsylvania to our taxable REIT subsidiary (“TRS”). While the TRS structure allows the economic benefits of ownership to flow to us, the TRS is subject to tax on its income from the operations of the hotel at the federal and state level. In addition, the TRS is subject to detailed tax regulations that affect how it may be capitalized and operated. If the tax laws applicable to a TRS are modified, we may be forced to modify the structure for owning the hotel, and such changes may adversely affect the cash flows from the hotel. In addition, the Internal Revenue Service, the United States Treasury Department and Congress frequently review federal income tax legislation, and we cannot predict whether, when or to what extent new federal tax laws, regulations, interpretations or rulings will be adopted. Any such actions may prospectively or retroactively modify the tax treatment of the TRS and, therefore, may adversely affect our after-tax returns from the hotel.

***Compliance or failure to comply with the Americans with Disabilities Act or other safety regulations and requirements could result in substantial costs.***

The Americans with Disabilities Act (“ADA”) generally requires that public buildings, including our properties, meet certain federal requirements related to access and use by disabled persons. Noncompliance could result in the imposition of fines by the federal government or the award of damages to private litigants. From time to time persons have asserted claims against us with respect to some of our properties under the ADA, but to date such claims have not resulted in any material expense or liability. If, under the ADA, we are required to make substantial alterations and capital expenditures in one or more of our properties, including the removal of access barriers, it could adversely affect our financial condition and results of operations, as well as the amount of cash available for distribution to shareholders.

Our properties are subject to various federal, state and local regulatory requirements, such as state and local fire and life safety requirements. If we fail to comply with these requirements, we could incur fines or private damage awards. We do not know whether existing requirements will change or whether compliance with future requirements will require significant unanticipated expenditures that will affect our cash flow and results of operations.

***We face risks associated with our tenants being designated “Prohibited Persons” by the Office of Foreign Assets Control.***

Pursuant to Executive Order 13224 and other laws, the Office of Foreign Assets Control of the United States Department of the Treasury (“OFAC”) maintains a list of persons designated as terrorists or who are otherwise blocked or banned (“Prohibited Persons”) from conducting business or engaging in transactions in the United States. Our leases, loans and other agreements may require us to comply with OFAC requirements. If a tenant or other party with whom we conduct business is placed on the OFAC list we may be required to terminate the lease or other agreement. Any such termination could result in a loss of revenue or otherwise negatively affect our financial results and cash flows.

***Our business and operations would suffer in the event of system failures.***

Despite system redundancy, the implementation of security measures and the existence of a disaster recovery plan for our internal information technology systems, our systems are vulnerable to damages from any number of sources, including computer viruses, unauthorized access, energy blackouts, natural disasters, terrorism, war and telecommunication failures. Any system failure or accident that causes interruptions in our operations could result in a material disruption to our business. We may also incur additional costs to remedy damages caused by such disruptions.

*The occurrence of cyber incidents, or a deficiency in our cybersecurity, could negatively impact our business by causing a disruption to our operations, a compromise or corruption of our confidential information, and/or damage to our business relationships, all of which could negatively impact our financial results.*

A cyber incident is considered to be any adverse event that threatens the confidentiality, integrity, or availability of our information resources. More specifically, a cyber incident is an intentional attack or an unintentional event that can include gaining unauthorized access to systems to disrupt operations, corrupt data, or steal confidential information. As our reliance on technology has increased, so have the risks posed to our systems, both internal and those we have outsourced. Our three primary risks that could directly result from the occurrence of a cyber incident include operational interruption, damage to our relationship with our tenants, and private data exposure. We have implemented processes, procedures and controls to help mitigate these risks, but these measures, as well as our increased awareness of a risk of a cyber incident, do not guarantee that our financial results will not be negatively impacted by such an incident.

**Our Investments Are Concentrated in the New York CITY METROPOLITAN AREA and Washington, DC / NORTHERN VIRGINIA Area. Circumstances Affecting These Areas Generally Could Adversely Affect Our Business.**

*A significant portion of our properties are located in the New York City / New Jersey metropolitan area and Washington, DC / Northern Virginia area and are affected by the economic cycles and risks inherent to those areas.*

In 2011, approximately 74% of our EBITDA, excluding items that affect comparability, came from properties located in the New York City / New Jersey metropolitan areas and the Washington, DC / Northern Virginia area. We may continue to concentrate a significant portion of our future acquisitions in these areas or in other geographic real estate markets in the United States or abroad. Real estate markets are subject to economic downturns and we cannot predict how economic conditions will impact these markets in either the short or long term. Declines in the economy or declines in real estate markets in these areas could hurt our financial performance and the value of our properties. The factors affecting economic conditions in these regions include:

- financial performance and productivity of the publishing, advertising, financial, technology, retail, insurance and real estate industries;
- space needs of, and budgetary constraints affecting, the United States Government, including the effect of a deficit reduction plan and/or base closures and repositioning under the Defense Base Closure and Realignment Act of 2005, as amended;
- business layoffs or downsizing;
- industry slowdowns;
- relocations of businesses;
- changing demographics;
- increased telecommuting and use of alternative work places;
- infrastructure quality; and
- any oversupply of, or reduced demand for, real estate.

It is impossible for us to assess the future effects of trends in the economic and investment climates of the geographic areas in which we concentrate, and more generally of the United States, or the real estate markets in these areas.

Local, national or global economic downturns, would negatively affect our businesses and profitability.

*Terrorist attacks, such as those of September 11, 2001 in New York City and the Washington, DC area, may adversely affect the value of our properties and our ability to generate cash flow.*

We have significant investments in large metropolitan areas, including the New York, Washington, DC, Chicago, Boston and San Francisco metropolitan areas. In the aftermath of a terrorist attack, tenants in these areas may choose to relocate their businesses to less populated, lower-profile areas of the United States that may be perceived to be less likely targets of future terrorist activity and fewer customers may choose to patronize businesses in these areas. This, in turn, would trigger a decrease in the demand for space in these areas, which could increase vacancies in our properties and force us to lease space on less favorable terms. As a result, the value of our properties and the level of our revenues and cash flows could decline materially.

**We May Acquire or Sell Assets or Entities or Develop Properties. Our Failure or Inability to Consummate These Transactions or Manage the Results of These Transactions Could Adversely Affect Our Operations and Financial Results.**

*We have grown rapidly since 2001 through acquisitions. We may not be able to maintain this rapid growth and our failure to do so could adversely affect our stock price.*

We have experienced rapid growth since 2001, increasing our total assets from approximately \$6.8 billion at December 31, 2001 to approximately \$20.4 billion at December 31, 2011. We may not be able to maintain a similar rate of growth in the future or manage growth effectively. Our failure to do so may have a material adverse effect on our financial condition and results of operations as well as the amount of cash available for distributions to shareholders.



***We may acquire or develop properties or acquire other real estate related companies and this may create risks.***

We may acquire or develop properties or acquire other real estate related companies when we believe that an acquisition or development is consistent with our business strategy. We may not, however, succeed in consummating desired acquisitions or in completing developments on time or within budget. In addition, we may face competition in pursuing acquisition or development opportunities that could increase our costs. When we do pursue a project or acquisition, we may not succeed in leasing newly-developed or acquired properties at rents sufficient to cover costs of acquisition or development and operations. Difficulties in integrating acquisitions may prove costly or time-consuming and could divert management's attention. Acquisitions or developments in new markets or industries where we do not have the same level of market knowledge may result in weaker than anticipated performance. We may also abandon acquisition or development opportunities that we have begun pursuing and consequently fail to recover expenses already incurred and have devoted management time to a matter not consummated. Furthermore, acquisitions of new properties or companies will expose us to the liabilities of those properties or companies, some of which we may not be aware of at the time of acquisition. Development of our existing properties presents similar risks.

***From time to time we have made, and in the future we may seek to make, one or more material acquisitions. The announcement of such a material acquisition may result in a rapid and significant decline in the price of our common shares.***

We are continuously looking at material transactions that we believe will maximize shareholder value. However, an announcement by us of one or more significant acquisitions could result in a quick and significant decline in the price of our common shares and convertible and exchangeable securities.

***It may be difficult to buy and sell real estate quickly, which may limit our flexibility.***

Real estate investments are relatively difficult to buy and sell quickly. Consequently, we may have limited ability to vary our portfolio promptly in response to changes in economic or other conditions.

***We may not be permitted to dispose of certain properties or pay down the debt associated with those properties when we might otherwise desire to do so without incurring additional costs.***

As part of an acquisition of a property, or a portfolio of properties, we may agree, and in the past have agreed, not to dispose of the acquired properties or reduce the mortgage indebtedness for a long-term period, unless we pay certain of the resulting tax costs of the seller. These agreements could result in us holding on to properties that we would otherwise sell and not pay down or refinance.

***From time to time we make investments in companies over which we do not have sole control. Some of these companies operate in industries that differ from our current operations, with different risks than investing in real estate.***

From time to time we make debt or equity investments in other companies that we may not control or over which we may not have sole control. These investments include but are not limited to, Alexander's, Inc. ("Alexander's"), Toys "R" Us ("Toys"), Lexington Realty Trust ("Lexington"), J.C. Penney Company, Inc. ("J.C. Penney"), LNR Property Corporation ("LNR") and other equity and mezzanine investments. Although these businesses generally have a significant real estate component, some of them operate in businesses that are different from our primary lines of business including, without limitation, operating or managing toy stores and department stores. Consequently, investments in these businesses, among other risks, subjects us to the operating and financial risks of industries other than real estate and to the risk that we do not have sole control over the operations of these businesses. From time to time we may make additional investments in or acquire other entities that may subject us to similar risks. Investments in entities over which we do not have sole control, including joint ventures, present additional risks such as having differing objectives than our partners or the entities in which we invest, or becoming involved in disputes, or competing with those persons. In addition, we rely on the internal controls and financial reporting controls of these entities and their failure to maintain effectiveness or comply with applicable standards may adversely affect us.

***We are subject to risks that affect the general retail environment.***

A substantial portion of our properties are in the retail shopping center real estate market and we have a significant investment in retailers such as Toys and J.C. Penney. This means that we are subject to factors that affect the retail environment generally, including the level of consumer spending and consumer confidence, the threat of terrorism and increasing competition from discount retailers, outlet malls, retail websites and catalog companies. These factors could adversely affect the financial condition of our retail tenants and the retailers in which we hold an investment and the willingness of retailers to lease space in our shopping centers, and in turn, adversely affect us.

***Our investment in Toys subjects us to risks that are different from our other lines of business and may result in increased seasonality and volatility in our reported earnings.***

Because Toys is a retailer, its operations subject us to the risks of a retail company that are different than those presented by our other lines of business. The business of Toys is highly seasonal. Historically, Toys fourth quarter net income accounts for more than 80% of its fiscal year net income. In addition, our fiscal year ends on December 31 whereas, as is common for retailers, Toys' fiscal year ends on the Saturday nearest to January 31. Therefore, we record our pro rata share of Toys' net earnings on a one-quarter lag basis. For example, our financial results for the year ended December 31, 2011 include Toys' financial results for its first, second and third quarters ended October 29, 2011, as well as Toys' fourth quarter results of 2010. Because of the seasonality of Toys, our reported quarterly net income shows increased volatility. We may also, in the future and from time to time, invest in other businesses that may report financial results that are more volatile than our historical financial results.

***We depend upon our anchor tenants to attract shoppers.***

We own several regional malls and other shopping centers that are typically anchored by well-known department stores and other tenants who generate shopping traffic at the mall or shopping center. The value of our properties would be adversely affected if tenants or anchors failed to meet their contractual obligations, sought concessions in order to continue operations or ceased their operations, including as a result of bankruptcy. If the sales of stores operating in our properties were to decline significantly due to economic conditions, closing of anchors or for other reasons, tenants may be unable to pay their minimum rents or expense recovery charges. In the event of a default by a tenant or anchor, we may experience delays and costs in enforcing our rights as landlord.

***Our decision to dispose of real estate assets would change the holding period assumption in our valuation analyses, which could result in material impairment losses and adversely affect our financial results.***

We evaluate real estate assets for impairment based on the projected cash flow of the asset over our anticipated holding period. If we change our intended holding period, due to our intention to sell or otherwise dispose of an asset, then under accounting principles generally accepted in the United States of America, we must reevaluate whether that asset is impaired. Depending on the carrying value of the property at the time we change our intention and the amount that we estimate we would receive on disposal, we may record an impairment loss that would adversely affect our financial results. This loss could be material to our results of operations in the period that it is recognized.

***We invest in subordinated or mezzanine debt of certain entities that have significant real estate assets. These investments involve greater risk of loss than investments in senior mortgage loans.***

We invest, and may in the future invest, in subordinated or mezzanine debt of certain entities that have significant real estate assets. These investments, which are subordinate to the mortgage loans secured by the real property, are generally secured by pledges of the equity interests of the entities owning the underlying real estate. These investments involve a greater risk of loss than investments in senior mortgage loans which are secured by real property. If a borrower defaults on debt to us or on debt senior to us, or declares bankruptcy, we may not be able to recover some or all of our investment. In addition, there may be significant delays and costs associated with the process of foreclosing on collateral securing or supporting these investments. The value of the assets securing or supporting our investments could deteriorate over time due to factors beyond our control, including acts or omissions by owners, changes in business, economic or market conditions, or foreclosure. Such deteriorations in value may result in the recognition of impairment losses and/or valuation allowances on our statements of income. As of December 31, 2011, our investments in mezzanine debt securities have an aggregate carrying amount of \$133,948,000.

We evaluate the collectibility of both interest and principal of each of our loans whenever events or changes in circumstances indicate such amounts may not be recoverable. A loan is impaired when it is probable that we will be unable to collect all amounts due according to the existing contractual terms. When a loan is impaired, the amount of the loss accrual is calculated by comparing the carrying amount of the investment to the present value of expected future cash flows discounted at the loan's effective interest rate, or as a practical expedient, to the value of the collateral if the loan is collateral dependent. There can be no assurance that our estimates of collectible amounts will not change over time or that they will be representative of the amounts we will actually collect, including amounts we would collect if we chose to sell these investments before their maturity. If we collect less than our estimates, we will record impairment losses which could be material.

***We invest in marketable equity securities of companies that have significant real estate assets. The value of these investments may decline as a result of operating performance or economic or market conditions.***

We invest in marketable equity securities of publicly-traded real estate companies or companies that have significant real estate assets, such as J.C. Penney. As of December 31, 2011, our marketable securities have an aggregate carrying amount of \$741,321,000. Significant declines in the value of these investments due to operating performance or economic or market conditions may result in the recognition of impairment losses which could be material.

**Our Organizational and Financial Structure Gives Rise to Operational and Financial Risks.**

***We May Not Be Able to Obtain Capital to Make Investments.***

We depend primarily on external financing to fund the growth of our business. This is because one of the requirements of the Internal Revenue Code of 1986, as amended, for a REIT is that it distributes 90% of its taxable income, excluding net capital gains, to its shareholders. There is a separate requirement to distribute net capital gains or pay a corporate level tax in lieu thereof. Our access to debt or equity financing depends on the willingness of third parties to lend or make equity investments and on conditions in the capital markets generally. Although we believe that we will be able to finance any investments we may wish to make in the foreseeable future, there can be no assurance that new financing will be available or available on acceptable terms. For information about our available sources of funds, see “*Management’s Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources*” and the notes to the consolidated financial statements in this Annual Report on Form 10-K.

***Vornado Realty Trust (“Vornado”) depends on dividends and distributions from its direct and indirect subsidiaries. The creditors and preferred security holders of these subsidiaries are entitled to amounts payable to them by the subsidiaries before the subsidiaries may pay any dividends or distributions to Vornado.***

Substantially all of Vornado’s assets are held through its Operating Partnership that holds substantially all of its properties and assets through subsidiaries. The Operating Partnership’s cash flow is dependent on cash distributions to it by its subsidiaries, and in turn, substantially all of Vornado’s cash flow is dependent on cash distributions to it by the Operating Partnership. The creditors of each of Vornado’s direct and indirect subsidiaries are entitled to payment of that subsidiary’s obligations to them, when due and payable, before distributions may be made by that subsidiary to its equity holders. Thus, the Operating Partnership’s ability to make distributions to holders of its units depends on its subsidiaries’ ability first to satisfy their obligations to their creditors and then to make distributions to the Operating Partnership. Likewise, Vornado’s ability to pay dividends to holders of common and preferred shares depends on the Operating Partnership’s ability first to satisfy its obligations to its creditors and make distributions payable to holders of preferred units and then to make distributions to Vornado.

Furthermore, the holders of preferred units of the Operating Partnership are entitled to receive preferred distributions before payment of distributions to holders of Class A units of the Operating Partnership, including Vornado. Thus, Vornado's ability to pay cash dividends to its shareholders and satisfy its debt obligations depends on the Operating Partnership's ability first to satisfy its obligations to its creditors and make distributions to holders of its preferred units and then to holders of its Class A units, including Vornado. As of December 31, 2011, there were six series of preferred units of the Operating Partnership not held by Vornado with a total liquidation value of \$280,955,000.

In addition, Vornado's participation in any distribution of the assets of any of its direct or indirect subsidiaries upon the liquidation, reorganization or insolvency, is only after the claims of the creditors, including trade creditors and preferred security holders, are satisfied.

***We have outstanding debt, and the amount of debt and its cost may increase and refinancing may not be available on acceptable terms.***

As of December 31, 2011, we had approximately \$14.5 billion of total debt outstanding, including our pro rata share of debt of partially owned entities, and excluding \$33.3 billion for our pro rata share of LNR's liabilities related to its consolidated CMBS and CDO trusts, which are non-recourse to LNR and its equity holders, including us. Our ratio of total debt to total enterprise value was approximately 47%. When we say "enterprise value" in the preceding sentence, we mean market equity value of our common and preferred shares plus total debt outstanding, including our pro rata share of debt of partially owned entities, and excluding LNR's liabilities related to its consolidated CMBS and CDO trusts. In the future, we may incur additional debt to finance acquisitions or property developments and thus increase our ratio of total debt to total enterprise value. If our level of indebtedness increases, there may be an increased risk of a credit rating downgrade or a default on our obligations that could adversely affect our financial condition and results of operations. In addition, in a rising interest rate environment, the cost of existing variable rate debt and any new debt or other market rate security or instrument may increase. Furthermore, we may not be able to refinance existing indebtedness in sufficient amounts or on acceptable terms.

***Covenants in our debt instruments could adversely affect our financial condition and our acquisitions and development activities.***

The mortgages on our properties contain customary covenants such as those that limit our ability, without the prior consent of the lender, to further mortgage the applicable property or to discontinue insurance coverage. Our unsecured credit facilities, unsecured debt securities and other loans that we may obtain in the future contain, or may contain, customary restrictions, requirements and other limitations on our ability to incur indebtedness, including covenants that limit our ability to incur debt based upon the level of our ratio of total debt to total assets, our ratio of secured debt to total assets, our ratio of EBITDA to interest expense, and fixed charges, and that require us to maintain a certain level of unencumbered assets to unsecured debt. Our ability to borrow is subject to compliance with these and other covenants. In addition, failure to comply with our covenants could cause a default under the applicable debt instrument, and we may then be required to repay such debt with capital from other sources. Under those circumstances, other sources of capital may not be available to us, or may be available only on unattractive terms.

We rely on debt financing, including borrowings under our unsecured credit facilities, issuances of unsecured debt securities and debt secured by individual properties, to finance acquisitions and development activities and for working capital. If we are unable to obtain debt financing from these or other sources, or refinance existing indebtedness upon maturity, our financial condition and results of operations would likely be adversely affected. If we breach covenants in our debt agreements, the lenders can declare a default and, if the debt is secured, can take possession of the property securing the defaulted loan.

***Vornado may fail to qualify or remain qualified as a REIT and may be required to pay income taxes at corporate rates.***

Although we believe that we will remain organized and will continue to operate so as to qualify as a REIT for federal income tax purposes, we may fail to remain qualified in this way. Qualification as a REIT for federal income tax purposes is governed by highly technical and complex provisions of the Internal Revenue Code for which there are only limited judicial or administrative interpretations. Our qualification as a REIT also depends on various facts and circumstances that are not entirely within our control. In addition, legislation, new regulations, administrative interpretations or court decisions may significantly change the tax laws with respect to the requirements for qualification as a REIT or the federal income tax consequences of qualifying as a REIT.

If, with respect to any taxable year, we fail to maintain our qualification as a REIT and do not qualify under statutory relief provisions, we could not deduct distributions to shareholders in computing our taxable income and would have to pay federal income tax on our taxable income at regular corporate rates. The federal income tax payable would include any applicable alternative minimum tax. If we had to pay federal income tax, the amount of money available to distribute to shareholders and pay our indebtedness would be reduced for the year or years involved, and we would no longer be required to make distributions to shareholders. In addition, we would also be disqualified from treatment as a REIT for the four taxable years following the year during which qualification was lost, unless we were entitled to relief under the relevant statutory provisions. Although we currently intend to operate in a manner designed to allow us to qualify as a REIT, future economic, market, legal, tax or other considerations may cause us to revoke the REIT election or fail to qualify as a REIT.



***We face possible adverse changes in tax laws, which may result in an increase in our tax liability.***

From time to time changes in state and local tax laws or regulations are enacted, which may result in an increase in our tax liability. The shortfall in tax revenues for states and municipalities in recent years may lead to an increase in the frequency and size of such changes. If such changes occur, we may be required to pay additional taxes on our assets or income. These increased tax costs could adversely affect our financial condition and results of operations and the amount of cash available for payment of dividends.

***Loss of our key personnel could harm our operations and adversely affect the value of our common shares.***

We are dependent on the efforts of Steven Roth, the Chairman of the Board of Trustees of Vornado, and Michael D. Fascitelli, the President and Chief Executive Officer of Vornado. While we believe that we could find replacements for these and other key personnel, the loss of their services could harm our operations and adversely affect the value of our common shares.

***Vornado's charter documents and applicable law may hinder any attempt to acquire us.***

***Our Amended and Restated Declaration of Trust sets limits on the ownership of our shares.***

Generally, for Vornado to maintain its qualification as a REIT under the Internal Revenue Code, not more than 50% in value of the outstanding shares of beneficial interest of Vornado may be owned, directly or indirectly, by five or fewer individuals at any time during the last half of Vornado's taxable year. The Internal Revenue Code defines "individuals" for purposes of the requirement described in the preceding sentence to include some types of entities. Under Vornado's Amended and Restated Declaration of Trust, as amended, no person may own more than 6.7% of the outstanding common shares of any class, or 9.9% of the outstanding preferred shares of any class, with some exceptions for persons who held common shares in excess of the 6.7% limit before Vornado adopted the limit and other persons approved by Vornado's Board of Trustees. These restrictions on transferability and ownership may delay, deter or prevent a change in control of Vornado or other transaction that might involve a premium price or otherwise be in the best interest of the shareholders. We refer to Vornado's Amended and Restated Declaration of Trust, as amended, as the "declaration of trust."

***Vornado has a classified Board of Trustees and that may reduce the likelihood of certain takeover transactions.***

Vornado's Board of Trustees is divided into three classes of trustees. Trustees of each class are chosen for three-year staggered terms. Staggered terms of trustees may reduce the possibility of a tender offer or an attempt to change

control of Vornado, even though a tender offer or change in control might be in the best interest of Vornado's shareholders.

***We may issue additional shares in a manner that could adversely affect the likelihood of certain takeover transactions.***

Vornado's declaration of trust authorizes the Board of Trustees to:

- cause Vornado to issue additional authorized but unissued common shares or preferred shares;
- classify or reclassify, in one or more series, any unissued preferred shares;
- set the preferences, rights and other terms of any classified or reclassified shares that Vornado issues; and
- increase, without shareholder approval, the number of shares of beneficial interest that Vornado may issue.

The Board of Trustees could establish a series of preferred shares whose terms could delay, deter or prevent a change in control of Vornado or other transaction that might involve a premium price or otherwise be in the best interest of Vornado's shareholders, although the Board of Trustees does not now intend to establish a series of preferred shares of this kind. Vornado's declaration of trust and bylaws contain other provisions that may delay, deter or prevent a change in control of Vornado or other transaction that might involve a premium price or otherwise be in the best interest of our shareholders.

***The Maryland General Corporation Law contains provisions that may reduce the likelihood of certain takeover transactions.***

Under the Maryland General Corporation Law, as amended, which we refer to as the “MGCL,” as applicable to REITs, certain “business combinations,” including certain mergers, consolidations, share exchanges and asset transfers and certain issuances and reclassifications of equity securities, between a Maryland REIT and any person who beneficially owns ten percent or more of the voting power of the trust’s shares or an affiliate or an associate, as defined in the MGCL, of the trust who, at any time within the two-year period before the date in question, was the beneficial owner of ten percent or more of the voting power of the then outstanding voting shares of beneficial interest of the trust, which we refer to as an “interested shareholder,” or an affiliate of the interested shareholder, are prohibited for five years after the most recent date on which the interested shareholder becomes an interested shareholder. After that five-year period, any business combination of these kinds must be recommended by the board of trustees of the trust and approved by the affirmative vote of at least (a) 80% of the votes entitled to be cast by holders of outstanding voting shares of beneficial interest of the trust and (b) two-thirds of the votes entitled to be cast by holders of voting shares of beneficial interest of the trust other than shares held by the interested shareholder with whom, or with whose affiliate, the business combination is to be effected or held by an affiliate or associate of the interested shareholder. These supermajority voting requirements do not apply if the trust’s common shareholders receive a minimum price, as defined in the MGCL, for their shares and the consideration is received in cash or in the same form as previously paid by the interested shareholder for its common shares.

The provisions of the MGCL do not apply, however, to business combinations that are approved or exempted by the board of trustees of the applicable trust before the interested shareholder becomes an interested shareholder, and a person is not an interested shareholder if the board of trustees approved in advance the transaction by which the person otherwise would have become an interested shareholder.

In approving a transaction, the Board may provide that its approval is subject to compliance, at or after the time of approval, with any terms and conditions determined by the Board. Vornado’s Board has adopted a resolution exempting any business combination between Vornado and any trustee or officer of Vornado or its affiliates. As a result, any trustee or officer of Vornado or its affiliates may be able to enter into business combinations with Vornado that may not be in the best interest of Vornado’s shareholders. With respect to business combinations with other persons, the business combination provisions of the MGCL may have the effect of delaying, deferring or preventing a change in control of Vornado or other transaction that might involve a premium price or otherwise be in the best interest of the shareholders. The business combination statute may discourage others from trying to acquire control of Vornado and increase the difficulty of consummating any offer.

***We may change our policies without obtaining the approval of our shareholders.***

Our operating and financial policies, including our policies with respect to acquisitions of real estate or other companies, growth, operations, indebtedness, capitalization and dividends, are exclusively determined by our Board

of Trustees. Accordingly, our shareholders do not control these policies.

**Our Ownership Structure and Related-Party Transactions May Give Rise to Conflicts of Interest.**

*Steven Roth and Interstate Properties may exercise substantial influence over us. They and some of our other trustees and officers have interests or positions in other entities that may compete with us.*

As of December 31, 2011, Interstate Properties, a New Jersey general partnership, and its partners owned an aggregate of approximately 6.3% of the common shares of Vornado and 27.2% of the common stock of Alexander's, which is described below. Steven Roth, David Mandelbaum and Russell B. Wight, Jr. are the three partners of Interstate Properties. Mr. Roth is the Chairman of the Board of Vornado, the managing general partner of Interstate Properties and the Chairman of the Board and Chief Executive Officer of Alexander's. Messrs. Wight and Mandelbaum are trustees of Vornado and also directors of Alexander's.

Because of these overlapping interests, Mr. Roth and Interstate Properties and its partners may have substantial influence over Vornado and on the outcome of any matters submitted to Vornado's shareholders for approval. In addition, certain decisions concerning our operations or financial structure may present conflicts of interest among Messrs. Roth, Mandelbaum and Wight and Interstate Properties and our other equity or debt holders. In addition, Mr. Roth, Interstate Properties and its partners, and Alexander's currently and may in the future engage in a wide variety of activities in the real estate business which may result in conflicts of interest with respect to matters affecting us, such as which of these entities or persons, if any, may take advantage of potential business opportunities, the business focus of these entities, the types of properties and geographic locations in which these entities make investments, potential competition between business activities conducted, or sought to be conducted, competition for properties and tenants, possible corporate transactions such as acquisitions and other strategic decisions affecting the future of these entities.

We currently manage and lease the real estate assets of Interstate Properties under a management agreement for which we receive an annual fee equal to 4% of base rent and percentage rent. The management agreement has a one-year term and is automatically renewable unless terminated by either of the parties on 60 days' notice at the end of the term. Because of the relationship among Vornado, Interstate Properties and Messrs. Roth, Mandelbaum and Wight, as described above, the terms of the management agreement and any future agreements between us and Interstate Properties may not be comparable to those we could have negotiated with an unaffiliated third party.

*There may be conflicts of interest between Alexander's and us.*

As of December 31, 2011, we owned 32.4% of the outstanding common stock of Alexander's. Alexander's is a REIT engaged in leasing, managing, developing and redeveloping properties, focusing primarily on the locations where its department stores operated before they ceased operations in 1992. Alexander's has seven properties, which are located in the greater New York metropolitan area. In addition to the 2.0% that they indirectly own through Vornado, Interstate Properties, which is described above, and its partners owned 27.2% of the outstanding common stock of Alexander's as of December 31, 2011. Mr. Roth is the Chairman of the Board of Vornado, the managing general partner of Interstate Properties, and the Chairman of the Board and Chief Executive Officer of Alexander's. Messrs. Wight and Mandelbaum are trustees of Vornado and also directors of Alexander's and general partners of Interstate Properties. Michael D. Fascitelli is the President and Chief Executive Officer of Vornado and the President of Alexander's and Dr. Richard West is a trustee of Vornado and a director of Alexander's. In addition, Joseph Macnow, our Executive Vice President and Chief Financial Officer, holds the same position with Alexander's. Alexander's common stock is listed on the New York Stock Exchange under the symbol "ALX."

We manage, develop and lease Alexander's properties under management and development agreements and leasing agreements under which we receive annual fees from Alexander's. These agreements have a one-year term expiring in March of each year and are all automatically renewable. Because Vornado and Alexander's share common senior management and because certain of the trustees of Vornado constitute a majority of the directors of Alexander's, the terms of the foregoing agreements and any future agreements between us and Alexander's may not be comparable to those we could have negotiated with an unaffiliated third party.

For a description of Interstate Properties' ownership of Vornado and Alexander's, see "*Steven Roth and Interstate Properties may exercise substantial influence over us. They and some of our other trustees and officers have interests or positions in other entities that may compete with us*" above.



**The Number of Shares of Vornado Realty Trust and the Market for Those Shares Give Rise to Various Risks.**

*The trading price of our common shares has been volatile and may fluctuate.*

The trading price of our common shares has been volatile and may continue to fluctuate widely as a result of a number of factors, many of which are outside our control. In addition, the stock market is subject to fluctuations in the share prices and trading volumes that affect the market prices of the shares of many companies. These broad market fluctuations have in the past and may in the future adversely affect the market price of our common shares. Among the factors that could affect the price of our common shares are:

- our financial condition and performance;
- the financial condition of our tenants, including the extent of tenant bankruptcies or defaults;
- actual or anticipated quarterly fluctuations in our operating results and financial condition;
- our dividend policy;
- the reputation of REITs and real estate investments generally and the attractiveness of REIT equity securities in comparison to other equity securities, including securities issued by other real estate companies, and fixed income securities;
- uncertainty and volatility in the equity and credit markets;
- changes in revenue or earnings estimates or publication of research reports and recommendations by financial analysts or actions taken by rating agencies with respect to our securities or those of other real estate investment trusts;
- failure to meet analysts' revenue or earnings estimates;
- speculation in the press or investment community;
- strategic actions by us or our competitors, such as acquisitions or restructurings;
- the extent of institutional investor interest in us;
- the extent of short-selling of our common shares and the shares of our competitors;
- fluctuations in the stock price and operating results of our competitors;

- general financial and economic market conditions and, in particular, developments related to market conditions for real estate investment trusts and other real estate related companies;
- domestic and international economic factors unrelated to our performance; and
- all other risk factors addressed elsewhere in this Annual Report on the Form 10-K.

A significant decline in our stock price could result in substantial losses for shareholders.

***Vornado has many shares available for future sale, which could hurt the market price of its shares.***

The interests of our current shareholders could be diluted if we issue additional equity securities. As of December 31, 2011, we had authorized but unissued, 64,919,980 common shares of beneficial interest, \$.04 par value and 67,813,291 preferred shares of beneficial interest, no par value; of which 28,304,971 common shares are reserved for issuance upon redemption of Class A Operating Partnership units, convertible securities and employee stock options and 5,800,000 preferred shares are reserved for issuance upon redemption of preferred Operating Partnership units. Any shares not reserved may be issued from time to time in public or private offerings or in connection with acquisitions. In addition, common and preferred shares reserved may be sold upon issuance in the public market after registration under the Securities Act or under Rule 144 under the Securities Act or other available exemptions from registration. We cannot predict the effect that future sales of our common and preferred shares or Operating Partnership Class A and preferred units will have on the market prices of our outstanding shares.

***Increased market interest rates may hurt the value of our common and preferred shares.***

We believe that investors consider the distribution rate on REIT shares, expressed as a percentage of the price of the shares, relative to market interest rates as an important factor in deciding whether to buy or sell the shares. If market interest rates go up, prospective purchasers of REIT shares may expect a higher distribution rate. Higher interest rates would likely increase our borrowing costs and might decrease funds available for distribution. Thus, higher market interest rates could cause the market price of our common and preferred shares to decline.



**Item 1b. unresolved staff comments**

There are no unresolved comments from the staff of the Securities Exchange Commission as of the date of this Annual Report on Form 10-K.

**Item 2. Properties**

We operate in five business segments: New York Office Properties, Washington, DC Office Properties, Retail Properties, Merchandise Mart Properties and Toys “R” Us. The following pages provide details of our real estate properties.

