

Edgar Filing: VORNADO REALTY TRUST - Form 10-K405

VORNADO REALTY TRUST  
Form 10-K405  
March 11, 2002

EXHIBIT INDEX ON PAGE 137

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D. C. 20549

FORM 10-K

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

For the Fiscal Year Ended: DECEMBER 31, 2001

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: 1-11954

VORNADO REALTY TRUST

-----  
(Exact name of Registrant as specified in its charter)

MARYLAND

22-1657560

-----  
(State or other jurisdiction of  
incorporation or organization)

-----  
(I.R.S. Employer  
Identification Number)

888 SEVENTH AVENUE, NEW YORK, NEW YORK

10019

-----  
(Address of Principal Executive Offices)

-----  
(Zip Code)

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

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

Title of Each Class -----	Name of Each Exchange on Which Registered -----
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
8.5% Series B Cumulative Redeemable Preferred Shares of beneficial interest, no par value	New York Stock Exchange
8.5% Series C Cumulative Redeemable Preferred Shares of beneficial interest, no par value	New York Stock Exchange

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

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 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.

The aggregate market value of the voting shares held by non-affiliates of the registrant, i.e. by persons other than officers and trustees of Vornado Realty Trust as reflected in the table in Item 12 of this Form 10-K, at February 1, 2002 was \$3,613,111,000.

As of February 1, 2002, there were 103,372,574 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 29, 2002.

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(1) The Registrant will file a definitive Proxy Statement pursuant to Regulation 14A involving the election of directors with the Securities and Exchange Commission not later than 120 days after December 31, 2001, which is incorporated by reference herein. Information relating to Executive Officers of the Registrant appears on page 53 of this Annual Report on Form 10-K.

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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 (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements are not guarantees of performance. They involve risks, uncertainties and assumptions. 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 "believes", "expects", "anticipates", "estimates", "intends", "plans" or similar expressions in this annual report on form 10-K. These forward-looking statements are subject to numerous assumptions, risks and uncertainties. Many of the factors that will determine these items are beyond our ability to control or predict. Factors that may cause actual results to differ materially from those contemplated by the forward-looking statements include, but are not limited to, the following: (a) national, regional and local economic conditions; (b) the continuing impact of the September 11, 2001 terrorist attacks on our tenants and the national, regional and local economies, including, in particular, the New York City and Washington, D.C. metropolitan areas; (c) local conditions such as an oversupply of space or a reduction in demand for real estate in the area; (d) the financial conditions of tenants; (e) competition from other available space; (f) whether tenants consider a property attractive; (g) whether we are able to pass some or all of any increased operating costs we experience through to our tenants; (h) how well we manage our properties; (i) increased interest expense; (j) decreases in market rental rates; (k) the timing and costs associated with property improvements and rentals; (l) changes in taxation or zoning laws; (m) government regulations; (n) our failure to continue to qualify as a real estate investment trust; (o) availability of financing on acceptable terms; (p) potential liability under environmental or other laws or regulations; and (q) general competitive factors.

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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 after the date of this Form 10-K to reflect the occurrence of unanticipated events. Furthermore, many of these factors may be more likely to occur as a result of the September 11, 2001 terrorist attacks.

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### PART I

#### ITEM 1. BUSINESS

##### THE COMPANY

Vornado Realty Trust is a fully-integrated real estate investment trust ("REIT"). Vornado conducts its business through Vornado Realty L.P., a Delaware limited partnership (the "Operating Partnership"). Vornado is the sole general partner of, and owned approximately 79% of the common limited partnership interest in, the Operating Partnership at February 1, 2002. All references to the "Company" and "Vornado" refer to Vornado Realty Trust and its consolidated subsidiaries, including the Operating Partnership.

The Company currently owns directly or indirectly:

##### OFFICE PROPERTIES ("OFFICE"):

(i) all or portions of 73 office properties aggregating approximately 27.2 million square feet in the New York City metropolitan area (primarily Manhattan) and in the Washington D.C. and Northern Virginia area;

##### RETAIL PROPERTIES ("RETAIL"):

(ii) 55 shopping center properties in six states and Puerto Rico aggregating approximately 11.3 million square feet, including 1.4 million square feet built by tenants on land leased from the Company;

##### MERCHANDISE MART PROPERTIES:

(iii) 8.6 million square feet of showroom and office space, including the 3.4 million square foot Merchandise Mart in Chicago;

##### TEMPERATURE CONTROLLED LOGISTICS:

(iv) a 60% interest in the Vornado/Crescent partnerships that own 89 warehouse facilities nationwide with an aggregate of approximately 445 million cubic feet of refrigerated space leased to AmeriCold Logistics;

##### OTHER REAL ESTATE INVESTMENTS:

(v) 33.1% of the outstanding common stock of Alexander's, Inc. ("Alexander's");

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(vi) the Hotel Pennsylvania in New York City consisting of a hotel portion containing 1.0 million square feet with 1,700 rooms and a commercial portion containing .4 million square feet of retail and office space;

(vii) a 21.1% interest in The Newkirk Master Limited Partnership which owns office, retail and industrial properties net leased primarily to credit rated tenants, and various debt interests in such properties;

(viii) eight dry warehouse/industrial properties in New Jersey containing approximately 2.0 million square feet; and

(ix) other investments, including interests in other real estate, marketable securities and loans and notes receivable.

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### OBJECTIVES AND STRATEGY

The Company's business objective is to maximize shareholder value. The Company intends to achieve its business objective by continuing to pursue its investment philosophy and executing its operating strategies through:

- o Maintaining a superior team of operating and investment professionals and an entrepreneurial spirit;
- o Investing in properties in select markets, such as New York City and Washington D.C., where the Company believes there is high likelihood of capital appreciation;
- o Acquiring quality properties at a discount to replacement cost and where there is a significant potential for higher rents;
- o Investing in retail properties in select understored locations such as the New York City metropolitan area;
- o Investing in fully integrated operating companies that have a significant real estate component with qualified, experienced operating management and strong growth potential which can benefit from the Company's access to efficient capital;
- o Developing/redeveloping the Company's existing properties to increase returns and maximize value; and
- o On occasion, providing specialty financing to real estate companies.

The Company expects to finance its growth, acquisitions and investments using internally generated funds, proceeds from possible asset sales and by accessing the public and private capital markets.

### ACQUISITIONS

On January 1, 2002, the Company acquired the remaining 66% of Charles E. Smith Commercial Realty ("CESCR") it did not previously own. The consideration for the remaining 66% of CESCR was approximately \$1,600,000,000, consisting of 15.7 million newly issued Vornado Operating Partnership units (valued at \$608,000,000) and acquiring the assets subject to \$992,000,000 of debt (66% of CESCR's total debt). CESCR owns and manages 12.9 million square feet of office properties in Washington D.C. and Northern Virginia and manages an additional 5.8 million square feet of office and other commercial properties in the Washington D.C. area.

### DISPOSITIONS

In 2001, the Company sold: (i) its 50% interest in 570 Lexington Avenue

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for \$60,000,000 resulting in a gain of \$12,445,000, (ii) its leasehold interest in 550/600 Mamaroneck Avenue for \$22,500,000 which approximated book value, and (iii) its 80% interest in 52 condominium units of the total 53 units at the Park Laurel residential condominium project in New York resulting in an after tax net gain of \$15,657,000.

Further details of the Company's dispositions are disclosed in Management's Discussion and Analysis of Financial Condition and Results of Operations in Part II of this document.