## ITEM 2. PROPERTIES - Continued

Property	Ownership %	Occupancy %	Weighted	Total	Square Feet	Under Development or Not Available for Lease	Encumbrances (in thousands)	Major Tenants
			Average Annual Rent PSF (1)		In Service			
<b>NEW YORK OFFICE:</b> New York City: Penn Plaza:								
One Penn Plaza  (ground leased through 2098)	100.0 %	94.5 %	\$ 56.40	2,466,000	2,466,000	-	\$ -	BMG Columbia House, Cisco, Kmart, MWB - Leasing, Parsons Brinkerhoff, United Health Care, United States Customs Department, URS Corporation Group Consulting LMW Associates, EMC, Forest
Two Penn Plaza	100.0 %	97.1 %	47.50	1,589,000	1,589,000	-	425,000	Electric, IBI, Madison Square Garden, McGraw-Hill Companies, Inc. Macy's, Madison Square Garden, Rainbow Media
Eleven Penn Plaza	100.0 %	95.5 %	54.25	1,075,000	1,075,000	-	330,000	Holdings Bank of America,
100 West 33rd Street	100.0 %	93.6 %	47.93	847,000	847,000	-	159,361	Draftfc City of New York,
330 West 34th Street (ground leased through	100.0 %	100.0 %	26.53	635,000	460,000	175,000 *	50,150	Interieurs Inc.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

2148 - 34.8% ownership interest in the land)								
Total Penn Plaza	95.7 %	49.96	6,612,000	6,437,000	175,000	964,511		
<b>East Side:</b>								
909 Third Avenue  (ground leased through 2063)	100.0 %	92.4 %	55.94 (2)	1,332,000	1,332,000	-	203,217	J.P. Morgan Securities Inc., Citibank, Forest Laboratories, Geller & Company, Morrison Cohen LLP, Robeco USA Inc., United States Post Office, The Procter & Gamble Distributing LLC. Castle Harlan, Tournesol Realty LLC (Peter
150 East 58th Street	100.0 %	92.8 %	60.64	537,000	537,000	-	-	Marino), Various showroom tenants
Total East Side	92.5 %	57.29	1,869,000	1,869,000	-	203,217		
<b>West Side:</b>								
888 Seventh Avenue (ground leased through 2067)	100.0 %	98.8 %	81.08	867,000	867,000	-	318,554	New Line Realty, Soros Fund, TPG-Axon Capital, Vornado Executive Headquarters
1740 Broadway	100.0 %	99.3 %	61.76	597,000	597,000	-	-	Limited Brands, Dept. of Taxation of the State of N.Y.
57th Street 825	50.0 %	93.9 %	46.65	188,000	188,000	-	21,864	Various
Seventh Avenue	50.0 %	100.0 %	45.44	165,000	165,000	-	20,080	Young & Rubicam
Total West Side	98.6 %	67.93	1,817,000	1,817,000	-	360,498		
<b>Park Avenue:</b>								

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

350 Park Avenue	100.0 %	95.4 %	77.82	557,000	557,000	-	430,000	Tweedy Browne Company, MFA Financial Inc., M&T Bank, Ziff Brothers Investment Inc., Kissinger Associates, Inc. Cohen & Steers Inc., Credit Suisse (USA) Inc., General Electric Capital Corp., Investcorp International Inc., National Football League
280 Park Avenue	49.5 %	100.0 %	78.63	1,218,000	943,000	275,000	737,678	
Total Park Avenue		98.5 %	78.38	1,775,000	1,500,000	275,000	1,167,678	
<b>Grand Central:</b>								
90 Park Avenue	100.0 %	98.4 %	59.02	910,000	910,000	-	-	Alston & Bird, Amster, Rothstein & Ebenstein, Capital One N.A., First Manhattan Consulting, Sanofi-Synthelabo Inc., STWB Inc. Acordia Northeast Inc., Artio Global Management, Dean Witter Reynolds Inc., HSBC Bank AFS, GPFT Holdco LLC (Guggenheim LLC), Jones Lang LaSalle Inc.
330 Madison Avenue	25.0 %	100.0 %	59.96	809,000	766,000	43,000 *	150,000	
Total Grand Central		99.2 %	59.46	1,719,000	1,676,000	43,000	150,000	

**ITEM 2. PROPERTIES - Continued**

Property	Ownership %	Occupancy %	Weighted	Total	Square Feet	Under Development or Not Available for Lease	Encumbrances (in thousands)	Major Tenants
			Average Annual Rent PSF (1)		In Service			
<b>NEW YORK OFFICE (Continued): Madison/Fifth:</b>								
640 Fifth Avenue	100.0 %	100.0 %	\$ 76.46	324,000	324,000	- \$		ROC Capital Management LP, Citibank N.A., Fidelity Investments, Hennes & Mauritz, Janus Capital Group Inc., GSL Enterprises Inc., Scout Capital Management, Legg Mason Investment Counsel Citibank N.A., Fulbright & Jaworski, Integrated
666 Fifth Avenue	49.5 %	81.1 %	81.29	1,437,000	1,437,000	-	1,035,884	Holding Group, Vinson & Elkins LLP, Uniqlo Beauvais Carpets, Coach, Levin Capital
595 Madison Avenue	100.0 %	93.2 %	65.34	321,000	321,000	-		- Strategies LP, Prada, Cosmetech Mably Int'l

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

689 Fifth Avenue	100.0 %	94.1 %	75.13	89,000	89,000	-	LLC. Elizabeth Arden, Red Door Salons, Zara, Yamaha Artist Services Inc.
<b>Total Madison/Fifth United Nations:</b>		86.2 %	77.96	2,171,000	2,171,000	-	1,035,884
866 United Nations Plaza	100.0 %	94.4 %	52.41	358,000	358,000	-	44,978 Fross Zelnick, Mission of Japan, The United Nations, Mission of Finland
<b>Midtown South:</b>							
770 Broadway	100.0 %	99.8 %	54.67	1,078,000	1,078,000	-	353,000 AOL, J. Crew, Kmart, Structure Tone, Nielsen Company (US) Inc. New York University, Coty Inc., Public Service Mutual Insurance
One Park Avenue	30.3 %	95.2 %	42.59	932,000	932,000	-	250,000
<b>Total Midtown South Rockefeller Center:</b>		97.7 %	49.07	2,010,000	2,010,000	-	603,000
1290 Avenue of the Americas	70.0 %	96.6 %	69.07	2,081,000	2,081,000	-	413,111 AXA Equitable Life Insurance, Bank of New York Mellon, Broadpoint Gleacher Securities Group, Bryan Cave LLP, Microsoft Corporation, Morrison & Foerster LLP, Warner Music Group,

								Cushman & Wakefield, Fitzpatrick, Cella, Harper & Scinto, Columbia University
<b>Downtown:</b>								
20 Broad Street (ground leased through 2081)	100.0 %	98.1 %	52.38	472,000	472,000	-		New York Stock Exchange
40 Fulton Street								Graphnet Inc., Market News International Inc., Sapient Corp.
	100.0 %	89.3 %	34.57	250,000	250,000	-		
Total Downtown		95.0 %	46.21	722,000	722,000	-	-	
Total New York City		90.6 %	53.63	21,134,000	20,641,000	493,000	4,942,877	
<b>New Jersey</b>								
Paramus	100.0 %	86.8 %	21.91	132,000	132,000	-		Vornado's Administrative Headquarters
<b>Total New York Office</b>		<b>95.3 %</b>	<b>\$ 59.68</b>	<b>21,266,000</b>	<b>20,773,000</b>	<b>493,000</b>	<b>\$ 4,942,877</b>	
<b>Vornado's Ownership Interest</b>		<b>95.6 %</b>	<b>\$ 58.70</b>	<b>17,868,000</b>	<b>17,546,000</b>	<b>322,000</b>	<b>\$ 3,583,787</b>	

\* We do not capitalize interest or real estate taxes on this space.

(1) Weighted Average Annual Rent PSF excludes ground rent, storage rent and garages.

(2) Excludes US Post Office leased through 2038 (including five 5-year renewal options for which the annual escalated rent is \$11.23 PSF).

**ITEM 2. PROPERTIES - Continued**

Property	Ownership %	Occupancy %	Weighted		Square Feet		Under Development or Not Available Encumbrances (in thousands)	Major Tenants
			Average Annual Rent PSF (1)	Total Property	In Service	for Lease		
<b>WASHINGTON, DC OFFICE:</b> <b>Crystal City:</b> 2011-2451 Crystal Drive - 5 buildings	100.0 %	94.9 %	\$ 41.33	2,300,000	2,300,000	- \$ 274,305	General Services Administration, Lockheed Martin, Conservation International, Boeing, Smithsonian Institution, Natl. Consumer Coop. Bank, Archstone Trust, Council on Foundations, Vornado / Charles E. Smith Headquarters, KBR, General Dynamics, Scitor Corp., Food Marketing Institute	
S. Clark Street / 12th Street - 5 buildings	100.0 %	97.1 %	41.60	1,511,000	1,511,000	- 141,500	General Services Administration, SAIC, Inc., Boeing, L-3 Communications, The Int'l Justice Mission	
1550-1750 Crystal Drive / 241-251 18th Street - 4	100.0 %	95.6 %	40.22	1,485,000	1,485,000	- 121,067	General Services Administration, Alion Science & Technologies,	



Edgar Filing: VORNADO REALTY TRUST - Form 10-K

buildings								Booz Allen, Arete Associates, Battelle Memorial Institute
1800, 1851 and 1901 South Bell Street - 3 buildings	100.0 %	97.2 %	39.80	869,000	869,000	-	-	General Services Administration, Lockheed Martin
2100 / 2200 Crystal Drive - 2 buildings	100.0 %	100.0 %	32.47	529,000	529,000	-	-	General Services Administration, Public Broadcasting Service
223 23rd Street / 2221 South Clark Street - 2 buildings	100.0 %	100.0 %	39.27	309,000	84,000	225,000	-	General Services Administration
2001 Jefferson Davis Highway	100.0 %	71.8 %	35.72	162,000	162,000	-	-	National Crime Prevention, Institute for Psychology, Qinetiq North America
Crystal City Shops at 2100 Crystal Drive Retail	100.0 %	60.4 %	34.74	81,000	81,000	-	-	Various
Total Crystal City	100.0 %	95.5 %	40.10	7,303,000	7,078,000	225,000	536,872	Various
<b>Central Business District:</b>								
Universal Buildings 1825-1875 Connecticut Avenue, NW - 2 buildings	100.0 %	93.4 %	41.81	682,000	682,000	-	98,239	Family Health International
Warner Building - 1299 Pennsylvania Avenue, NW	55.0 %	49.1 %	68.59	607,000	607,000	-	292,700	Baker Botts, LLP, General Electric
409 3rd Street, NW	100.0 %	98.5 %	43.09	409,000	409,000	-	-	General Services Administration Greenberg Traurig, LLP, US Green Building Council,
2101 L Street, NW	100.0 %	94.0 %	59.29	380,000	380,000	-	150,000	

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

1750 Pennsylvania Avenue, NW	100.0 %	97.0 %	44.06	261,000	261,000	-	44,330	American Insurance Association, RTKL Associates, Cassidy & Turley
1150 17th Street, NW	100.0 %	81.8 %	46.43	239,000	239,000	-	28,728	General Services Administration
Bowen Building - 875 15th Street, NW	100.0 %	96.7 %	63.48	231,000	231,000	-	115,022	American Enterprise Institute
1101 17th Street, NW	55.0 %	90.6 %	44.53	214,000	214,000	-	-	Paul, Hastings, Janofsky & Walker LLP,
1730 M Street, NW	100.0 %	87.3 %	43.94	203,000	203,000	-	14,853	Millennium Challenge Corporation
								AFSCME
								General Services Administration

**ITEM 2. PROPERTIES - Continued**

Property	% Ownership	% Occupancy	Weighted	Total Property	Square Feet	Under Development or Not Available for Lease	Encumbrances (in thousands)	Major Tenants
			Average Annual Rent PSF (1)		In Service			
<b>WASHINGTON, DC OFFICE (Continued):</b>								
1726 M Street, NW	100.0 %	85.9 %	\$ 39.58	90,000	90,000	-	\$ -	Aptima, Inc., Nelnet Corporation
Waterfront Station	2.5 %	-	-	1,058,000	-	1,058,000	*	-
1501 K Street, NW	5.0 %	98.2 %	59.36	379,000	379,000	-	-	Sidley Austin LLP, UBS
1399 New York Avenue, NW	100.0 %	93.2 %	76.57	128,000	128,000	-	-	Bloomberg
<b>Total Central Business District I-395 Corridor:</b>		88.3 %	50.21	4,881,000	3,823,000	1,058,000	743,872	
Skyline Place - 7 buildings	100.0 %	68.3 %	34.93	2,118,000	2,118,000	-	543,300	General Services Administration, SAIC, Inc., Northrop Grumman, Axiom Resource Management, Booz Allen, Jacer Corporation, Intellidyne, Inc. General Services Administration
One Skyline Tower	100.0 %	100.0 %	32.72	518,000	518,000	-	134,700	Administration
<b>Total I-395 Corridor Rosslyn / Ballston:</b>	100.0 %	74.5 %	34.34	2,636,000	2,636,000	-	678,000	
2200 / 2300 Clarendon Blvd (Courthouse Plaza) - 2 buildings (ground leased through 2062)	100.0 %	94.4 %	40.50	634,000	634,000	-	53,344	Arlington County, General Services Administration, AMC Theaters
	46.2 %	81.8 %	36.11	731,000	731,000	-	56,680	

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Rosslyn Plaza - Office - 4 buildings							General Services Administration
Total Rosslyn / Ballston		90.0 %	39.03	1,365,000	1,365,000	-	110,024
<b>Reston:</b>							
Reston Executive - 3 buildings	100.0 %	68.0 %	32.23	494,000	494,000	-	SAIC, Inc., 93,000 Quadramed Corp L-3
Commerce Executive - 3 buildings	100.0 %	86.2 %	28.55	399,000	399,000	-	Communications, Allworld Language - Consultants, BT North America
Total Reston		76.1 %	30.38	893,000	893,000	-	93,000
<b>Rockville/Bethesda:</b>							
Democracy Plaza One (ground leased through 2084)	100.0 %	90.9 %	41.04	214,000	214,000	-	National Institutes - of Health
<b>Tysons Corner:</b>							
Fairfax Square - 3 buildings	20.0 %	85.8 %	37.23	528,000	528,000	-	EDS Information Services, Dean & 70,974 Company, Womble Carlyle
<b>Pentagon City:</b>							
Fashion Centre Mall	7.5 %	99.4 %	39.28	819,000	819,000	-	Macy's, 410,000 Nordstrom The Rand Corporation
Washington Tower	7.5 %	100.0 %	47.01	170,000	170,000	-	40,000
Total Pentagon City		99.8 %	40.61	989,000	989,000	-	450,000
<b>Total Washington, DC office properties</b>		<b>88.5 %</b>	<b>\$ 41.13</b>	<b>18,809,000</b>	<b>17,526,000</b>	<b>1,283,000</b>	<b>\$ 2,682,742</b>
<b>Vornado's Ownership Interest</b>		<b>88.7 %</b>	<b>\$ 40.63</b>	<b>15,316,000</b>	<b>15,065,000</b>	<b>251,000</b>	<b>\$ 2,048,000</b>

**ITEM 2. PROPERTIES - Continued**

Property	Ownership %	Occupancy %	Weighted		Square Feet		Under Development or Not Available for Lease	Encumbrances (in thousands)	Major Tenants
			Average Annual Rent PSF (1)	Total Property	In Service				
<b>WASHINGTON, DC OFFICE (Continued):</b>									
<b>Other:</b>									
<b>For rent residential:</b>									
Riverhouse (1,680 units)	100.0 %	96.6 %	\$ -	1,802,000	1,802,000	-	\$ 259,546		
West End 25 (283 units)	100.0 %	96.4 %	-	272,000	272,000	-	101,671		
220 20th Street (265 units)	100.0 %	96.9 %	-	272,000	272,000	-	75,037		
Rosslyn Plaza (196 units)	43.7 %	96.9 %	-	253,000	253,000	-	-		
Crystal City Hotel	100.0 %	100.0 %	-	266,000	266,000	-	-		
Warehouses	100.0 %	100.0 %	-	160,000	129,000	31,000 *	-		
Other - 3 buildings	100.0 %	100.0 %	-	11,000	9,000	2,000 *	-		
Total Other				3,036,000	3,003,000	33,000	436,254		
<b>Total Washington, DC Properties</b>		<b>89.8 %</b>	<b>\$ 41.13</b>	<b>21,845,000</b>	<b>20,529,000</b>	<b>1,316,000</b>	<b>\$ 3,118,996</b>		
<b>Vornado's Ownership Interest</b>		<b>90.0 %</b>	<b>\$ 40.63</b>	<b>18,209,000</b>	<b>17,925,000</b>	<b>284,000</b>	<b>\$ 2,484,000</b>		

\* We do not capitalize interest or real estate taxes on this space.

(1) Weighted Average Annual Rent PSF excludes ground rent, storage rent and garages.

(2) Excludes 24,000 square feet representing our 7.5% pro rata share of the Ritz Carlton building which is owned by the ground lessee on land leased by us.

## ITEM 2. PROPERTIES - Continued

Property	Ownership %	Occupancy %	Weighted		Square Feet		Under Development or Not Available for Lease	Encumbrances (in thousands)	Major Tenants
			Average Annual Rent PSF (1)	Property Total	In Service Owned by Company	Owned By Tenant			
<b>RETAIL: STRIP SHOPPING CENTERS: New Jersey: Wayne Town Center, Wayne (ground leased through 2064)</b>	100.0 %	100.0 %	\$ 29.60	717,000	29,000	242,000	446,000	\$ -	JCPenney
North Bergen (Tonnelle Avenue)	100.0 %	100.0 %	24.19	410,000	204,000	206,000	-	75,000	Wal-Mart, BJ's Wholesale Club, The Home Depot, Bed
Totowa	100.0 %	100.0 %	18.59	317,000	178,000	139,000	-	25,703	(2) Bath & Beyond (3), Marshalls
Garfield	100.0 %	100.0 %	26.80	301,000	21,000	145,000	135,000	-	Wal-Mart, Kohl's, (2) ShopRite, Marshalls
Bricktown	100.0 %	98.7 %	17.24	279,000	276,000	3,000	-	33,153	(2) ShopRite, Marshalls
Union (Route 22 and Morris Avenue)	100.0 %	100.0 %	25.63	276,000	113,000	163,000	-	33,551	(2) Lowe's, Toys "R" Us
Hackensack	100.0 %	74.8 %	21.70	275,000	269,000	6,000	-	42,082	(2) The Home Depot
Bergen Town Center - East, Paramus	100.0 %	100.0 %	16.00	272,000	26,000	167,000	79,000	-	Lowe's, REI
East Hanover (240 Route	100.0 %	96.2 %	17.75	268,000	262,000	6,000	-	29,570	(2) The Home Depot, Dick's

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

10 West)									Sporting Goods, Marshalls
Cherry Hill	100.0 %	91.5 %	13.23	263,000	76,000	187,000	-	14,387	(2) Wal-Mart, Toys "R" Us, Lowe's, P.C.
Jersey City	100.0 %	100.0 %	21.79	236,000	66,000	170,000	-	21,040	(2) Richard & Son
East Brunswick (325 - 333 Route 18 South)	100.0 %	100.0 %	15.95	232,000	222,000	10,000	-	25,817	Kohl's, Dick's Sporting Goods, P.C. Richard & Son, T.J. Maxx
Union (2445 Springfield Avenue)	100.0 %	100.0 %	17.85	232,000	232,000	-	-	29,570	(2) The Home Depot
Middletown	100.0 %	94.8 %	14.19	231,000	179,000	52,000	-	18,026	(2) Kohl's, Stop & Shop
Woodbridge	100.0 %	83.9 %	22.50	227,000	87,000	140,000	-	21,438	(2) Wal-Mart
North Plainfield (ground leased through 2060)	100.0 %	100.0 %	13.54	219,000	34,000	-	185,000	-	
Marlton	100.0 %	100.0 %	13.34	213,000	209,000	4,000	-	17,913	Kohl's (3), (2) ShopRite, PetSmart
Manalapan	100.0 %	100.0 %	15.30	208,000	206,000	2,000	-	21,836	Best Buy, Bed Bath & (2) Beyond, Babies "R" Us
East Rutherford	100.0 %	98.7 %	32.26	197,000	42,000	155,000	-	14,103	(2) Lowe's
East Brunswick (339-341 Route 18 South)	100.0 %	100.0 %	-	196,000	33,000	163,000	-	12,226	Lowe's, LA Fitness (lease not commenced)
Bordentown	100.0 %	80.4 %	7.25	179,000	83,000	-	96,000 *	-	ShopRite
Morris Plains	100.0 %	98.2 %	19.50	177,000	176,000	1,000	-	22,178	(2) Kohl's, ShopRite
Dover	100.0 %	93.9 %	11.31	173,000	167,000	6,000	-	13,648	(2) ShopRite, T.J. Maxx
Delran	100.0 %	7.2 %	-	171,000	40,000	3,000	128,000 *	-	
Lodi (Route 17 North)	100.0 %	100.0 %	10.91	171,000	171,000	-	-	11,771	National (2) Wholesale Liquidators
Watchung	100.0 %	95.6 %	23.20	170,000	54,000	116,000	-	15,638	(2)

Lawnside	100.0 %	100.0 %	13.13	145,000	142,000	3,000	-	11,089	BJ's Wholesale Club The Home (2) Depot, PetSmart
Hazlet	100.0 %	100.0 %	2.44	123,000	123,000	-	-	-	Stop & Shop

30

---



**ITEM 2. PROPERTIES - Continued**

Property	Ownership %	Occupancy %	Weighted	Total	Square Feet		Under Development or Not Available for Lease	Encumbrances (in thousands)	Major Tenants
			Average Annual Rent PSF (1)		In Service Owned by Company	Owned By Tenant			
<b>RETAIL (Continued):</b>									
Kearny	100.0 %	100.0 %	\$ 14.24	104,000	32,000	72,000	- \$	-	Pathmark, Marshalls
Turnersville	100.0 %	100.0 %	6.25	96,000	89,000	7,000	-	-	Haynes Furniture
Lodi (Washington Street)	100.0 %	40.7 %	23.21	85,000	85,000	-	-	9,422	Rite Aid
Carlstadt (ground leased through 2050)	100.0 %	90.7 %	22.16	78,000	78,000	-	-	7,304	Stop & Shop
East Hanover (200 Route 10 West)	100.0 %	86.9 %	23.13	76,000	76,000	-	-	10,122	(2)Loehmann's
Paramus (ground leased through 2033)	100.0 %	100.0 %	42.23	63,000	63,000	-	-	-	24 Hour Fitness
North Bergen (Kennedy Boulevard)	100.0 %	100.0 %	29.78	62,000	6,000	56,000	-	5,289	(2)Waldbaum's
South Plainfield (ground leased through 2039)	100.0 %	92.1 %	20.68	56,000	56,000	-	-	5,317	(2)Staples
Englewood	100.0 %	79.7 %	26.08	41,000	41,000	-	-	12,077	New York Sports Club
Eatontown	100.0 %	100.0 %	28.09	30,000	30,000	-	-	-	Petco
East Hanover (280 Route 10 West)	100.0 %	94.0 %	32.00	26,000	26,000	-	-	4,720	(2)REI
Montclair	100.0 %	100.0 %	23.34	18,000	18,000	-	-	2,730	(2)

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

										Whole Foods Market
Total New Jersey				7,613,000	4,320,000	2,224,000	1,069,000	566,720		
<b>New York:</b>										
Poughkeepsie	100.0 %	84.3 %	8.04	519,000	519,000	-	-	-		Kmart, Burlington Coat Factory, ShopRite, Hobby Lobby, Christmas Tree Shops, Bob's Discount Furniture
Bronx (Bruckner Boulevard)	100.0 %	94.1 %	21.27	500,000	386,000	114,000	-	-		Kmart, Toys "R" Us, Key Food
Buffalo (Amherst)	100.0 %	85.6 %	5.65	296,000	227,000	69,000	-	-		BJ's Wholesale Club (lease not commenced), T.J. Maxx, Toys "R" Us
Huntington	100.0 %	90.4 %	14.00	208,000	208,000	-	-	17,287		(2)Marshalls, Old Navy
Rochester	100.0 %	100.0 %	-	205,000	-	205,000	-	4,549		(2)Wal-Mart
Mt. Kisco	100.0 %	100.0 %	21.84	189,000	72,000	117,000	-	29,026		Target, A&P
Freeport (437 East Sunrise Highway)	100.0 %	100.0 %	18.61	173,000	173,000	-	-	22,178		(2)Depot, Staples
Staten Island	100.0 %	94.2 %	20.51	165,000	165,000	-	-	17,237		Western Beef
Rochester (Henrietta) (ground leased through 2056)	100.0 %	91.3 %	3.31	158,000	158,000	-	-	-		Kohl's, Ollie's Bargain Outlet
Albany (Menands)	100.0 %	74.0 %	9.00	140,000	140,000	-	-	-		Bank of America
New Hyde Park (ground and building leased through 2029)	100.0 %	100.0 %	18.73	101,000	101,000	-	-	-		Stop & Shop
Inwood	100.0 %	97.9 %	21.01	100,000	100,000	-	-	-		Stop & Shop
	100.0 %	100.0 %	-	98,000	-	98,000	-	-		Wal-Mart

North Syracuse (ground and building leased through 2014) Bronx (1750-1780 Gun Hill Road)	100.0 %	73.3 %	34.09	83,000	83,000	-	-	-	ALDI, Planet Fitness, T.G.I. Friday's
---	---------	--------	-------	--------	--------	---	---	---	---

31

---

**ITEM 2. PROPERTIES - Continued**

Property	Ownership %	Occupancy %	Weighted	Total Property	Square Feet		Under Development or Not Available for Lease	Encumbrances (in thousands)	Major Tenants
			Average Annual Rent PSF (1)		In Service Owned by Company	Owned By Tenant			
<b>RETAIL (Continued):</b>									
West Babylon	100.0 %	85.7 %	\$ 11.89	79,000	79,000	-	- \$	-	Waldbaum's New York Sports Club,
Queens	100.0 %	100.0 %	36.26	56,000	56,000	-	-	-	Devry
Commack (ground and building leased through 2021)	100.0 %	100.0 %	21.45	47,000	47,000	-	-	-	PetSmart
Dewitt (ground leased through 2041)	100.0 %	100.0 %	20.46	46,000	46,000	-	-	-	Best Buy
Freeport (240 West Sunrise Highway) (ground and building leased through 2040)	100.0 %	100.0 %	18.44	44,000	44,000	-	-	-	Bob's Discount Furniture
Oceanside	100.0 %	100.0 %	27.83	16,000	16,000	-	-	-	Party City
Total New York				3,223,000	2,620,000	603,000	-	90,277	
<b>Pennsylvania:</b>									
Allentown				(4)					Wal-Mart (4), ShopRite, Burlington (2), Coat Factory, T.J. Maxx, Dick's Sporting Goods, Kmart, Health Partners
	100.0 %	100.0 %	15.22	627,000	270,000	357,000 (4)	-	31,106	Target (4), Babies "R" Us, Ross
Philadelphia	100.0 %	78.6 %	13.29	428,000	428,000	-	-	-	
Wilkes-Barre	100.0 %	83.3 %	13.33	329,000 (4)	204,000	125,000 (4)	-	20,475	

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Lancaster	100.0 %	100.0 %	4.61	228,000	58,000	170,000	-	5,601	(2) Dress for Less, Lowe's, Weis Markets, Kohl's, Ross
Bensalem	100.0 %	98.9 %	11.38	185,000	177,000	8,000	-	15,439	(2) Dress for Less, Staples Giant Food
Broomall	100.0 %	100.0 %	10.73	169,000	147,000	22,000	-	11,089	(2) (3), A.C. Moore, PetSmart
Bethlehem	100.0 %	81.5 %	6.16	167,000	164,000	3,000	-	5,800	(2) Giant Food, Superpetz
Upper Moreland	100.0 %	100.0 %	2.00	122,000	122,000	-	-	-	Benjamin Foods
York	100.0 %	100.0 %	8.69	110,000	110,000	-	-	5,402	(2) Ashley Furniture
Levittown	100.0 %	100.0 %	6.25	105,000	105,000	-	-	-	Haynes Furniture
Glenolden	100.0 %	97.5 %	26.00	102,000	10,000	92,000	-	7,108	(2) Wal-Mart
Wilkes-Barre (ground and building leased through 2014)	100.0 %	100.0 %	6.53	81,000	41,000	-	40,000 *	-	Ollie's Bargain Outlet
Wyomissing (ground and building leased through 2065)	100.0 %	89.0 %	14.47	79,000	79,000	-	-	-	LA Fitness, PetSmart
Springfield (ground and building leased through 2025)	100.0 %	100.0 %	20.90	41,000	41,000	-	-	-	PetSmart
Total Pennsylvania				2,773,000	1,956,000	777,000		40,000	102,020
<b>California:</b>									
San Jose				(4)		(4)			Target (4), The Home Depot, Toys "R" Us, Best Buy
Beverly Connection, Los Angeles	100.0 %	92.9 %	29.07	647,000	492,000	155,000	-	112,476	Target (lease not commenced), Marshalls, Old Navy, Nordstrom Rack, Ross
	100.0 %	80.8 %	42.01	307,000	307,000	-	-	100,000	Dress for

Pasadena (ground leased through 2077)	100.0 %	57.3 %	29.85	133,000	133,000	-	-	-	Less Trader Joe's
---	---------	--------	-------	---------	---------	---	---	---	----------------------

32

---

**ITEM 2. PROPERTIES - Continued**

Property	Ownership %	Occupancy %	Weighted	Total	Square Feet		Under Development or Not Available	Encumbrances (in thousands)	Major Tenants
			Average Annual Rent PSF (1)		In Service Owned by Company	Owned By Tenant			
<b>RETAIL</b>									
<b>(Continued):</b>									
San Francisco (2675 Geary Street) (ground and building leased through 2043)	100.0 %	100.0 %	\$ 50.34	55,000	55,000	-	- \$	-	Best Buy
Redding	100.0 %	100.0 %	11.19	45,000	45,000	-	-	-	PetSmart
Signal Hill	100.0 %	100.0 %	24.08	45,000	45,000	-	-	-	Best Buy
Vallejo (ground leased through 2043)	100.0 %	100.0 %	17.51	45,000	45,000	-	-	-	Best Buy
Merced	100.0 %	100.0 %	14.31	31,000	31,000	-	-	-	PetSmart
San Francisco (3700 Geary Boulevard)	100.0 %	100.0 %	30.00	30,000	30,000	-	-	-	OfficeMax
Walnut Creek (1149 South Main Street)	100.0 %	100.0 %	45.11	29,000	29,000	-	-	-	Barnes & Noble
<b>Total California</b>				1,367,000	1,212,000	155,000	-	212,476	
<b>Maryland:</b>									
Baltimore (Towson)	100.0 %	86.0 %	15.33	150,000	150,000	-	-	16,207	Shoppers Food Warehouse, hhgregg, Staples, Golf Galaxy
Annapolis (ground and building leased through 2042)	100.0 %	100.0 %	8.99	128,000	128,000	-	-	-	The Home Depot
Glen Burnie	100.0 %	90.6 %	10.42	121,000	65,000	56,000	-	-	Weis Markets
Rockville	100.0 %	84.4 %	22.96	94,000	94,000	-	-	-	

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Wheaton (ground leased through 2060)	100.0 %	100.0 %	14.87	66,000	66,000	-	-	-	Regal Cinemas Best Buy
Total Maryland				559,000	503,000	56,000	-	16,207	
<b>Massachusetts:</b>									
Chicopee	100.0 %	100.0 %	-	224,000	-	224,000	-	8,615 (2)	Wal-Mart
Springfield	100.0 %	97.8 %	16.39	182,000	33,000	149,000	-	5,942 (2)	Wal-Mart
Milford (ground and building leased through 2019)	100.0 %	100.0 %	8.01	83,000	83,000	-	-	-	Kohl's (3)
Cambridge (ground and building leased through 2033)	100.0 %	100.0 %	19.84	48,000	48,000	-	-	-	PetSmart
Dorchester	100.0 %	100.0 %	32.83	45,000	45,000	-	-	-	Best Buy
Total Massachusetts				582,000	209,000	373,000	-	14,557	
<b>Florida:</b>									
Tampa (Hyde Park Village)	75.0 %	79.7 %	21.44	264,000	264,000	-	-	19,876	Pottery Barn, CineBistro, Brooks Brothers, Williams Sonoma, Lifestyle Family Fitness
Tampa (1702 North Dale Mabry)	100.0 %	100.0 %	19.80	45,000	45,000	-	-	-	Nordstrom Rack
Total Florida				309,000	309,000	-	-	19,876	



**ITEM 2. PROPERTIES - Continued**

Property	Ownership %	Occupancy %	Weighted		Square Feet		Under Development or Not Available	Encumbrances (in thousands)	Major Tenants
			Average Annual Rent PSF (1)	Total Property	In Service Owned by Company	Owned By Tenant			
<b>RETAIL (Continued): Connecticut:</b>									
Newington	100.0 %	100.0 %	\$ 14.45	188,000	43,000	145,000	-	\$ 11,657 <sup>(2)</sup>	Wal-Mart, Staples
Waterbury	100.0 %	100.0 %	15.01	148,000	143,000	5,000	-	14,501 <sup>(2)</sup>	ShopRite
Total Connecticut				336,000	186,000	150,000	-	26,158	
<b>Michigan:</b>									
Roseville	100.0 %	100.0 %	5.37	119,000	119,000	-	-	-	JCPenney
Battle Creek	100.0 %	-	-	47,000	47,000	-	-	-	
Midland (ground leased through 2043)	100.0 %	83.6 %	8.97	31,000	31,000	-	-	-	PetSmart
Total Michigan				197,000	197,000	-	-	-	
<b>Virginia:</b>									
Norfolk (ground and building leased through 2069)	100.0 %	100.0 %	6.44	114,000	114,000	-	-	-	BJ's Wholesale Club
Tyson's Corner (ground and building leased through 2035)	100.0 %	100.0 %	39.13	38,000	38,000	-	-	-	Best Buy
Total Virginia				152,000	152,000	-	-	-	
<b>Illinois:</b>									
Lansing	100.0 %	100.0 %	10.00	47,000	47,000	-	-	-	Forman Mills
Arlington Heights (ground and building leased)	100.0 %	100.0 %	9.00	46,000	46,000	-	-	-	RVI

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

through 2043)									
Chicago (ground and building leased through 2051)	100.0 %	100.0 %	12.03	41,000	41,000	-	-	-	Best Buy
Total Illinois				134,000	134,000	-	-	-	
<b>Texas:</b>									
San Antonio (ground and building leased through 2041)	100.0 %	100.0 %	10.63	43,000	43,000	-	-	-	Best Buy
Texarkana (ground leased through 2043)	100.0 %	100.0 %	4.39	31,000	31,000	-	-	-	Home Zone
Total Texas				74,000	74,000	-	-	-	
<b>Ohio:</b>									
Springdale (ground and building leased through 2046)	100.0 %	-	-	47,000	47,000	-	-	-	
<b>Tennessee:</b>									
Antioch	100.0 %	100.0 %	7.66	45,000	45,000	-	-	-	Best Buy
<b>South Carolina:</b>									
Charleston (ground leased through 2063)	100.0 %	80.1 %	14.04	45,000	45,000	-	-	-	Best Buy

**ITEM 2. PROPERTIES - Continued**

Property	%	%	Weighted	Total	Square Feet		Under Development or Not Available for Lease	Encumbrances (in thousands)	M
			Average Annual Rent PSF (1)		Property	Owned by Company			
<b>RETAIL (Continued):</b>									
<b>Wisconsin:</b>									
Fond Du Lac (ground leased through 2073)	100.0 %	100.0 %	\$ 7.61	43,000	43,000	-	- \$	-	PetS
<b>Washington, DC</b>									
3040 M Street	100.0 %	100.0 %	32.84	42,000	42,000	-	-	-	Barri Nob - Barri
<b>New Hampshire:</b>									
Salem (ground leased through 2102)	100.0 %	100.0 %	-	37,000	-	37,000	-	-	Bab - Us
<b>Kentucky:</b>									
Owensboro (ground and building leased through 2046)	100.0 %	100.0 %	7.66	32,000	32,000	-	-	-	- Bes
<b>Iowa:</b>									
Dubuque (ground leased through 2043)	100.0 %	100.0 %	9.90	31,000	31,000	-	-	-	- PetS
<b>CALIFORNIA SUPERMARKETS</b>									
Colton (1904 North Rancho Avenue)	100.0 %	100.0 %	4.44	73,000	73,000	-	-	-	Stat - Bro
San Bernadino (1522 East Highland Avenue)	100.0 %	100.0 %	7.23	40,000	40,000	-	-	-	Stat - Bro
Riverside (5571 Mission Boulevard)	100.0 %	100.0 %	4.97	39,000	39,000	-	-	-	Stat - Bro
Mojave (ground leased through 2079)	100.0 %	100.0 %	6.55	34,000	34,000	-	-	-	Stat - Bro
Corona (ground leased through 2079)	100.0 %	100.0 %	7.76	33,000	33,000	-	-	-	Stat - Bro
Yucaipa	100.0 %	100.0 %	4.13	31,000	31,000	-	-	-	Stat - Bro

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Barstow	100.0 %	100.0 %	7.15	30,000	30,000	-	-	-	Stat - Bro
Moreno Valley	100.0 %	-	-	30,000	30,000	-	-	-	-
San Bernadino (648 West 4th Street)	100.0 %	100.0 %	6.74	30,000	30,000	-	-	-	Stat - Bro
Desert Hot Springs	100.0 %	100.0 %	5.61	29,000	29,000	-	-	-	Stat - Bro
Rialto	100.0 %	100.0 %	5.74	29,000	29,000	-	-	-	Stat - Bro
Total California Supermarkets				398,000	398,000	-	-	-	-
<b>Total Strip Shopping Centers</b>		<b>93.0 %</b>	<b>\$ 16.52</b>	<b>18,039,000</b>	<b>12,555,000</b>	<b>4,375,000</b>	<b>1,109,000</b>	<b>\$ 1,048,291</b>	
<b>Vornado's Ownership Interest</b>		<b>93.1 %</b>	<b>\$ 16.50</b>	<b>17,456,000</b>	<b>12,489,000</b>	<b>3,858,000</b>	<b>1,109,000</b>	<b>\$ 1,043,323</b>	
<b>REGIONAL MALLS:</b>									
Green Acres Mall, Valley Stream, NY	100.0 %	90.6 %	\$ 43.01	1,830,000	1,716,000	114,000	-	\$ 325,045	Mac Sear Wal JCP Bes BJ's Wh Clu Kob Ray & F
(10% ground and building leased  through 2039)			(5)						
Monmouth Mall, Eatontown, NJ	50.0 %	92.7 %	35.73	1,472,000	860,000	612,000	-	173,938	Mac JCP (4), & T Bos Loe The Bar Nob

**ITEM 2. PROPERTIES - Continued**

Property	Ownership %	Occupancy %	Weighted	Total	Square Feet		Under Development or Not Available for Lease	Encumbrances (in thousands)	Major Tenants
			Average Annual Rent PSF (1)		In Service	Owned by			
<b>RETAIL (Continued):</b>									
Springfield Mall, Springfield, VA	97.5 %	100.0 %	(5) 21.94	(4) 1,408,000	(4) 514,000	(4) 390,000	504,000	\$	Macy's, JCPenney, Target (4), Macy's, IK
Broadway Mall, Hicksville, NY	100.0 %	88.4 %	(5) 31.56	(4) 1,135,000	(4) 759,000	(4) 376,000	-	87,750	Target (4), National Amusement, Target, Ce
Bergen Town Center - West, Paramus, NJ	100.0 %	95.8 %	(5) 44.63	921,000	888,000	13,000	20,000	283,590	21, Whole Foods Ma, Marshalls, Nordstrom Rack, Sak
Montehiedra, Puerto Rico	100.0 %	91.5 %	(5) 42.81	541,000	541,000	-	-	120,000	5th, Blooming Outlet, Nike Facto Store, Old Navy, Neiman M Last Call Studio, BL Fitness The Home Depot, Kn
Las Catalinas, Puerto Rico	100.0 %	88.2 %	(5) 57.04	(4) 495,000	(4) 356,000	(4) 139,000	-	55,912	Caribbean Theatres, Tiendas C Kmart, Se
<b>Total Regional Malls</b>		<b>92.1 %</b>	<b>\$ 38.52</b>	<b>7,802,000</b>	<b>5,634,000</b>	<b>1,644,000</b>	<b>524,000</b>	<b>\$ 1,046,235</b>	
		<b>92.0 %</b>	<b>\$ 38.91</b>	<b>6,142,000</b>	<b>5,191,000</b>	<b>440,000</b>	<b>511,000</b>	<b>\$ 959,265</b>	

**Vornado's  
Ownership  
Interest  
MANHATTAN  
STREET  
RETAIL**

Manhattan Mall	100.0 %	99.4 %	\$ 87.15	243,000	243,000	-	- \$	72,639	JCPenney Charlotte Russe, Aeroposta Express, Victoria's Secret Whole Fo Market, D (6), Forev Forever 2 Planet Hollywoo Disney, - Swarovski MAC Cosmetics Top Shop, Madewell - Crew
4 Union Square South	100.0 %	100.0 %	55.15	203,000	203,000	-	-	75,000	Joe Fresh
1540 Broadway	100.0 %	100.0 %	116.77	161,000	161,000	-	-	-	Sigrid Ols Hennes & Mauritz - Equinox GAP
478-486 Broadway	100.0 %	100.0 %	103.46	85,000	85,000	-	-	-	New York Company,
510 5th Avenue	100.0 %	90.7 %	108.48	59,000	59,000	-	-	31,732	Express
155 Spring Street	100.0 %	88.9 %	78.43	47,000	47,000	-	-	-	Express
435 Seventh Avenue	100.0 %	100.0 %	180.19	43,000	43,000	-	-	51,353	Gucci, Ch Cartier
692 Broadway	100.0 %	43.4 %	43.33	35,000	35,000	-	-	-	T.G.I. Fric Dennis Ba Nespresso - USA, J. C
1135 Third Avenue	100.0 %	100.0 %	98.43	25,000	25,000	-	-	-	-
715 Lexington (ground leased through 2041)	100.0 %	100.0 %	167.69	23,000	23,000	-	-	-	-
7 West 34th Street	100.0 %	100.0 %	203.75	21,000	21,000	-	-	-	-
828-850 Madison Avenue	100.0 %	100.0 %	333.47	18,000	18,000	-	-	80,000	-
484 Eighth Avenue	100.0 %	100.0 %	89.88	14,000	14,000	-	-	-	-
40 East 66th Street	100.0 %	100.0 %	397.02	12,000	12,000	-	-	-	-
431 Seventh Avenue	100.0 %	75.0 %	49.38	10,000	10,000	-	-	-	-
677-679 Madison	100.0 %	100.0 %	356.83	8,000	8,000	-	-	-	- Anne Font

Avenue 148 Spring Street	100.0 %	100.0 %	89.79	7,000	7,000	-	-	-
--------------------------------	---------	---------	-------	-------	-------	---	---	---

36

---

**ITEM 2. PROPERTIES - Continued**

Property	Ownership %	Occupancy %	Weighted	Total	Square Feet		Under Development or Not Available for Lease	Encumbrances (in thousands)	Major Tenants
			Average Annual Rent PSF (1)		In Service	Owned By			
<b>RETAIL (Continued):</b>									
150 Spring Street	100.0 %	100.0 %	\$ 123.90	7,000	7,000	-	- \$	-	Puma
488 8th Avenue	100.0 %	100.0 %	60.85	6,000	6,000	-	-	-	-
968 Third Avenue	50.0 %	100.0 %	175.81	6,000	6,000	-	-	-	ING Bank
825 Seventh Avenue	100.0 %	100.0 %	181.55	4,000	4,000	-	-	-	Lindy's
<b>Total Manhattan Street Retail</b>		<b>96.7 %</b>	<b>\$ 106.28</b>	<b>1,037,000</b>	<b>1,037,000</b>	<b>-</b>	<b>- \$</b>	<b>310,724</b>	
<b>Vornado's Ownership Interest</b>		<b>96.7 %</b>	<b>\$ 106.06</b>	<b>1,034,000</b>	<b>1,034,000</b>	<b>-</b>	<b>- \$</b>	<b>310,724</b>	
<b>Total Retail Space</b>		<b>92.9 %</b>		<b>26,878,000</b>	<b>19,226,000</b>	<b>6,019,000</b>	<b>1,633,000</b>	<b>\$ 2,405,250</b>	
<b>Vornado's Ownership Interest</b>		<b>93.0 %</b>		<b>24,632,000</b>	<b>18,714,000</b>	<b>4,298,000</b>	<b>1,620,000</b>	<b>2,313,312</b>	

\* We do not capitalize interest or real estate taxes on this space.

(1) Weighted Average Annual Rent PSF excludes ground rent, storage rent and garages.

(2) These encumbrances are cross-collateralized under a blanket mortgage in the amount of \$645,398 as of December 31, 2011.

(3) The lease for this former Bradlees location is guaranteed by Stop and Shop (70% as to Totowa).

(4) Includes square footage of anchors who own the land and building.

(5) Weighted Average Annual Rent PSF shown is for mall tenants only.

(6) An affiliate of DSW is liable for the former Filene's lease pursuant to a guaranty that is currently in dispute.





**ITEM 2. PROPERTIES - Continued**

Property	Ownership %	Occupancy %	Weighted	Square Feet		Under Development or Not Available for Lease	Encumbrances (in thousands)	Major Tenants
			Average Annual Rent	Total Property	In Service			
<b>MERCHANDISE MART:</b>								
<b>Illinois:</b>								
Merchandise Mart, Chicago	100.0 %	90.3 %	\$ 30.46	3,493,000	3,493,000	- \$ 550,000		American Intercontinental University Baker, Knapp & Tubbs, Royal Bank of Canada, CCC Information Services, Ogilvy Group (WPP), Chicago Teachers Union, Office of the Special Deputy Receiver, Publicis Groupe, Bankers Life & Casualty, Holly Hunt Ltd., Merchandise Mart Headquarters, Steelcase, Chicago School of Professional Psychology, Razorfish
Other	50.0 %	93.9 %	32.96	19,000	19,000	-	24,155	
Total Illinois		90.3 %	30.48	3,512,000	3,512,000	-	574,155	
<b>California</b>								
L.A. Mart	100.0 %	71.5 %	20.97	784,000	784,000	-		- County of L.A. - Dept of Children

							& Family Services
<b>Massachusetts</b>							
Boston Design Center (ground leased through 2060)	100.0 %	78.8 %	30.10	554,000	554,000	-	Boston Brewing, 67,350 Fitch Puma
<b>New York</b>							
7 West 34th Street	100.0 %	86.5 %	39.49	419,000	419,000	-	- Kurt Adler
<b>Washington, DC</b>							
Washington Design Center	100.0 %	75.1 %	34.40	393,000	393,000	-	General Services - Administration
<b>Total</b>							
<b>Merchandise</b>							
<b>Mart</b>		<b>85.2 %</b>	<b>\$ 30.17</b>	<b>5,662,000</b>	<b>5,662,000</b>		<b>- \$ 641,505</b>
<b>Vornado's</b>							
<b>Ownership</b>							
<b>Interest</b>		<b>85.2 %</b>	<b>\$ 30.17</b>	<b>5,653,000</b>	<b>5,653,000</b>		<b>- \$ 629,427</b>

(1) Weighted Average Annual Rent PSF excludes ground rent, storage rent and garages.

**ITEM 2. PROPERTIES - Continued**

Property	Ownership %	Occupancy %	Weighted	Square Feet		Under Development or Not Available for Lease	Encumbrances (in thousands)	Major Tenants
			Average Annual Rent PSF (1)	Total Property	In Service			
<b>555 CALIFORNIA STREET:</b>								
555 California Street	70.0 %	91.7 %	\$ 54.67	1,503,000	1,503,000	-	\$ 600,000	Bank of America, Dodge & Cox, Goldman Sachs & Co., Jones Day, Kirkland & Ellis LLP, Morgan Stanley & Co. Inc., McKinsey & Company Inc., UBS Financial Services
315 Montgomery Street	70.0 %	100.0 %	41.14	228,000	228,000	-	-	Bank of America
345 Montgomery Street	70.0 %	100.0 %	93.22	64,000	64,000	-	-	Bank of America
<b>Total 555 California Street</b>		<b>93.1 %</b>	<b>\$ 54.40</b>	<b>1,795,000</b>	<b>1,795,000</b>	<b>-</b>	<b>\$ 600,000</b>	
<b>Vornado's Ownership Interest</b>		<b>93.1 %</b>	<b>\$ 54.40</b>	<b>1,257,000</b>	<b>1,257,000</b>	<b>-</b>	<b>\$ 420,000</b>	

(1) Weighted Average Annual Rent PSF excludes ground rent, storage rent and garages.



**ITEM 2. PROPERTIES - Continued**

Property	Ownership %	Occupancy %	Weighted	Total	Square Feet	Under Development or Not Available	Encumbrances (in thousands)	Major Tenants
			Average Annual Rent PSF (1)		In Service			
<b>WAREHOUSES:</b>								
<b>NEW JERSEY</b>								
East Hanover - Five Buildings	100.0 %	45.3 %	\$ 4.85	942,000	942,000	- \$	-	Foremost Groups Inc., Fidelity Paper & Supply Inc., Givaudan Flavors Corp., Gardner Industries
Edison	100.0 %	-	-	272,000	272,000	-	-	
<b>Total Warehouses</b>		<b>35.2 %</b>	<b>\$ 4.85</b>	<b>1,214,000</b>	<b>1,214,000</b>	<b>- \$</b>	<b>-</b>	
<b>Vornado's Ownership Interest</b>		<b>35.2 %</b>	<b>\$ 4.85</b>	<b>1,214,000</b>	<b>1,214,000</b>	<b>- \$</b>	<b>-</b>	

(1) Weighted Average Annual Rent PSF excludes ground rent, storage rent and garages.

**ITEM 2. PROPERTIES - Continued**

Property	Ownership %	Occupancy %	Weighted	Total	Square Feet		Under Development or Not Available for Lease	Encumbrances (in thousands)	Major Tenants
			Average Annual Rent PSF (1)		In Service Owned by Company	Owned By Tenant			
<b>ALEXANDER'S INC.:</b> <b>New York:</b> 731 Lexington Avenue, Manhattan Office	32.4 %	100.0 %	\$ 84.97	885,000	885,000	-	- \$	339,890	Bloomberg Hennes & Mauritz, The Home Depot, The Container Store
Retail	32.4 %	100.0 %	161.22	174,000	174,000	-	-	320,000	Sears, Lowe's (ground lessee), Macy's (2), Best Buy
				1,059,000	1,059,000	-	-	659,890	
Kings Plaza Regional Shopping Center, Brooklyn (24.3 acres)	32.4 %	95.6 %	39.35	1,210,000	871,000	339,000	-	250,000	Sears, Burlington Coat Factory, Bed Bath & Beyond, Marshalls Century 21, Costco, Kohl's, TJ Maxx, Toys "R" Us
Rego Park I, Queens (4.8 acres)	32.4 %	100.0 %	36.15	343,000	343,000	-	-	78,246	
Rego Park II (adjacent to Rego Park I), Queens (6.6 acres)	32.4 %	95.3 %	39.26	610,000	610,000	-	-	274,796	
	32.4 %	100.0 %	14.99	167,000	167,000	-	-	-	

Flushing, Queens <sup>(3)</sup> (1.0 acre)								New World Mall LLC
<b>New Jersey:</b>								
Paramus, New Jersey	32.4 %	100.0 %	-	-	-	-	-	IKEA (ground 68,000 lessee)
(30.3 acres ground leased to IKEA through 2041)								
<b>Property to be Developed:</b>								
Rego Park III (adjacent to Rego Park II), Queens, NY (3.4 acres)	32.4 %	-	-	-	-	-	-	
<b>Total</b>								
<b>Alexander's Vornado's Ownership Interest</b>		<b>97.8 %</b>	<b>\$ 57.83</b>	<b>3,389,000</b>	<b>3,050,000</b>	<b>339,000</b>		<b>- \$ 1,330,932</b>
				<b>1,098,000</b>	<b>988,000</b>	<b>110,000</b>		<b>- \$ 431,222</b>

(1) Weighted Average Annual Rent PSF excludes ground rent, storage rent and garages.

(2) Owned by Macy's, Inc.

(3) Leased by Alexander's through January 2037.



**ITEM 2. PROPERTIES - Continued**

Property	Fund Ownership %	% Occupancy	Weighted	Square Feet		Encumbrances (in thousands)	Major Tenants
			Average Annual Rent PSF (1)	Total Property	In Service		
<b>VORNADO CAPITAL PARTNERS REAL ESTATE FUND: Manhattan:</b> One Park Avenue Office Building	64.7 %	95.2 %	\$ 42.59	932,000	932,000	- \$ 250,000	New York University, Coty Inc., Public Service Mutual Insurance
Lucida, 86th Street and Lexington Avenue (ground leased through 2082)							
- Retail	100.0 %	100.0 %	123.85	95,000	95,000	-	Barnes & Noble, Hennes & Mauritz, Sephora, Bank of America
- Residential	100.0 %	100.0 %	-	51,000	51,000	-	
11 East 68th Street Retail	100.0 %	100.0 %	585.15	5,000	5,000	-	100,000 Malo, Joseph Inc.
Crowne Plaza Times Square - Hotel (795 Keys)							
- Retail	38.0 %	100.0 %	155.00	14,000	14,000	-	Hershey's American Management Association
- Office	38.0 %	100.0 %	35.00	212,000	212,000	-	

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

			42.55	226,000	226,000	-	258,750	
<b>Washington, DC:</b>								
Georgetown Park Retail Shopping Center	50.0 %	100.0 %	27.10	313,000	238,000	75,000 *	34,000	Washington Sports, Dean & Deluca, Anthropologie, Hennes & Mauritz, J. Crew
<b>Total Real Estate Fund</b>	<b>62.0 %</b>	<b>97.0 %</b>		<b>1,622,000</b>	<b>1,547,000</b>	<b>75,000</b>	<b>\$ 670,540</b>	
<b>Vornado's Ownership Interest</b>	<b>15.5 %</b>	<b>97.0 %</b>		<b>249,000</b>	<b>240,000</b>	<b>9,000</b>	<b>\$ 88,764</b>	

\* We do not capitalize interest or real estate taxes on this space.

(1) Weighted Average Annual Rent PSF excludes ground rent, storage rent and garages.

**New York Office Properties**

As of December 31, 2011, our portfolio consisted of 30 office properties in Midtown Manhattan aggregating 20.8 million square feet, of which we own 17.5 million square feet, comprised of 16.2 million square feet of office space, 1.2 million square feet of retail space and 183,000 square feet of showroom space. In addition, we own 1.0 million square feet of retail space in New York City that is not part of our office buildings and is included in our Retail Properties segment. The New York Office Properties segment also includes 7 garages totaling 385,000 square feet (1,829 spaces) which are managed by, or leased to, third parties. The garage space is excluded from the statistics provided in this section.

*Occupancy and weighted average annual rent per square foot:*

<b>As of December 31,</b>	<b>Rentable Square Feet</b>	<b>Occupancy Rate</b>	<b>Weighted Average Annual Rent PSF</b>
2011	17,546,000	95.6 %	\$ 58.70
2010	16,194,000	95.6 %	55.45
2009	16,173,000	95.5 %	55.00
2008	16,108,000	96.7 %	53.08
2007	15,994,000	97.6 %	49.34

*2011 New York Office Properties rental revenue by tenants' industry:*

<b>Industry</b>	<b>Percentage</b>
Finance	16 %
Retail	15 %
Legal Services	9 %
Banking	7 %
Communications	5 %
Insurance	5 %
Technology	5 %
Publishing	4 %
Government	4 %
Real Estate	4 %
Advertising	3 %
Pharmaceutical	3 %
Not-for-Profit	2 %
Engineering	2 %
Service Contractors	1 %
Health Services	1 %
Other	14 %
	100 %

New York Office Properties lease terms generally range from five to seven years for smaller tenants to as long as 15 years for major tenants, and may provide for extension options at market rates. Leases typically provide for periodic step ups in rent over the term of the lease and pass through to tenants their share of increases in real estate taxes and operating expenses over a base year. Electricity is provided to tenants on a sub-metered basis or included in rent based on surveys and adjusted for subsequent utility rate increases. Leases also typically provide for free rent and tenant improvement allowances for all or a portion of the tenant's initial construction costs of its premises.

**NEW YORK OFFICE PROPERTIES – CONTINUED**

*Tenants accounting for 2% or more of 2011 New York Office Properties total revenues:*

<b>Tenant</b>	<b>Square Feet Leased</b>	<b>2011 Revenues</b>	<b>Percentage of New York Office Properties Revenues</b>	<b>Percentage of Total Company Revenues</b>
Macy's	537,000	\$ 29,895,000	2.7 %	1.0 %
Ziff Brothers Investments, Inc.	287,000	23,703,000	2.1 %	0.8 %
McGraw-Hill Companies, Inc.	480,000	23,673,000	2.1 %	0.8 %
Limited Brands	368,000	23,463,000	2.1 %	0.8 %

*2011 New York Office Properties Leasing Activity:*

<b>Location</b>	<b>Square Feet</b>	<b>Weighted Average Initial Rent Per Square Foot (1)</b>
1290 Avenue of Americas	521,000	\$ 66.98
One Park Avenue	493,000	42.12
One Penn Plaza	426,000	51.46
330 Madison Avenue	311,000	66.41
330 West 34th Street	302,000	32.74
770 Broadway	235,000	55.00
888 Seventh Avenue	167,000	78.91
Two Penn Plaza	130,000	48.41
Eleven Penn Plaza	106,000	46.73
1740 Broadway	105,000	60.39
595 Madison Avenue	95,000	65.56
280 Park Avenue	67,000	105.05
150 East 58th Street	42,000	52.45
909 Third Avenue	39,000	56.57
40 Fulton Street	32,000	33.10
350 Park Avenue	26,000	90.00
90 Park Avenue	25,000	55.81
640 Fifth Avenue	24,000	85.98
57th Street	24,000	31.17
866 United Nations Plaza	15,000	52.43

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

40-42 Thompson Street	12,000	50.00
20 Broad Street	11,000	31.68
100 West 33rd Street	3,000	41.00
Total	3,211,000	55.73
Vornado's share	2,432,000	55.37

(1) Represents the cash basis weighted average starting rents 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 leased, but are included in the GAAP basis straight-line rent per square foot (see "Overview - Leasing Activity" of Management's Discussion and Analysis of Financial Condition and Results of Operations).

In addition to the office space noted above, during 2011 we leased 9,000 square feet of retail space contained in office buildings at an average initial rent of \$184.78 per square foot, a 60.2% increase over the prior weighted average rent per square foot.

**NEW YORK OFFICE PROPERTIES – CONTINUED**

*Lease expirations as of December 31, 2011, assuming none of the tenants exercise renewal options:*

<b>Office Space:</b>	<b>Number of Expiring Leases</b>	<b>Square Feet of Expiring Leases</b>	<b>Percentage of</b>	<b>Weighted Average Annual</b>	
<b>New York Office Properties</b>			<b>Rent of Expiring Leases</b>	<b>Per Square</b>	
<b>Year</b>			<b>Square Feet</b>	<b>Total</b>	<b>Foot</b>
<b>Office Space:</b>					
Month to month	62	143,000	0.8 %	\$ 4,783,000	\$ 33.45
2012	83	999,000	5.8 %	61,528,000	61.59
2013	74	766,000 <sup>(1)</sup>	4.4 %	41,402,000	54.05
2014	112	1,182,000	6.8 %	72,632,000	61.45
2015	103	2,195,000	12.6 %	119,339,000	54.37
2016	77	1,109,000	6.4 %	66,663,000	60.11
2017	61	1,455,000	8.4 %	75,768,000	52.07
2018	45	965,000	5.6 %	64,689,000	67.04
2019	37	908,000	5.2 %	55,008,000	60.58
2020	29	1,427,000	8.2 %	75,347,000	52.80
2021	30	955,000	5.5 %	55,460,000	58.07
<b>Retail Space: (contained in office buildings)</b>					
Month to month	5	16,000	0.1 %	\$ 824,000	\$ 51.50
2012	6	30,000	0.2 %	4,298,000	143.27
2013	16	50,000	0.3 %	8,564,000	171.28
2014	12	102,000	0.6 %	20,977,000	205.66
2015	11	47,000	0.3 %	18,140,000	385.96
2016	7	181,000	1.1 %	13,933,000	76.98
2017	3	154,000	0.9 %	7,545,000	48.99
2018	8	116,000	0.7 %	14,257,000	122.91
2019	7	33,000	0.2 %	8,537,000	258.70
2020	7	22,000	0.1 %	3,021,000	137.32
2021	7	34,000	0.2 %	5,753,000	169.21

(1) Excludes 492,000 square feet at 909 Third Avenue leased to the U.S. Post Office through 2038 (including five 5-year renewal options) for which the annual escalated rent is \$11.23 per square foot.

**Washington, DC Office Properties**

As of December 31, 2011, our portfolio consisted of 77 properties aggregating 20.5 million square feet, of which we own 17.9 million square feet, comprised of 63 office buildings, seven residential properties, a hotel property and 20.8 acres of undeveloped land. In addition, the Washington, DC Office Properties segment includes 59 garages totaling approximately 9.6 million square feet (31,679 spaces) which are managed by or leased to third parties. The garage space is excluded from the statistics provided in this section.

As of December 31, 2011, 29% of the space in our Washington, DC Office Properties segment was leased to various agencies of the U.S. Government.

*Occupancy and weighted average annual rent per square foot:*

<b>As of December</b>	<b>Rentable</b>	<b>Occupancy</b>	<b>Weighted</b>
<b>31,</b>	<b>Square Feet</b>	<b>Rate</b>	<b>Average Annual</b>
			<b>Rent PSF</b>
2011	17,925,000	90.0 %	\$ 40.63
2010	17,823,000	94.3 %	39.42
2009	17,646,000	93.3 %	38.37
2008	16,981,000	94.1 %	37.03
2007	16,715,000	94.0 %	34.47

*2011 Washington, DC Office Properties rental revenue by tenants' industry:*

<b>Industry</b>	<b>Percentage</b>
U.S. Government	38 %
Government Contractors	25 %
Membership Organizations	6 %
Legal Services	5 %
Manufacturing	3 %
Business Services	3 %
Real Estate	2 %
Computer and Data Processing	2 %
Television Broadcasting	1 %
Health Services	1 %
Communication	1 %
Education	1 %
Food	1 %
Other	11 %



100 %

Washington, DC Office Properties lease terms generally range from five to seven years, and may provide for extension options at either pre-negotiated or market rates. Leases typically provide for periodic step-ups in rent over the term of the lease and pass through to tenants, the tenants' share of increases in real estate taxes and certain property operating expenses over a base year. Periodic step-ups in rent are usually based upon either fixed percentage increases or the consumer price index. Leases also typically provide for free rent and tenant improvement allowances for all or a portion of the tenant's initial construction costs of its premises.

*Tenants accounting for 2% or more of Washington, DC Office Properties total revenues:*

<b>Tenant</b>	<b>Square Feet Leased</b>	<b>2011 Revenues</b>	<b>Percentage of Washington, DC Office Properties Revenues</b>	<b>Percentage of Total Company Revenues</b>
U.S. Government	6,054,000	\$ 208,812,000	33.0 %	7.2 %
Family Health International	430,000	18,072,000	2.9 %	0.6 %
Boeing	378,000	16,545,000	2.6 %	0.6 %
Lockheed Martin	478,000	14,028,000	2.2 %	0.5 %

**WASHINGTON, DC OFFICE PROPERTIES – CONTINUED***2011 Washington, DC Office Properties Leasing Activity:*

<b>Location</b>	<b>Square Feet</b>	<b>Weighted Average Initial Rent Per Square Foot (1)</b>
409 3rd Street, NW	268,000	\$ 44.97
Skyline Place / One Skyline Tower	235,000	35.61
S. Clark Street / 12th Street	121,000	43.47
1750 Pennsylvania Avenue, NW	120,000	46.92
1550-1750 Crystal Drive / 241-251 18th Street	117,000	42.79
2011-2451 Crystal Drive	97,000	42.61
Commerce Executive	84,000	30.25
1800, 1851 and 1901 South Bell Street	84,000	42.87
2200 / 2300 Clarendon Blvd (Courthouse Plaza)	78,000	42.09
1150 17th Street, NW	77,000	46.01
2001 Jefferson Davis Highway and 223 23rd Street / 2221 South Clark Street	66,000	34.43
Reston Executive	49,000	29.84
Universal Buildings (1825 - 1875 Connecticut Avenue, NW)	41,000	43.63
2101 L Street, NW	17,000	54.55
1726 M Street, NW	17,000	39.59
1399 New York Avenue, NW	12,000	81.00
1730 M Street, NW	9,000	44.60
Bowen Building - 875 15th Street, NW	4,000	65.20
Democracy Plaza One	3,000	32.00
Partially Owned Entities	285,000	36.14
<b>Total</b>	<b>1,784,000</b>	<b>40.69</b>
Vornado's share	1,606,000	40.99

(1) Represents the cash basis weighted average starting rents 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 leased, but are included in the GAAP basis straight-line rent per square foot (see "Overview - Leasing Activity" of Management's Discussion and Analysis of Financial Condition and Results of Operations).

**WASHINGTON, DC OFFICE PROPERTIES – CONTINUED**

*Lease expirations as of December 31, 2011, assuming none of the tenants exercise renewal options:*

Year Month to month	Number of Expiring Leases	Square Feet of Expiring Leases	Percentage of Washington, DC Office Properties	Weighted Average Annual	
			Square Feet	Total	Rent of Expiring Leases Per Square Foot
Month to month	43	273,000	2.2 %	\$ 10,920,000	\$ 40.00
2012	267	2,902,000 <sup>(1)</sup>	22.9 %	116,883,000	40.28
2013	152	1,100,000	8.7 %	43,693,000	39.74
2014	140	1,545,000	12.2 %	58,793,000	38.04
2015	126	1,447,000	11.4 %	57,264,000	39.59
2016	90	1,143,000	9.0 %	47,203,000	41.30
2017	42	428,000	3.4 %	15,529,000	36.26
2018	48	792,000	6.3 %	32,246,000	40.70
2019	41	1,066,000	8.4 %	42,851,000	40.20
2020	28	720,000	5.7 %	35,186,000	48.86
2021	18	836,000	6.6 %	34,728,000	41.54

(1) Includes 1,140,000 square feet related to the Base Realignment and Closure statute (see below).

**Base Realignment and Closure (“BRAC”)**

Our Washington, DC Office Properties segment (as well as other landlords who lease space to the Department of Defense ("DOD")) is subject to the BRAC statute, which requires the DOD to relocate from 2,395,000 square feet in our buildings in the Northern Virginia area to government owned military bases. The table below summarizes the effect of BRAC on our Washington, DC Office Properties segment for square feet leased by the DOD. See page 76 for the estimated impact on 2012 EBITDA.

Annual Expiring Escalated Rent Per	Square Foot	Total	Square Feet		
			Crystal City	Skyline	Rosslyn

Square feet to be relet by the General Services

Administration (leases pending)	\$	40.05	313,000	313,000	-	-
Square feet already vacated		26.57	403,000	-	403,000	-
Square feet expiring in the future:						
First Quarter 2012		40.10	589,000	551,000	38,000	-
Second Quarter 2012		39.60	171,000	171,000	-	-
Third Quarter 2012		41.47	380,000	251,000	119,000	10,000
Total 2012			1,140,000	973,000	157,000	10,000
2013		36.85	183,000	-	43,000	140,000
2014		32.76	330,000	128,000	202,000	-
2015		40.09	26,000	20,000	6,000	-
Total square feet expiring in the future			1,679,000	1,121,000	408,000	150,000
Total square feet subject to BRAC			2,395,000	1,434,000	811,000	150,000

In February 2012, we notified the lender that the Skyline property currently has a 26% vacancy rate, which is expected to increase due to scheduled lease expirations resulting primarily from the BRAC statute. Based on the projected vacancy and the significant amount of capital, time and effort to re-tenant the property, we requested that the mortgage loan be placed with the special servicer.

## RETAIL PROPERTIES

As of December 31, 2011, our portfolio consisted of 155 retail properties, of which 127 are strip shopping centers and single tenant retail assets located primarily in the Northeast, Mid-Atlantic and California; seven are regional malls located in New York, New Jersey, Virginia and San Juan, Puerto Rico; and 21 are retail properties located in Manhattan (“Manhattan Street Retail”). Our strip shopping centers and malls are generally located on major highways in mature, densely populated areas, and therefore attract consumers from a regional, rather than a neighborhood market place.

### *Strip Shopping Centers*

Our strip shopping centers contain an aggregate of 16.9 million square feet, of which we own 16.3 million square feet. These properties are substantially (approximately 80%) leased to large stores (over 20,000 square feet). Tenants include destination retailers such as discount department stores, supermarkets, home improvement stores, discount apparel stores and membership warehouse clubs. Tenants typically offer basic consumer necessities such as food, health and beauty aids, moderately priced clothing, building materials and home improvement supplies, and compete primarily on the basis of price and location.

### *Regional Malls*

The Green Acres Mall in Valley Stream, Long Island, New York contains 1.8 million square feet, and is anchored by Macy’s, Sears, Wal-Mart, Kohl’s, JC Penney, Best Buy and BJ’s Wholesale Club.

The Monmouth Mall in Eatontown, New Jersey, in which we own a 50% interest, contains 1.5 million square feet and is anchored by Macy’s, Lord & Taylor, JC Penney and Boscov’s, three of which own their stores aggregating 612,000 square feet.

The Springfield Mall in Springfield, Virginia, contains 1.4 million square feet and is anchored by Macy’s, JC Penney and Target, two of which own their stores aggregating 390,000 square feet. We plan a complete renovation of the mall beginning in 2012.

The Bergen Town Center in Paramus, New Jersey contains 921,000 square feet and is anchored by Century 21, Whole Foods and Target.

The Broadway Mall in Hicksville, Long Island, New York contains 1.1 million square feet and is anchored by Macy's, Ikea, National Amusements and Target, two of which own their stores aggregating 376,000 square feet.

The Montehiedra Mall in San Juan, Puerto Rico contains 541,000 square feet and is anchored by Home Depot, Kmart, and Marshalls.

The Las Catalinas Mall in San Juan, Puerto Rico, contains 495,000 square feet and is anchored by Kmart and Sears, which owns its 139,000 square foot store.

#### *Manhattan Street Retail*

Manhattan Street Retail is comprised of 2.2 million square feet in 46 properties, of which 1.0 million square feet in 21 properties is in our Retail Properties segment and 1.2 million square feet in 25 properties is in our New York Office Properties segment. Manhattan Street Retail includes (i) properties on Fifth Avenue, Madison Avenue and in SoHo, occupied by retailers such as Hennes & Mauritz (Flagship), Coach (Flagship), Top Shop (Flagship), Madewell, Gucci, Chloe and Cartier; (ii) 1540 Broadway in Times Square which contains 161,000 square feet, anchored by Forever 21 (Flagship) and Disney (Flagship); (iii) 510 Fifth Avenue which contains 59,000 square feet, anchored by Joe Fresh; (iv) 4 Union Square South which contains 203,000 square feet, anchored by Whole Foods Market, Forever 21 and DSW; and (v) properties in the Penn Plaza district, such as the Manhattan Mall which contains 243,000 square feet, anchored by JC Penney.