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DEVELOPMENT AND REDEVELOPMENT PROJECTS

The following table sets forth certain information for development/redevelopment projects:

(\$ in millions)

Projects -----	Estimated Completion Date -----	Estimated Project Cost -----	The Co ----- Y Decem -----
COMPLETED IN 2001:			
Merchandise Mart:			
Plaza Suites on Main Street, High Point - construction of 433,000 square feet of showrooms .	Fall 2001	\$ 37.2	\$
Park Laurel (69% interest) - construction and sale of 119,000 square foot residential condominium tower in Manhattan (as of March 1, 2002, 52 of the 53 units have been sold for an aggregate of \$139.5) .....	Fall 2001	109.9	-
		----- \$ 147.1	\$
		=====	==
IN PROCESS:			
Office:			
New York City:			
Penn Plaza Area:			
435 Seventh Avenue - demolition of existing buildings and the construction of 43,000 square feet of retail space pre-leased to Hennes & Mauritz .....	Fall 2002	\$ 19.9	\$
GreenPoint site adjacent to One Penn Plaza - redevelopment of 28,000 square feet of retail space .....	Spring 2002	12.5	-
640 Fifth Avenue - construction of additional 48,000 square feet of office space and redevelopment of existing building .....	Spring 2003	50.7	-
175 Lexington Avenue (50% interest) - construction of a 45,000 square foot building containing approximately 2,300 square feet of commercial space and 42,700 square feet of low income residential housing to be exchanged upon completion for air rights .....	Spring 2002	7.7	-
Merchandise Mart:			
400 North LaSalle, Chicago (85% interest) -			

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construction of 378,000 square foot high rise rental apartment complex .....	Spring 2004	71.2
Wells Kinzie Garage - Chicago (50% interest) - 244,000 square foot parking garage adjacent to 400 North LaSalle .....	Spring 2002	11.1
Other:		
Fort Lee, New Jersey (75% interest) - construction of a 41-story, 800,000 square foot high rise rental apartment complex .....	Summer 2002	100.3
		-----
		\$ 273.4
		=====

The above table does not include the capital requirements of Alexander's and Temperature Controlled Logistics which are described in Item 2: Properties.

The Company is also in the pre-development phase of a number of projects including: (i) redevelopment of retail space in the Penn Plaza area, (ii) the redevelopment of retail space in Crystal City, (iii) the redevelopment of the former Bradlees building at 14th Street and Union Square to include office and/or retail space, (iv) the refurbishment of the Hotel Pennsylvania and (v) the construction of an office tower in excess of 1,000,000 square feet at 20 Times Square (70% interest). Further, the Company is reviewing opportunities in connection with New York City's recent approval of a Penn Plaza signage district.

There can be no assurance that the above projects will be commenced or will be successful.

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### OPERATIONS OF VORNADO OPERATING COMPANY

In October 1998, Vornado Operating Company ("Vornado Operating") was spun off from the Company in order to own assets that the Company could not itself own and conduct activities that the Company could not itself conduct.

The Company and Vornado Operating are parties to certain agreements described below.

#### REVOLVING CREDIT AGREEMENT

Vornado Operating was granted a \$75,000,000 unsecured revolving credit facility from the Company (the "Revolving Credit Agreement") which expires on December 31, 2004. Borrowings under the Revolving Credit Agreement bear interest at LIBOR plus 3%. The Company receives a commitment fee equal to 1% per annum on the average daily unused portion of the facility. No amortization is required to be paid under the Revolving Credit Agreement during its term. The Revolving Credit Agreement prohibits Vornado Operating from incurring indebtedness to third parties (other than certain purchase money debt and certain other exceptions) and prohibits Vornado Operating from paying dividends. As of December 31, 2001, \$31,424,000 was outstanding under the Revolving Credit Agreement.

#### AGREEMENT WITH VORNADO OPERATING

The Company and Vornado Operating are parties to an Agreement pursuant to which, among other things, (i) the Company will under certain circumstances offer Vornado Operating an opportunity to become the lessee of certain real

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property owned now or in the future by the Company (under mutually satisfactory lease terms) and (ii) Vornado Operating will not make any real estate investment or other REIT-Qualified Investment unless it first offers the Company the opportunity to make such investment and the Company has rejected that opportunity.

Under the Agreement, the Company provides Vornado Operating with certain administrative, corporate, accounting, financial, insurance, legal, tax, data processing, human resources and operational services. For these services, Vornado Operating compensates the Company in an amount determined in good faith by the Company as the amount an unaffiliated third party would charge Vornado Operating for comparable services and reimburses the Company for certain costs incurred and paid to third parties on behalf of Vornado Operating. Pursuant to the Agreement, compensation for such services was approximately \$371,000, \$330,000 and \$330,000 for the years ended December 31, 2001, 2000 and 1999.

Vornado Operating and the Company each have the right to terminate the Agreement if the other party is in material default of the Agreement or upon 90 days written notice to the other party at any time after December 31, 2003. In addition, the Company has the right to terminate the Agreement upon a change in control of Vornado Operating.

### VORNADO OPERATING'S MANAGEMENT

Messrs. Roth, Fascitelli, West and Wight are directors of Vornado Operating. Mr. Roth is also Chairman of the Board and Chief Executive Officer of Vornado Operating, Mr. Fascitelli is also President of Vornado Operating, and certain other members of the Company's senior management hold corresponding positions with Vornado Operating.

### TEMPERATURE CONTROLLED LOGISTICS BUSINESS

On March 11, 1999, the Vornado/Crescent Partnerships sold all of the non-real estate assets of Temperature Controlled Logistics encompassing the operations of the temperature controlled business for approximately \$48,700,000 to a new partnership ("AmeriCold Logistics") owned 60% by Vornado Operating Company and 40% by Crescent Operating Inc. AmeriCold Logistics leases the underlying temperature controlled warehouses used in this business from the Vornado/Crescent Partnerships ("the Landlord") which continue to own the real estate. The leases, as amended, generally have a 15 year term with two-five year renewal options and provide for the payment of fixed base rent and percentage rent based on revenue AmeriCold Logistics receives from its customers. On February 22, 2001, the Landlord restructured the AmeriCold Logistics leases to, among other things, (i) reduce 2001's contractual rent to \$146,000,000, (ii) reduce 2002's contractual rent to \$150,000,000 (plus contingent rent in certain circumstances), (iii) increase the Landlord's share of annual maintenance capital expenditures by \$4,500,000 to \$9,500,000 effective January 1, 2000 and (iv) allow AmeriCold Logistics to defer rent to December 31, 2003 to the extent cash is not available, as defined in the leases, to pay such rent. Based on the Company's policy of recognizing rental income when earned and collection is assured or cash is received, the Company did not recognize \$15,281,000 and \$8,606,000 of the rent it was due in the years ended December 31, 2001 and 2000. On December 31, 2001, the Landlord released the tenant from its obligation to pay \$39,812,000 of deferred rent of which the Company's share was \$23,887,000. This amount equals the rent which was not recognized as income by the Company and accordingly had no profit and loss effect to the Company.

Vornado Operating has previously disclosed that its investments are not expected to generate sufficient cash flow to pay all of its expenses for the foreseeable future. As a result, to enable Vornado Operating to meet its cash requirements, the Company anticipates that the leases with Vornado Operating's investee may be restructured to provide additional cash flow and Vornado



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Operating's investee may sell non-core assets.

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### OTHER INVESTMENTS

(amounts in thousands)

The Company's other investments at December 31, 2001 are comprised of:

#### Other Real Estate Investments:

Carried at Equity\*:

Starwood Ceruzzi Joint Venture (1).....	\$ 25,791
The Park Laurel Joint Venture (2).....	(4,745)

Consolidated:

The Palisades Joint Venture (3).....	122,000
Student Housing (4).....	26,918

-----  
\$169,964

=====

Marketable Securities, including \$48,758 of Capital Trust, Inc.