**RETAIL PROPERTIES – CONTINUED**

*Occupancy and weighted average annual rent per square foot:*

As of December 31, 2011, the aggregate occupancy rate for the entire Retail Properties segment of 25.2 million square feet was 92.9%. Details of our ownership interest in the strip shopping centers, regional malls and Manhattan Street retail for the past five years are provided below.

**Strip Shopping Centers:**

<b>As of December 31,</b>	<b>Rentable Square Feet</b>	<b>Occupancy Rate</b>	<b>Weighted Average Annual Net Rent per Square Foot</b>
2011	16,347,000	93.1 %	\$ 16.50
2010	16,866,000	92.1 %	15.68
2009	16,107,000	91.5 %	15.30
2008	15,755,000	91.9 %	14.52
2007	15,463,000	94.1 %	14.12

**Regional Malls:**

<b>As of December 31,</b>	<b>Rentable Square Feet</b>	<b>Occupancy Rate</b>	<b>Mall Tenants</b>	<b>Weighted Average Annual Net Rent Per Square Foot Mall and Anchor Tenants</b>
2011	5,631,000	92.0 %	\$ 38.91	\$ 20.99
2010	5,480,000	92.2 %	39.73	21.47
2009	5,439,000	91.1 %	39.56	20.67
2008	5,232,000	93.0 %	37.59	20.38
2007	5,528,000	96.1 %	34.94	19.11

For the years ending December 31, 2011 and 2010, mall store sales per square foot for in-line stores with less than 10,000 square feet, including partially owned malls, were \$467.00 and \$463.00, respectively.

**Manhattan Street Retail:**

<b>As of December</b>	<b>Rentable</b>	<b>Occupancy</b>	<b>Weighted Average Annual Net Rent</b>
<b>31,</b>	<b>Square Feet</b>	<b>Rate</b>	<b>per Square Foot</b>
2011	1,034,000	96.7 %	\$ 106.06
2010	1,107,000	95.3 %	99.95
2009	1,007,000	95.3 %	96.37
2008	874,000	90.4 %	97.18
2007	943,000	86.8 %	89.86

The table above excludes 1.2 million square feet of retail space at the bases of certain of our New York Office buildings that is in our New York Office Properties segment. In total, we have 2.2 million square feet of street retail in Manhattan.



**RETAIL PROPERTIES – CONTINUED***2011 Retail Properties rental revenue by type of retailer*

<b>Industry</b>	<b>Percentage</b>
Discount Stores	13 %
Family Apparel	11 %
Women's Apparel	9 %
Supermarkets	8 %
Home Improvement	7 %
Restaurants	6 %
Department Stores	5 %
Home Entertainment and Electronics	5 %
Personal Services	4 %
Banking and Other	
Business Services	4 %
Home Furnishings	3 %
Jewelry	2 %
Membership Warehouse	
Clubs	2 %
Other	21 %
	100 %

Retail Properties lease terms generally range from five years or less in some instances for smaller tenants to as long as 25 years for major tenants. Leases generally provide for reimbursements of real estate taxes, insurance and common area maintenance charges (including roof and structure in strip shopping centers, unless it is the tenant's direct responsibility), and percentage rents based on tenant sales volume. Percentage rents accounted for less than 1% of the Retail Properties total revenues during 2011.

*Tenants accounting for 2% or more of 2011 Retail Properties total revenues:*

<b>Tenant</b>	<b>Square Feet Leased</b>	<b>2011 Revenues</b>	<b>Percentage of Retail Properties Revenues</b>	<b>Percentage of Total Company Revenues</b>
The Home Depot	1,135,000	\$ 23,448,000	3.8 %	0.8%
Wal-Mart	1,547,000	21,158,000	3.4 %	0.7%
Forever 21	175,000	19,400,000	3.1 %	0.7%
Best Buy	664,000	17,821,000	2.9 %	0.6%
JCPenney	787,000	15,425,000	2.5 %	0.5%
Stop & Shop / Koninklijke				
Ahold NV	633,000	14,955,000	2.4 %	0.5%
Lowe's	976,000	12,698,000	2.0 %	0.4%



**RETAIL PROPERTIES – CONTINUED***2011 Retail Properties Leasing Activity:*

<b>Location</b>	<b>Square Feet</b>	<b>Weighted Average Initial Rent Per Square Foot (1)</b>
<b>Strip Shopping Centers:</b>		
Beverly Connection, Los Angeles, CA	158,000	\$ 31.26
Buffalo (Amherst,) NY	139,000	7.90
Poughkeepsie, NY	118,000	5.47
Lawnside, NJ	111,000	13.75
Dover, NJ	80,000	11.06
Cherry Hill, NJ	78,000	10.17
Rochester (Henrietta), NY	46,000	5.78
Staten Island, NY	38,000	25.45
Middletown, NJ	31,000	14.42
Kearny, NJ	30,000	15.18
San Francisco (3700 Geary Boulevard), CA	30,000	33.00
Bricktown, NJ	29,000	15.41
Tampa (Hyde Park Village), FL	25,000	23.10
Bronx (1750-1780 Gun Hill Road), NY	22,000	33.91
San Jose, CA	17,000	33.96
Bronx (Bruckner Boulevard), NY	15,000	53.11
Glen Burnie, MD	15,000	15.00
Wilkes-Barre, PA	12,000	18.45
Carlstadt, NJ	10,000	19.37
Morris Plains, NJ	10,000	34.89
Other	95,000	29.80
	1,109,000	18.03
<b>Regional Malls:</b>		
Green Acres Mall, Valley Stream, NY	153,000	28.76
Monmouth Mall, Eatontown, NJ	64,000	21.56
Bergen Town Center - West, Paramus, NJ	53,000	45.03
Broadway Mall, Hicksville, NY	44,000	32.43
Springfield Mall, Springfield, VA	35,000	15.47
Las Catalinas, Puerto Rico	22,000	53.66
Montehiedra, Puerto Rico	21,000	36.91
	392,000	30.85
<b>Manhattan Street Retail:</b>		
510 5th Avenue, NY	19,000	200.12

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Other	34,000	80.73
	53,000	124.31
Total	1,554,000	24.88
Vornado's share	1,522,000	24.95

(1) Represents the cash basis weighted average starting rents 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 leased, but are included in the GAAP basis straight-line rent per square foot (see "Overview - Leasing Activity" of Management's Discussion and Analysis of Financial Condition and Results of Operations).

**RETAIL PROPERTIES – CONTINUED**

*Lease expirations as of December 31, 2011, assuming none of the tenants exercise renewal options:*

Year	Number of Expiring Leases	Square Feet of Expiring Leases	Percentage of	Weighted Average Annual	
			Retail Properties	Net Rent of Expiring Leases	
			Square Feet	Total	Per Square Foot
<b>Strip Shopping Centers:</b>					
Month to month	20	68,000	0.3 %	\$ 990,000	\$ 14.56
2012	52	601,000	2.9 %	8,837,000	14.71
2013	104	1,911,000	9.2 %	24,085,000	12.61
2014	104	1,369,000	6.6 %	17,904,000	13.07
2015	65	592,000	2.9 %	12,089,000	20.42
2016	72	818,000	4.0 %	12,591,000	15.39
2017	51	610,000	3.0 %	8,182,000	13.42
2018	56	1,060,000	5.1 %	18,194,000	17.16
2019	43	915,000	4.4 %	17,253,000	18.85
2020	33	843,000	4.1 %	10,943,000	12.97
2021	43	852,000	4.1 %	13,176,000	15.46
<b>Regional Malls:</b>					
Month to month	56	163,000	0.8 %	\$ 3,835,000	\$ 23.55
2012	51	123,000	0.6 %	4,685,000	37.90
2013	60	269,000	1.3 %	7,861,000	29.19
2014	49	357,000	1.7 %	7,041,000	19.73
2015	41	213,000	1.0 %	6,991,000	32.76
2016	54	462,000	2.2 %	7,571,000	16.38
2017	37	512,000	2.5 %	6,085,000	11.89
2018	42	111,000	0.5 %	5,093,000	46.02
2019	36	164,000	0.8 %	5,833,000	35.61
2020	32	148,000	0.7 %	5,374,000	36.43
2021	25	430,000	2.1 %	6,166,000	14.34
<b>Manhattan Street Retail:</b>					
Month to month	3	3,000	- %	\$ 126,000	\$ 37.29
2012	20	112,000	0.5 %	8,223,000	73.42
2013	7	27,000	0.1 %	3,499,000	128.43
2014	7	28,000	0.1 %	3,954,000	140.15
2015	6	23,000	0.1 %	2,581,000	113.51
2016	8	23,000	0.1 %	3,883,000	171.69
2017	4	10,000	- %	1,470,000	154.69
2018	16	131,000	0.6 %	21,134,000	160.75
2019	11	62,000	0.3 %	10,224,000	165.40
2020	7	67,000	0.3 %	5,321,000	79.70
2021	1	24,000	0.1 %	960,000	40.00



**MERCHANDISE MART PROPERTIES**

As of December 31, 2011, we own 5 Merchandise Mart Properties containing an aggregate of 5.7 million square feet. The Merchandise Mart Properties segment also contains 7 garages totaling 914,000 square feet (3,158 spaces). The garage space is excluded from the statistics provided in this section.

*Square feet by location and use as of December 31, 2011:*

(Amounts in thousands)

				<b>Showroom</b>	<b>Temporary Trade Show</b>	<b>Retail</b>
	<b>Total</b>	<b>Office</b>	<b>Total</b>	<b>Permanent</b>		
Chicago, Illinois:						
Merchandise Mart	3,493	1,119	2,306	1,804	502	68
Other	10	-	-	-	-	10
Total Chicago, Illinois	3,503	1,119	2,306	1,804	502	78
Los Angeles, California:						
L.A. Mart	784	188	596	542	54	-
Boston, Massachusetts:						
Boston Design Center	554	129	420	420	-	5
New York, New York:						
7 West 34th Street	419	10	409	362	47	-
Washington, DC:						
Washington Design Center	393	110	283	283	-	-
Total Merchandise Mart Properties	5,653	1,556	4,014	3,411	603	83
Occupancy rate	85.2%	90.5%	83.0%			92.1%

In November 2011, we entered into an agreement to sell 350 West Mart Center, a 1.2 million square foot office building located in Chicago, Illinois, for \$228,000,000. Accordingly, we have reclassified the results of operations of this property to “income (loss) from discontinued operations,” and the related assets and liabilities to “assets related to discontinued operations” and “liabilities related to discontinued operations” for all periods presented in the accompanying consolidated financial statements. On January 6, 2012, we completed the sale of the property, which resulted in a net gain of \$54,200,000 that will be recognized in the first quarter of 2012.

**MERCHANDISE MART PROPERTIES – CONTINUED***Office Space**Occupancy and weighted average annual rent per square foot:*

<b>As of December</b>	<b>Rentable</b>	<b>Occupancy</b>	<b>Weighted</b>
<b>31,</b>	<b>Square Feet</b>	<b>Rate</b>	<b>Average Annual</b>
			<b>Rent PSF</b>
2011	1,556,000	90.5%	\$ 25.52
2010	1,448,000	91.8%	25.28
2009	1,296,000	94.5%	22.35
2008	1,286,000	95.1%	22.66
2007	1,250,000	96.4%	22.79

*2011 Merchandise Mart Properties office rental revenues by tenants' industry:*

<b>Industry</b>	<b>Percentage</b>
Business Services	25 %
Advertising and Marketing	18 %
Government	17 %
Education	14 %
Banking	8 %
Insurance	5 %
Health Care	3 %
Telecommunications	2 %
Other	8 %
	100 %

Office lease terms generally range from three to seven years for smaller tenants to as long as 15 years for major tenants. Leases typically provide for periodic step-ups in rent over the term of the lease and pass through to tenants their share of increases in real estate taxes and operating expenses over a base year. Electricity is provided to tenants on a sub-metered basis or included in rent and adjusted for subsequent utility rate increases. Leases also typically provide for tenant improvement allowances for all or a portion of the tenant's initial construction of its premises.

*Office tenants accounting for 2% or more of Merchandise Mart Properties' 2011 total revenues*

No tenant accounted for more than 2% of the Merchandise Mart Properties revenue in 2011.



**MERCHANDISE MART PROPERTIES– CONTINUED**

2011 leasing activity – Merchandise Mart Properties office space:

	Square Feet	Weighted Average Initial Rent Per Square Foot (1)
Merchandise Mart, Chicago	241,000	\$ 26.43
Washington Design Center	16,000	46.02
Total	257,000	27.61

(1) Represents the cash basis weighted average starting rents 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 leased, but are included in the GAAP basis straight-line rent per square foot (see "Overview - Leasing Activity" of Management's Discussion and Analysis of Financial Condition and Results of Operations).

Lease expirations for Merchandise Mart Properties office space as of December 31, 2011, assuming none of the tenants exercise renewal options:

Year Month to	Number of Expiring Leases	Square Feet of Expiring Leases	Percentage of Merchandise Mart Properties Office Square Feet	Weighted Average Annual	
				Total	Rent of Expiring Leases Per Square Foot
Month to	7	22,000	1.4%	\$ 582,000	\$ 25.99
2012	17	54,000	3.5%	1,395,000	25.74
2013	17	80,000	5.1%	3,187,000	39.81
2014	6	7,000	0.5%	284,000	38.61
2015	8	65,000	4.1%	1,832,000	28.39
2016	6	132,000	8.5%	3,787,000	28.78
2017	3	38,000	2.4%	885,000	23.51
2018	10	280,000	18.0%	8,686,000	30.99
2019	3	5,000	0.3%	222,000	48.31
2020	6	147,000	9.5%	4,705,000	31.96
2021	4	111,000	7.1 %	3,003,000	27.00

**MERCHANDISE MART PROPERTIES – CONTINUED****Showroom Space**

The showrooms provide manufacturers and wholesalers with permanent and temporary space in which to display products for buyers, specifiers and end users. The showrooms are also used for participating in trade shows for the contract furniture, casual furniture, gift, carpet, crafts, apparel and design industries. Merchandise Mart Properties owns and operates five of the leading furniture and gift trade shows, including the contract furniture industry's largest trade show, NeoCon, which attracts approximately 45,000 attendees each June and is hosted at the Merchandise Mart building in Chicago.

*Occupancy and weighted average annual rent per square foot:*

<b>As of December</b>	<b>Rentable</b>		<b>Weighted</b>
<b>31,</b>	<b>Square Feet</b>	<b>Occupancy Rate</b>	<b>Average</b>
			<b>Annual Rent</b>
			<b>Per Square Foot</b>
2011	4,014,000	83.0%	\$ 31.53
2010	4,122,000	93.8%	31.53
2009	4,263,000	89.9%	31.66
2008	4,274,000	93.5%	30.93
2007	4,085,000	93.5%	30.55

*2011 Merchandise Mart Properties showroom rental revenues by tenants' industry:*

<b>Industry</b>	<b>Percentage</b>
Residential Design	36 %
Contract Furnishing	22 %
Gift	21 %
Casual Furniture	8 %
Apparel	8 %
Building Products	5 %
	100 %

*2011 Leasing Activity – Merchandise Mart Properties showroom space:*

	<b>Square</b>		<b>Weighted Average</b>
	<b>Feet</b>		<b>Initial Rent Per</b>
			<b>Square Foot (1)</b>
Merchandise Mart,			
Chicago	261,000	\$	35.73
	57,000		31.96

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Boston Design Center		
L.A. Mart	50,000	21.89
7 West 34th Street	45,000	42.04
Washington Design Center	25,000	41.73
Total	438,000	34.68

(1) Represents the cash basis weighted average starting rents 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 leased, but are included in the GAAP basis straight-line rent per square foot (see "Overview - Leasing Activity" of Management's Discussion and Analysis of Financial Condition and Results of Operations).

**MERCHANDISE MART PROPERTIES– CONTINUED**

*Lease expirations for the Merchandise Mart Properties showroom space as of December 31, 2011, assuming none of the tenants exercise renewal options:*

Year	Number of Expiring Leases	Square Feet of Expiring Leases	Percentage of Merchandise Mart Properties' Showroom	Weighted Average Annual Rent of Expiring Leases	
			Square Feet	Total	Per Square Foot
Month to month	17	54,000	1.3 %	\$ 1,477,000	\$ 27.51
2012	78	228,000	5.7 %	8,160,000	35.79
2013	120	368,000	9.2 %	13,797,000	37.53
2014	133	378,000	9.4 %	13,356,000	35.33
2015	99	281,000	7.0 %	10,254,000	36.55
2016	79	297,000	7.4 %	10,268,000	34.52
2017	45	311,000	7.7 %	11,516,000	37.07
2018	33	232,000	5.8 %	8,222,000	35.39
2019	15	85,000	2.1 %	3,101,000	36.53
2020	20	83,000	2.1 %	3,437,000	41.65
2021	12	124,000	3.1 %	4,082,000	32.84

**Retail Space**

The Merchandise Mart Properties segment also contains approximately 92,000 square feet of retail space, of which we own 83,000 square feet that was 92.1% occupied at December 31, 2011.

**TOYS “R” US, INC. (“TOYS”)**

As of December 31, 2011 we own a 32.7% interest in Toys, a worldwide specialty retailer of toys and baby products, which has a significant real estate component. Toys had \$6.0 billion of outstanding debt at October 29, 2011, of which our pro rata share was \$2.0 billion, none of which is recourse to us.

The following table sets forth the total number of stores operated by Toys as of December 31, 2011:

	<b>Total</b>	<b>Owned</b>	<b>Building Owned on Leased Ground</b>	<b>Leased</b>
Domestic	876	290	226	360
International	533	78	26	429
Total Owned and Leased	1,409	368	252	789
Franchised Stores	237			
Total	1,646			

**OTHER INVESTMENTS****555 California Street Complex**

As of December 31, 2011, we own a 70% controlling interest in a three-building office complex containing 1.8 million square feet, known as the Bank of America Center, located at California and Montgomery Streets in San Francisco's financial district ("555 California Street").

*Occupancy and weighted average annual rent per square foot as of December 31, 2011:*

<b>As of December 31,</b>	<b>Rentable Square Feet</b>	<b>Occupancy Rate</b>	<b>Weighted Average Annual Rent Per Square Foot</b>
2011	1,795,000	93.1%	\$ 54.40
2010	1,795,000	93.0%	55.97
2009	1,794,000	94.8%	57.25
2008	1,789,000	94.0%	57.98
2007	1,789,000	95.0%	59.84

*2011 rental revenue by tenants' industry:*

<b>Industry</b>	<b>Percentage</b>
Banking	43 %
Finance	37 %
Legal Services	15 %
Retail	2 %
Others	3 %
	100 %

Lease terms generally range from five to seven years for smaller tenants to as long as 15 years for major tenants, and may provide for extension options at market rates. Leases typically provide for periodic step ups in rent over the term of the lease and pass through to tenants their share of increases in real estate taxes and operating expenses over a base year. Leases also typically provide for tenant improvement allowances for all or a portion of the tenant's initial construction costs of its premises.

*Tenants accounting for 2% or more of 555 California Street's revenues:*

**Percentage  
of  
555  
California**

<b>Tenant</b>	<b>Square Feet Leased</b>	<b>2011 Revenues</b>	<b>Street Complex's Revenues</b>	<b>Percentage of Total Company Revenues</b>
Bank of America	650,000	\$ 35,000,000	34.3 %	1.2 %
UBS Financial Services	106,000	7,000,000	6.8 %	0.2 %
Goldman Sachs & Co.	119,000	6,000,000	6.4 %	0.2 %
Kirkland & Ellis LLP	125,000	6,000,000	6.0 %	0.2 %
Morgan Stanley & Company, Inc.	121,000	6,000,000	5.8 %	0.2 %
Dodge & Cox	62,000	4,000,000	3.9 %	0.1 %
McKinsey & Company Inc.	54,000	4,000,000	3.8 %	0.1 %
KKR Financial LLC	59,000	4,000,000	3.5 %	0.1 %
Jones Day Symphony Asset Management LLC	81,000	3,000,000	3.4 %	0.1 %
	44,000	3,000,000	2.6 %	0.1 %

*2011 leasing activity:*

In 2011, we leased 102,000 square feet at a weighted average rent initial rent of \$54.17 per square foot.

## **OTHER INVESTMENTS – CONTINUED**

### **Alexander’s, Inc. (“Alexander’s”)**

As of December 31, 2011, we own 32.4% of the outstanding common stock of Alexander’s, which owns seven properties in the greater New York metropolitan area. Alexander’s had \$1.3 billion of outstanding debt at December 31, 2011, of which our pro rata share was \$431 million, none of which is recourse to us.

### **Lexington Realty Trust (“Lexington”)**

As of December 31, 2011, we own 12.0% of the outstanding common shares of Lexington, which has interests in 222 properties, encompassing approximately 42.1 million square feet across 42 states, generally net-leased to major corporations. Lexington had approximately \$1.7 billion of outstanding debt at September 30, 2011, of which our pro rata share was \$205 million, none of which is recourse to us.

### **Vornado Capital Partners Real Estate Fund (the “Fund”)**

As of December 31, 2011, the Fund has five investments with an aggregate fair value of approximately \$346,650,000, or \$11,995,000 in excess of its cost, and has remaining unfunded commitments of \$416,600,000, of which our share is \$104,150,000.

### **Hotel Pennsylvania**

We own the Hotel Pennsylvania which is located in New York City on Seventh Avenue opposite Madison Square Garden and consists of a hotel portion containing 1,000,000 square feet of hotel space with 1,700 rooms and a commercial portion containing 400,000 square feet of retail and office space.



Edgar Filing: VORNADO REALTY TRUST - Form 10-K

	<b>Year Ended December 31,</b>				
	<b>2011</b>	<b>2010</b>	<b>2009</b>	<b>2008</b>	<b>2007</b>
<b>Rental information:</b>					
<b>Hotel:</b>					
Average occupancy rate	89.1 %	83.2 %	71.5 %	84.1 %	84.4 %
Average daily rate	\$ 150.91	\$ 143.28	\$ 133.20	\$ 171.32	\$ 154.78
Revenue per available room	\$ 134.43	\$ 119.23	\$ 95.18	\$ 144.01	\$ 130.70
<b>Commercial:</b>					
<b>Office space:</b>					
Average occupancy rate	33.4 %	33.4 %	30.4 %	30.4 %	57.0 %
Weighted average annual rent per square foot	\$ 13.49	\$ 7.52	\$ 20.54	\$ 18.78	\$ 22.23
<b>Retail space:</b>					
Average occupancy rate	63.0 %	62.3 %	70.7 %	69.5 %	73.3 %
Weighted average annual rent per square foot	\$ 29.01	\$ 31.42	\$ 35.05	\$ 41.75	\$ 33.63

### **Item 3. 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.

In 2003, Stop & Shop filed an action against us in the New York Supreme Court, claiming that we had no right to reallocate and therefore continue to collect \$5,000,000 of annual rent from Stop & Shop pursuant to a Master Agreement and Guaranty, because of the expiration of the leases to which the annual rent was previously allocated. Stop & Shop asserted that an order of the Bankruptcy Court for the Southern District of New York, as modified on appeal by the District Court, froze our right to reallocate and effectively terminated our right to collect the annual rent from Stop & Shop. We asserted a counterclaim seeking a judgment for all the unpaid annual rent accruing through the date of the judgment and a declaration that Stop & Shop will continue to be liable for the annual rent as long as any of the leases subject to the Master Agreement and Guaranty remain in effect. After summary judgment motions by both sides were denied, the parties conducted discovery. A trial was held in November 2010. On November 7, 2011, the Court determined that we have a continuing right to allocate the annual rent to unexpired leases covered by the Master Agreement and Guaranty, and directed entry of a judgment in our favor ordering Stop & Shop to pay us the unpaid annual rent accrued through February 28, 2011 in the amount of \$37,422,000, a portion of the annual rent due from March 1, 2011 through the date of judgment, interest, and attorneys' fees. On December 16, 2011, a money judgment based on the Court's decision was entered in our favor in the amount of \$56,597,000 (including interest and costs). The amount for attorneys' fees is being addressed in a proceeding before a special referee. Stop & Shop has appealed the Court's decision and the judgment, and has posted a bond to secure payment of the judgment. On January 12, 2012, we commenced a new action against Stop & Shop seeking recovery of \$2,500,000 of annual rent not included in the money judgment, plus additional annual rent as it accrues.

As of December 31, 2011, we have a \$41,983,000 receivable from Stop and Shop, excluding amounts due to us for interest and costs resulting from the Court's judgment. In the fourth quarter of 2011, based on the Court's decision, we recognized \$23,521,000 of income, representing the portion of the \$41,983,000 receivable that was previously reserved. As a result of Stop & Shop's appeal, we believe, after consultation with counsel, that the maximum reasonably possible loss is up to the total amount of the receivable of \$41,983,000.

### **Item 4. Mine Safety Disclosures**

Not applicable.

61

---

**PART II****Item 5. Market for Registrant’s Common Equity, Related STOCKholder Matters and issuer purchases of equity securities**

Vornado’s common shares are traded on the New York Stock Exchange under the symbol “VNO.”

Quarterly high and low sales prices of the common shares and dividends paid per share for the years ended December 31, 2011 and 2010 were as follows:

Quarter	Year Ended December 31, 2011			Year Ended December 31, 2010		
	High	Low	Dividends	High	Low	Dividends
1st	\$ 93.53	\$ 82.12	\$ 0.69	\$ 78.40	\$ 61.25	\$ 0.65
2nd	98.42	86.85	0.69	86.79	70.06	0.65
3rd	98.77	72.85	0.69	89.06	68.59	0.65
4th	84.30	68.39	0.69	91.67	78.06	0.65

As of February 1, 2012, there were 1,230 holders of record of our common shares.

*Recent Sales of Unregistered Securities*

During the fourth quarter of 2011, we issued 20,891 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 this Annual Report on Form 10-K and such information is incorporated by reference herein.

*Recent Purchases of Equity Securities*

In December 2011, we received 410,783 Vornado common shares at an average price of \$76.36 per share as payment for the exercise price of certain employee options.

62

---

Performance Graph

The following graph is a comparison of the five-year cumulative return of our common shares, the Standard & Poor's 500 Index (the "S&P 500 Index") and the National Association of Real Estate Investment Trusts' ("NAREIT") All Equity Index (excluding health care real estate investment trusts), a peer group index. The graph assumes that \$100 was invested on December 31, 2006 in our common shares, the S&P 500 Index and the NAREIT All Equity Index and that all dividends were reinvested without the payment of any commissions. There can be no assurance that the performance of our shares will continue in line with the same or similar trends depicted in the graph below.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

	<b>2006</b>	<b>2007</b>	<b>2008</b>	<b>2009</b>	<b>2010</b>	<b>2011</b>
Vornado Realty Trust	100	75	54	66	82	78
S&P 500 Index	100	105	66	84	97	99
The NAREIT All Equity Index	100	84	53	67	86	93

**ITEM 6. SELECTED  
FINANCIAL DATA**

**Year Ended December 31,**

(Amounts in thousands, except  
per share amounts)

**Operating Data:**

Revenues:

	<b>2011</b>	<b>2010</b>	<b>2009</b>	<b>2008</b>	<b>2007</b>
Property rentals	\$ 2,261,811	\$ 2,237,707	\$ 2,148,975	\$ 2,121,234	\$ 1,885,580
Tenant expense reimbursements	349,420	355,616	351,290	347,932	313,501
Cleveland Medical Mart development project	154,080	-	-	-	-
Fee and other income	150,354	147,358	155,326	126,018	108,693
Total revenues	2,915,665	2,740,681	2,655,591	2,595,184	2,307,774
Expenses:					
Operating	1,091,597	1,082,844	1,050,545	1,031,843	915,609
Depreciation and amortization	553,811	522,022	519,534	519,850	424,012
General and administrative	209,981	213,949	230,584	193,593	188,513
Cleveland Medical Mart development project	145,824	-	-	-	-
Tenant buy-outs, impairment losses and other acquisition related costs	58,299	129,458	73,763	81,447	10,375
Total expenses	2,059,512	1,948,273	1,874,426	1,826,733	1,538,509
Operating income	856,153	792,408	781,165	768,451	769,265
Income (loss) applicable to Toys "R" Us	48,540	71,624	92,300	2,380	(14,337)
Income (loss) from partially owned entities	71,770	22,438	(19,910)	(159,207)	82,480
Income (loss) from Real Estate Fund	22,886	(303)	-	-	-
Interest and other investment income (loss), net	148,826	235,315	(116,350)	(2,747)	226,242
Interest and debt expense	(544,015)	(560,052)	(617,768)	(619,298)	(583,042)
Net gain (loss) on extinguishment of debt	-	94,789	(25,915)	9,820	-
Net gain on disposition of wholly owned and partially owned assets	15,134	81,432	5,641	7,757	39,493
Income before income taxes	619,294	737,651	99,163	7,156	520,101
Income tax (expense) benefit	(24,827)	(22,476)	(20,642)	204,644	(9,057)
Income from continuing operations	594,467	715,175	78,521	211,800	511,044
Income (loss) from discontinued operations	145,533	(7,144)	49,929	199,645	96,789



Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Net income	740,000	708,031	128,450	411,445	607,833
Less:					
Net (income) loss attributable to noncontrolling interests in consolidated subsidiaries	(21,786)	(4,920)	2,839	3,263	3,494
Net income attributable to noncontrolling interests in the Operating Partnership, including unit distributions	(55,912)	(55,228)	(25,120)	(55,411)	(69,788)
Net income attributable to Vornado	662,302	647,883	106,169	359,297	541,539
Preferred share dividends	(65,531)	(55,534)	(57,076)	(57,091)	(57,177)
Discount on preferred share and unit redemptions	5,000	4,382	-	-	-
Net income attributable to common shareholders	\$ 601,771	\$ 596,731	\$ 49,093	\$ 302,206	\$ 484,362
Income from continuing operations, net - basic	\$ 2.52	\$ 3.31	\$ 0.01	\$ 0.77	\$ 2.58
Income from continuing operations, net - diluted	2.50	3.28	0.01	0.75	2.48
Net income per common share - basic	3.26	3.27	0.28	1.96	3.18
Net income per common share - diluted	3.23	3.24	0.28	1.91	3.05
Dividends per common share	2.76	2.60	3.20	3.65	3.45
<b>Balance Sheet Data:</b>					
Total assets	\$20,446,487	\$20,517,471	\$20,185,472	\$21,418,048	\$22,478,717
Real estate, at cost	17,627,011	17,387,701	17,293,970	17,140,726	16,336,129
Accumulated depreciation	(3,095,037)	(2,715,046)	(2,395,608)	(2,068,357)	(1,723,952)
Debt	10,562,002	10,889,442	10,681,342	12,176,317	11,456,399
Total equity	7,508,447	6,830,405	6,649,406	6,214,652	6,011,240

(Amounts in thousands)	Year Ended December 31,				
	2011	2010	2009	2008	2007
<b>Other Data:</b>					
Funds From Operations ("FFO") <sup>(1)</sup> :					
Net income attributable to Vornado	\$ 662,302	\$ 647,883	\$ 106,169	\$ 359,297	\$ 541,539
Depreciation and amortization of real property	530,113	505,806	508,572	509,367	451,313
Net gain on sales of real estate	(51,623)	(57,248)	(45,282)	(57,523)	(60,811)
Real estate impairment losses	28,799	97,500	23,203	-	-
Proportionate share of adjustments to equity in net income of Toys, to arrive at FFO:					
Depreciation and amortization of real property	70,883	70,174	65,358	66,435	85,244
Net gain on sales of real estate	(491)	-	(164)	(719)	(3,012)
Income tax effect of above adjustments	(24,634)	(24,561)	(22,819)	(23,223)	(28,781)
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	99,992	78,151	75,200	49,513	48,770
Net gain on sales of real estate	(9,276)	(5,784)	(1,188)	(8,759)	(12,451)
Real estate impairment losses	-	11,481	-	-	-
Noncontrolling interests' share of above adjustments	(40,957)	(46,794)	(47,022)	(49,683)	(46,664)
FFO	1,265,108	1,276,608	662,027	844,705	975,147
Preferred share dividends	(65,531)	(55,534)	(57,076)	(57,091)	(57,177)
Discount on preferred share and unit redemptions	5,000	4,382	-	-	-
FFO attributable to common shareholders	1,204,577	1,225,456	604,951	787,614	917,970
Interest on 3.88% exchangeable senior debentures	26,272	25,917	-	25,261	24,958
Convertible preferred share dividends	124	160	170	189	277
FFO attributable to common shareholders plus assumed conversions <sup>(1)</sup>	\$1,230,973	\$1,251,533	\$ 605,121	\$ 813,064	\$ 943,205

(1) FFO is computed in accordance with the definition adopted by the Board of Governors of the National Association of Real Estate Investment Trusts (“NAREIT”). In the fourth quarter of 2011 and the first quarter of 2012, NAREIT issued updated guidance on FFO and modified its definition of FFO to specifically exclude real estate impairment losses, including the pro rata share of such losses of unconsolidated subsidiaries. To the extent applicable, NAREIT requested companies to restate prior period FFO to conform to the new definition. Accordingly, we have restated our 2010 and 2009 FFO to exclude real estate impairment losses aggregating \$108,981 and \$23,203, respectively. NAREIT defines FFO as GAAP net income or loss adjusted to exclude net gain from sales of depreciated real estate assets, real estate impairment losses, 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.

**ITEM MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS  
7. OF OPERATIONS**

	Page
Overview	67
Overview - Leasing activity	74
Critical Accounting Policies	77
Net Income and EBITDA by Segment for the Years Ended December 31, 2011, 2010 and 2009	80
Results of Operations:	
Years Ended December 31, 2011 and 2010	85
Years Ended December 31, 2010 and 2009	91
Supplemental Information:	
Net Income and EBITDA by Segment for the Three Months Ended	
December 31, 2011 and 2010	97
Three Months Ended December 31, 2011 Compared to December 31, 2010	101
Three Months Ended December 31, 2011 Compared to September 30, 2011	102
Related Party Transactions	103
Liquidity and Capital Resources	104
Financing Activities and Contractual Obligations	104
Certain Future Cash Requirements	107
Cash Flows for the Year Ended December 31, 2011	110
Cash Flows for the Year Ended December 31, 2010	112
Cash Flows for the Year Ended December 31, 2009	114
Funds From Operations for the Three Months and Years Ended December 31, 2011 and 2010	116

## Overview

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 93.5% of the common limited partnership interest in the Operating Partnership at December 31, 2011. All references to “we,” “us,” “our,” the “Company” and “Vornado” refer to Vornado Realty Trust and its consolidated subsidiaries, including the Operating Partnership.

We own and operate office, retail and showroom properties (our “core” operations) with large concentrations of office and retail properties in the New York City metropolitan area and in the Washington, DC / Northern Virginia area. In addition, we have a 32.7% interest in Toys “R” Us, Inc. (“Toys”) which has a significant real estate component, a 32.4% interest in Alexander’s, Inc. (NYSE: ALX) (“Alexander’s”), which has seven properties in the greater New York metropolitan area, as well as interests in other real estate and related investments.

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 December 31, 2011:

	<b>Total Return<sup>(1)</sup></b>		
	<b>Vornado</b>	<b>RMS</b>	<b>SNL</b>
One-year	(4.6%)	8.7%	8.3%
Three-year	40.2%	79.6%	79.9%
Five-year	(25.2%)	(7.3%)	(3.9%)
Ten-year	187.0%	163.2%	175.4%

(1) Past performance is not necessarily indicative of future performance.