("Capital Trust") preferred securities (5).....	\$126,774
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#### Notes and Mortgage Loans Receivable:

NorthStar Partnership L.P. (6).....	\$ 57,641
Primestone Investment Partners, L.P. (7).....	106,768
Dearborn Center (8).....	21,522
Commonwealth Atlantic Properties, an affiliate of Lazard Freres	
Real Estate Investors L.L.C. ("CAPI") (9).....	41,200
Vornado Operating (see page 7 for further details).....	31,424

-----  
\$258,555

=====

\* The Company does not have unilateral control over key decisions with respect to these partially-owned entities and therefore does not consolidate their operations and financial position and applies the equity method of accounting in accordance with generally accepted accounting principles. The Company includes its share of partially-owned entities debt in reporting its exposure to a change in interest rates under Item 7A "Quantitative and Qualitative Disclosures about Market Risk" and in its ratio of debt-to-enterprise value as disclosed on page 10. See Note 4 - "Investments in Partially-Owned Entities" to the Financial Statements for details by investment.

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(1) STARWOOD CERUZZI JOINT VENTURE

The Starwood Ceruzzi Joint Venture was formed in 2000 by the Company, the 80% non-managing partner, and Starwood Ceruzzi, the 20% managing partner, to acquire fee and leasehold interests in properties formerly occupied by Hechinger Inc., a home improvement retailer which was liquidated. In the first quarter of 2000, the joint venture acquired two fee interests containing 210,000 square feet and four leasehold interests containing 400,000 square feet in properties located in Pennsylvania, Virginia, Maryland and Ohio. One of the fee interests was sold in March, 2001 for

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\$8,000, resulting in a gain of \$1,744 (of which the Company's share was \$1,395). The venture is redeveloping the remaining properties for retail use and will net lease them to tenants. The venture has no debt.

### (2) PARK LAUREL JOINT VENTURE

The Park Laurel Joint Venture was formed in 1997 to develop a property in Manhattan, consisting of 94,000 square feet to be owned and used by the YMCA and 119,000 square feet of residential condominiums to be sold by the Company and its joint venture partner. Vornado has a 69% interest and shares control with its partners. The total cost of the project was approximately \$109,900. In the third and fourth quarters of 2001, the joint venture completed the sale of 52 condominium units of the total 53 units and received proceeds of \$139,548. The Company's share of the after tax net gain was \$15,657 and is after a charge of \$3,953 (net of a tax benefit of \$1,826) for awards accrued under the venture's incentive compensation plan. The credit balance at December 31, 2001 is a result of the above mentioned accrual.

### (3) THE PALISADES JOINT VENTURE

The Palisades Joint Venture was formed in 1999 to develop an 800,000 square foot high-rise residential tower in Fort Lee, New Jersey. The joint venture agreement provides for the Company to contribute 95% of the equity and receive 75% of the net profit after a 12% preferred return. The estimated total cost of the project is \$133,700. Costs incurred to date are \$122,000, of which \$90,500 has been funded by a construction loan, \$30,000 by the Company and \$1,500 by the Company's partner. The property is expected to become operational in the Summer of 2002. Upon completion, the complex will include a 41-story residential tower containing 538 apartments and an 800 space parking facility.

### (4) STUDENT HOUSING

In January 2000, the Company and its joint venture partner acquired a 252-unit student housing complex in Gainesville, Florida, for approximately \$27,000. The Company has a 90% interest in the joint venture.

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### (5) CAPITAL TRUST PREFERRED SECURITIES

The Company's investment at December 31, 2001 is comprised of (i) approximately \$30,000 of 8.25% step-up convertible junior subordinated debentures and (ii) approximately \$20,000 of 13% step-up junior subordinated debentures. The blended coupon rate was 10.16% per annum at December 31, 2001. The convertible amount is convertible into shares of Class A common stock of Capital Trust (NYSE:CT) at a conversion price of \$7.00 per share. The convertible amount is redeemable by Capital Trust, in whole or in part, on or after September 30, 2004. The non-convertible amount is redeemable by Capital Trust, in whole or in part, at any time. Mr. Roth, the Chairman and Chief Executive Officer of Vornado Realty Trust, is a member of the Board of Directors of Capital Trust nominated by the Company.

### (6) LOAN TO NORTHSTAR PARTNERSHIP, L.P.

On September 19, 2000, the Company acquired \$75,000 of subordinated unsecured debt of NorthStar Partnership, L.P., a private real estate

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company, for \$65,000. The loan bears interest at 11.5% per annum, requires quarterly principal payments of \$2,500 and matures in May 2002. All of the quarterly principal payments have been received by the Company in accordance with the loan agreement with the exception of the payment due on September 28, 2001 which was not received until October 30, 2001.

### (7) LOAN TO PRIMESTONE INVESTMENT PARTNERS, L.P.

On September 28, 2000, the Company made a \$62,000 loan to Primestone Investment Partners, L.P. The Company received a 1% upfront fee and is entitled to receive certain other fees aggregating approximately 3% upon repayment of the loan. The loan bears interest at 16% per annum. Primestone Investment Partners, L.P. defaulted on the repayment of this loan on October 25, 2001. The Company's loan was subordinate to \$37,957 of other debt of the borrower. On October 31, 2001, the Company purchased the other debt for its face amount. The loans are secured by 7,944,893 partnership units in Prime Group Realty, L.P., the operating partnership of Prime Group Realty Trust (NYSE:PGE), which units are exchangeable for the same number of shares of PGE. The loans are also guaranteed by affiliates of the borrower. The Company has commenced foreclosure proceedings with respect to the collateral.

On November 19, 2001 the Company sold, pursuant to a participation agreement with a subsidiary of Cadim inc., a Canadian pension fund, a 50% participation in both loans at par for approximately \$50,000 reducing the Company's net investment in the loans at December 31, 2001 to \$56,768, including unpaid interest and fees of \$6,790. Under the terms of the participation agreement, cash payments received shall be applied (i) first, to the reimbursement of reimbursable out-of-pocket costs and expenses incurred in connection with the servicing, administration or enforcement of the loans after November 19, 2001, (ii) second, to the Company and Cadim pro rata in proportion to the amount of interest and fees owed to them (all of such fees and interest accrued through November 19, 2001 are for the account of Vornado and all of such fees and interest accrued after November 19, 2001 accrue on a 50/50 basis to the Company and Cadim) and (iii) third, 50% to the Company and 50% to Cadim. The Company has agreed that in the event the Company acquires the collateral in a foreclosure proceeding it will, upon the request of Cadim, deliver 50% of such collateral to Cadim.

For financial reporting purposes, the gross amount of the loan, \$106,768, is included in "Notes and mortgage loans receivable" and Cadim's 50% participation, \$50,000, is reflected in "Other liabilities". The Company did not recognize income on these loans for the period from November 19, 2001 through December 31, 2001, and will not recognize income until such time that cash is received or foreclosure proceedings have been consummated. The Company believes that the value of the collateral and the guarantees is sufficient to cover the carrying amount of the loans receivable including unpaid interest and fees (See Item. 3 - "Legal Proceedings").

### (8) DEARBORN CENTER

The Company's investment of \$21,522 represents a 38.5% interest in \$55,901 funded of a \$65,000 mezzanine loan to an entity whose sole asset is Dearborn Center, a 1.5 million square foot high-rise office tower under construction in Chicago. The entity is owned by Prime Group Realty L.P. and another investor. The Company is a member of a loan syndicate led by a money center bank. The proceeds of the loan are being used to finance the construction, and are subordinate to a \$225,000 first mortgage. The loan is due January 21, 2004, three years from the date of the initial draw, and provides for a 1 year extension at the

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borrower's option (assuming net operating income at a specified level and a cash reserve sufficient to fund interest for the extension period). The loan bears interest at 12% per annum plus additional interest ranging from a minimum of 9.5% to a maximum of 13% if certain leasing thresholds are not met.

### (9) CAPI

In March 1999, in connection with the Company's acquisition of land under certain of the CESCO office properties from CAPI, the Company made a \$41,200 loan to CAPI, which matures in June 2004. Interest on the loan was 8.5% at December 31, 2001. The loan is secured by approximately 1,100,000 units of Vornado Realty, L.P. Series E-1 Convertible Preferred Units (with a liquidation value of \$55,000 at December 31, 2001) issued to CAPI in connection with the acquisition. Each Series E-1 Unit is convertible into 1.1364 shares of Vornado Realty Trust.

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## FINANCING ACTIVITIES

On September 20, 2001, the Company sold an aggregate of \$45,000,000 8.25% Series D-9 Cumulative Redeemable Preferred Units to an institutional investor resulting in net proceeds of approximately \$43,875,000.

On November 19, 2001, the Company sold 9,775,000 common shares pursuant to an effective registration statement based on the closing price of \$40.58 on the NYSE. The net proceeds to the Company were approximately \$377,200,000. In connection therewith, the Company repaid the \$285,000,000 then outstanding under its revolving credit facility.

On February 25, 2002, the Company sold 884,543 shares to a closed-end fund and 514,200 shares to a unit investment trust based on the closing price of \$42.96 on the NYSE. The net proceeds to the Company were approximately \$57,042,000.

In addition, the Company completed property level financings of \$254,000,000 in 2001.

Further details of the Company's financing activities are disclosed in Management's Discussion and Analysis of Financial Condition and Results of Operations in Part II of this document.

At December 31, 2001, the ratio of debt-to-enterprise value (market equity value plus debt less cash) was 38% based on debt of \$3.6 billion, including the Company's proportionate share of debt of partially-owned non-consolidated entities. In the future, in connection with its strategy for growth, this percentage may change. The Company's policy concerning the incurrence of debt may be reviewed and modified from time to time without the vote of shareholders.

The Company may seek to obtain funds through equity offerings, debt financings or asset sales, although there is no express policy with respect thereto. The Company may offer its shares or Operating Partnership units in exchange for property and may repurchase or otherwise re-acquire its shares or any other securities in the future.

## EBITDA BY SEGMENT AND REGION

The following table sets forth the percentage of the Company's EBITDA(1) by segment and region for the years ended December 31, 2001, 2000, and 1999. The

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proforma column gives effect to the January 1, 2002 acquisition by the Company of the remaining 66% interest in CESCO described previously, as if it had occurred on January 1, 2001.

SEGMENT	PERCENTAGE OF EBITDA		
	Years Ended December		
	Proforma	2001	2000
Office:			
New York.....	31%	38%	
CESCO.....	26%	10%	
	-----	-----	
Total.....	57%	48%	
Retail.....	12%	15%	
Merchandise Mart Properties.....	12%	14%	
Temperature Controlled Logistics.....	8%	10%	
Other.....	11%	13%	
	-----	-----	
	100%	100%	
	=====	=====	
REGION			
New York City metropolitan area.....	42%	52%	
Washington D.C./Northern Virginia metropolitan area...	26%	11%	
Chicago.....	9%	11%	
Philadelphia metropolitan area.....	--	1%	
Puerto Rico.....	1%	2%	
Other (2).....	22%	23%	
	-----	-----	
	100%	100%	
	=====	=====	

- 
- (1) EBITDA represents income before interest, taxes, depreciation and amortization, extraordinary or non-recurring items, gains on sales of depreciable real estate, the effect of straight-lining of property rentals for rent escalations and minority interest. Management considers EBITDA a supplemental measure for making decisions and assessing the performance of its segments. EBITDA may not be comparable to similarly titled measures employed by other companies.
- (2) Other includes the Temperature Controlled Logistics segment which has warehouse facilities in 33 states and Alberta, Canada. See page 36 for details.

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### ALEXANDER'S

The Company owns 33.1% of the outstanding shares of common stock of Alexander's. See "Interstate Properties" below for a description of Interstate's ownership of the Company and Alexander's.

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Alexander's has seven properties (see Item 2. Properties--Alexander's).

At December 31, 2001, the Company had loans receivable from Alexander's of \$119,000,000, including \$24,000,000 drawn under the \$50,000,000 line of credit the Company granted to Alexander's on August 1, 2000. The maturity date of the loan and the line of credit were extended to April 15, 2003. The interest rates on the loan and line of credit will reset on March 15, 2002, and quarterly thereafter, using the same spread to treasuries as presently exists with a 3% floor for treasuries.

The Company manages, develops and leases the Alexander's properties under a management and development agreement (the "Management Agreement") and a leasing agreement (the "Leasing Agreement") pursuant to which the Company receives annual fees from Alexander's. These agreements have a one-year term expiring in March of each year and are automatically renewable. See Item 2 - "Properties" for a description of Alexander's properties and development and redevelopment projects.

Alexander's common stock is listed on the New York Stock Exchange under the symbol "ALX".

### INTERSTATE PROPERTIES

As of December 31, 2001, Interstate Properties and its partners owned approximately 15.5% of the common shares of beneficial interest of the Company, 27.5% of Alexander's common stock and beneficial ownership of 17.8% of Vornado Operating. Interstate Properties is a general partnership in which Steven Roth, David Mandelbaum and Russell B. Wight, Jr. are the partners. Mr. Roth is the Chairman of the Board and Chief Executive Officer of the Company, the Managing General Partner of Interstate Properties, and the Chief Executive Officer and a director of both Alexander's and Vornado Operating. Mr. Wight is a trustee of the Company and is also a director of both Alexander's and Vornado Operating. Mr. Mandelbaum is a trustee of the Company and is also a director of Alexander's.

### COMPETITION

The Company's business segments, Office, Retail, Merchandise Mart Properties, Temperature Controlled Logistics, and Other operate in highly competitive environments. The Company has a large concentration of properties in the New York City metropolitan area and in the Washington, D.C. and Northern Virginia area. The Company competes with a large number of real estate property owners and developers. Principal factors of competition are rent charged, attractiveness of location and the quality and breadth of services provided. The Company's success depends upon, among other factors, the trends of the national and local economies, the financial condition and operating results of current and prospective tenants and customers, the availability and cost of capital, construction and renovation costs, taxes, governmental regulations, legislation and population trends.

### ENVIRONMENTAL REGULATIONS

The Company's operations and properties are subject to a variety of environmental laws and regulations in each of the jurisdictions in which it operates governing, among other things, soil and groundwater contamination, the use, handling and disposal of hazardous substances, air emissions, wastewater discharges, and employee health and safety. Under various Federal and state laws and regulations, a current or previous owner or operator of real estate may be required to investigate and clean up hazardous substances released at a property and may 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

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the parties in connection with the contamination. These laws can impose liability without regard to whether the owner or operator knew of, or caused, the release of such substances. The presence of contamination or the failure to remediate contamination may adversely affect the owner's ability to sell or lease real estate or to borrow using the real estate as collateral. Other Federal, state and local laws and regulations require abatement or removal of asbestos-containing materials that are damaged, decayed or distributed by demolition, renovation or remodeling. The laws also govern emissions of and exposure to asbestos fibers in the air. Air emissions, waste-water discharges, the maintenance and removal of lead paint and certain electrical equipment containing polychlorinated-biphenyls (PCBs), and the operation and subsequent removal of underground storage tanks are also regulated by Federal and state laws. In connection with the ownership, operation and management of its properties, the Company could be held liable for the costs of remedial action with respect to such regulated substances and tanks and related claims for personal injury, property damage or fines.

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

### INSURANCE

The Company carries comprehensive liability and all risk property insurance (fire, flood, extended coverage and rental loss insurance) with respect to its assets. The Company's all risk insurance policies in effect before September 11, 2001 included coverage for terrorist acts, except for acts of war. Since September 11, 2001, insurance companies are excluding terrorists acts from coverage in all risk policies. In 2002, the Company has been unable to obtain all risk insurance which includes coverage for terrorists acts for policies it has renewed including the New York City Office portfolio and may not be able to obtain such coverage for any of its other properties in the future. Therefore, the risk of financial loss in the case of terrorist acts is the Company's, which loss could be material.