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 these 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 than we are. Principal factors of competition include 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 “Risk Factors” in Item 1A for additional information regarding these factors.

**Overview - continued**Year Ended December 31, 2011 Financial Results Summary

Net income attributable to common shareholders for the year ended December 31, 2011 was \$601,771,000, or \$3.23 per diluted share, compared to \$596,731,000, or \$3.24 per diluted share, for the year ended December 31, 2010. Net income for the years ended December 31, 2011 and 2010 includes \$61,390,000 and \$63,032,000, respectively, of net gains on sale of real estate, and \$28,799,000 and \$108,981,000, respectively, of real estate impairment losses. In addition, the years ended December 31, 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, real estate impairment losses and the items in the table below, net of amounts attributable to noncontrolling interests, increased net income attributable to common shareholders by \$243,606,000, or \$1.31 per diluted share for the year ended December 31, 2011 and \$188,805,000, or \$1.03 per diluted share for the year ended December 31, 2010.

Funds from operations attributable to common shareholders plus assumed conversions (“FFO”) for the year ended December 31, 2011 was \$1,230,973,000, or \$6.42 per diluted share, compared to \$1,251,533,000, or \$6.59 per diluted share, for the prior year. FFO for the years ended December 31, 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 by \$219,562,000, or \$1.15 per diluted share for the year ended December 31, 2011 and \$250,360,000, or \$1.32 per diluted share for the year ended December 31, 2010.

(Amounts in thousands)	<b>For the Year Ended December 31,</b>	
	<b>2011</b>	<b>2010</b>
<b>Items that affect comparability income (expense):</b>		
Net gain on extinguishment of debt	\$ 83,907	\$ 92,150
Mezzanine loan loss reversals and net gain on disposition	82,744	53,100
Our share of LNR's income tax benefit, asset sales and tax settlement gains	27,377	-
Recognition of disputed receivable from Stop & Shop	23,521	-
Income from the mark-to-market of J.C. Penney derivative position	12,984	130,153
Net gain from Suffolk Downs' sale of a partial interest	12,525	-
Net gain resulting from Lexington Realty Trust's stock issuance	9,760	13,710
Discount on preferred share and unit redemptions	7,000	11,354
Net gain on sale of condominiums	5,884	3,149
Tenant buy-outs and acquisition costs	(30,071)	(6,945)
Non-cash asset write-downs:		
Real estate - development related	-	(30,013)

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Partially owned entities	(13,794)	-
Merchandise Mart restructuring costs	(4,226)	-
Real Estate Fund placement fees	(3,451)	(6,482)
Default interest and fees accrued on loans in special servicing	-	(15,079)
FFO attributable to discontinued operations	22,227	33,679
Other, net	(2,077)	(10,072)
	234,310	268,704
Noncontrolling interests' share of above adjustments	(14,748)	(18,344)
Items that affect comparability, net	\$ 219,562	\$ 250,360

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 year ended December 31, 2011 over the year ended December 31, 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>
December 31, 2011 vs. December 31, 2010				
GAAP basis	(0.1%)	0.9%	3.1%	0.5%
Cash Basis	1.8%	1.8%	6.4%	3.5%



**Overview - continued**Quarter Ended December 31, 2011 Financial Results Summary

Net income attributable to common shareholders for the quarter ended December 31, 2011 was \$69,508,000, or \$0.37 per diluted share, compared to \$243,414,000, or \$1.31 per diluted share, for the quarter ended December 31, 2010. Net income for the quarters ended December 31, 2011 and 2010 includes \$1,916,000 and \$62,718,000, respectively, of net gains on sale of real estate, and \$28,799,000 and \$103,981,000, respectively, of real estate impairment losses. In addition, the quarters ended December 31, 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, real estate impairment losses and the items in the table below, net of amounts attributable to noncontrolling interests, increased net income attributable to common shareholders by \$34,999,000, or \$0.19 per diluted share for the quarter ended December 31, 2011 and \$173,501,000, or \$0.91 per diluted share for the quarter ended December 31, 2010.

FFO for the quarter ended December 31, 2011 was \$280,369,000, or \$1.46 per diluted share, compared to \$432,860,000, or \$2.27 per diluted share, for the prior year's quarter. FFO for the quarters ended December 31, 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 \$60,261,000, or \$0.31 per diluted share for the quarter ended December 31, 2011 and \$214,565,000, or \$1.12 per diluted share for the quarter ended December 31, 2010.

(Amounts in thousands)	<b>For the Three Months Ended December 31,</b>	
	<b>2011</b>	<b>2010</b>
<b>Items that affect comparability income (expense):</b>		
Income from the mark-to-market of J.C. Penney derivative position	\$ 40,120	\$ 97,904
Recognition of disputed receivable from Stop & Shop	23,521	-
Net gain from Suffolk Downs' sale of a partial interest	12,525	-
Our share of LNR's income tax benefit	12,380	-
Net gain on extinguishment of debt	-	93,946
Mezzanine loan loss reversal	-	60,000
Net gain resulting from Lexington Realty Trust's stock issuance	-	7,712
Non-cash asset write-downs:		
Real estate - development related	-	(30,013)
Partially owned entities	(13,794)	-
Tenant buy-outs and acquisition costs	(10,656)	(4,094)
FFO attributable to discontinued operations	5,039	7,373
Other, net	(4,833)	(3,174)

	64,302	229,654
Noncontrolling interests' share of above adjustments	(4,041)	(15,089)
Items that affect comparability, net	\$ 60,261	\$ 214,565

The percentage increase (decrease) in GAAP basis and cash basis same store EBITDA of our operating segments for the quarter ended December 31, 2011 over the quarter ended December 31, 2010 and the trailing quarter ended September 30, 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>
December 31, 2011 vs. December 31, 2010				
GAAP basis	3.3%	(3.0%)	2.4%	8.9%
Cash Basis	5.6%	(2.5%)	6.0%	10.5%
December 31, 2011 vs. September 30, 2011				
GAAP basis	3.7%	(3.2%)	2.5%	23.5%(1)
Cash Basis	1.1%	(2.9%)	6.3%	20.8%(1)

(1) Primarily from the timing of trade shows.

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**

**Vornado Capital Partners Real Estate Fund (the “Fund”)**

In February 2011, the Fund’s subscription period closed with an aggregate of \$800,000,000 of capital commitments, of which we committed \$200,000,000. We are the general partner and investment manager of the Fund, which has an eight-year term and a three-year investment period. During the investment period, which concludes in July 2013, the Fund is our exclusive investment vehicle for all investments that fit within its investment parameters, as defined. The Fund is accounted for under the AICPA Investment Company Guide 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, retaining the fair value basis of accounting.

During 2011, the Fund made three investments (described below) aggregating \$248,500,000 and exited two investments. As of December 31, 2011, the Fund has five investments with an aggregate fair value of approximately \$346,650,000, or \$11,995,000 in excess of cost, and has remaining unfunded commitments of \$416,600,000, of which our share is \$104,150,000.

*One Park Avenue*

On March 1, 2011, the Fund as a co-investor (64.7% interest), together with Vornado (30.3% interest), 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 \$250,000,000 five-year mortgage that bears interest at 5.0%.

*Crowne Plaza Times Square*

On December 16, 2011, the Fund formed a joint venture with the owner of the property to recapitalize the Crowne Plaza Hotel in Times Square. The property is located at 48th Street and Broadway in Times Square and is comprised of a 795-key hotel, 14,000 square feet of prime retail space, 212,000 square feet of office space, nine large signage

offerings, a 159-space parking garage and a health club. The joint venture plans to reconfigure and reposition the retail and office space as well as add additional signage. Vornado will manage and lease the commercial components of the property and the joint venture partner will asset manage the hotel. This transaction was initiated by us in May 2011, when the Fund acquired a \$34,000,000 mezzanine position in the junior most tranche of the property's mezzanine debt. In December 2011, the Fund contributed \$31,000,000 and its partner contributed \$22,000,000 of new capital to pay down third party debt and for future capital expenditures. The new capital was contributed in the form of debt that is convertible into preferred equity that receives a priority return and then will receive a profit participation. The Fund has an economic interest of approximately 38% in the property. The Fund's investment is subordinate to the property's \$259,000,000 of senior debt which matures in December 2013, with a one-year extension option.

*11 East 68<sup>th</sup> Street*

On December 29, 2011, the Fund committed to acquire the retail portion of 11 East 68th Street, an 11-story residential and retail property located on Madison Avenue and 68th Street, for \$50,500,000. The retail portion of the property consists of two retail units aggregating 5,000 square feet. The Fund provided \$21,200,000 at closing and will provide the remaining \$29,300,000 over the next two years. In addition, the Fund has also provided a \$21,000,000 mezzanine loan on the residential portion of the property, which bears paid-in-kind interest at 15%, matures in three years and has a one-year extension option.

**Overview – continued**

**2011 Acquisitions and Investments**

*1399 New York Avenue (the “Executive Tower”)*

On December 23, 2011, we acquired the 97.5% interest that we did not already own in the Executive Tower, an 11-story, 128,000 square foot Class A office building located in the Washington, CBD East End submarket close to the White House, for \$104,000,000 in cash.

*666 Fifth Avenue Office*

On December 16, 2011, we formed a joint venture with an affiliate of the Kushner Companies to recapitalize the office portion of 666 Fifth Avenue, a 39-story, 1.4 million square foot Class A office building in Manhattan, located on the full block front of Fifth Avenue between 52nd and 53rd Street. We acquired a 49.5% interest in the property from the Kushner Companies, the current owner. In connection therewith, the existing \$1,215,000,000 mortgage loan was modified by LNR, the special servicer, into a \$1,100,000,000 A-Note and a \$115,000,000 B-Note and extended to February 2019; and a portion of the current pay interest was deferred to the B-Note. We and the Kushner Companies have committed to lend the joint venture an aggregate of \$110,000,000 (of which our share is \$80,000,000) for tenant improvements and working capital for the property, which is senior to the \$115,000,000 B-Note. In addition, we have provided the A-Note holders a limited recourse and cooperation guarantee of up to \$75,000,000 if an event of default occurs and is ongoing.

*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 on Independence Plaza, a residential complex comprised of three 39-story buildings in the Tribeca submarket of Manhattan.

*280 Park Avenue Joint Venture*

On March 16, 2011, we formed a 50/50 joint venture with SL Green Realty Corp 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 by paying our partner \$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's investment is subordinate to \$710,000,000 of third party debt. The new joint venture expects to spend \$150,000,000 for re-tenanting and repositioning the Property.

**2011 Dispositions**

On January 6, 2012, we completed the sale of 350 West Mart Center, a 1.2 million square foot office building located in Chicago, Illinois, for \$228,000,000 in cash, which resulted in a net gain of \$54,200,000 that will be recognized in the first quarter of 2012.

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.

On January 12, 2011, we sold 1140 Connecticut Avenue and 1227 25<sup>th</sup> Street in Washington, DC, for \$127,000,000 in cash, which resulted in a net gain of \$45,862,000.

In 2011, we sold three retail properties in separate transactions for an aggregate of \$40,990,000 in cash, which resulted in net gains of \$5,761,000.

**Overview – continued**

**2011 Financing Activities**

*Senior Unsecured Debt*

On November 30, 2011, we completed a public offering of \$400,000,000 aggregate principal amount of 5.0%, ten-year senior unsecured notes and retained net proceeds of approximately \$395,584,000. The notes were sold at 99.546% of their face amount to yield 5.057%.

In 2011, we renewed both of our unsecured revolving credit facilities aggregating \$2,500,000,000. The first facility, which was renewed in June 2011, bears interest on drawn amounts at LIBOR plus 1.35% and has a 0.30% facility fee (drawn or undrawn). The second facility, which was renewed in November 2011, bears interest on drawn amounts at LIBOR plus 1.25% and has a 0.25% facility fee (drawn or undrawn). The LIBOR spread and facility fee on both facilities are based on our credit ratings. Both facilities mature in four years and have one-year extension options. As of December 31, 2011, an aggregate of \$138,000,000 was outstanding under these facilities.

*Secured Debt*

On January 9, 2012, we completed a \$300,000,000 refinancing of 350 Park Avenue, a 557,000 square foot Manhattan office building. The five-year fixed rate loan bears interest at 3.75% and amortizes based on a 30-year schedule beginning in the third year. The proceeds of the new loan and \$132,000,000 of existing cash were used to repay the existing loan and closing costs.

On December 28, 2011, we completed a \$330,000,000 refinancing of Eleven Penn Plaza, a 1.1 million square foot Manhattan office building. The seven-year loan bears interest at LIBOR plus 2.35% and amortizes based on a 30-year schedule beginning in the fourth year. We retained net proceeds of approximately \$126,000,000 after repaying the

existing loan and closing costs.

On September 1, 2011, we completed a \$600,000,000 refinancing of 555 California Street, a three-building office complex aggregating 1.8 million square feet in San Francisco's financial district, known as the Bank of America Center, in which we own a 70% controlling interest. The 10-year fixed rate loan bears interest at 5.10% and amortizes based on a 30-year schedule beginning in the fourth year. The proceeds of the new loan and \$45,000,000 of existing cash were used to repay the existing loan and closing costs.

On May 11, 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 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 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.



**Overview – continued**

**2011 Financing Activities – continued**

*Secured Debt – continued*

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 at a fixed rate of 4.61%. The loan has a seven-year term and amortizes based on a 30-year schedule.

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 6, 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.

*Preferred 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 and August 5, 2011 we sold an additional 800,000 and 1,000,000 shares, respectively, at a price of \$25.00 per share. We retained aggregate net proceeds of \$238,842,000, after underwriters' discounts and issuance costs and

contributed the net proceeds to the Operating Partnership in exchange for 9,850,000 Series J Preferred Units (with economic terms that mirror those of the Series J Preferred Shares).

**Overview - continued****Leasing Activity**

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 square feet leased during the period.

(Square feet in thousands)	<b>New York</b>	<b>Washington,</b>		<b>Merchandise Mart</b>	
<b>As of December 31, 2011:</b>	<b>Office</b>	<b>DC</b>	<b>Retail <sup>(4)</sup></b>	<b>Office</b>	<b>Showroom</b>
Total square feet (in service)	20,773	20,529	25,245	1,556	4,014
Our share of square feet (in service)	17,546	17,925	23,012	1,556	4,014
Number of properties	30	77	155	5	5
Occupancy rate	95.6%	90.0% <sup>(3)</sup>	93.0%	90.5%	83.0%
<b>Leasing Activity:</b>					
<b>Quarter Ended December 31, 2011:</b>					
Total square feet leased	1,138	605	382	68	80
Our share of square feet leased	925	575	382	68	80
Initial rent <sup>(1)</sup>	\$ 50.99	\$ 42.30	\$ 23.37	\$ 26.00	\$ 30.99
Weighted average lease term (years)	8.5	7.5	8.6	12.0	4.0
Relet space (included above):					
Square feet	832	497	190	68	80
Cash basis:					
Initial rent <sup>(1)</sup>	\$ 50.04	\$ 41.99	\$ 15.58	\$ 26.00	\$ 30.99
Prior escalated rent	\$ 45.71	\$ 39.00	\$ 14.76	\$ 24.92	\$ 34.02
Percentage increase (decrease)	9.5%	7.7%	5.6%	4.3%	(8.9%)
GAAP basis:					
Straight-line rent <sup>(2)</sup>	\$ 50.13	\$ 41.72	\$ 15.73	\$ 26.58	\$ 30.55
Prior straight-line rent	\$ 43.43	\$ 38.38	\$ 13.69	\$ 22.26	\$ 30.07

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Percentage increase	15.4%	8.7%	14.9%	19.4%	1.6%
Tenant improvements and leasing commissions:					
Per square foot	\$ 44.25	\$ 35.05	\$ 8.70	\$ 83.30	\$ 3.00
Per square foot per annum:	\$ 5.21	\$ 4.67	\$ 1.01	\$ 6.94	\$ 0.75
Percentage of initial rent	10.2%	11.0%	4.3%	26.7%	2.4%
<b>Year Ended December 31, 2011:</b>					
Total square feet leased	3,211	1,784	1,554	257	438
Our share of square feet leased	2,432	1,606	1,522	257	438
Initial rent <sup>(1)</sup>	\$ 55.37	\$ 40.99	\$ 24.95	\$ 27.61	\$ 34.68
Weighted average lease term (years)	9.2	5.6	8.7	8.2	5.6
Relet space (included above):					
Square feet	2,089	1,427	629	257	438
Cash basis:					
Initial rent <sup>(1)</sup>	\$ 56.21	\$ 40.79	\$ 19.88	\$ 27.61	\$ 34.68
Prior escalated rent	\$ 47.66	\$ 38.65	\$ 18.21	\$ 27.52	\$ 36.33
Percentage increase (decrease)	18.0%	5.5%	9.2%	0.3%	(4.5%)
GAAP basis:					
Straight-line rent <sup>(2)</sup>	\$ 56.19	\$ 40.43	\$ 20.46	\$ 27.99	\$ 33.71
Prior straight-line rent	\$ 47.47	\$ 37.33	\$ 17.56	\$ 24.40	\$ 32.86
Percentage increase	18.4%	8.3%	16.5%	14.7%	2.6%
Tenant improvements and leasing commissions:					
Per square foot	\$ 48.28	\$ 25.21	\$ 7.47	\$ 61.12	\$ 5.31
Per square foot per annum:	\$ 5.25	\$ 4.50	\$ 0.86	\$ 7.45	\$ 0.95
Percentage of initial rent	9.5%	11.0%	3.4%	27.0%	2.7%
<b>As of December 31, 2010:</b>					
Total square feet (in service)	17,454	21,149	25,557	1,448	4,122
Our share of square feet (in service)	16,194	17,823	23,453	1,448	4,122
Number of properties	28	82	161	5	5
Occupancy rate	95.6%	94.3% <sup>(3)</sup>	92.3%	91.8%	93.8%

See notes on the following page.



**Overview - continued**

(Square feet in thousands)

<b>Leasing Activity: Year Ended December 31, 2010:</b>	<b>New York</b>	<b>Washington, DC</b>	<b>Merchandise Mart</b>		
	<b>Office</b>	<b>Office</b>	<b>Retail <sup>(4)</sup></b>	<b>Office</b>	<b>Showroom</b>
Total square feet leased	1,364	1,837	1,237	171	596
Our share of square feet leased:	1,277	1,697	1,209	171	596
Initial rent <sup>(1)</sup>	\$ 49.81	\$ 38.41	\$ 24.36	\$ 30.61	\$ 36.20
Weighted average lease term (years)	7.5	4.4	8.5	12.3	5.0
Relet space (included above):					
Square feet	1,061	1,385	392	24	596
Cash basis:					
Initial rent <sup>(1)</sup>	\$ 49.65	\$ 38.51	\$ 18.09	\$ 24.44	\$ 36.20
Prior escalated rent	\$ 51.91	\$ 36.71	\$ 16.76	\$ 23.99	\$ 36.98
Percentage (decrease) increase	(4.4%)	4.9%	7.9%	1.9%	(2.1%)
GAAP basis:					
Straight-line rent <sup>(2)</sup>	\$ 48.35	\$ 38.59	\$ 18.70	\$ 21.63	\$ 34.90
Prior straight-line rent	\$ 49.27	\$ 35.08	\$ 16.49	\$ 23.03	\$ 33.57
Percentage (decrease) increase	(1.9%)	10.0%	13.4%	(6.1%)	4.0%
Tenant improvements and leasing commissions:					
Per square foot	\$ 50.29	\$ 12.85	\$ 11.98	\$ 100.73	\$ 6.56
Per square foot per annum:	\$ 6.70	\$ 2.92	\$ 1.41	\$ 8.19	\$ 1.31
Percentage of initial rent	13.5%	7.6%	5.8%	26.8%	3.6%

(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.

December 31, 2011	88.7%
December 31, 2010	94.0%

Mall store sales per square foot for in-line stores with less than 10,000 square feet, including partially owned  
(4) malls, for the trailing twelve  
months ended December 31, 2011 and 2010 were \$467 and \$463, respectively.

**Overview - continued****Washington, DC Office Properties Segment**

EBITDA was \$481,077,000 for the year ended December 31, 2011, compared to \$497,551,000 for the prior year, a decrease of \$16,474,000. 2011 and 2010 included an aggregate of \$51,050,000 and \$73,901,000, respectively of EBITDA from discontinued operations and net gains on sale of real estate. In addition, 2010 included a \$10,056,000 litigation loss accrual. Adjusting for these items, 2011 EBITDA was lower than the prior year by \$3,679,000, or 0.8%. Same Store EBITDA was higher than the prior year by 0.9% (see page 90 for a reconciliation of EBITDA to Same Store EBITDA).

We estimate that occupancy will decrease from 90% at December 31, 2011, to between 82% to 84% in 2012 and that 2012 EBITDA will be lower than 2011 by approximately \$55,000,000 to \$65,000,000, based on 2,902,000 square feet expiring in 2012, partially offset by leasing over 1,000,000 square feet. A significant portion of the vacancy is related to the Base Realignment and Closure (“BRAC”) statute. We estimate it will take approximately two to three years to fully absorb this vacancy and for EBITDA to recover. The table below summarizes the effect of BRAC on our Washington, DC Office Properties segment for square feet leased by the DOD.

	Annual Expiring Escalated Rent Per	Square Foot	Total	Square Feet		
				Crystal City	Skyline	Rosslyn
Square feet to be relet by the General Services						
Administration (leases pending)	\$ 40.05		313,000	313,000	-	-
Square feet already vacated	26.57		403,000	-	403,000	-
Square feet expiring in the future:						
First Quarter 2012	40.10		589,000	551,000	38,000	-
Second Quarter 2012	39.60		171,000	171,000	-	-
Third Quarter 2012	41.47		380,000	251,000	119,000	10,000
Total 2012			1,140,000	973,000	157,000	10,000
2013	36.85		183,000	-	43,000	140,000
2014	32.76		330,000	128,000	202,000	-



Edgar Filing: VORNADO REALTY TRUST - Form 10-K

2015	40.09	26,000	20,000	6,000	-
Total square feet expiring in the future		1,679,000	1,121,000	408,000	150,000
Total square feet subject to BRAC		2,395,000	1,434,000	811,000	150,000

In February 2012, we notified the lender that the Skyline property currently has a 26% vacancy rate, which is expected to increase due to scheduled lease expirations resulting primarily from the BRAC statute. Based on the projected vacancy and the significant amount of capital, time and effort to re-tenant the property, we requested that the mortgage loan be placed with the special servicer.

## Recently Issued Accounting Literature

In May 2011, the Financial Accounting Standards Board (“FASB”) issued Update No. 2011-04, *Fair Value Measurements (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS* (“ASU No. 2011-04”). ASU No. 2011-04 provides a uniform framework for fair value measurements and related disclosures between GAAP and International Financial Reporting Standards (“IFRS”) and requires additional disclosures, including: (i) quantitative information about unobservable inputs used, a description of the valuation processes used, and a qualitative discussion about the sensitivity of the measurements to changes in the unobservable inputs, for Level 3 fair value measurements; (ii) fair value of financial instruments not measured at fair value but for which disclosure of fair value is required, based on their levels in the fair value hierarchy; and (iii) transfers between Level 1 and Level 2 of the fair value hierarchy. ASU No. 2011-04 is effective for interim and annual periods beginning on or after December 15, 2011. The adoption of this update on January 1, 2012 is not expected to have a material impact on our consolidated financial statements.

In June 2011, the FASB issued Update No. 2011-05, *Comprehensive Income (Topic 220): Presentation of Comprehensive Income* (“ASU No. 2011-05”). ASU No. 2011-05 requires the presentation of net income and other comprehensive income in one continuous statement or in two separate but consecutive statements. ASU No. 2011-05 is effective for interim and annual periods beginning on or after December 15, 2011, with early adoption permitted. The Company early adopted this guidance as of December 31, 2011, and has presented the Consolidated Statements of Comprehensive Income as a separate financial statement.

In September 2011, the FASB issued Update No. 2011-09, *Compensation – Retirement Benefits (Topic 715): Disclosures About an Employer’s Participation in a Multiemployer Plan* (“ASU No. 2011-09”). ASU No. 2011-09 requires enhanced disclosures about an entity’s participation in multiemployer plans that offer pension and other postretirement benefits. ASU No. 2011-09 became effective for interim and annual periods ending on or after December 15, 2011. The adoption of this update on December 31, 2011 did not have a material impact on our consolidated financial statements.

## Critical Accounting Policies

In preparing the consolidated financial statements we have made estimates and assumptions that affect the reported amounts of 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. Set forth below is a summary

of the accounting policies that we believe are critical to the preparation of our consolidated financial statements. The summary should be read in conjunction with the more complete discussion of our accounting policies included in Note 2 to the consolidated financial statements in this Annual Report on Form 10-K.

### *Real Estate*

Real estate is carried at cost, net of accumulated depreciation and amortization. As of December 31, 2011 and 2010, the carrying amounts of real estate, net of accumulated depreciation, were \$14.5 billion and \$14.7 billion, respectively. Maintenance and repairs are expensed as incurred. Depreciation requires an estimate by management of the useful life of each property and improvement as well as an allocation of the costs associated with a property to its various components. If we do not allocate these costs appropriately or incorrectly estimate the useful lives of our real estate, depreciation expense may be misstated. As real estate is undergoing development activities, all property operating expenses directly associated with and attributable to, the development and construction of a project, including interest expense, are capitalized to the cost of real property to the extent we believe such costs are recoverable through the value of the property. The capitalization period begins when development activities are underway and ends when the project is substantially complete. General and administrative costs are expensed as incurred.

Upon the acquisition of real estate, we assess the fair value of acquired assets (including land, buildings and improvements, identified intangibles such as acquired above and below-market leases and acquired in-place leases and tenant relationships) and acquired liabilities and we allocate purchase price based on these assessments. We assess fair value based on estimated cash flow projections that utilize appropriate discount and capitalization rates and available market information. Estimates of future cash flows are based on a number of factors, including historical operating results, known trends and market/economic conditions.

Our properties, including any related intangible assets, are individually reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment exists when the carrying amount of an asset exceeds the aggregate projected future cash flows over the anticipated holding period on an undiscounted basis. An impairment loss is measured based on the excess of the property's carrying amount over its estimated fair value. Impairment analyses are based on our current plans, intended holding periods and available market information at the time the analyses are prepared. If our estimates of the projected future cash flows, anticipated holding periods, or market conditions change, our evaluation of impairment losses may be different and such differences could be material to our consolidated financial statements. The evaluation of anticipated cash flows is subjective and is based, in part, on assumptions regarding future occupancy, rental rates and capital requirements that could differ materially from actual results. Plans to hold properties over longer periods decrease the likelihood of recording impairment losses.



## **Critical Accounting Policies – continued**

### *Identified Intangibles*

As of December 31, 2011 and 2010, the carrying amounts of identified intangible assets (including acquired above-market leases, tenant relationships and acquired in-place leases) were \$319,704,000 and \$346,157,000, respectively. The carrying amounts of identified intangible liabilities, a component of “deferred credit” on our consolidated balance sheets, were \$467,187,000 and \$521,372,000, respectively. Identified intangibles are recorded at their estimated fair value, separate and apart from goodwill. Identified intangibles that are determined to have finite lives are amortized over the period in which they are expected to contribute directly or indirectly to the future cash flows of the property or business acquired. Intangible assets that are subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is measured based on the excess of the carrying amount of the identified intangible over its estimated fair value. If intangible assets are impaired or estimated useful lives change, the impact to our consolidated financial statements could be material.

### *Mezzanine Loans Receivable*

As of December 31, 2011 and 2010, the carrying amounts of mezzanine loans receivable were \$133,948,000 and \$202,412,000, respectively. We invest in mezzanine loans of entities that have significant real estate assets. These investments, which are subordinate to the mortgage loans secured by the real property, are generally secured by pledges of the equity interests of the entities owning the underlying real estate. We record these investments at the stated principal amount net of any unamortized discount or premium. We accrete or amortize any discount or premium over the life of the related receivable utilizing the effective interest method or straight-line method, if the result is not materially different. We evaluate the collectibility of both interest and principal of each of our loans whenever events or changes in circumstances indicate such amounts may not be recoverable. A loan is impaired when it is probable that we will be unable to collect all amounts due according to the existing contractual terms. When a loan is impaired, the amount of the loss accrual is calculated by comparing the carrying amount of the investment to the present value of expected future cash flows discounted at the loan’s effective interest rate, or as a practical expedient, to the value of the collateral if the loan is collateral dependent. If our estimates of the collectability of both interest and principal or the fair value of our loans change based on market conditions or otherwise, our evaluation of impairment losses may be different and such differences could be material to our consolidated financial statements.

### *Partially Owned Entities*

As of December 31, 2011 and 2010, the carrying amounts of investments in partially owned entities, including Toys “R” Us, was \$1.7 billion and \$1.4 billion, respectively. In determining whether we have a controlling interest in a partially owned entity and the requirement to consolidate the accounts of that entity, we consider factors such as ownership interest, board representation, management representation, authority to make decisions, and contractual and substantive participating rights of the partners/members as well as whether the entity is a variable interest entity in which we have the power over significant activities of the entity and the obligation to absorb losses or receive benefits that could potentially be significant to the entity. We account for investments on the equity method when the requirements for consolidation are not met and we have significant influence over the operations of the investee. Equity method investments are initially recorded at cost and subsequently adjusted for our share of net income or loss and cash contributions and distributions each period. Investments that do not qualify for consolidation or equity method accounting are accounted for on the cost method.

Investments in partially owned entities are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is measured based on the excess of the carrying amount of an investment over its estimated fair value. Impairment analyses are based on current plans, intended holding periods and available information at the time the analyses are prepared. The ultimate realization of our investments in partially owned entities is dependent on a number of factors, including the performance of each investment and market conditions. If our estimates of the projected future cash flows, the nature of development activities for properties for which such activities are planned and the estimated fair value of the investment change based on market conditions or otherwise, our evaluation of impairment losses may be different and such differences could be material to our consolidated financial statements. The evaluation of anticipated cash flows is subjective and is based, in part, on assumptions regarding future occupancy, rental rates and capital requirements that could differ materially from actual results.

## Critical Accounting Policies – continued

### *Allowance For Doubtful Accounts*

We periodically evaluate the collectability of amounts due from tenants and maintain an allowance for doubtful accounts (\$43,241,000 and \$62,979,000 as of December 31, 2011 and 2010) for estimated losses resulting from the inability of tenants to make required payments under their lease agreements. We also maintain an allowance for receivables arising from the straight-lining of rents (\$4,046,000 and \$7,316,000 as of December 31, 2011 and 2010, respectively). This receivable arises from earnings recognized in excess of amounts currently due under the lease agreements. Management exercises judgment in establishing these allowances and considers payment history and current credit status in developing these estimates. These estimates may differ from actual results, which could be material to our consolidated financial statements.

### *Revenue Recognition*

We have the following revenue sources and revenue recognition policies:

- **Base Rent** — income arising from tenant leases. These rents are recognized over the non-cancelable term of the related leases on a straight-line basis which includes the effects of rent steps and rent abatements under the leases. We commence rental revenue recognition when the tenant takes possession of the leased space and the leased space is substantially ready for its intended use. In addition, in circumstances where we provide a tenant improvement allowance for improvements that are owned by the tenant, we recognize the allowance as a reduction of rental revenue on a straight-line basis over the term of the lease.
- **Percentage Rent** — income arising from retail tenant leases that is contingent upon tenant sales exceeding defined thresholds. These rents are recognized only after the contingency has been removed (i.e., when tenant sales thresholds have been achieved).
- **Hotel Revenue** — income arising from the operation of the Hotel Pennsylvania which consists of rooms revenue, food and beverage revenue, and banquet revenue. Income is recognized when rooms are occupied. Food and beverage and banquet revenue are recognized when the services have been rendered.

- Trade Shows Revenue — income arising from the operation of trade shows, including rentals of booths. This revenue is recognized when the trade shows have occurred.
- Expense Reimbursements — revenue arising from tenant leases which provide for the recovery of all or a portion of the operating expenses and real estate taxes of the respective property. This revenue is accrued in the same periods as the expenses are incurred.
- Management, Leasing and Other Fees — income arising from contractual agreements with third parties or with partially owned entities. This revenue is recognized as the related services are performed under the respective agreements.
- Cleveland Medical Mart — revenue arising from the development of the Cleveland Medical Mart. This revenue is recognized as the related services are performed under the respective agreements using the criteria set forth in ASC 605-25, *Multiple Element Arrangements*, as we are providing development, marketing, leasing, and other property management services.

Before we recognize revenue, we assess, among other things, its collectibility. If our assessment of the collectibility of revenue changes, the impact on our consolidated financial statements could be material.

#### *Income Taxes*

We operate in a manner intended to enable us to continue to qualify as a Real Estate Investment Trust (“REIT”) under Sections 856-860 of the Internal Revenue Code of 1986, as amended. Under those sections, a REIT which distributes at least 90% of its REIT taxable income as a dividend to its shareholders each year and which meets certain other conditions will not be taxed on that portion of its taxable income which is distributed to its shareholders. We distribute to our shareholders 100% of our taxable income. Therefore, no provision for Federal income taxes is required. If we fail to distribute the required amount of income to our shareholders, or fail to meet other REIT requirements, we may fail to qualify as a REIT which may result in substantial adverse tax consequences.