The Company's debt instruments, consisting of mortgage loans secured by its properties (which are generally non-recourse to the Company) and its revolving credit agreement, contain customary covenants requiring the Company to maintain insurance. There can be no assurance that the lenders under these instruments will not take the position that an exclusion from all risk insurance coverage for losses due to terrorist acts is a breach of these debt instruments that allows the lenders to declare an event of default and accelerate repayment of debt. In addition, if lenders insist on coverage for these risks, it could adversely affect the Company's ability to finance and/or refinance its properties and to expand its portfolio.

### CERTAIN ACTIVITIES

Acquisitions and investments are not required to be based on specific allocation by type of property. The Company has historically held its properties for long-term investment; however, it is possible that properties in the portfolio may be sold in whole or in part, as circumstances warrant, from time to time. Further, the Company has not adopted a policy that limits the amount or percentage of assets which would be invested in a specific property. While the

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Company may seek the vote of its shareholders in connection with any particular material transaction, generally the Company's activities are reviewed and may be modified from time to time by its Board of Trustees without the vote of shareholders.

### EMPLOYEES

The Company has approximately 1,446 employees consisting of 306 in the Office Properties segment (including 210 as a result of the CESCRA acquisition), 39 in the Retail Properties segment, 487 in the Merchandise Mart Properties segment, 456 at the Hotel Pennsylvania and 158 corporate staff. This does not include employees of partially-owned entities.

### SEGMENT DATA

The Company operates in four business segments: Office Properties, Retail Properties, Merchandise Mart Properties and Temperature Controlled Logistics. The Company engages in no foreign operations other than one temperature controlled warehouse in Canada.

The Company's principal executive offices are located at 888 Seventh Avenue, New York, New York 10019; telephone (212) 894-7000.

### ITEM 2. PROPERTIES

The Company currently owns, directly or indirectly, Office properties, Retail properties, Merchandise Mart properties and Temperature Controlled Logistics refrigerated warehouses. The Company also owns or has investments in Alexander's, Hotel Pennsylvania, The Newkirk Master Limited Partnership, and dry warehouses and industrial buildings.

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### OFFICE

The Company currently owns all or a portion of 73 office properties containing approximately 27.2 million square feet. Of these properties, 22 containing 14.3 million square feet are located in the New York City metropolitan area (primarily Manhattan) (the "New York City Office Properties") and 51 containing 12.9 million square feet are located in the Washington D.C. and Northern Virginia area (the "CESCR Office Properties"). Prior to January 1, 2002, the Company owned a 34% interest in CESCRA. On January 1, 2002, the Company acquired the remaining 66% interest.

The following data on pages 13 to 18 covers the New York City Office Properties. The CESCRA Office Properties are described on pages 19 to 22.

### NEW YORK CITY OFFICE PROPERTIES:

The New York City Office Properties contain: (i) 13,149,000 square feet of office space, (ii) 812,000 square feet of retail space and (iii) 339,000 square feet of garage space (5 garages).

The following table sets forth the percentage of the New York City Office Properties 2001 revenue by tenants' industry:

Industry	Percentage
-----	-----



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Publishing .....	9%
Retail .....	9%
Media and Entertainment .....	7%
Legal .....	6%
Insurance .....	6%
Government .....	6%
Finance .....	5%
Service Contractors .....	5%
Technology .....	4%
Apparel .....	4%
Not-for-Profit .....	3%
Pharmaceuticals .....	3%
Advertising .....	3%
Bank Branches .....	2%
Other .....	28%

The Company's New York City Office property lease terms generally range from 5 to 7 years for smaller tenant spaces to as long as 20 years for major tenants. Leases typically provide for step-ups in rent periodically over the term of the lease and pass through to tenants the tenant's share of increases in real estate taxes and operating expenses over a base year. Electricity is provided to tenants on a submetered basis or included in rent based on surveys 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 costs of its premises.

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No tenant in the office segment accounted for more than 10% of the Company's total revenue. Below is a listing of tenants which accounted for 2% or more of the New York City Office Properties revenues in 2001:

Tenant	Square Feet Leased	2001 Revenues	Percentage
-----	-----	-----	-----
Sterling Winthrop, Inc.....	429,000	\$18,088,000	3.4%
VNU Inc.....	515,000	16,967,000	3.2%
The McGraw-Hill Companies, Inc.....	518,000	15,407,000	2.9%
Times Mirror Company.....	519,000	12,311,000	2.3%

The following table sets forth lease expirations as of December 31, 2001, for the New York Office property leases for each of the next 10 years assuming that none of the tenants exercise their renewal options.

Year	Number of Expiring Leases	Square Feet of Expiring Leases	Percentage of Total Leased Square Feet	Ren ----- Total
----	-----	-----	-----	-----
2002.....	198	746,000	5.6%	\$ 23,10
2003.....	105	520,000(1)	3.9%	19,37

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2004.....	122	952,000	7.1%	36,81
2005.....	109	655,000	4.9%	25,14
2006.....	99	1,212,000	9.1%	41,06
2007.....	50	780,000	5.9%	28,46
2008.....	53	1,127,000	8.5%	37,75
2009.....	48	591,000	4.4%	21,27
2010.....	45	1,335,000	10.0%	48,22
2011.....	26	942,000	7.1%	43,82

-----  
 (1) Excludes 492,000 square feet at 909 Third Avenue leased to the U.S. Post Office. The annual escalated rent is \$3,271,000 or \$6.64 per square foot. The U.S. Post Office has 7 five-year renewal options remaining.

As of February 1, 2002, the occupancy rate of the Company's New York City Office properties was 97%. The following table sets forth the occupancy rate and the average annual escalated rent per square foot for the New York City Office properties at the end of each of the past four years.

As of December 31,	Rentable Square Feet	Occupancy Rate	Average Annual Escalated Rent Per Square Foot
-----	-----	-----	-----
2001.....	14,300,000	97%	\$ 35.53
2000.....	14,396,000	96%	\$ 32.18
1999.....	14,028,000	95%	\$ 30.16
1998.....	12,437,000	91%	\$ 28.14

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The Company launched PowerSpace flexible shared office space in September 2000. Offices range in size from 80 to 1,200 square feet. Lease terms range from one month to a year. The PowerSpace product line includes individual offices, group rooms and multi-room suites. The following table sets forth the PowerSpace locations in the Company's office buildings and the average occupancy rates for 2001:

Location	Square Feet	Average Occupancy Rate
-----	-----	-----
330 Madison Avenue (commenced operations - 11/15/00).....	75,231	75%
770 Broadway (commenced operations - 2/1/01).....	23,896	50%
909 Third Avenue (commenced operations - 4/1/01).....	17,359	40%

In 2001, 1,636,000 square feet of New York City office space was leased at a weighted average initial rent per square foot of \$46.05. The Company's ownership interest in the leased square footage is 1,479,000 square feet at a

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weighted average initial rent per square foot of \$47.05, a 57.6% increase over the weighted average escalated rent per square foot of \$29.85 for the expiring leases. Following is the detail by building:

Location	2001 Leases	
-----	Square Feet	Average Initial Rent Per Square Foot (1)
-----	-----	-----
One Penn Plaza.....	385,000	\$ 54.23
20 Broad Street (60%).....	361,000	35.29
330 West 34th Street.....	166,000	37.62
Two Park Avenue.....	152,000	53.08
Eleven Penn Plaza.....	139,000	53.54
150 East 58th Street.....	98,000	47.31
770 Broadway.....	51,000	40.00
1740 Broadway.....	45,000	58.00
595 Madison Avenue.....	37,000	60.29
909 Third Avenue.....	30,000	60.00
Two Penn Plaza.....	27,000	47.31
7 West 34th Street.....	26,000	28.50
866 UN Plaza.....	25,000	37.76
40 Fulton Street.....	24,000	32.41
640 Fifth Avenue.....	20,000	43.50
Paramus.....	15,000	19.79
90 Park Avenue.....	12,000	58.00
330 Madison Avenue (25%).....	11,000	53.00
570 Lexington Avenue (50%) (2).....	5,000	48.00
550/600 Mamaroneck Avenue (2).....	5,000	22.27
888 Seventh Avenue.....	2,000	52.00
	-----	
Total.....	1,636,000	46.05
	=====	
Vornado's Ownership Interest.....	1,479,000	47.05
	=====	

- 
- (1) Most leases include periodic step-ups in rent, which are not reflected in the initial rent per square foot leased.
  - (2) These buildings were sold during 2001.