**Net Income and EBITDA by Segment for the Years Ended December 31, 2011, 2010 and 2009**

(Amounts in thousands)

	For the Year Ended December 31, 2011						
	Total	New York Office	Washington, DC Office	Retail	Merchandise Mart	Toys	Other <sup>(3)</sup>
Property rentals	\$2,157,938	\$ 783,438	\$ 558,256	\$424,646	\$ 208,059	\$ -	\$ 183,539
Straight-line rent adjustments	41,431	25,720	(721)	16,319	(2,680)	-	2,793
Amortization of acquired below-market leases, net	62,442	31,547	2,088	23,751	38	-	5,018
Total rentals	2,261,811	840,705	559,623	464,716	205,417	-	191,350
Tenant expense reimbursements	349,420	140,038	36,849	150,338	11,602	-	10,593
Cleveland Medical Mart development project	154,080	-	-	-	154,080	-	-
Fee and other income:							
BMS cleaning fees	61,754	95,452	-	-	-	-	(33,698)
Management and leasing fees	20,103	7,394	12,361	3,071	342	-	(3,065)
Lease termination fees	16,395	11,539	3,794	767	295	-	-
Other	52,102	22,189	20,650	5,966	3,558	-	(261)
Total revenues	2,915,665	1,117,317	633,277	624,858	375,294	-	164,919
Operating expenses	1,091,597	485,731	200,677	205,385	132,470	-	67,334
Depreciation and amortization	553,811	186,765	160,729	114,360	41,094	-	50,863
General and administrative	209,981	18,815	26,380	28,098	29,996	-	106,692
Cleveland Medical Mart development project	145,824	-	-	-	145,824	-	-
Tenant buy-outs, impairment losses and other acquisition related costs	58,299	-	-	24,146	28,228	-	5,925
Total expenses	2,059,512	691,311	387,786	371,989	377,612	-	230,814
Operating income (loss)	856,153	426,006	245,491	252,869	(2,318)	-	(65,895)
Income applicable to Toys	48,540	-	-	-	-	48,540	-
Income (loss) from partially owned							

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

entities	71,770	(12,559)	(6,381)	4,006	455	-	86,249
Income from Real Estate Fund	22,886	-	-	-	-	-	22,886
Interest and other investment income (loss), net	148,826	642	199	(29)	43	-	147,971
Interest and debt expense	(544,015)	(138,336)	(120,724)	(91,895)	(36,873)	-	(156,187)
Net gain on disposition of wholly owned and partially owned assets	15,134	-	-	4,278	-	-	10,856
Income (loss) before income taxes	619,294	275,753	118,585	169,229	(38,693)	48,540	45,880
Income tax expense	(24,827)	(2,084)	(2,927)	(34)	(2,237)	-	(17,545)
Income (loss) from continuing operations	594,467	273,669	115,658	169,195	(40,930)	48,540	28,335
Income from discontinued operations	145,533	563	46,466	4,000	94,504	-	-
Net income	740,000	274,232	162,124	173,195	53,574	48,540	28,335
Less:							
Net (income) loss attributable to noncontrolling interests in consolidated subsidiaries	(21,786)	(10,042)	-	237	-	-	(11,981)
Net (income) attributable to noncontrolling interests in the Operating Partnership, including unit distributions	(55,912)	-	-	-	-	-	(55,912)
Net income (loss) attributable to Vornado	662,302	264,190	162,124	173,432	53,574	48,540	(39,558)
Interest and debt expense <sup>(2)</sup>	797,920	150,627	134,270	96,644	40,916	157,135	218,328
Depreciation and amortization <sup>(2)</sup>	777,421	201,122	181,560	117,716	46,725	134,967	95,331
Income tax expense (benefit) <sup>(2)</sup>	4,812	2,204	3,123	34	2,237	(1,132)	(1,654)
EBITDA <sup>(1)</sup>	\$2,242,455	\$ 618,143	\$ 481,077	\$387,826	\$ 143,452	\$339,510	\$ 272,447

See notes on page 83.



**Net Income and EBITDA by Segment for the Years Ended December 31, 2011, 2010 and 2009 - continued**

(Amounts in thousands)

	For the Year Ended December 31, 2010						
	Total	New York Office	Washington, DC Office	Retail	Merchandise Mart	Toys	Other <sup>(3)</sup>
Property rentals	\$2,099,158	\$ 773,996	\$ 566,041	\$390,068	\$ 199,323	\$ -	\$ 169,730
Straight-line rent adjustments	73,007	34,197	5,849	28,604	382	-	3,975
Amortization of acquired below-market leases, net	65,542	36,164	2,326	21,470	(75)	-	5,657
Total rentals	2,237,707	844,357	574,216	440,142	199,630	-	179,362
Tenant expense reimbursements	355,616	137,412	51,963	144,224	11,059	-	10,958
Fee and other income:							
BMS cleaning fees	58,053	88,664	-	-	-	-	(30,611)
Management and leasing fees	20,117	6,192	15,934	1,029	156	-	(3,194)
Lease termination fees	14,826	4,270	1,148	7,641	467	-	1,300
Other	54,362	22,283	21,427	3,674	3,838	-	3,140
Total revenues	2,740,681	1,103,178	664,688	596,710	215,150	-	160,955
Operating expenses	1,082,844	469,495	213,935	220,090	114,161	-	65,163
Depreciation and amortization	522,022	176,534	142,720	108,156	40,130	-	54,482
General and administrative	213,949	18,578	25,464	29,610	26,720	-	113,577
Tenant buy-outs, impairment losses and other acquisition related costs	129,458	-	-	72,500	20,000	-	36,958
Total expenses	1,948,273	664,607	382,119	430,356	201,011	-	270,180
Operating income (loss)	792,408	438,571	282,569	166,354	14,139	-	(109,225)
Income applicable to Toys	71,624	-	-	-	-	71,624	-
Income (loss) from partially owned entities	22,438	(6,354)	(564)	9,401	(179)	-	20,134
(Loss) from Real Estate Fund	(303)	-	-	-	-	-	(303)

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

Interest and other investment income, net	235,315	608	157	180	47	-	234,323
Interest and debt expense	(560,052)	(132,279)	(130,540)	(85,063)	(37,932)	-	(174,238)
Net gain (loss) on extinguishment of debt	94,789	-	-	105,571	-	-	(10,782)
Net gain on disposition of wholly owned and partially owned assets	81,432	-	54,742	-	765	-	25,925
Income (loss) before income taxes	737,651	300,546	206,364	196,443	(23,160)	71,624	(14,166)
Income tax expense	(22,476)	(2,167)	(1,816)	(37)	(173)	-	(18,283)
Income (loss) from continuing operations	715,175	298,379	204,548	196,406	(23,333)	71,624	(32,449)
(Loss) income from discontinued operations	(7,144)	168	(4,481)	2,453	(5,284)	-	-
Net income (loss)	708,031	298,547	200,067	198,859	(28,617)	71,624	(32,449)
Less:							
Net (income) loss attributable to noncontrolling interests in consolidated subsidiaries	(4,920)	(9,559)	-	(778)	-	-	5,417
Net (income) attributable to noncontrolling interests in the Operating Partnership, including unit distributions	(55,228)	-	-	-	-	-	(55,228)
Net income (loss) attributable to Vornado	647,883	288,988	200,067	198,081	(28,617)	71,624	(82,260)
Interest and debt expense <sup>(2)</sup>	828,082	126,209	136,174	92,653	61,379	177,272	234,395
Depreciation and amortization <sup>(2)</sup>	729,426	170,505	159,283	114,335	51,064	131,284	102,955
Income tax (benefit) expense <sup>(2)</sup>	(23,036)	2,167	2,027	37	232	(45,418)	17,919
EBITDA <sup>(1)</sup>	\$2,182,355	\$ 587,869	\$ 497,551	\$405,106	\$ 84,058	\$334,762	\$ 273,009

See notes on page 83.



**Net Income and EBITDA by Segment for the Years Ended December 31, 2011, 2010 and 2009 - continued**

(Amounts in thousands)

	For the Year Ended December 31, 2009						
	Total	New York Office	Washington, DC Office	Retail	Merchandise Mart	Toys	Other <sup>(3)</sup>
Property rentals	\$ 1,989,169	\$ 757,372	\$ 526,683	\$ 354,397	\$ 191,485	\$ -	\$ 159,232
Straight-line rent adjustments	89,405	36,832	22,683	26,943	2,478	-	469
Amortization of acquired below-market leases, net	70,401	39,474	3,452	22,095	89	-	5,291
Total rentals	2,148,975	833,678	552,818	403,435	194,052	-	164,992
Tenant expense reimbursements	351,290	136,368	60,620	132,385	12,079	-	9,838
Fee and other income:							
BMS cleaning fees	53,824	75,549	-	-	-	-	(21,725)
Management and leasing fees	11,456	4,211	8,183	1,731	88	-	(2,757)
Lease termination fees	4,886	1,840	2,224	464	219	-	139
Other	85,160	18,868	47,745	2,565	7,528	-	8,454
Total revenues	2,655,591	1,070,514	671,590	540,580	213,966	-	158,941
Operating expenses	1,050,545	451,977	220,333	200,457	113,078	-	64,700
Depreciation and amortization	519,534	173,433	142,415	99,217	41,587	-	62,882
General and administrative	230,584	22,662	26,205	30,339	30,749	-	120,629
Tenant buy-outs, impairment losses and other acquisition related costs	73,763	-	24,875	9,589	-	-	39,299
Total expenses	1,874,426	648,072	413,828	339,602	185,414	-	287,510
Operating income (loss)	781,165	422,442	257,762	200,978	28,552	-	(128,569)
Income applicable to Toys	92,300	-	-	-	-	92,300	-
(Loss) income from partially owned entities	(19,910)	5,817	4,850	4,728	151	-	(35,456)
Interest and other investment (loss) income, net	(116,350)	876	786	69	95	-	(118,176)

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Interest and debt expense	(617,768)	(133,647)	(128,039)	(88,844)	(38,009)	-	(229,229)
Net (loss) gain on extinguishment of debt	(25,915)	-	-	769	-	-	(26,684)
Net gain on disposition of wholly owned and partially owned assets	5,641	-	-	-	-	-	5,641
Income (loss) before income taxes	99,163	295,488	135,359	117,700	(9,211)	92,300	(532,473)
Income tax expense	(20,642)	(1,332)	(1,482)	(319)	(2,140)	-	(15,369)
Income (loss) from continuing operations	78,521	294,156	133,877	117,381	(11,351)	92,300	(547,842)
Income (loss) from discontinued operations	49,929	945	52,308	(3,430)	106	-	-
Net income (loss)	128,450	295,101	186,185	113,951	(11,245)	92,300	(547,842)
Less:							
Net loss (income) attributable to noncontrolling interests in consolidated subsidiaries	2,839	(9,098)	-	915	-	-	11,022
Net (income) attributable to noncontrolling interests in the Operating Partnership, including unit distributions	(25,120)	-	-	-	-	-	(25,120)
Net income (loss) attributable to Vornado	106,169	286,003	186,185	114,866	(11,245)	92,300	(561,940)
Interest and debt expense <sup>(2)</sup>	826,827	126,968	132,610	95,990	52,862	127,390	291,007
Depreciation and amortization <sup>(2)</sup>	728,815	168,517	152,747	105,903	56,702	132,227	112,719
Income tax expense (benefit) <sup>(2)</sup>	10,193	1,332	1,590	319	2,208	(13,185)	17,929
EBITDA <sup>(1)</sup>	\$ 1,672,004	\$ 582,820	\$ 473,132	\$ 317,078	\$ 100,527	\$ 338,732	\$ (140,285)

See notes on the following page.





**Net Income and EBITDA by Segment for the Years Ended December 31, 2011, 2010 and 2009 - 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 tables below provide information about EBITDA from certain investments that are included in the "other" column of the preceding EBITDA by segment reconciliations. 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 Year Ended December 31,</b>		
	<b>2011</b>	<b>2010</b>	<b>2009</b>
Our share of Real Estate Fund:			
Income before net realized/unrealized gains	\$ 4,205	\$ 503	\$ -
Net unrealized gains	2,999	-	-
Net realized gains	1,348	-	-
Carried interest accrual	736	-	-
Total	9,288	503	-
Alexander's	61,080	57,425	81,703
LNR (acquired in July 2010)	47,614	6,116	-
Lexington Realty Trust ("Lexington") <sup>(1)</sup>	44,539	55,304	50,024
555 California Street	44,724	46,782	44,757
Hotel Pennsylvania	30,135	23,763	15,108
Other investments	33,529	30,463	11,070
	270,909	220,356	202,662
Corporate general and administrative expenses <sup>(2)</sup>	(85,922)	(90,343)	(79,843)
Investment income and other, net <sup>(2)</sup>	52,405	65,499	78,593
Mezzanine loans loss reversal (accrual) and net gain on disposition	82,744	53,100	(190,738)
Income from the mark-to-market of J.C. Penney derivative position	12,984	130,153	-

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Net gain from Suffolk Downs' sale of a partial interest	12,525	-	-
Net gain on sale of condominiums	5,884	3,149	648
Acquisition costs	(5,925)	(6,945)	-
Real Estate Fund placement fees	(3,451)	(5,937)	-
Net loss on extinguishment of debt	-	(10,782)	(26,684)
Non-cash asset write-downs:			
Investment in Lexington	-	-	(19,121)
Marketable equity securities	-	-	(3,361)
Real estate - primarily development projects:			
Wholly owned entities	-	(30,013)	(39,299)
Partially owned entities	(13,794)	-	(17,820)
Write-off of unamortized costs from the voluntary surrender of equity awards	-	-	(20,202)
Net income attributable to noncontrolling interests in the Operating Partnership, including unit distributions	(55,912)	(55,228)	(25,120)
	\$ 272,447	\$ 273,009	\$ (140,285)

- (1) Includes net gains of \$9,760 and \$13,710 in 2011 and 2010, respectively, resulting from Lexington's stock issuances.
- (2) 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 Years Ended December 31, 2011, 2010 and 2009 - continued**

Below is a summary of the percentages of EBITDA by geographic region (excluding Toys, 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 Year Ended December 31,</b>		
	<b>2011</b>	<b>2010</b>	<b>2009</b>
New York City metropolitan area	61%	61%	61%
Washington, DC / Northern			
Virginia metropolitan area	29%	31%	30%
California	2%	2%	1%
Chicago	4%	4%	4%
Puerto Rico	2%	1%	2%
Other geographies	2%	1%	2%
	100%	100%	100%

**Results of Operations – Year Ended December 31, 2011 Compared to December 31, 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 \$2,915,665,000 for the year ended December 31, 2011, compared to \$2,740,681,000 in the prior year, an increase of \$174,984,000, of which \$154,080,000 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	Washington, DC	Merchandise		
		Office	Office	Retail	Mart	Other
<b>Property rentals:</b>						
Acquisitions, sale of partial interests and other	\$ (10,242)	\$ (3,519)	\$ (26,936) <sup>(1)</sup>	\$ 15,369 <sup>(2)</sup>	\$ -	\$ 4,844
Development projects placed into service	5,513	-	6,100	(587)	-	-
Hotel Pennsylvania	10,006	-	-	-	-	10,006
Trade Shows	7,722	-	-	-	7,722	-
Amortization of acquired below-market leases, net	(3,100)	(4,617)	(238)	2,281	113	(639)
Leasing activity (see page 74)	14,205	4,484	6,481	7,511	(2,048)	(2,223)
	24,104	(3,652)	(14,593)	24,574	5,787	11,988
<b>Tenant expense reimbursements:</b>						
Acquisitions/development, sale of partial interests and other	(5,204)	4,305	(13,109) <sup>(1)</sup>	3,926 <sup>(2)</sup>	-	(326)
Operations	(992)	(1,679)	(2,005)	2,188	543	(39)
	(6,196)	2,626	(15,114)	6,114	543	(365)

**Cleveland Medical  
Mart development  
project  
Fee and other  
income:**

	154,080 (3)	-	-	-	154,080 (3)	-
BMS cleaning fees	3,701	6,788	-	-	-	(3,087)(4)
Management and leasing fees	(14)	1,202	(3,573)(5)	2,042	186	129
Lease cancellation fee income	1,569	7,269	2,646	(6,874)	(172)	(1,300)
Other	(2,260)	(94)	(777)	2,292	(280)	(3,401)
	2,996	15,165	(1,704)	(2,540)	(266)	(7,659)
Total increase (decrease) in revenues	\$ 174,984	\$ 14,139	\$ (31,411)	\$ 28,148	\$ 160,144	\$ 3,964

- (1) Primarily from the sale of a partial interest in the Warner Building and 1101 17th Street.  
Primarily from the acquisition of the remaining 55% interest we did not previously own in the San Jose Strip Shopping Center.
- (2) Shopping Center.
- (3) This income is offset by \$145,824 of development costs expensed in the period. See note (7) on page 86.
- (4) Primarily from the elimination of inter-company fees from operating segments upon consolidation.
- (5) Primarily from leasing fees in the prior year in connection with our management of a development project.

**Results of Operations – Year Ended December 31, 2011 Compared to December 31, 2010 - continued**Expenses

Our expenses, which consist primarily of operating, depreciation and amortization and general and administrative expenses, were \$2,059,512,000 for the year ended December 31, 2011, compared to \$1,948,273,000 in the prior year, an increase of \$111,239,000, which includes \$145,824,000 related 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	Washington, DC	Merchandise		
		Office	Office	Retail	Mart	Other
<b>Operating:</b>						
Acquisitions, sale of partial interests and other	\$ (374)	\$ -	\$ (14,123) <sup>(1)</sup>	\$ 14,075 <sup>(2)</sup>	\$ -	\$ (326)
Development projects placed into service	1,006	-	(248)	1,254	-	-
Non-reimbursable expenses, including bad-debt reserves	(20,997) <sup>(3)</sup>	3,029	(1,374)	(31,950) <sup>(3)</sup>	9,298	-
Hotel Pennsylvania	3,330	-	-	-	-	3,330
Trade Shows	3,631	-	-	-	3,631	-
BMS expenses	3,262	6,349	-	-	-	(3,087)
Operations	18,895	6,858	2,487	1,916	5,380	2,254
	8,753	16,236	(13,258)	(14,705)	18,309	2,171
<b>Depreciation and amortization:</b>						
Acquisitions/development, sale of partial interests and other	(4,466)	-	(10,261) <sup>(1)</sup>	5,795 <sup>(2)</sup>	-	-
Operations	36,255	10,231	28,270 <sup>(4)</sup>	409	964	(3,619)
	31,789	10,231	18,009	6,204	964	(3,619)

**General and administrative:**

Mark-to-market of deferred compensation plan liability (5)	(6,391)	-	-	-	-	(6,391)
Real Estate Fund placement fees	(3,031)	-	-	-	-	(3,031)
Operations	5,454	237	916	(1,512)	3,276 (6)	2,537
	(3,968)	237	916	(1,512)	3,276	(6,885)
<b>Cleveland Medical Mart development project</b>	145,824 (7)	-	-	-	145,824 (7)	-
<b>Tenant buy-outs, impairment losses and other acquisition related costs</b>	(71,159)	-	-	(48,354)(8)	8,228	(31,033)(9)
Total increase (decrease) in expenses	\$ 111,239	\$ 26,704	\$ 5,667	\$ (58,367)	\$ 176,601	\$ (39,366)

(1) Primarily from the sale of a partial interest in the Warner Building and 1101 17th Street.

(2) Primarily from the acquisition of the remaining 55% interest we did not previously own in the San Jose Strip Shopping Center.

(3) Includes a \$23,521 reversal for the Stop & Shop accounts receivable reserve.

(4) Includes \$25,000 of depreciation expense on 1851 South Bell Street, which will be taken out of service for redevelopment in 2012.

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

(6) Includes \$4,226 of restructuring costs.

(7) This expense is entirely offset by development revenue in the year. See note (3) on page 85.

(8) Primarily from a \$64,500 non-cash impairment loss on the Springfield Mall in the prior year, partially offset by tenant buy-out costs in the current year.

(9) Primarily from \$30,013 of impairment losses in the prior year on condominium units held for sale.



**Results of Operations – Year Ended December 31, 2011 Compared to December 31, 2010 - continued**Income Applicable to Toys

In the year ended December 31, 2011, we recognized net income of \$48,540,000 from our investment in Toys, comprised of \$39,592,000 for our 32.7% share of Toys' net income (\$38,460,000 before our share of Toys' income tax benefit) and \$8,948,000 of interest and other income.

In the year ended December 31, 2010, we recognized net income of \$71,624,000 from our investment in Toys, comprised of \$61,819,000 for our 32.7% share of Toys' net income (\$16,401,000 before our share of Toys' income tax benefit) and \$9,805,000 of interest and other income.

Income (Loss) from Partially Owned Entities

Summarized below are the components of income (loss) from partially owned entities for the years ended December 31, 2011 and 2010.

(Amounts in thousands)	<b>For the Year Ended December 31,</b>	
	<b>2011</b>	<b>2010</b>
<b>Equity in Net Income (Loss):</b>		
Alexander's - 32.4% interest	\$ 34,128	\$ 29,184
Lexington - 12.0% interest in 2011 and 12.8% interest in 2010 <sup>(1)</sup>	8,351	11,018
LNR - 26.2% interest (acquired in July 2010) <sup>(2)</sup>	58,786	1,973
India real estate ventures - 4.0% to 36.5% interest <sup>(3)</sup>	(14,881)	2,581
Partially owned office buildings:		
280 Park Avenue - 49.5% interest (acquired in May 2011)	(18,079)	-
West 57th Street Properties - 50.0% interest <sup>(4)</sup>	876	(10,990)
Rosslyn Plaza - 43.7% to 50.4% interest	2,193	(2,419)
	(1,142)	-

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

One Park Avenue - 30.3% interest (acquired in March 2011)		
Warner Building and 1101 17th Street - 55.0% interest (deconsolidated in October 2010 upon sale of a 45.0% interest) <sup>(5)</sup>	(16,135)	72
Other partially owned office buildings	10,017	4,436
Other equity method investments:		
Verde Realty Operating Partnership - 8.3% interest	1,661	(537)
Independence Plaza - 51.0% interest (acquired in June 2011)	2,457	-
Downtown Crossing, Boston - 50.0% interest	(1,461)	(1,155)
Monmouth Mall - 50.0% interest	2,556	1,952
Other equity method investments <sup>(6)</sup>	2,443	(13,677)
	\$ 71,770	\$ 22,438

- (1) Includes net gains of \$9,760 and \$13,710 in 2011 and 2010, respectively, resulting from Lexington's stock issuances.
- (2) 2011 includes \$27,377 of income comprised of (i) \$12,380 for an income tax benefit, (ii) \$8,977 of a tax settlement gain, and (iii) \$6,020 of net gains from asset sales.
- (3) 2011 includes \$13,794 for our share of an impairment loss.
- (4) 2010 includes \$11,481 of impairment losses.
- (5) 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.
- (6) 2011 includes a \$12,525 net gain from Suffolk Downs' sale of a partial interest.

Income (loss) from Real Estate Fund

In the year ended December 31, 2011, we recognized \$22,886,000 of income from the Fund, including \$11,995,000 of net unrealized gains from the mark-to-market of investments and \$5,391,000 of net realized gains from the disposition of two investments. Of the \$22,886,000, \$13,598,000 was attributable to noncontrolling interests. Accordingly, our share of the Fund's income was \$9,288,000. In addition, we recognized \$2,695,000 of management, leasing and development 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.

In the year ended December 31, 2010, we recognized a \$303,000 loss from the Fund.

**Results of Operations – Year Ended December 31, 2011 Compared to December 31, 2010 - continued**Interest and Other Investment Income (Loss), net

Interest and other investment income (loss), 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 \$148,826,000 in the year ended December 31, 2011, compared to \$235,315,000 in the prior year, a decrease of \$86,489,000. This decrease resulted from:

(Amounts in thousands)

J.C. Penney derivative position (mark-to-market gain of \$12,984 in 2011, compared to \$130,153 in 2010)	\$ (117,169)
Mezzanine loans (\$82,744 loss reversal and net gain on disposition in 2011, compared to \$53,100 loss reversal in 2010)	29,644
Decrease in the value of investments in our deferred compensation plan (offset by a corresponding decrease in the liability for plan assets in general and administrative expenses)	(6,391)
Other, net (primarily dividends and interest on marketable securities and mezzanine loans)	7,427
	\$ (86,489)

Interest and Debt Expense

Interest and debt expense was \$544,015,000 for the year ended December 31, 2011, compared to \$560,052,000 in the prior year, a decrease of \$16,037,000. This decrease was primarily due to savings of (i) \$22,865,000 applicable to the repurchase and retirement of convertible senior debentures and repayment of senior unsecured notes, (ii) \$18,157,000 from the repayment of the Springfield Mall mortgage at a discount in December 2010 and (iii) \$14,856,000 from the deconsolidation of the Warner Building resulting from the sale of a 45% interest in October 2010, partially offset by (iv) \$17,204,000 from the issuance of \$660,000,000 of cross-collateralized debt secured by 40 of our strip shopping centers in August 2010, (v) \$14,777,000 from the financing of 2121 Crystal Drive and Two Penn Plaza in the first quarter of 2011, (vi) \$5,057,000 from the issuance of \$500,000,000 of senior unsecured notes in March 2010 and (vii) \$3,854,000 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 (Loss) on Extinguishment of Debt

In the year ended December 31, 2010, we recognized a \$94,789,000 net gain on the extinguishment of debt (primarily from our acquisition of the mortgage loan secured by the Springfield Mall).

Net Gain on Disposition of Wholly Owned and Partially Owned Assets

In the year ended December 31, 2011, we recognized a \$15,134,000 net gain on disposition of wholly owned and partially owned assets (primarily from the sale of residential condominiums and marketable securities), compared to a \$81,432,000 net gain in the prior year (primarily from the sale of a 45% interest in the Warner Building and sales of marketable securities).

Income Tax Expense

Income tax expense was \$24,827,000 in the year ended December 31, 2011, compared to \$22,476,000 in the prior year, an increase of \$2,351,000. This increase resulted primarily from higher taxable income of our taxable REIT subsidiaries.

**Results of Operations – Year Ended December 31, 2011 Compared to December 31, 2010 - continued**Income (Loss) from Discontinued Operations

The table below sets forth the combined results of assets related to discontinued operations for the years ended December 31, 2011 and 2010.

(Amounts in thousands)	<b>For the Year Ended December 31,</b>	
	<b>2011</b>	<b>2010</b>
Total revenues	\$ 45,745	\$ 82,917
Total expenses	29,943	77,511
	15,802	5,406
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	2,506
Impairment losses and litigation loss accrual	(5,799)	(15,056)
Income (loss) from discontinued operations	\$ 145,533	\$ (7,144)

Net (Income) Loss Attributable to Noncontrolling Interests in Consolidated Subsidiaries

Net income attributable to noncontrolling interests in consolidated subsidiaries was \$21,786,000 in the year ended December 31, 2011, compared to \$4,920,000 in the prior year, an increase of \$16,866,000. This resulted primarily from a \$14,404,000 increase in income allocated to the noncontrolling interests of 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 years ended December 31, 2011 and 2010 is primarily comprised of allocations of income to redeemable

noncontrolling interests of \$41,059,000 and \$44,033,000, respectively, and preferred unit distributions of the Operating Partnership of \$14,853,000 and \$11,195,000 respectively.

Preferred Share Dividends

Preferred share dividends were \$65,531,000 for the year ended December 31, 2011, compared to \$55,534,000 for the prior year, an increase of \$9,997,000. This increase resulted from the issuance of Series J preferred shares during 2011, partially offset by the redemption of Series D-10 preferred shares in 2010.

Discount on Preferred Share and Unit Redemptions

In the year ended December 31, 2011, we recognized a \$5,000,000 discount from the redemption of 1,000,000 Series D-11 preferred units with a par value of \$25.00 per unit, for an aggregate of \$20,000,000 in cash, compared to a \$4,382,000 discount in the prior year from the redemption of 1,600,000 Series D-10 preferred shares with a par value of \$25.00 per share, for an aggregate of \$35,618,000.

**Results of Operations – Year Ended December 31, 2011 Compared to December 31, 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 year ended December 31, 2011, compared to the year ended December 31, 2010.

(Amounts in thousands)	New York Office	Washington, DC Office	Retail	Merchandise Mart
EBITDA for the year ended December 31, 2011	\$ 618,143	\$ 481,077	\$ 387,826	\$ 143,452
Add-back: non-property level overhead expenses included above	18,815	26,380	28,098	29,996
Less: EBITDA from acquisitions, dispositions and other non-operating income or expenses	(24,778)	(49,513)	(29,197)	(74,557)
GAAP basis same store EBITDA for the year ended December 31, 2011	612,180	457,944	386,727	98,891
Less: Adjustments for straight-line rents, amortization of below-market leases, net and other non-cash adjustments	(52,644)	(274)	(27,288)	2,642
Cash basis same store EBITDA for the year ended December 31, 2011	\$ 559,536	\$ 457,670	\$ 359,439	\$ 101,533
EBITDA for the year ended December 31, 2010	\$ 587,869	\$ 497,551	\$ 405,106	\$ 84,058
Add-back: non-property level overhead expenses included above	18,578	25,464	29,610	26,720

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Less: EBITDA from acquisitions, dispositions					
and other non-operating income or expenses	6,487	(69,288)	(59,561)	(12,387)	
GAAP basis same store EBITDA for the year ended December 31, 2010	612,934	453,727	375,155	98,391	
Less: Adjustments for straight-line rents, amortization of below-market leases, net and other non-cash adjustments	(63,029)	(4,005)	(37,262)	(307)	
Cash basis same store EBITDA for the year ended December 31, 2010	\$ 549,905	\$ 449,722	\$ 337,893	\$ 98,084	
(Decrease) increase in GAAP basis same store EBITDA for					
the year ended December 31, 2011 over the year ended December 31, 2010	\$ (754)	\$ 4,217	\$ 11,572	\$ 500	
Increase in Cash basis same store EBITDA for the year ended December 31, 2011 over the year ended December 31, 2010	\$ 9,631	\$ 7,948	\$ 21,546	\$ 3,449	
% (decrease) increase in GAAP basis same store EBITDA	(0.1%)	0.9%	3.1%	0.5%	
% increase in Cash basis same store EBITDA	1.8%	1.8%	6.4%	3.5%	



**Results of Operations – Year Ended December 31, 2010 Compared to December 31, 2009**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 \$2,740,681,000 for the year ended December 31, 2010, compared to \$2,655,591,000 for the year ended December 31, 2009, an increase of \$85,090,000. Below are the details of the increase (decrease) by segment:

(Amounts in thousands)

Increase (decrease) due to:	Total	New York	Washington, DC	Merchandise		
		Office	Office	Retail	Mart	Other
<b>Property rentals:</b>						
Acquisitions and other	\$ (1,713)	\$ -	\$ (6,890)	\$ 4,161	\$ 2,064	\$ (1,048)
Development projects placed into service	12,716	-	10,316	2,400	-	-
Hotel Pennsylvania	15,622	-	-	-	-	15,622
Trade Shows	5,044	-	-	-	5,044	-
Amortization of acquired below-market leases, net	(4,859)	(3,310)	(1,126)	(625)	(164)	366
Leasing activity (see page 74)	61,922	13,989	19,098	30,771	(1,366)	(570)
	88,732	10,679	21,398	36,707	5,578	14,370
<b>Tenant expense reimbursements:</b>						
Acquisitions/development	1,079	-	(3,236)	4,564	-	(249)
Operations	3,247	1,044	(5,421)	7,275	(1,020)	1,369
	4,326	1,044	(8,657)	11,839	(1,020)	1,120
<b>Fee and other income:</b>						
BMS cleaning fees	4,229	13,115	-	-	-	(8,886)(1)
Management and leasing fees	8,661	1,981	7,751 (2)	(702)	68	(437)
	9,940	2,430	(1,076)	7,177	248	1,161

Lease cancellation fee income						
Other	(30,798)	3,415	(26,318) <sup>(3)</sup>	1,109	(3,690) <sup>(4)</sup>	(5,314) <sup>(5)</sup>
	(7,968)	20,941	(19,643)	7,584	(3,374)	(13,476)
Total increase (decrease) in revenues	\$ 85,090	\$ 32,664	\$ (6,902)	\$ 56,130	\$ 1,184	\$ 2,014
(1)	Primarily from the elimination of inter-company fees from operating segments upon consolidation. See note (3) on page 92.					
(2)	Primarily from leasing fees in connection with our management of a development project.					
(3)	Primarily from income resulting from a forfeited non-refundable purchase deposit in 2009.					
(4)	Primarily from income resulting from the surrender and build-out of tenant space in 2009.					
(5)	2009 includes \$5,402 of income previously deferred resulting from the termination of a lease with a partially owned entity.					

**Results of Operations – Year Ended December 31, 2010 Compared to December 31, 2009 - continued**Expenses

Our expenses, which consist primarily of operating, depreciation and amortization and general and administrative expenses, were \$1,948,273,000 for the year ended December 31, 2010, compared to \$1,874,426,000 for the year ended December 31, 2009, an increase of \$73,847,000. Below are the details of the increase (decrease) by segment:

(Amounts in thousands)

Increase (decrease) due to:	Total	New York	Washington, DC	Merchandise		
		Office	Office	Retail	Mart	Other
<b>Operating:</b>						
Acquisitions and other	\$ (6,291)	\$ (4,688)	\$ (3,890)	\$ 1,213	\$ 1,770	\$ (696)
Development projects placed into service	3,425	-	2,941	484	-	-
Hotel Pennsylvania	11,041	-	-	-	-	11,041
Trade Shows	(1,063)	-	-	-	(1,063)	-
Operations	25,187	22,206 <sup>(1)</sup>	(5,449)	17,936 <sup>(2)</sup>	376	(9,882) <sup>(3)</sup>
	32,299	17,518	(6,398)	19,633	1,083	463
<b>Depreciation and amortization:</b>						
Acquisitions/development	(682)	-	(2,207)	2,132	-	(607)
Operations	3,170	3,101	2,512	6,807	(1,457)	(7,793)
	2,488	3,101	305	8,939	(1,457)	(8,400)
<b>General and administrative:</b>						
Write-off of unamortized costs from the voluntary surrender of equity awards <sup>(4)</sup>	(32,588)	(3,451)	(3,131)	(4,793)	(1,011)	(20,202)
Mark-to-market of deferred compensation						

plan liability (5)	(1,457)	-	-	-	-	(1,457)
Real Estate Fund placement fees	5,937	-	-	-	-	5,937
Operations	11,473	(633)	2,390	4,064	(3,018)(6)	8,670 (7)
	(16,635)	(4,084)	(741)	(729)	(4,029)	(7,052)
<b>Tenant buy-outs, impairment losses and other acquisition related costs</b>	55,695	-	(24,875)	62,911 (8)	20,000	(2,341)
Total increase (decrease) in expenses	\$ 73,847	\$ 16,535	\$ (31,709)	\$ 90,754	\$ 15,597	\$ (17,330)
(1)	Results from increases in (i) BMS operating expenses of \$13,459, (ii) reimbursable operating expenses of \$5,664 and (iii) non-reimbursable operating expenses of \$3,083.					
(2)	Results from increases in (i) reimbursable operating expenses of \$8,121, (ii) bad debt reserves of \$8,505, of which \$5,300 results from a true-up of 2009's billings and (iii) non-reimbursable operating expenses of \$1,310.					
(3)	Primarily from the elimination of inter-company fees from operating segments upon consolidation. See note (1) on page 91.					
(4)	On March 31, 2009, our nine most senior executives voluntarily surrendered their 2007 and 2008 stock option awards and their 2008 out-performance plan awards. Accordingly, we recognized \$32,588 of expense in the first quarter of 2009, representing the unamortized portion of these awards.					
(5)	This decrease in expense is entirely offset by a corresponding decrease in income from the mark-to-market of the deferred compensation plan assets, a component of "interest and other investment income (loss), net" on our consolidated statement of income.					
(6)	Primarily due to \$2,800 of pension plan termination costs in 2009.					
(7)	Primarily from higher payroll costs and stock-based compensation expense as a result of awards granted in March 2010.					
(8)	Results from a \$64,500 non-cash impairment loss on the Springfield Mall.					

**Results of Operations – Year Ended December 31, 2010 Compared to December 31, 2009 - continued**Income Applicable to Toys

In the year ended December 31, 2010, we recognized net income of \$71,624,000 from our investment in Toys, comprised of \$61,819,000 for our 32.7% share of Toys' net income (\$16,401,000 before our share of Toys' income tax benefit) and \$9,805,000 of interest and other income.

In the year ended December 31, 2009, we recognized \$92,300,000 of income from our investment in Toys, comprised of (i) \$71,601,000 for our 32.7% share of Toys' net income (\$58,416,000 before our share of Toys' income tax benefit), (ii) \$13,946,000 for our share of income from previously recognized deferred financing cost amortization expense, which we initially recorded as a reduction of the basis of our investment in Toys, and (iii) \$6,753,000 of interest and other income.

Income (Loss) from Partially Owned Entities

Summarized below are the components of income (loss) from partially owned entities for the years ended December 31, 2010 and 2009.