In addition to the office space noted above, the Company leased 38,000 square feet of retail space, primarily on grade, at a weighted average initial rent of \$179.34 per square foot. Further, the Company leased 177,000 square feet of new space (first generation space or space which has been vacant for nine months or more) at a weighted average initial rent per square foot of \$49.70.

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### New York City Office Properties

The following table sets forth certain information for the New York City Office Properties owned by the Company as of December 31, 2001.

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LOCATION -----	YEAR ORIGINALLY DEVELOPED OR ACQUIRED -----	LAND AREA (SQ. FT.) -----	APPROXIMATE LEASABLE BUILDING SQUARE FEET -----	NUMBER OF TENANTS -----
NEW YORK MANHATTAN One Penn Plaza (3)	1998	128,000	2,502,000	209

Two Penn Plaza	1997	117,000	1,521,000	52
----------------	------	---------	-----------	----

909 Third Avenue (3)	1999	82,000	1,304,000	21
----------------------	------	--------	-----------	----

770 Broadway	1998	63,000	1,046,000	9
--------------	------	--------	-----------	---

Eleven Penn Plaza	1997	56,000	1,021,000	57
-------------------	------	--------	-----------	----

LOCATION -----	ANNUALIZED BASE RENT PER SQ. FT. (1) -----	ANNUALIZED ESCALATED RENT PER SQ. FT. (2) -----	PERCENT LEASED (1) -----	PRINCIPAL TENANTS (50,000 SQUARE FEET OR MORE) -----
NEW YORK				

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MANHATTAN

One Penn Plaza (3)	\$ 33.65	\$ 36.32	99%	Buck Consultants Cisco Systems First Albany General Motors Acceptance Corp. Kmart (5) Metropolitan Life MWB Leasing Parsons Brinkerhoff Public Service Commission Stone & Webster The United States of America
Two Penn Plaza	30.83	31.83	98%	Compaq Computer Forest Electric Information Builders, Inc. Madison Square Garden McGrawHill Co., Inc. US Healthcare Service
909 Third Avenue (3)	27.97	29.93	99%	Bear Stearns Citibank Fischbein Badillo Forest Laboratories IDG Books Ogilvy Public Relations Shearman & Sterling U.S. Post Office (4)
770 Broadway	30.30	30.92	100%	J. Crew Kmart (5) MTVN Online V.N.U. U.S.A, Inc
Eleven Penn Plaza	31.66	33.60	96%	Crowthers McCall EMC Corp. Executive Office Network Faulkner & Gray Federated Dept Stores General Media Rainbow Media Holdings

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LOCATION -----	YEAR ORIGINALLY DEVELOPED OR ACQUIRED -----	LAND AREA (SQ. FT.) -----	APPROXIMATE LEASABLE BUILDING SQUARE FEET -----	NUMBER OF TENANTS -----
Two Park Avenue	1997	44,000	964,000	43

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90 Park Avenue	1997	38,000	884,000	25
888 Seventh Avenue (3)	1999	32,000	875,000	43
330 West 34th Street (3)	1998	46,000	634,000	10
1740 Broadway	1997	30,000	563,000	14
150 East 58th Street	1998	21,000	557,000	112
866 United Nations Plaza	1997	90,000	391,000	85
595 Madison (Fuller Building)	1999	13,000	303,000	76
640 Fifth Avenue	1997	22,000	266,000	9
40 Fulton Street	1998	18,000	235,000	24
689 Fifth Avenue	1998	6,000	89,000	8
7 West 34th Street	2000	35,000	425,000	4
715 Lexington Avenue (3)	2001	7,000	36,000	22
330 Madison Avenue (25% Ownership)	1997	33,000	777,000	48

LOCATION	ANNUALIZED BASE RENT PER SQ. FT. (1)	ANNUALIZED ESCALATED RENT PER SQ. FT. (2)	PERCENT LEASED (1)	PRINCIPAL TENANTS (50,000 SQUARE FEET OR MORE)
-----	-----	-----	-----	-----
Two Park Avenue	32.50	32.30	99%	Hartford Insurance Herrick Feinstein Medical Liability Mutual Ins Schiefflin & Somerset Times Mirror Company

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LOCATION	YEAR ORIGINALLY DEVELOPED OR ACQUIRED	LAND AREA (SQ. FT.)	APPROXIMATE LEASABLE BUILDING SQUARE FEET	NUMBER OF TENANTS
90 Park Avenue	34.16	40.06	100%	United Way HQ Global Workplace Sterling Winthrop Inc. Warnaco (5)
888 Seventh Avenue (3)	35.86	38.23	92%	Golden Books New Line Realty Soros Fund Kaplan Educational Center The Limited
330 West 34th Street (3)	11.56	18.94	100%	City of New York Props for Today The Bank of NewYork
1740 Broadway	33.35	39.98	100%	Davis & Gilbert Mutual Life Insurance William Douglas McAdams
150 East 58th Street	39.86	41.39	90%	
866 United Nations Plaza	34.45	35.91	98%	Fross Zelnick Mission of Japan The United Nations
595 Madison (Fuller Building)	70.19	72.06	90%	
640 Fifth Avenue	65.57	69.20	94%	Weber Shandwick Worldwide
40 Fulton Street	29.51	29.95	89%	
689 Fifth Avenue	51.96	58.41	74%	
7 West 34th Street	35.27	39.81	100%	Capital Cities Media Health Insurance Plan of NY
715 Lexington Avenue (3)	56.48	56.95	92%	
330 Madison Avenue (25% Ownership)	39.78	40.65	97%	Bank Julius Baer BDO Seidman PowerSpace & Services

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LOCATION	YEAR ORIGINALLY DEVELOPED OR ACQUIRED	LAND AREA (SQ. FT.)	APPROXIMATE LEASABLE BUILDING SQUARE FEET	NUMBER OF TENANTS
20 Broad Street (3) (60% Ownership)	1998	20,000	466,000	15

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825 Seventh Avenue (50% Ownership)	1996	18,000	165,000	3
NEW JERSEY Paramus (3)	1987	148,000	128,000	23
TOTAL OFFICE BUILDINGS		----- 1,067,000 =====	----- 15,152,000 =====	----- 912 =====
VORNADO'S OWNERSHIP INTEREST		----- 1,018,000 =====	----- 14,300,000 =====	

LOCATION -----	ANNUALIZED BASE RENT PER SQ. FT. (1) -----	ANNUALIZED ESCALATED RENT PER SQ. FT. (2) -----	PERCENT LEASED (1) -----	PRINCIPAL TENANTS (50,000 SQUARE FEET OR MORE) -----
20 Broad Street (3) (60% Ownership)	33.43	33.81	100%	N.Y. Stock Exchange
825 Seventh Avenue (50% Ownership)	29.32	31.19	100%	Young & Rubicam
NEW JERSEY Paramus (3)	18.01	18.59	89%	
TOTAL OFFICE BUILDINGS	\$ 33.16	\$ 35.53	97%	

VORNADO'S OWNERSHIP INTEREST

- 
- (1) Represents annualized monthly base rent for tenants excluding rent for leases which had not commenced as of December 31, 2001, which are included in percent leased.
  - (2) Represents annualized monthly escalated rent for tenants including tenant pass-throughs of operating expenses (exclusive of tenant electricity costs) and real estate taxes.
  - (3) These properties are 100% ground leased. Below is a summary of the terms:

Location -----	Lease Expiration/ Option Expiration -----	Current Annual Rent -----
One Penn Plaza.....	2023/2098	\$ 3,179,000*
909 Third Avenue.....	2018/2063	2,650,000
888 Seventh Avenue.....	2067	3,350,000*
330 West 34th Street.....	2020/2148	2,924,000*
715 Lexington Avenue.....	2023	239,000
20 Broad Street.....	2003/2081	461,000
Paramus.....	2026	40,000



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\* Rent during option periods is based on the greater of the rent for the previous period or 6% or 7% of the fair market value of the land.