(Amounts in thousands)	For the Year Ended	
	2010	2009
<b>Equity in Net Income (Loss):</b>		
Alexander's - 32.4% interest <sup>(1)</sup>	\$ 29,184	\$ 53,529
Lexington - 12.8% interest in 2010 and 15.2% interest in 2009 <sup>(2)</sup>	11,018	(25,665)
LNR - 26.2% interest (acquired in July 2010)	1,973	-
India real estate ventures - 4.0% to 36.5% interest	2,581	(1,636)
Partially owned office buildings:		
West 57th Street Properties - 50.0% interest <sup>(3)</sup>	(10,990)	468
Rosslyn Plaza - 43.7% to 50.4% interest	(2,419)	4,870

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Warner Building and 1101 17th Street - 55.0% interest (deconsolidated in October 2010 upon sale of a 45.0% interest)	72	-
Other partially owned office buildings	4,436	4,823
Other equity method investments:		
Verde Realty Operating Partnership - 8.3% interest in 2010 and 8.5% interest in 2009 <sup>(4)</sup>	(537)	(19,978)
Downtown Crossing, Boston - 50.0% interest <sup>(5)</sup>	(1,155)	(10,395)
Monmouth Mall - 50.0% interest	1,952	1,789
Other equity method investments <sup>(6)</sup>	(13,677)	(27,715)
	\$ 22,438	\$ (19,910)

(1) 2009 includes an aggregate of \$24,773 of income for our share of an income tax benefit and the reversal of stock appreciation rights compensation expense.

(2) 2010 includes a \$13,710 net gain resulting from Lexington's stock issuance and 2009 includes \$19,121 of expense for our share of impairment losses recorded by Lexington.

(3) 2010 includes \$11,481 of impairment losses.

(4) 2009 includes \$14,515 of impairment losses.

(5) 2009 includes \$7,650 of expense for our share of a lease termination payment.

(6) 2009 includes \$3,305 of impairment losses.

Income (loss) from Real Estate Fund

In the year ended December 31, 2010, we recognized a \$303,000 loss from the Fund.

**Results of Operations – Year Ended December 31, 2010 Compared to December 31, 2009 - continued**Interest and Other Investment Income (Loss), net

Interest and other investment income (loss), net was \$235,315,000 for the year ended December 31, 2010, compared to a loss of \$116,350,000 for the year ended December 31, 2009, an increase in income of \$351,665,000. This increase resulted primarily from:

(Amounts in thousands)

Mezzanine loans (\$53,100 loss reversal in 2010, compared to \$190,738 loss accrual in 2009)	\$ 243,838
Mark-to-market of J.C. Penney derivative position in 2010	130,153
Lower average mezzanine loan investments (\$136,795 in 2010, compared to \$345,000 in 2009)	(21,862)
Marketable equity securities - impairment losses in 2009	3,361
Decrease in value of investments in the deferred compensation plan (offset by a corresponding	
decrease in the liability for plan assets in general and administrative	
expenses)	(1,457)
Other, net (primarily lower average yields on investments)	(2,368)
	\$ 351,665

Interest and Debt Expense

Interest and debt expense was \$560,052,000 for the year ended December 31, 2010, compared to \$617,768,000 for the year ended December 31, 2009, a decrease of \$57,716,000. This decrease was primarily due to savings of (i) \$93,765,000 from the acquisition, retirement and repayment of an aggregate of \$2.1 billion of our convertible senior debentures and senior unsecured notes in 2009 and (ii) \$30,639,000 from the repayment of \$400,000,000 of cross-collateralized debt secured by 42 of our strip shopping centers, partially offset by (iii) \$43,515,000 from the issuance of \$460,000,000 and \$500,000,000 of senior unsecured notes in September 2009 and March 2010, respectively, (iv) \$16,392,000 of lower capitalized interest, and (v) \$9,813,000 from the issuance of \$660,000,000 of cross-collateralized debt secured by 40 of our strip shopping centers.

Net Gain (Loss) on Extinguishment of Debt

In the year ended December 31, 2010, we recognized a \$94,789,000 net gain on the early extinguishment of debt (primarily from our acquisition of the mortgage loan secured by the Springfield Mall), compared to a \$25,915,000 net loss in the year ended December 31, 2009 (primarily from the acquisition of our convertible senior debentures and related write-off of the unamortized debt discount).

Net Gain on Disposition of Wholly Owned and Partially Owned Assets

In the year ended December 31, 2010, we recognized an \$81,432,000 net gain on disposition of wholly owned and partially owned assets (primarily from the sale of a 45% interest in the Warner Building and sales of marketable securities), compared to a \$5,641,000 net gain in the year ended December 31, 2009 (primarily from the sales of marketable securities and residential condominiums).

Income Tax Expense

Income tax expense was \$22,476,000 for the year ended December 31, 2010, compared to \$20,642,000 for the year ended December 31, 2009 an increase of \$1,834,000. This increase resulted primarily from higher income at 1290 Avenue of Americas and 555 California Street, which are subject to federal withholding taxes on dividends paid to foreign corporations.



**Results of Operations – Year Ended December 31, 2010 Compared to December 31, 2009 - continued**(Loss) Income from Discontinued Operations

The table below sets forth the combined results of operations of assets related to discontinued operations for the years ended December 31, 2010 and 2009.

(Amounts in thousands)	For the Year Ended December 31,	
	2010	2009
Total revenues	\$ 82,917	\$ 96,853
Total expenses	77,511	78,148
	5,406	18,705
Impairment losses and litigation loss accrual	(15,056)	(14,060)
Net gain on sale of 1999 K Street	-	41,211
Net gain on sales of other real estate	2,506	4,073
(Loss) income from discontinued operations	\$ (7,144)	\$ 49,929

Net (Income) Loss Attributable to Noncontrolling Interests in Consolidated Subsidiaries

In the year ended December 31, 2010, we had \$4,920,000 of net income attributable to noncontrolling interests in consolidated subsidiaries, compared to \$2,839,000 of a net loss for the year ended December 31, 2009, an increase in income of \$7,759,000. This increase resulted primarily from higher income at 1290 Avenue of the Americas and 555 California Street.

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 year ended December 31, 2010 and 2009 is primarily comprised of allocations of income to redeemable noncontrolling interests of \$44,033,000 and \$5,834,000, respectively and preferred unit distributions of the Operating

Partnership of \$11,195,000 and \$19,286,000, respectively. The increase of \$38,199,000 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 \$55,534,000 for the year ended December 31, 2010, compared to \$57,076,000 for the year ended December 31, 2009, a decrease of \$1,542,000. This decrease resulted from the redemption of Series D-10 preferred shares in 2010.

Discount on Preferred Share and Unit Redemptions

Discount on preferred share redemptions of \$4,382,000 in the year ended December 31, 2010 resulted from the redemption of 1,600,000 Series D-10 preferred shares with a par value of \$25.00 per share, for an aggregate of \$35,618,000.

**Results of Operations – Year Ended December 31, 2010 Compared to December 31, 2009 - continued**Same Store EBITDA

Below are the same store EBITDA results on a GAAP and cash basis for each of our segments for the year ended December 31, 2010, compared to the year ended December 31, 2009.

(Amounts in thousands)	New York Office	Washington, DC Office	Retail	Merchandise Mart
EBITDA for the year ended December 31, 2010	\$ 587,869	\$ 497,551	\$ 405,106	\$ 84,058
Add-back: non-property level overhead expenses included above	18,578	25,464	29,610	26,720
Less: EBITDA from acquisitions, dispositions and other non-operating income or expenses	6,621	(58,001)	(55,339)	14,269
GAAP basis same store EBITDA for the year ended December 31, 2010	613,068	465,014	379,377	125,047
Less: Adjustments for straight-line rents, amortization of below-market leases, net and other non-cash adjustments	(62,962)	(5,184)	(40,362)	(2,681)
Cash basis same store EBITDA for the year ended December 31, 2010	\$ 550,106	\$ 459,830	\$ 339,015	\$ 122,366
EBITDA for the year ended December 31, 2009	\$ 582,820	\$ 473,132	\$ 317,078	\$ 100,527
Add-back: non-property level overhead expenses included above	22,662	26,205	30,339	30,749
Less: EBITDA from acquisitions, dispositions and other non-operating income or expenses	(2,583)	(57,302)	1,774	(1,935)
GAAP basis same store EBITDA for the year ended December 31, 2009	602,899	442,035	349,191	129,341
Less: Adjustments for straight-line rents, amortization of below-market leases, net and other non-cash adjustments	(65,069)	(23,940)	(39,871)	(4,036)
Cash basis same store EBITDA for the year ended December 31, 2009	\$ 537,830	\$ 418,095	\$ 309,320	\$ 125,305

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Increase (decrease) in GAAP basis same store EBITDA for	the year ended December 31, 2010 over the year ended December 31, 2009	\$ 10,169	\$ 22,979	\$ 30,186	\$ (4,294)
Increase (decrease) in Cash basis same store EBITDA for	the year ended December 31, 2010 over the year ended December 31, 2009	\$ 12,276	\$ 41,735	\$ 29,695	\$ (2,939)
% increase (decrease) in GAAP basis same store EBITDA		1.7%	5.2%	8.6%	(3.3%)
% increase (decrease) in Cash basis same store EBITDA		2.3%	10.0%	9.6%	(2.3%)

**Supplemental Information****Net Income and EBITDA by Segment for the Three Months Ended December 31, 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 December 31, 2011 and 2010.

(Amounts in thousands)

	<b>For the Three Months Ended December 31, 2011</b>						
	<b>Total</b>	<b>New York Office</b>	<b>Washington, DC Office</b>	<b>Retail</b>	<b>Merchandise Mart</b>	<b>Toys</b>	<b>Other<sup>(3)</sup></b>
Property rentals	\$ 553,487	\$ 196,641	\$ 144,446	\$ 107,917	\$ 53,574	\$ -	\$ 50,909
Straight-line rent adjustments	6,718	9,943	(6,683)	3,763	(621)	-	316
Amortization of acquired below-market leases, net	13,055	6,998	563	3,852	(17)	-	1,659
Total rentals	573,260	213,582	138,326	115,532	52,936	-	52,884
Tenant expense reimbursements	84,563	31,771	9,288	38,819	2,481	-	2,204
Cleveland Medical Mart development project	45,877	-	-	-	45,877	-	-
Fee and other income:							
BMS cleaning fees	15,275	24,296	-	-	-	-	(9,021)
Management and leasing fees	4,647	2,134	2,732	632	(6)	-	(845)
Lease termination fees	3,917	2,363	781	478	295	-	-
Other	14,276	7,111	4,756	1,725	726	-	(42)
Total revenues	741,815	281,257	155,883	157,186	102,309	-	45,180
Operating expenses	250,331	118,440	50,302	31,762	33,204	-	16,623
Depreciation and amortization	159,965	47,928	59,095	28,707	11,981	-	12,254
General and administrative	54,415	4,426	6,876	6,064	6,141	-	30,908
Cleveland Medical Mart development project	44,187	-	-	-	44,187	-	-
Tenant buy-outs, impairment losses and other acquisition related costs	35,844	-	-	7,553	25,188	-	3,103
Total expenses	544,742	170,794	116,273	74,086	120,701	-	62,888
Operating income (loss)	197,073	110,463	39,610	83,100	(18,392)	-	(17,708)

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

(Loss) applicable to Toys	(32,254)	-	-	-	-	(32,254)	-
Income (loss) from partially owned entities	15,531	(7,666)	(343)	1,875	163	-	21,502
(Loss) from Real Estate Fund	(2,605)	-	-	-	-	-	(2,605)
Interest and other investment income (loss), net	53,705	176	80	(34)	8	-	53,475
Interest and debt expense	(135,483)	(34,822)	(30,813)	(22,413)	(8,733)	-	(38,702)
Net gain on disposition of wholly owned and partially owned assets	7,159	-	-	4,278	-	-	2,881
Income (loss) before income taxes	103,126	68,151	8,534	66,806	(26,954)	(32,254)	18,843
Income tax expense	(5,379)	(447)	(660)	(29)	(26)	-	(4,217)
Income (loss) from continuing operations	97,747	67,704	7,874	66,777	(26,980)	(32,254)	14,626
(Loss) income from discontinued operations	(760)	165	-	(5,217)	4,292	-	-
Net income (loss)	96,987	67,869	7,874	61,560	(22,688)	(32,254)	14,626
Less:							
Net (income) loss attributable to noncontrolling interests in consolidated subsidiaries	(1,143)	(3,227)	-	41	-	-	2,043
Net (income) attributable to noncontrolling interests in the Operating Partnership, including unit distributions	(8,548)	-	-	-	-	-	(8,548)
Net income (loss) attributable to Vornado	87,296	64,642	7,874	61,601	(22,688)	(32,254)	8,121
Interest and debt expense <sup>(2)</sup>	198,252	42,154	34,253	23,644	8,891	35,589	53,721
Depreciation and amortization <sup>(2)</sup>	215,683	54,472	63,270	29,394	12,093	33,105	23,349
Income tax (benefit) expense <sup>(2)</sup>	(37,323)	509	743	29	26	(31,046)	(7,584)

EBITDA <sup>(1)</sup>	\$ 463,908	\$ 161,777	\$ 106,140	\$ 114,668	\$ (1,678)	\$ 5,394	\$ 77,607
-----------------------	------------	------------	------------	------------	------------	----------	-----------

---

See notes on page 99.

**Supplemental Information – continued****Net Income and EBITDA by Segment for the Three Months Ended December 31, 2011 and 2010 - continued**

(Amounts in thousands)

	<b>For the Three Months Ended December 31, 2010</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	\$ 538,685	\$ 191,906	\$ 139,824	\$ 105,260	\$ 54,117	\$ -	\$ 47,578
Straight-line rent adjustments	19,989	11,555	330	6,905	(246)	-	1,445
Amortization of acquired below-market leases, net	17,066	8,852	490	6,573	16	-	1,135
Total rentals	575,740	212,313	140,644	118,738	53,887	-	50,158
Tenant expense reimbursements	84,576	31,444	9,371	36,425	2,183	-	5,153
Fee and other income:							
BMS cleaning fees	17,320	25,886	-	-	-	-	(8,566)
Management and leasing fees	4,042	1,914	2,682	270	125	-	(949)
Lease termination fees	4,714	25	(108)	3,459	38	-	1,300
Other	16,444	7,855	4,975	1,390	367	-	1,857
Total revenues	702,836	279,437	157,564	160,282	56,600	-	48,953
Operating expenses	279,917	119,561	50,838	60,959	28,246	-	20,313
Depreciation and amortization	128,763	44,623	33,726	27,606	10,019	-	12,789
General and administrative	60,718	4,754	7,385	7,019	6,468	-	35,092
Tenant buy-outs, impairment losses and other acquisition related costs	126,607	-	-	72,500	20,000	-	34,107
Total expenses	596,005	168,938	91,949	168,084	64,733	-	102,301
Operating income (loss)	106,831	110,499	65,615	(7,802)	(8,133)	-	(53,348)
(Loss) applicable to Toys	(30,685)	-	-	-	-	(30,685)	-
Income (loss) from partially owned entities	8,638	(10,699)	535	6,048	(418)	-	13,172
Income from Real Estate Fund	1,107	-	-	-	-	-	1,107



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

Interest and other investment income, net	169,639	142	27	37	12	-	169,421
Interest and debt expense	(136,698)	(33,253)	(28,948)	(23,016)	(9,549)	-	(41,932)
Net gain (loss) on extinguishment of debt	96,585	-	-	105,571	-	-	(8,986)
Net gain on disposition of wholly owned and partially owned assets	68,673	-	54,742	-	-	-	13,931
Income (loss) before income taxes	284,090	66,689	91,971	80,838	(18,088)	(30,685)	93,365
Income tax expense	(6,483)	(497)	(724)	-	(291)	-	(4,971)
Income (loss) from continuing operations	277,607	66,192	91,247	80,838	(18,379)	(30,685)	88,394
Income (loss) from discontinued operations	4,537	62	1,295	3,992	(812)	-	-
Net income (loss)	282,144	66,254	92,542	84,830	(19,191)	(30,685)	88,394
Less:							
Net (income) loss attributable to noncontrolling interests in consolidated subsidiaries	(3,430)	(2,269)	-	(1,673)	-	-	512
Net (income) attributable to noncontrolling interests in the Operating Partnership, including unit distributions	(21,741)	-	-	-	-	-	(21,741)
Net income (loss) attributable to Vornado	256,973	63,985	92,542	83,157	(19,191)	(30,685)	67,165
Interest and debt expense <sup>(2)</sup>	216,089	31,805	31,819	24,378	16,009	53,481	58,597
Depreciation and amortization <sup>(2)</sup>	180,026	43,164	38,354	29,000	12,015	31,434	26,059
Income tax (benefit) expense <sup>(2)</sup>	(36,589)	497	866	-	291	(43,504)	5,261
EBITDA <sup>(1)</sup>	\$ 616,499	\$ 139,451	\$ 163,581	\$ 136,535	\$ 9,124	\$ 10,726	\$ 157,082

See notes on the following page.



**Supplemental Information – continued****Net Income and EBITDA by Segment for the Three Months Ended December 31, 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 their 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 expense in the reconciliation of net income (loss) to EBITDA includes our share of these items from partially owned entities.

(3) The tables below provide information about EBITDA from certain investments that are included in the “other” column of the preceding EBITDA by segment reconciliations. 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 Three Months Ended December 31,</b>	
	<b>2011</b>	<b>2010</b>
Our share of Real Estate Fund:		
Income before net realized/unrealized gains	\$ 1,655	\$ 822
Net unrealized loss	(1,803)	-
Net realized gains	577	-
Carried interest reversal	(929)	-
Total	(500)	822
Lexington <sup>(1)</sup>	6,809	17,929
Alexander's	15,503	15,478
555 California Street	12,116	12,361
Hotel Pennsylvania	11,753	9,514
LNR	9,045	6,116
Other investments	3,518	7,844
	58,244	70,064
Corporate general and administrative expenses <sup>(2)</sup>	(22,958)	(29,675)
Investment income and other, net <sup>(2)</sup>	15,121	23,623
Income from the mark-to-market of J.C. Penney derivative position	40,120	97,904

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Net loss on extinguishment of debt	-	(8,986)
Net gain from Suffolk Downs' sale of a partial interest	12,525	-
Acquisition costs	(3,103)	(4,094)
Mezzanine loan loss reversal	-	60,000
Non-cash asset write-downs:		
Real estate - primarily development projects:		
Wholly owned entities	-	(30,013)
Partially owned entities	(13,794)	-
Net income attributable to noncontrolling interests in the Operating Partnership,		
including unit distributions	(8,548)	(21,741)
	\$ 77,607	\$ 157,082

(1) Includes a \$7,712 net gain in the three months ended December 31, 2010, resulting from Lexington's stock issuance.

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

**Supplemental Information – continued****Net Income and EBITDA by Segment for the Three Months Ended December 31, 2011 and 2010 - continued**

Below is a summary of the percentages of EBITDA by geographic region (excluding Toys, 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 December 31,</b>	
	<b>2011</b>	<b>2010</b>
New York City metropolitan area	62%	60%
Washington, DC / Northern Virginia metropolitan area	28%	30%
California	2%	2%
Chicago	4%	5%
Puerto Rico	2%	2%
Other geographies	2%	1%
	100%	100%

**Supplemental Information – continued****Three Months Ended December 31, 2011 Compared to December 31, 2010****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 December 31, 2011, compared to the three months ended December 31, 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 December 31, 2011	\$ 161,777	\$ 106,140	\$ 114,668	\$ (1,678)
Add-back: non-property level overhead expenses included above	4,426	6,876	6,064	6,141
Less: EBITDA from acquisitions, dispositions and other non-operating income or expenses	(7,798)	(2,629)	(20,495)	21,502
GAAP basis same store EBITDA for the three months ended December 31, 2011	158,405	110,387	100,237	25,965
Less: Adjustments for straight-line rents, amortization of below-market leases, net and other non-cash adjustments	(15,429)	740	(5,781)	638
Cash basis same store EBITDA for the three months ended December 31, 2011	\$ 142,976	\$ 111,127	\$ 94,456	\$ 26,603

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

EBITDA for the three months ended December 31, 2010	\$ 139,451	\$ 163,581	\$ 136,535	\$ 9,124
Add-back: non-property level overhead expenses included above	4,754	7,385	7,019	6,468
Less: EBITDA from acquisitions, dispositions and other non-operating income or expenses	9,067	(57,113)	(45,653)	8,258
GAAP basis same store EBITDA for the three months ended December 31, 2010	153,272	113,853	97,901	23,850
Less: Adjustments for straight-line rents, amortization of below-market leases, net and other non-cash adjustments	(17,910)	134	(8,828)	230
Cash basis same store EBITDA for the three months ended December 31, 2010	\$ 135,362	\$ 113,987	\$ 89,073	\$ 24,080
Increase (decrease) increase in GAAP basis same store EBITDA for the three months ended December 31, 2011 over the three months ended December 31, 2010	\$ 5,133	\$ (3,466)	\$ 2,336	\$ 2,115
Increase (decrease) in Cash basis same store EBITDA for the three months ended December 31, 2011 over the three months ended December 31, 2010	\$ 7,614	\$ (2,860)	\$ 5,383	\$ 2,523
% increase (decrease) in GAAP basis same store EBITDA	3.3%	(3.0%)	2.4%	8.9%
% increase (decrease) in Cash basis same store EBITDA	5.6%	(2.5%)	6.0%	10.5%

**Supplemental Information – continued****Three Months Ended December 31, 2011 Compared to September 30, 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 and specialty 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 December 31, 2011, compared to the three months ended September 30, 2011.

(Amounts in thousands)	New York Office	Washington, DC Office	Retail	Merchandise Mart
EBITDA for the three months ended December 31, 2011	\$ 161,777	\$ 106,140	\$ 114,668	\$ (1,678)
Add-back: non-property level overhead expenses included above	4,426	6,876	6,064	6,141
Less: EBITDA from acquisitions, dispositions and other non-operating income or expenses	(5,831)	(2,629)	(20,495)	20,897
GAAP basis same store EBITDA for the three months ended December 31, 2011	160,372	110,387	100,237	25,360
Less: Adjustments for straight-line rents, amortization of below-market leases, net and other non-cash adjustments	(16,502)	740	(5,781)	638
Cash basis same store EBITDA for the three months ended December 31, 2011	\$ 143,870	\$ 111,127	\$ 94,456	\$ 25,998



Edgar Filing: VORNADO REALTY TRUST - Form 10-K

EBITDA for the three months ended September 30, 2011 <sup>(1)</sup>	\$ 155,861	\$ 106,607	\$ 93,158	\$ 15,448
Add-back: non-property level overhead expenses included above	4,461	6,505	6,721	9,534
Less: EBITDA from acquisitions, dispositions and other non-operating income or expenses	(5,716)	891	(2,066)	(4,445)
GAAP basis same store EBITDA for the three months ended September 30, 2011	154,606	114,003	97,813	20,537
Less: Adjustments for straight-line rents, amortization of below-market leases, net and other non-cash adjustments	(12,299)	467	(8,921)	985
Cash basis same store EBITDA for the three months ended September 30, 2011	\$ 142,307	\$ 114,470	\$ 88,892	\$ 21,522
Increase (decrease) in GAAP basis same store EBITDA for the three months ended December 31, 2011 over the three months ended September 30, 2011	\$ 5,766	\$ (3,616)	\$ 2,424	\$ 4,823
Increase (decrease) in Cash basis same store EBITDA for the three months ended December 31, 2011 over the three months ended September 30, 2011	\$ 1,563	\$ (3,343)	\$ 5,564	\$ 4,476
% increase (decrease) in GAAP basis same store EBITDA	3.7%	(3.2%)	2.5%	23.5%
% increase (decrease) in Cash basis same store EBITDA	1.1%	(2.9%)	6.3%	20.8%

(1) Below is the reconciliation of net income (loss) to EBITDA for the three months ended September 30, 2011.

(Amounts in thousands)	New York Office	Washington, DC Office	Retail	Merchandise Mart
Net income (loss) attributable to Vornado for the three months ended September 30, 2011	\$ 61,663	\$ 33,894	\$ 37,844	\$ (7,195)
Interest and debt expense	39,526	33,703	24,368	9,523
Depreciation and amortization	53,936	38,085	30,946	12,230
Income tax expense	736	925	-	890
EBITDA for the three months ended September 30, 2011	\$ 155,861	\$ 106,607	\$ 93,158	\$ 15,448



## **Related Party Transactions**

### *Alexander's*

We own 32.4% of Alexander's. Steven Roth, the Chairman of our Board, and Michael D. Fascitelli, our President and Chief Executive Officer, are officers and directors of Alexander's. We provide various services to Alexander's in accordance with management, development and leasing agreements. These agreements are described in Note 5 - Investments in Partially Owned Entities to our consolidated financial statements in this Annual Report on Form 10-K.

### *Interstate Properties ("Interstate")*

Interstate is a general partnership in which Mr. Roth is the managing general partner. David Mandelbaum and Russell B. Wight, Jr., Trustees of Vornado and Directors of Alexander's, are Interstate's two other partners. As of December 31, 2011, Interstate and its partners beneficially owned an aggregate of approximately 6.3% of the common shares of beneficial interest of Vornado and 27.2% of Alexander's common stock.

We manage and lease the real estate assets of Interstate pursuant to a management agreement for which we receive an annual fee equal to 4% of annual base rent and percentage rent. The management agreement has a term of one year and is automatically renewable unless terminated by either of the parties on 60 days' notice at the end of the term. We believe based upon comparable fees charged by other real estate companies, that the management agreement terms are fair to us.

### *Other*

Upon maturity on December 23, 2011, Steven Roth, the Chairman of our Board of Trustees, repaid the Company his \$13,122,500 outstanding loan. Pursuant to a credit agreement dated November 1999, Mr. Roth may draw up to \$15,000,000 of loans from the Company on a revolving basis. Each loan bears interest, payable quarterly, at the applicable Federal rate on the date the loan is made and matures on the sixth anniversary of such loan. Loans are collateralized by assets with a value of not less than two times the amount outstanding. On December 23, 2011, Mr. Roth borrowed \$13,122,500 under this facility, which bears interest at 1.27% per annum and matures on December 23, 2017.



## **Liquidity and Capital Resources**

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 and distributions to unitholders of the Operating Partnership, as well as acquisition and development costs.

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 \$416,600,000 for acquisitions, including \$104,150,000 from us.

### *Dividends*

Our dividend policy, if continued for all of 2012, would require us to pay out approximately \$510,000,000 of cash for common share dividends. In addition, during 2012, we expect to pay approximately \$71,000,000 of cash dividends on outstanding preferred shares and approximately \$49,000,000 of cash distributions to unitholders of the Operating Partnership.

### *Financing Activities and Contractual Obligations*

We have an effective shelf registration for the offering of our equity and debt securities that is not limited in amount due to our status as a “well-known seasoned issuer.” Our revolving credit facilities contain financial covenants that require us to maintain minimum interest coverage and maximum debt to market capitalization ratios, and provides 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. As of December 31, 2011, we are in compliance with all of the financial covenants required by our revolving credit facilities.

As of December 31, 2011, we had \$606,553,000 of cash and cash equivalents and \$2,339,915,000 of borrowing capacity under our revolving credit facilities, net of outstanding borrowings of \$138,000,000 and letters of credit of \$22,085,000. A summary of our consolidated debt as of December 31, 2011 and 2010 is presented below.

(Amounts in thousands)	2011		2010	
	December 31, Balance	Weighted Average Interest Rate	December 31, Balance	Weighted Average Interest Rate
Consolidated debt:				
Variable rate	\$ 2,206,993	2.25%	\$ 2,903,510	1.76%
Fixed rate	8,355,009	5.55%	7,985,932	5.66%
	\$ 10,562,002	4.86%	\$ 10,889,442	4.62%

During 2012 and 2013, \$1,292,886,000 and \$1,714,664,000, respectively, 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 \$2,946,468,000 of available capacity (comprised of \$606,553,000 of cash and cash equivalents and \$2,339,915,000 of availability under our revolving credit facility. We may also refinance or prepay other outstanding debt depending 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.

**Liquidity and Capital Resources – continued***Financing Activities and Contractual Obligations – continued*

Below is a schedule of our contractual obligations and commitments at December 31, 2011.

(Amounts in thousands)	<b>Less than</b>				
Contractual cash obligations (principal and interest <sup>(1)</sup> ):	<b>Total</b>	<b>1 Year</b>	<b>1 – 3 Years</b>	<b>3 – 5 Years</b>	<b>Thereafter</b>
Notes and mortgages payable	\$ 10,470,734	\$ 1,217,259	\$ 2,864,636	\$ 2,585,671	\$ 3,803,168
Senior unsecured notes due 2039 (PINES)	1,465,244	36,225	72,450	72,450	1,284,119
Operating leases	1,189,879	31,472	63,611	57,066	1,037,730
Senior unsecured notes due 2022	600,833	20,000	40,000	40,000	500,833
Senior unsecured notes due 2015	569,063	21,250	42,500	505,313	-
3.88% exchangeable senior debentures	505,633	505,633	-	-	-
Purchase obligations, primarily construction commitments	161,479	161,479	-	-	-
Revolving credit facilities	155,330	2,415	6,555	146,360	-
Capital lease obligations	19,547	707	1,413	1,413	16,014
2.85% convertible senior debentures	10,306	10,306	-	-	-
Total contractual cash obligations	\$ 15,148,048	\$ 2,006,746	\$ 3,091,165	\$ 3,408,273	\$ 6,641,864
Commitments:					
Capital commitments to partially owned entities	\$ 288,799	\$ 213,799	\$ 75,000	\$ -	\$ -
Standby letters of credit	22,085	21,606	479	-	-

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Total commitments	\$	310,884	\$	235,405	\$	75,479	\$	-	\$	-
-------------------	----	---------	----	---------	----	--------	----	---	----	---

(1) Interest on variable rate debt is computed using rates in effect at December 31, 2011.

Details of 2011 financing activities are provided in the “Overview” of Management’s Discussion and Analysis of Financial Conditions and Results of Operations. Details of 2010 financing activities are discussed below.

In March 2010, we completed a public offering of \$500,000,000 aggregate principal amount of 4.25% senior unsecured notes due April 1, 2015 and retained net proceeds of approximately \$496,000,000. The notes were sold at 99.834% of their face amount to yield 4.287%. The notes can be redeemed without penalty beginning January 1, 2015.

In August 2010, we sold \$660,000,000 of 10-year mortgage notes in a single issuer securitization. The notes are comprised of a \$600,000,000 fixed rate component and a \$60,000,000 variable rate component and are cross-collateralized by 40 of our strip shopping centers. The \$600,000,000 fixed rate portion bears interest at an initial rate of 4.18% and a weighted average rate of 4.31% over the 10-year term and amortizes based on a 30-year schedule. The variable rate portion bears interest at LIBOR plus 1.36%, with a 1% floor.

In December 2010, we acquired the mortgage loan secured by the Springfield Mall, located in Fairfax County, Virginia for \$115,000,000 in cash. The loan had an outstanding balance of \$171,500,000. In a separate transaction, we acquired the prior owner’s interest in the partnership that owns the mall in exchange for \$25,000,000 in Operating Partnership units. These transactions resulted in a \$102,932,000 net gain on early extinguishment of debt.

In 2010, through open market repurchases and tender offers, we purchased \$270,491,000 aggregate face amount (\$264,476,000 aggregate carrying amount) of our convertible senior debentures and \$17,000,000 aggregate face amount (\$16,981,000 aggregate carrying amount) of our senior unsecured notes for \$274,857,000 and \$17,382,000 in cash, respectively, resulting in a net loss of \$10,381,000 and \$401,000, respectively.



## **Liquidity and Capital Resources – continued**

### *Acquisitions and Investments*

Details of 2011 acquisitions and investments are provided in the “Overview” of Management’s Discussion and Analysis of Financial Conditions and Results of Operations. Details of 2010 acquisitions and investments are discussed below.

#### *Investment in LNR Property Corporation (“LNR”)*

On July 29, 2010, as a part of LNR’s recapitalization, we acquired a 26.2% equity interest in LNR for \$116,000,000 in cash and conversion into equity of our \$15,000,000 mezzanine loan (the then current carrying amount) made to LNR’s parent, Riley Holdco Corp. The recapitalization involved an infusion of a total of \$417,000,000 in new cash equity and the reduction of LNR’s total debt to \$425,000,000 from \$1.3 billion, excluding liabilities related to the consolidated CMBS and CDO trusts described below. We account for our equity interest in LNR under the equity method on a one-quarter lag basis. 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 \$142 billion as of September 30, 2010, 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.

#### *510 Fifth Avenue*

On October 8, 2010, we acquired 510 Fifth Avenue, a 59,000 square foot retail property located at 43rd Street and Fifth Avenue in New York, for \$57,000,000, comprised of \$24,700,000 in cash and \$32,300,000 of existing debt. We consolidate the accounts of this property into our consolidated financial statements from the date of the acquisition.

*San Jose, California*

On October 15, 2010, we acquired the 55% interest that we did not already own of a 646,000 square foot retail property located in San Jose, California, for \$97,000,000, consisting of \$27,000,000 in cash and \$70,000,000 of existing debt. We consolidate the accounts of the property into our consolidated financial statements from the date of this acquisition.

*Atlantic City, New Jersey*

On November 4, 2010, we acquired 11.3 acres of the land under a portion of the Borgata Hotel and Casino complex for \$83,000,000 in cash. The land is leased to the partnership that controls the Borgata Hotel and Casino complex through December 2070.

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

We own 23,400,000 J.C. Penney common shares, or 11.0% of J.C. Penney's outstanding common shares. Of these shares, 4,815,990 are owned through a forward contract executed on October 7, 2010, at a weighted average strike price of \$28.80 per share, or \$138,682,000 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.

**Liquidity and Capital Resources – continued***Certain Future Cash Requirements**Capital Expenditures*

The following table summarizes other anticipated 2012 capital expenditures.

(Amounts in millions, except square foot data)	Total	New York	Washington, DC	Merchandise		Other
		Office	Office	Retail	Mart	(1)
Expenditures to maintain assets	\$ 72.0	\$ 33.0	\$ 20.0	\$ 5.0	\$ 6.0	\$ 8.0
Tenant improvements	114.0	45.0	36.0	21.0	11.0	1.0
Leasing commissions	32.0	15.0	8.0	6.0	3.0	-
Total capital expenditures and leasing commissions	\$ 218.0	\$ 93.0	\$ 64.0	\$ 32.0	\$ 20.0	\$ 9.0
Square feet budgeted to be leased						
(in thousands)		1,200	1,300	2,000	300	
Weighted average lease term (years)		10	5	7	9	
Tenant improvements and leasing commissions:						
Per square foot		\$ 50.00	\$ 34.00	\$ 13.50	\$ 46.50 (2)	
Per square foot per annum		\$ 5.00	\$ 6.51	\$ 1.83	\$ 5.41 (2)	

(1) Primarily 555 California Street, Hotel Pennsylvania and Warehouses.

(2) Tenant improvements and leasing commissions per square foot budgeted for 2012 leasing activity are \$76.00 (\$7.00 per annum) and \$25.00 (\$4.50 per annum) for Merchandise Mart office and showroom space, respectively.

The table above excludes anticipated capital expenditures of each of our partially owned non-consolidated subsidiaries, as these entities fund their capital expenditures without additional equity contributions from us.