- (4) The U.S. Post Office leases approximately 492,000 square feet at this location at annualized escalated rent per square foot of \$6.64.
- (5) These tenants have filed for protection under Chapter 11 of the U.S. Bankruptcy Code. To date, Warnaco has rejected a lease for approximately 30,000 square feet at 90 Park Avenue, no other leases have been assumed or rejected.

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### CHARLES E. SMITH COMMERCIAL REALTY ("CESCR") OFFICE PROPERTIES:

CESCR owns 51 office buildings in the Washington D.C. and Northern Virginia area containing 12.9 million square feet. As of December 31, 2001, 47 percent of CESCR's property portfolio is leased to various agencies of the U.S. government (General Services Administration "GSA").

During 2001, CESCR completed the development of a 398,000 square foot office building at a cost of \$72,100,000 in its Skyline Complex leased to the GSA.

CESCR office leases are typically for 3 to 5 year terms, and may provide for extension options at prenegotiated rates. Most leases provide for annual rental escalations throughout the lease term, plus recovery of increases in real estate taxes and certain property operating expenses. Annual rental escalations are typically based upon either fixed percentage increases or the consumer price index. Leases also typically provide for tenant improvement allowances for all or a portion of the tenant's initial construction costs of its premises.

The following table sets forth the percentage of CESCR's Office properties 2001 revenue by tenants' industry:

Industry -----	Percentage -----
United States Government ("GSA").....	47%
Government Consultants.....	31%
Transportation.....	4%
Communication.....	3%
Legal.....	3%
Retail.....	2%
Real Estate.....	2%
Business Services.....	2%
Trade Associations.....	1%
Printing/Publishing.....	1%
Health Services.....	1%
Other.....	3%

Below is a listing of tenants which accounted for 2% or more of the CESCR Office properties revenues during 2001:

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Tenant -----	Square Feet Leased -----	2001 Revenues -----	Percentage -----
GSA (105 separate leases).....	5,277,000	\$179,776,000	47.0%
US Airways, Inc.....	340,000	\$ 10,807,000	3.2%
Science Applications International Corp.....	377,000	\$ 10,258,000	3.0%

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The following table sets forth as of December 31, 2001 CESCO lease expirations for each of the next 10 years, assuming that none of the tenants exercise their renewal options.

Year ----	Number of Expiring Leases -----	Square Feet of Expiring Leases -----	Percentage of Total Leased Square Feet -----	Re ----- Total
2002.....	291	2,006,000 (1)	16.4%	\$ 56,5
2003.....	240	2,250,000	18.4%	67,0
2004.....	180	3,127,000	25.6%	87,2
2005.....	113	1,323,000	10.8%	37,4
2006.....	97	1,134,000	9.3%	33,7
2007.....	25	278,000	2.3%	8,0
2008.....	17	497,000	4.1%	16,3
2009.....	23	459,000	3.8%	10,9
2010.....	20	218,000	1.8%	7,0
2011.....	27	796,000	6.5%	22,1

(1) Of the square feet expiring in 2002, 1,282,000 square feet has been renewed or is currently in negotiations to be renewed.

Included in the above table are 30 U.S. Patent Trade Office leases expiring from 2002 through 2005 as follows: 182,000 square feet in 2002, 139,000 square feet in 2003, 1,151,000 square feet in 2004 and 394,000 square feet in 2005. The U.S. Patent Trade Office is scheduled to relocate their offices beginning in the second half of 2004. The Company expects that all leases expiring prior to 2004 will be extended or renewed to 2004 or 2005.

As of February 1, 2002, the occupancy rate of the CESCO office portfolio was 95%. The following table sets forth the occupancy rate and the average annual escalated rent per square foot for the CESCO properties at the end of each of the past four years:

As of December 31, -----	Rentable Square Feet -----	Occupancy Rate -----	Average Annual Escalated Rent Per Square Foot -----
2001.....	12,899,000	95%	\$ 28.59
2000.....	12,495,000	98%	27.38

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1999.....	10,657,000	99%	26.46
1998.....	10,657,000	98%	25.22

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In 2001, CESCER leased 1,575,000 square feet of space at a weighted average initial rent per square foot of \$31.30, a 22.3% increase over the weighted average escalated rent per square foot of \$25.59 for the expiring leases. Following is the detail by building:

Location	Square Feet	Average Initial Rent Per Square Foot (1)
Crystal Mall.....	675,000	\$ 31.40
Courthouse Plaza.....	166,000	28.83
Skyline Place.....	165,000	27.49
Crystal Gateway.....	134,000	31.51
Crystal Square.....	90,000	33.12
Commerce Executive.....	73,000	34.51
1101 17th Street.....	47,000	35.60
Crystal Park.....	38,000	34.03
Democracy Plaza I.....	43,000	36.34
Tysons Dulles.....	25,000	33.84
1919 S. Eads Street.....	24,000	30.65
Crystal Plaza.....	22,000	32.18
Arlington Plaza.....	19,000	26.40
1140 Connecticut Avenue.....	17,000	33.03
1150 17th Street.....	15,000	31.48
1730 M Street.....	14,000	32.21
Skyline Tower.....	8,000	32.78
Total.....	1,575,000	31.30

(1) Most leases include periodic step-ups in rent which are not reflected in the initial rent per square foot leased.

CESCER manages an additional 5.8 million square feet of office and other commercial properties in the Washington D.C. area for third parties.

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CESCER Office Properties

The following table sets forth certain information for the CESCER Office Properties as of December 31, 2001.

YEAR	APPROXIMATE	NUMBER
ORIGINALLY	LEASABLE	

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LOCATION	DEVELOPED OR ACQUIRED	NUMBER OF BUILDINGS	BUILDING SQUARE FEET	OF TENANTS
Crystal Mall	1968	4	1,068,000	13
Crystal Plaza	1964-1969	7	1,223,000	123
Crystal Square	1974-1980	4	1,388,000	172
Crystal Gateway	1983-1987	4	1,081,000	99
Crystal Park	1984-1989	5	2,154,000	104
Arlington Plaza	1985	1	174,000	18
1919 S. Eads Street	1990	1	93,000	8
Skyline Place	1973-1984, 2001	7	1,999,000	172
One Skyline Tower	1988	1	477,000	7
Courthouse Plaza (3)	1988-1989	2	609,000	53
1101 17th Street	1963	1	204,000	47
1730 M Street (3)	1963	1	190,000	32
1140 Connecticut Avenue	1966	1	175,000	37

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1150 17th Street	1970	1	226,000	31
1750 Pennsylvania Avenue	2000	1	262,000	11
Democracy Plaza I (3)	2000	1	203,000	23
Tysons Dulles	2000	3	474,000	43
Commerce Executive	2000	3	412,000	26
Reston Executive	2000	3	487,000	23
		-----	-----	-----
		51	12,899,000	1,042
		=====	=====	=====