*Development and Redevelopment Expenditures*

We expended \$25,100,000 in 2011 to complete development projects in progress. We are evaluating various development and redevelopment opportunities which we estimate could require as much as \$1.5 billion to be expended over the next five years. These opportunities include:

- demolition of a 372,000 square foot office building in Crystal City, to construct a 700,000 square foot office building;
- renovation of the Hotel Pennsylvania;
- construction of a luxury residential condominium at 220 Central Park South, adjacent to Central Park;
- re-tenanting and repositioning of 330 West 34<sup>th</sup> Street;
- re-tenanting and repositioning of 280 Park Avenue;
- complete renovation of the 1.4 million square foot Springfield Mall; and
- re-tenanting and repositioning a number of our strip shopping centers.

We are also evaluating other development and redevelopment opportunities at certain of our properties in Manhattan, Rosslyn, Pentagon City and Crystal City, for which plans, budgeted costs and financings have yet to be determined.

There can be no assurance that any of our development projects will commence, or if commenced, be completed on schedule or within budget.

## **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 \$180,000,000 per occurrence, subject to a deductible in the amount of 5% of the value of the affected property, up to a \$180,000,000 annual aggregate.

Penn Plaza Insurance Company, LLC (“PPIC”), our wholly owned consolidated subsidiary, acts as a re-insurer with respect to all risk property and rental value insurance and 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. Coverage for NBCR losses is up to \$2.0 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 December 31, 2011, the aggregate dollar amount of these guarantees and master leases is approximately \$283,625,000.

At December 31, 2011, \$22,085,000 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 expect to fund additional capital to certain of our partially owned entities aggregating approximately \$288,799,000.

## Liquidity and Capital Resources – continued

### *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.

In 2003, Stop & Shop filed an action against us in the New York Supreme Court, claiming that we had no right to reallocate and therefore continue to collect \$5,000,000 of annual rent from Stop & Shop pursuant to a Master Agreement and Guaranty, because of the expiration of the leases to which the annual rent was previously allocated. Stop & Shop asserted that an order of the Bankruptcy Court for the Southern District of New York, as modified on appeal by the District Court, froze our right to reallocate and effectively terminated our right to collect the annual rent from Stop & Shop. We asserted a counterclaim seeking a judgment for all the unpaid annual rent accruing through the date of the judgment and a declaration that Stop & Shop will continue to be liable for the annual rent as long as any of the leases subject to the Master Agreement and Guaranty remain in effect. After summary judgment motions by both sides were denied, the parties conducted discovery. A trial was held in November 2010. On November 7, 2011, the Court determined that we have a continuing right to allocate the annual rent to unexpired leases covered by the Master Agreement and Guaranty, and directed entry of a judgment in our favor ordering Stop & Shop to pay us the unpaid annual rent accrued through February 28, 2011 in the amount of \$37,422,000, a portion of the annual rent due from March 1, 2011 through the date of judgment, interest, and attorneys' fees. On December 16, 2011, a money judgment based on the Court's decision was entered in our favor in the amount of \$56,597,000 (including interest and costs). The amount for attorneys' fees is being addressed in a proceeding before a special referee. Stop & Shop has appealed the Court's decision and the judgment, and has posted a bond to secure payment of the judgment. On January 12, 2012, we commenced a new action against Stop & Shop seeking recovery of \$2,500,000 of annual rent not included in the money judgment, plus additional annual rent as it accrues.

As of December 31, 2011, we have a \$41,983,000 receivable from Stop and Shop, excluding amounts due to us for interest and costs resulting from the Court's judgment. In the fourth quarter of 2011, based on the Court's decision, we recognized \$23,521,000 of income, representing the portion of the \$41,983,000 receivable that was previously reserved. As a result of Stop & Shop's appeal, we believe, after consultation with counsel, that the maximum reasonably possible loss is up to the total amount of the receivable of \$41,983,000.





## Liquidity and Capital Resources – continued

### *Cash Flows for the Year Ended December 31, 2011*

Our cash and cash equivalents were \$606,553,000 at December 31, 2011, a \$84,236,000 decrease over the balance at December 31, 2010. Our consolidated outstanding debt was \$10,562,002,000 at December 31, 2011, a \$327,440,000 decrease over the balance at December 31, 2010. As of December 31, 2011 and December 31, 2010, \$138,000,000 and \$874,000,000, respectively, was outstanding under our revolving credit facilities. During 2012 and 2013, \$1,292,886,000 and \$1,714,664,000 of our outstanding debt matures, respectively. We may refinance our maturing debt as it comes due or choose to repay it.

Cash flows provided by operating activities of \$702,499,000 was comprised of (i) net income of \$740,000,000, (ii) distributions of income from partially owned entities of \$93,635,000, and (iii) \$150,047,000 of non-cash adjustments, including depreciation and amortization expense, the effect of straight-lining of rental income, equity in net income of partially owned entities, income from the mark-to-market of derivative positions in marketable equity securities, impairment losses and tenant buy-out costs, net realized and unrealized gains on Real Estate Fund assets and net gain on early extinguishment of debt, partially offset by (iv) the net change in operating assets and liabilities of \$281,183,000, of which \$184,841,000 relates to Real Estate Fund investments.

Net cash used in investing activities of \$164,761,000 was comprised of (i) \$571,922,000 of investments in partially owned entities, (ii) \$165,680,000 of additions to real estate, (iii) \$98,979,000 of investments in mezzanine loans receivable and other, (iv) \$93,066,000 of development costs and construction in progress, (v) \$90,858,000 of acquisitions of real estate and other, and (vi) \$43,850,000 for the funding of collateral for the J.C. Penney derivative, partially offset by (vii) \$318,966,000 of capital distributions from partially owned entities, (viii) \$187,294,000 of proceeds from sales and repayments of mezzanine loans receivable and other, (ix) \$140,186,000 of proceeds from sales of real estate and related investments, (x) changes in restricted cash of \$126,380,000, (xi) \$70,418,000 of proceeds from sales of marketable securities, and (xii) \$56,350,000 from the return of derivative collateral.

Net cash used in financing activities of \$621,974,000 was comprised of (i) \$3,740,327,000 for the repayments of borrowings, (ii) \$508,745,000 of dividends paid on common shares, (iii) \$116,510,000 of distributions to noncontrolling interests, (iv) \$61,464,000 of dividends paid on preferred shares, (v) \$47,395,000 of debt issuance and other costs, (vi) \$28,000,000 for the purchase of outstanding preferred units and shares, and (vii) \$964,000 for the repurchase of shares related to stock compensation agreements and related tax withholdings, partially offset by (viii) \$3,412,897,000 of proceeds from borrowings, (ix) \$238,842,000 of proceeds from the issuance of Series J preferred shares, (x) \$204,185,000 of contributions from noncontrolling interests, and (xi) \$25,507,000 of proceeds received

from exercise of employee share options.

110

---

**Liquidity and Capital Resources - continued***Capital Expenditures in the Year Ended December 31, 2011*

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 year ended December 31, 2011.

(Amounts in thousands)	Total	New York Office	Washington, DC Office	Retail	Merchandise Mart	Other
<b>Capital Expenditures (accrual basis):</b>						
Expenditures to maintain assets	\$ 58,463	\$ 21,503	\$ 18,939	\$ 7,643	\$ 5,918	\$ 4,460
	138,076					
Tenant improvements		76,493	33,803	6,515	15,221	6,044
Leasing commissions	43,613	27,666	9,114	2,520	2,794	1,519
Non-recurring capital expenditures	19,442	13,733	-	1,967	-	3,742
Total capital expenditures and leasing	259,594	139,395		18,645		
commissions (accrual basis)			61,856		23,933	15,765
Adjustments to reconcile to cash basis:						
Expenditures in the current year applicable to prior periods	90,799	38,088	13,517	15,009	15,256	8,929
Expenditures to be made in future periods for the current period	(146,062)	(78,302)	(33,530)	(8,697)	(14,185)	(11,348)

## Total capital expenditures and leasing

	204,331			24,957			
commissions (cash basis)	\$	\$ 99,181	\$ 41,843	\$	\$ 25,004	\$ 13,346	
<i>Tenant improvements and leasing commissions:</i>							
<i>Per square foot per annum</i>	\$	3.81	\$ 5.25	\$ 4.50	\$ 0.86	\$ 3.95	\$ -
<i>Percentage of initial rent</i>		9.1%	9.5%	11.0%	3.4%	12.3%	-

*Development and Redevelopment Expenditures in the Year Ended December 31, 2011*

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 year ended December 31, 2011.

(Amounts in thousands)	Total	Washington,		Merchandise		
		New York Office	DC Office	Retail	Mart	Other
Bergen Town Center	\$ 23,748	\$ -	\$ -	\$ 23,748	\$ -	\$ -
510 Fifth Avenue	8,833	-	-	8,833	-	-
Green Acres Mall	3,608	-	-	3,608	-	-
Beverly Connection	3,175	-	-	3,175	-	-
Wayne Towne Center	2,720	-	-	2,720	-	-
North Bergen, New Jersey	2,588	-	-	2,588	-	-
Crystal Square	2,276	-	2,276	-	-	-
West End 25	1,966	-	1,966	-	-	-
Crystal City Hotel	1,627	-	1,627	-	-	-
Crystal Plaza 5	1,483	-	1,483	-	-	-
220 Central Park South	1,248	-	-	-	-	1,248
Poughkeepsie, New York	1,228	-	-	1,228	-	-
Other	26,984	4,738	13,144	6,778	898	1,426
	\$ 81,484	\$ 4,738	\$ 20,496	\$ 52,678	\$ 898	\$ 2,674

**Liquidity and Capital Resources – continued**

*Cash Flows for the Year Ended December 31, 2010*

Our cash and cash equivalents were \$690,789,000 at December 31, 2010, a \$155,310,000 increase over the balance at December 31, 2009. Our consolidated outstanding debt was \$10,889,442,000 at December 31, 2010, a \$208,100,000 increase from the balance at December 31, 2009.

Cash flows provided by operating activities of \$771,086,000 was comprised of (i) net income of \$708,031,000, (ii) \$127,922,000 of non-cash adjustments, including depreciation and amortization expense, the effect of straight-lining of rental income, equity in net income of partially owned entities, income from the mark-to-market of derivative positions in marketable equity securities, litigation loss accrual and impairment losses, net gain on early extinguishment of debt, (iii) distributions of income from partially owned entities of \$61,037,000, (iv) interest received on repayment on mezzanine loan of \$40,467,000, partially offset by (v) the net change in operating assets and liabilities of \$166,371,000, of which \$144,423,000 relates to Real Estate Fund investments.

Net cash used in investing activities of \$520,361,000 was comprised of (i) purchases of marketable equity securities, including J.C. Penney Company, Inc. common shares, of \$491,596,000, (ii) acquisitions of real estate of \$173,413,000, (iii) investments in partially owned entities of \$165,170,000, (iv) development and redevelopment expenditures of \$156,775,000, (v) additions to real estate of \$144,794,000, (vi) investments in mezzanine loans receivable and other of \$85,336,000, and (vii) \$12,500,000 for the funding of collateral for the J.C. Penney derivative, partially offset by (viii) proceeds from the sale of real estate and related investments of \$280,462,000, (ix) restricted cash of \$138,586,000, (x) proceeds from sales of real estate and related investments of \$127,736,000, (xi) proceeds received from repayment of mezzanine loans receivable of \$70,762,000, (xii) distributions of capital from investments in partially owned entities of \$51,677,000, and (xiii) proceeds from maturing short-term investments of \$40,000,000.

Net cash used in financing activities of \$95,415,000 was comprised of (i) repayments of borrowing, including the purchase of our senior unsecured notes, of \$2,004,718,000, (ii) dividends paid on common shares of \$474,299,000, (iii) purchases of outstanding preferred units of \$78,954,000, (iv) dividends paid on preferred shares of \$55,669,000, (v) distributions to noncontrolling interests of \$53,842,000, (vi) repurchase of shares related to stock compensation agreements and related tax withholdings of \$25,660,000, (vii) debt issuance costs of \$14,980,000 partially offset by (viii) proceeds from borrowings of \$2,481,883,000, (ix) contributions from noncontrolling interests of \$103,831,000 and (x) proceeds received from exercise of employee share options of \$26,993,000.



**Liquidity and Capital Resources – continued***Capital Expenditures in the Year Ended December 31, 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>
<b>Capital Expenditures (accrual basis):</b>						
Expenditures to maintain assets	\$ 53,051	\$ 20,472	\$ 17,532	\$ 4,838	\$ 6,099	\$ 4,110
Tenant improvements	116,939	50,387	17,464	9,827	31,742	7,519
Leasing commissions	30,351	15,325	6,044	2,215	4,761	2,006
Non-recurring capital expenditures	5,381	-	-	915	-	4,466
Total capital expenditures and leasing commissions (accrual basis)	205,722	86,184	41,040	17,795	42,602	18,101
Adjustments to reconcile to cash basis:						
Expenditures in the current year applicable to prior periods	64,216	35,080	13,296	6,698	4,825	4,317
Expenditures to be made in future periods for the current period	(87,289)	(35,051)	(13,989)	(11,358)	(20,580)	(6,311)
Total capital expenditures and leasing commissions (cash basis)	\$ 182,649	\$ 86,213	\$ 40,347	\$ 13,135	\$ 26,847	\$ 16,107
<i>Tenant improvements and leasing commissions:</i>						
<i>Per square foot per annum</i>	\$ 3.73	\$ 6.70	\$ 2.92	\$ 1.41	\$ 4.01	\$ -
<i>Percentage of initial rent</i>	10.0%	13.5%	7.6%	5.8%	11.5%	-

*Development and Redevelopment Expenditures in the Year Ended December 31, 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>
220 Central Park South	\$ 46,769	\$ -	\$ -	\$ -	\$ -	\$ 46,769
Bergen Town Center	18,783	-	-	18,783	-	-
Residential condominiums	15,600	-	-	-	-	15,600
West End 25	9,997	-	9,997	-	-	-
1540 Broadway	8,091	-	-	8,091	-	-
Green Acres Mall	7,679	-	-	7,679	-	-
220 20th Street	4,097	-	4,097	-	-	-
Beverly Connection	3,695	-	-	3,695	-	-
Poughkeepsie, New York	3,054	-	-	3,054	-	-
Other	39,010	5,705	12,495	12,621	2,667	5,522
	\$ 156,775	\$ 5,705	\$ 26,589	\$ 53,923	\$ 2,667	\$ 67,891



## Liquidity and Capital Resources – continued

### *Cash Flow for the Year Ended December 31, 2009*

Our cash and cash equivalents were \$535,479,000 at December 31, 2009, a \$991,374,000 decrease over the balance at December 31, 2008. Our consolidated outstanding debt was \$10,681,342,000 at December 31, 2009, a \$1,494,975,000 decrease from the balance at December 31, 2008.

Cash flows provided by operating activities of \$633,579,000 was comprised of (i) net income of \$128,450,000, (ii) \$620,523,000 of non-cash adjustments, including depreciation and amortization expense, non-cash impairment losses, the effect of straight-lining of rental income, equity in net income of partially owned entities and (iii) distributions of income from partially owned entities of \$30,473,000, partially offset by (iv) the net change in operating assets and liabilities of \$145,867,000.

Net cash used in investing activities of \$242,201,000 was comprised of (i) development and redevelopment expenditures of \$465,205,000, (ii) additions to real estate of \$216,669,000, (iii) purchases of marketable equity securities of \$90,089,000, (iv) purchases of short-term investments of \$55,000,000, (v) investments in partially owned entities of \$38,266,000, partially offset by, (vi) proceeds from the sale of real estate (primarily 1999 K Street) of \$367,698,000, (vii) proceeds from restricted cash of \$111,788,000, (viii) proceeds from the sale of marketable securities of \$64,355,000, (ix) proceeds received from repayments on mezzanine loans receivable of \$47,397,000, (x) proceeds from maturing short-term investments of \$15,000,000 and (xi) distributions of capital from partially owned entities of \$16,790,000.

Net cash used in financing activities of \$1,382,752,000 was primarily comprised of (i) acquisition and retirement of convertible senior debentures and senior unsecured notes of \$2,221,204,000, (ii) repayment of borrowings of \$2,075,236,000, (iii) dividends paid on common shares of \$262,397,000, (iv) dividends paid on preferred shares of \$57,076,000, (v) distributions to noncontrolling interests of \$42,451,000, (vi) repurchase of shares related to stock compensation arrangements and related tax withholdings of \$32,203,000, (vii) redemption of redeemable noncontrolling interests of \$24,330,000, (viii) debt issuance and other costs of \$30,186,000, partially offset by, (ix) proceeds from borrowings of \$2,648,175,000 and (x) proceeds from issuance of common shares of \$710,226,000.



**Liquidity and Capital Resources – continued***Capital Expenditures in the Year Ended December 31, 2009*

(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>
<b>Capital Expenditures (accrual basis):</b>						
Expenditures to maintain assets	\$ 41,858	\$ 15,559	\$ 17,185	\$ 3,406	\$ 5,708	\$ -
Tenant improvements	76,514	44,808	18,348	4,190	9,168	-
Leasing commissions	28,913	15,432	10,040	1,710	1,731	-
Non-recurring capital expenditures	35,917	20,741	-	53	-	15,123
Total capital expenditures and leasing commissions (accrual basis)	183,202	96,540	45,573	9,359	16,607	15,123
Adjustments to reconcile to cash basis:						
Expenditures in the current year applicable to prior periods	138,590	67,903	60,208	4,293	5,224	962
Expenditures to be made in future periods for the current period	(75,397)	(40,516)	(21,627)	(5,244)	(5,900)	(2,110)
Total capital expenditures and leasing commissions (cash basis)	\$ 246,395	\$ 123,927	\$ 84,154	\$ 8,408	\$ 15,931	\$ 13,975
<i>Tenant improvements and leasing commissions:</i>						
<i>Per square foot per annum</i>	\$ 2.74	\$ 5.51	\$ 2.10	\$ 0.82	\$ 1.32	\$ -
<i>Percentage of initial rent</i>	6.9%	10.5%	5.2%	3.5%	3.5%	-

*Development and Redevelopment Expenditures in the Year Ended December 31, 2009*

(Amounts in thousands)	<b>Total</b>	<b>Washington,</b>		<b>Retail</b>	<b>Merchandise</b>		<b>Other</b>
		<b>New York Office</b>	<b>DC Office</b>		<b>Mart</b>	<b>Other</b>	
West End 25	\$ 64,865	\$ -	\$ 64,865	\$ -	\$ -	\$ -	-
Bergen Town Center	57,843	-	-	57,843	-	-	-
Residential condominiums 220 20th Street	49,586	-	-	-	-	-	49,586
1999 K Street (sold in September 2009)	39,256	-	39,256	-	-	-	-
North Bergen, New Jersey	31,874	-	31,874	-	-	-	-
Manhattan Mall	25,764	-	-	25,764	-	-	-
Poughkeepsie, New York	21,459	-	-	21,459	-	-	-
Garfield, New Jersey	20,280	-	-	20,280	-	-	-
1540 Broadway	16,577	-	-	16,577	-	-	-
2101 L Street	15,544	-	-	15,544	-	-	-
Beverly Connection	12,923	-	12,923	-	-	-	-
40 East 66th Street	12,854	-	-	12,854	-	-	-
One Penn Plaza	10,520	-	-	-	-	-	10,520
Other	9,839	9,839	-	-	-	-	-
	76,021	11,790	22,849	28,438	6,409	6,535	
	\$ 465,205	\$ 21,629	\$ 171,767	\$ 198,759	\$ 6,409	\$ 66,641	

**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”). In the fourth quarter of 2011 and the first quarter of 2012, NAREIT issued updated guidance on FFO and modified its definition of FFO to specifically exclude real estate impairment losses, including the prorata share of such losses of unconsolidated subsidiaries. To the extent applicable, NAREIT requested companies to restate prior period FFO to conform to the new definition. Accordingly, we have restated our quarter and year ended December 31, 2010 FFO to exclude real estate impairment losses aggregating \$103,981,000 and \$108,981,000, respectively. NAREIT defines FFO as GAAP net income or loss adjusted to exclude net gains from sales of depreciated real estate assets, real estate impairment losses, 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.

FFO attributable to common shareholders plus assumed conversions was \$1,230,973,000, or \$6.42 per diluted share for the year ended December 31, 2011, compared to \$1,251,533,000, or \$6.59 per diluted share for the year ended December 31, 2010. FFO attributable to common shareholders plus assumed conversions was \$280,369,000, or \$1.46 per diluted share for the three months ended December 31, 2011, compared to \$432,860,000, or \$2.27 per diluted share for the three months ended December 31, 2010. 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 Year</b>		<b>For The Three Months</b>	
	<b>Ended December 31,</b>		<b>Ended December 31,</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	\$ 662,302	\$ 647,883	\$ 87,296	\$ 256,973
Depreciation and amortization of real property	530,113	505,806	152,655	124,024
Net gain on sales of real estate	(51,623)	(57,248)	-	(57,248)
Real estate impairment losses	28,799	97,500	28,799	92,500
Proportionate share of adjustments to equity in net income of				
Toys, to arrive at FFO:				
Depreciation and amortization of real property	70,883	70,174	18,039	16,878
Net gain on sales of real estate	(491)	-	-	-
Income tax effect of above adjustments	(24,634)	(24,561)	(6,314)	(5,907)

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

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	99,992	78,151	26,699	19,596
Net gain on sales of real estate	(9,276)	(5,784)	(1,916)	(5,470)
Real estate impairment losses	-	11,481	-	11,481
Noncontrolling interests' share of above adjustments	(40,957)	(46,794)	(13,733)	(12,960)
FFO	1,265,108	1,276,608	291,525	439,867
Preferred share dividends	(65,531)	(55,534)	(17,788)	(13,559)
Discount on preferred share and unit redemptions	5,000	4,382	-	-
FFO attributable to common shareholders	1,204,577	1,225,456	273,737	426,308
Interest on 3.88% exchangeable senior debentures	26,272	25,917	6,602	6,512
Convertible preferred share dividends	124	160	30	40
FFO attributable to common shareholders plus assumed conversions	\$1,230,973	\$1,251,533	\$ 280,369	\$ 432,860
<b>Reconciliation of Weighted Average Shares</b>				
Weighted average common shares outstanding	184,308	182,340	184,571	183,308
Effect of dilutive securities:				
3.88% exchangeable senior debentures	5,736	5,736	5,736	5,736
Employee stock options and restricted share awards	1,658	1,747	1,392	1,735
Convertible preferred shares	55	71	52	70
Denominator for FFO per diluted share	191,757	189,894	191,751	190,849
FFO attributable to common shareholders plus assumed conversions per diluted share	\$ 6.42	\$ 6.59	\$ 1.46	\$ 2.27

**ITEM 7A. 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)

	2011		Effect of 1%		2010	
	December 31,	Weighted Average Interest Rate	Change In Base Rates	December 31,	Weighted Average Interest Rate	
	Balance			Balance		
Consolidated debt:						
Variable rate	\$ 2,206,993	2.25%	\$ 22,070	\$ 2,903,510	1.76%	
Fixed rate	8,355,009	5.55%	-	7,985,932	5.66%	
	\$ 10,562,002	4.86%	22,070	\$ 10,889,442	4.62%	
Prorata share of debt of non-consolidated entities (non-recourse):						
Variable rate – excluding Toys	\$ 284,372	2.85%	2,844	\$ 345,308	1.39%	
Variable rate – Toys	706,301	4.83%	7,063	501,623	4.95%	
Fixed rate (including \$1,270,029 and \$1,421,820 of Toys debt in 2011 and 2010)	3,208,472 <sup>(1)</sup>	6.96%	-	2,428,986	6.86%	
	\$ 4,199,145	6.32%	9,907	\$ 3,275,917	5.99%	
Redeemable noncontrolling interests' share of above			(2,079)			
Total change in annual net income			\$ 29,898			
Per share-diluted			\$ 0.16			

(1) Excludes \$33.3 billion for our 26.2% 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.

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 December 31, 2011, variable rate debt with an aggregate principal amount of \$443,353,000 and a weighted average interest rate of 2.40% was subject to LIBOR caps. These caps are based on a notional amount of \$443,353,000 and cap LIBOR at a weighted average rate of 5.58%. In addition, we have one interest rate swap on a \$425,000,000 loan that swapped the rate from LIBOR plus 2.00% (2.30% at December 31, 2011) to a fixed rate of 5.13% for the remaining seven-year term of the loan.

As of December 31, 2011, we have investments in mezzanine loans at variable interest rates with an aggregate carrying amount of \$54,724,000 and a weighted average rate of 10.42%, which partially mitigates 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 current rate at which similar loans would be made to borrowers with similar credit ratings for the remaining term of such debt. As of December 31, 2011, the estimated fair value of our consolidated debt was \$10,770,227,000.

#### *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 (loss), 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 years ended December 31, 2011 and 2010, we recognized income from derivative instruments of \$12,984,000 and \$130,153,000, respectively.



**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

**INDEX TO FINANCIAL STATEMENTS**

	<b>Page</b>
Report of Independent Registered Public Accounting Firm	119
Consolidated Balance Sheets at December 31, 2011 and 2010	120
Consolidated Statements of Income for the years ended December 31, 2011, 2010 and 2009	121
Consolidated Statements of Comprehensive Income for the years ended December 31, 2011, 2010 and 2009	122
Consolidated Statements of Changes in Equity for the years ended December 31, 2011, 2010 and 2009	123
Consolidated Statements of Cash Flows for the years ended December 31, 2011, 2010 and 2009	126
Notes to Consolidated Financial Statements	128

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Shareholders and Board of Trustees

Vornado Realty Trust

New York, New York

We have audited the accompanying consolidated balance sheets of Vornado Realty Trust (the “Company”) as of December 31, 2011 and 2010, and the related consolidated statements of income, comprehensive income, changes in equity, and cash flows for each of the three years in the period ended December 31, 2011. Our audits also included the financial statement schedules listed in the Index at Item 15. These financial statements and financial statement schedules are the responsibility of the Company’s management. Our responsibility is to express an opinion on the financial statements and financial statement schedules based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Vornado Realty Trust at December 31, 2011 and 2010, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2011, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedules, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

As discussed in Note 2 to the consolidated financial statements, the Company has changed its method of presenting comprehensive income in 2011 due to the adoption of FASB Accounting Standards Update No. 2011-05, *Presentation of Comprehensive Income*. The change in presentation has been applied retrospectively to all periods presented.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2011, based on the criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 27, 2012 expressed an unqualified opinion on the Company's internal control over financial reporting.

/s/ DELOITTE & TOUCHE LLP

Parsippany, New Jersey

February 27, 2012

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

**VORNADO REALTY TRUST**  
**CONSOLIDATED BALANCE SHEETS**

(Amounts in thousands, except share and per share amounts)	<b>December 31,</b>	<b>December 31,</b>
<b>ASSETS</b>	<b>2011</b>	<b>2010</b>
Real estate, at cost:		
Land	\$ 4,558,181	\$ 4,535,042
Buildings and improvements	12,709,356	12,510,244
Development costs and construction in progress	230,823	217,505
Leasehold improvements and equipment	128,651	124,910
Total	17,627,011	17,387,701
Less accumulated depreciation and amortization	(3,095,037)	(2,715,046)
Real estate, net	14,531,974	14,672,655
Cash and cash equivalents	606,553	690,789
Restricted cash	98,068	200,822
Marketable securities	741,321	766,116
Accounts receivable, net of allowance for doubtful accounts of \$43,241 and \$62,979	171,798	157,146
Investments in partially owned entities	1,233,650	927,672
Investment in Toys "R" Us	506,809	447,334
Real Estate Fund investments	346,650	144,423
Mezzanine loans receivable, net	133,948	202,412
Receivable arising from the straight-lining of rents, net of allowance of \$4,046 and \$7,316	728,626	695,486
Deferred leasing and financing costs, net of accumulated amortization of \$245,087 and \$219,965	376,292	354,864
Identified intangible assets, net of accumulated amortization of \$359,944 and \$335,113	319,704	346,157
Assets related to discontinued operations	251,202	519,285
Due from officers	13,127	13,187
Other assets	386,765	379,123
	<b>\$ 20,446,487</b>	<b>\$ 20,517,471</b>
<b>LIABILITIES, REDEEMABLE NONCONTROLLING INTERESTS AND EQUITY</b>		
Notes and mortgages payable	\$ 8,558,275	\$ 8,255,101
Senior unsecured notes	1,357,661	1,082,928
Exchangeable senior debentures	497,898	491,000
Convertible senior debentures	10,168	186,413
Revolving credit facility debt	138,000	874,000
Accounts payable and accrued expenses	423,512	438,479
Deferred credit	516,259	575,836
Deferred compensation plan	95,457	91,549

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Deferred tax liabilities	13,315	13,278
Liabilities related to discontinued operations	14,153	267,652
Other liabilities	152,665	82,856
Total liabilities	11,777,363	12,359,092
Commitments and contingencies		
Redeemable noncontrolling interests:		
Class A units - 12,160,771 and 12,804,202 units outstanding	934,677	1,066,974
Series D cumulative redeemable preferred units - 9,000,001 and 10,400,001 units outstanding	226,000	261,000
Total redeemable noncontrolling interests	1,160,677	1,327,974
Vornado shareholders' equity:		
Preferred shares of beneficial interest: no par value per share; authorized 110,000,000 shares; issued and outstanding 42,186,709 and 32,340,009 shares	1,021,660	783,088
Common shares of beneficial interest: \$.04 par value per share; authorized, 250,000,000 shares; issued and outstanding 185,080,020 and 183,661,875 shares	7,373	7,317
Additional capital	7,127,258	6,932,728
Earnings less than distributions	(1,401,704)	(1,480,876)
Accumulated other comprehensive income	73,729	73,453
Total Vornado shareholders' equity	6,828,316	6,315,710
Noncontrolling interests in consolidated subsidiaries	680,131	514,695
Total equity	7,508,447	6,830,405
	\$ 20,446,487	\$ 20,517,471

See notes to the consolidated financial statements.

## VORNADO REALTY TRUST

## CONSOLIDATED STATEMENTS OF INCOME

Year Ended December 31,

2011 2010 2009

(Amounts in thousands, except per share amounts)

**REVENUES:**

Property rentals	\$ 2,261,811	\$ 2,237,707	\$ 2,148,975
Tenant expense reimbursements	349,420	355,616	351,290
Cleveland Medical Mart development project	154,080	-	-
Fee and other income	150,354	147,358	155,326
Total revenues	2,915,665	2,740,681	2,655,591

**EXPENSES:**

Operating	1,091,597	1,082,844	1,050,545
Depreciation and amortization	553,811	522,022	519,534
General and administrative	209,981	213,949	230,584
Cleveland Medical Mart development project	145,824	-	-
Tenant buy-outs, impairment losses and other acquisition related costs	58,299	129,458	73,763
Total expenses	2,059,512	1,948,273	1,874,426
Operating income	856,153	792,408	781,165
Income applicable to Toys "R" Us	48,540	71,624	92,300
Income (loss) from partially owned entities	71,770	22,438	(19,910)
Income (loss) from Real Estate Fund (of which \$13,598 and (\$806), respectively, are attributable to noncontrolling interests)	22,886	(303)	-
Interest and other investment income (loss), net	148,826	235,315	(116,350)
Interest and debt expense (including amortization of deferred financing costs of \$20,729, \$18,542 and \$17,593 respectively)	(544,015)	(560,052)	(617,768)
Net gain (loss) on extinguishment of debt	-	94,789	(25,915)
Net gain on disposition of wholly owned and partially owned assets	15,134	81,432	5,641
Income before income taxes	619,294	737,651	99,163
Income tax expense	(24,827)	(22,476)	(20,642)
Income from continuing operations	594,467	715,175	78,521
Income (loss) from discontinued operations	145,533	(7,144)	49,929
Net income	740,000	708,031	128,450
Less:			
Net (income) loss attributable to noncontrolling interests in consolidated subsidiaries	(21,786)	(4,920)	2,839
Net (income) attributable to noncontrolling interests in the Operating Partnership, including unit distributions	(55,912)	(55,228)	(25,120)
Net income attributable to Vornado	662,302	647,883	106,169
Preferred share dividends	(65,531)	(55,534)	(57,076)

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Discount on preferred share and unit redemptions	5,000	4,382	-
<b>NET INCOME attributable to common shareholders</b>	<b>\$ 601,771</b>	<b>\$ 596,731</b>	<b>\$ 49,093</b>
<b>INCOME PER COMMON SHARE - BASIC:</b>			
Income from continuing operations, net	\$ 2.52	\$ 3.31	\$ 0.01
Income (loss) from discontinued operations, net	0.74	(0.04)	0.27
Net income per common share	\$ 3.26	\$ 3.27	\$ 0.28
Weighted average shares	184,308	182,340	171,595
<b>INCOME PER COMMON SHARE - DILUTED:</b>			
Income from continuing operations, net	\$ 2.50	\$ 3.28	\$ 0.01
Income (loss) from discontinued operations, net	0.73	(0.04)	0.27
Net income per common share	\$ 3.23	\$ 3.24	\$ 0.28
Weighted average shares	186,021	184,159	173,503

See notes to consolidated financial statements.

**VORNADO REALTY TRUST**

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

(Amounts in thousands)	<b>Year Ended December 31,</b>		
	<b>2011</b>	<b>2010</b>	<b>2009</b>
Net income	\$ 740,000	\$ 708,031	\$ 128,450
Other comprehensive income (loss):			
Change in unrealized net gain on securities available-for-sale	46,177	46,447	6,147
Pro rata share of other comprehensive income of			
nonconsolidated subsidiaries	12,859	11,853	22,052
Sale of securities available-for-sale	(9,540)	(13,160)	7,715
Change in value of interest rate swap	(43,704)	-	-
Other	(5,245)	(136)	(566)
Comprehensive income	740,547	753,035	163,798
Less:			
Comprehensive (income) attributable to noncontrolling interests	(77,969)	(63,343)	(25,144)
Comprehensive income attributable to Vornado	\$ 662,578	\$ 689,692	\$ 138,654

See notes to consolidated financial statements.



## VORNADO REALTY TRUST

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
Accumulated

(Amounts in thousands)

	Preferred Shares		Common Shares		Additional Capital	Earnings Less Than Comprehensive Distributions	Other Comprehensive Income (Loss)	Non-controlling Interests	Total Equity
	Shares	Amount	Shares	Amount					
<b>Balance, December 31, 2008</b>	33,954	\$ 823,807	155,286	\$ 6,195	\$ 6,025,976	\$(1,047,340)	\$ (6,899)	\$ 412,913	\$ 6,214,652
Net income (loss)	-	-	-	-	-	106,169	-	(2,839)	103,330
Dividends on common shares	-	-	6,441	258	285,338	(547,993)	-	-	(262,397)
Dividends on preferred shares	-	-	-	-	-	(57,076)	-	-	(57,076)
Common shares issued:									
In connection with April 2009 public offering	-	-	17,250	690	709,536	-	-	-	710,226
Upon redemption of Class A units, at redemption value	-	-	1,768	70	90,885	-	-	-	90,955
Under employees' share option plan	-	-	468	4	1,713	(31,355)	-	-	(29,638)
Conversion of Series A preferred shares to common shares	(2)	(89)	2	-	89	-	-	-	-
Deferred compensation shares and options	-	-	(1)	1	13,091	-	-	-	-