LOCATION	ANNUALIZED BASE RENT PER SQ. FT. (1)	ANNUALIZED ESCALATED RENT PER SQ. FT. (2)	PERCENT LEASED (1)	PRINCIPAL TENANTS (50,000 SQUARE FEET OR MORE)
Crystal Mall	\$ 28.96	\$ 29.33	99%	General Services Administration
Crystal Plaza	25.23	25.95	99%	General Services Administration
Crystal Square	28.72	29.69	96%	General Services Administration Lockheed Martin Oblon Spivak
Crystal Gateway	29.44	29.80	96%	Boeing General Services Administration Lockheed Martin Science Applications Int'l Corp.
Crystal Park	29.07	30.81	96%	CESCR Headquarters General Services Administration Techmatics US Airways Headquarters
Arlington Plaza	25.02	25.55	100%	Georgetown University Science Research Analysis

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				Corp.
1919 S. Eads Street	30.53	30.70	67%	General Dynamics
Skyline Place	25.04	25.36	88%	Electronic Data Services Science Applications Int'l Corp. Science Research Analysis Corp. General Services Administration
One Skyline Tower	23.27	24.37	99%	General Services Administration Science Research Analysis Corp.
Courthouse Plaza (3)	26.73	28.99	89%	Arlington County
1101 17th Street	32.28	32.93	96%	American Iron and Steel Institute
1730 M Street (3)	27.29	28.62	95%	MHI DC Inc
1140 Connecticut Avenue	30.91	31.21	88%	Michaels & Wishner, P.C.
1150 17th Street	29.34	30.81	97%	American Enterprise Institute Arthur Andersen LLP
1750 Pennsylvania Avenue	34.48	34.69	98%	General Services Administration PA Consulting Group Holdings
Democracy Plaza I (3)	31.41	31.95	100%	Astrolink International
Tysons Dulles	27.81	28.32	94%	Keane Federal Systems, Inc.
Commerce Executive	24.38	26.16	93%	BAE Systems Mission Solutions Concert Management Services
Reston Executive	28.55	28.81	96%	Science Applications Int'l Corp.
	\$ 27.71	\$ 28.59	95%	

NOTES:

- (1) Represents annualized monthly base rent excluding rent for leases which had not commenced as of December 31, 2001, which are included in percent leased.
- (2) Represents annualized monthly escalated rent for office properties including tenant pass-throughs of operating expenses (exclusive of tenant

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electricity costs) and real estate taxes.

- (3) These properties are 100% ground leased with lease terms expiring from 2061 to 2084 and no extension options.

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### RETAIL

The Company owns 55 shopping center properties of which 52 are strip shopping centers primarily located in the Northeast and Mid-Atlantic states, two are regional malls located in San Juan, Puerto Rico and one, the Green Acres Mall, is a super-regional mall located in Nassau County, Long Island, New York. The Company's shopping centers are generally located on major regional highways in mature, densely populated areas. The Company believes its shopping centers attract consumers from a regional, rather than a neighborhood market place because of their location on regional highways.

The following table sets forth the percentage of the Retail Portfolio rentals by tenants' industry:

Industry -----	Percentage -----
Discount Department Stores.....	16%
Supermarkets.....	8%
Family Apparel.....	5%
Home Improvement.....	4%
Electronic Stores.....	4%
Restaurants.....	3%
Women's Apparel.....	3%
Other.....	57%

As of February 1, 2002, the occupancy rate of the retail properties was 91%. The following tables set forth the occupancy rate and the average annual base rent per square foot (excluding the Green Acres Mall) for the retail properties at the end of each of the past five years.

Year End -----	Rentable Square Feet -----	Occupancy Rate -----	Average Annual Base Rent Per Square Foot -----
2001.....	11,301,000	91%	\$ 11.38
2000.....	11,293,000	92%	11.31
1999.....	10,505,000	92%	10.89
1998.....	10,625,000	92%	10.53
1997.....	10,550,000	91%	9.78

The average annual base rent per square foot for the Green Acres Mall was \$13.98 and \$13.97 including the anchor tenants, and \$35.98 and \$35.91 for mall tenants only, at December 31, 2001 and 2000, respectively.

The Company's shopping center lease terms range from 5 years or less in some instances, for smaller tenant spaces to as long as 25 years for major

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tenants. Leases generally provide for additional rents based on a percentage of tenants' sales and pass through to tenants of the tenants' share of all common area charges (including roof and structure in strip shopping centers, unless it is the tenant's direct responsibility), real estate taxes and insurance costs and certain capital expenditures. Percentage rent accounted for less than 2% of total shopping center revenues in 2001. None of the tenants in the Retail Segment accounted for more than 10% of the Company's total revenues.

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Below is a listing of tenants which accounted for 2% or more of the Retail property revenues in 2001:

Tenant -----	Square Feet Leased -----	2001 Property Rentals -----	Percentage -----
Bradlees, Inc. ("Bradlees")/Stop & Shop Companies, Inc. (Stop & Shop).....	1,485,000	\$12,200,000	10.2%
The Home Depot, Inc.....	409,000	5,408,000	4.5%
Wal-Mart/Sam's Wholesale.....	959,000	4,080,000	3.4%
Kohl's.....	421,000	3,548,000	3.0%
The Gap.....	104,000	3,248,000	2.7%
The TJX Companies, Inc.....	328,000	3,052,000	2.6%
Staples, Inc.....	199,000	2,866,000	2.4%
Toys "R" Us/Kids "R" Us.....	330,000	2,840,000	2.4%
Circuit City.....	157,000	2,498,000	2.1%

In February 2001, Bradlees, which was in Chapter 11, closed all of its stores including the 16 locations it leased from the Company. Three of the former Bradlees leases were assigned and 13 were rejected. Of the 16 locations, the leases for 13 are fully guaranteed (6 of these guarantees expire in 2002) and one is guaranteed as to 70% by Stop & Shop, under a Master Agreement and Guaranty dated May 1, 1992. Stop & Shop is a wholly-owned subsidiary of Koninklijke Ahold NV (formerly Royal Ahold NV), a leading international food retailer. In addition, Stop & Shop also guarantees four other leases which were rejected in a prior Bradlees bankruptcy (three of which have been assigned). The effectiveness of Stop & Shop's guarantee is not affected by Bradlees' bankruptcy or subsequent lease assignments. Annual property rentals at December 31, 2001, include an aggregate of \$4,000,000 of additional rent allocated to the former Bradlees locations in East Brunswick, Jersey City, Middletown, Union and Woodbridge in accordance with the Master Agreement and Guaranty. This rent will be reallocated to other locations guaranteed by Stop & Shop at or prior to the applicable expiration dates of such leases.

The following table sets forth as of December 31, 2001 lease expirations for each of the next 10 years assuming that none of the tenants exercise their renewal options.

Year -----	Number of Expiring Leases -----	Square Feet of Expiring Leases -----	Percentage of Total Leased Square Feet -----
---------------	---------------------------------------	--	--



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2002.....	140	1,054,000	10.3%
2003.....	62	478,000	4.7%
2004.....	85	794,000	7.8%
2005.....	102	532,000	5.2%
2006.....	65	871,000	8.5%
2007.....	97	851,000	8.3%
2008.....	57	392,000	3.8%
2009.....	45	475,000	4.7%
2010.....	30	509,000	5.0%
2011.....	30	818,000	8.0%

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In 2001, approximately 417,000 square feet of retail space was leased at a weighted average base rent per square foot of \$16.54, a 21.8% increase over the weighted average escalated rent per square foot of \$13.58 for the expiring leases. Following is the detail by property:

Location	2001 Leases	
	Square Feet	Average Initial Rent Per Square Foot (1)
-----		
Space Leases:		
Waterbury	71,000	\$ 14.60
Valley Stream	62,000	30.13
Manalapan	50,000	14.25
Union	35,000	16.25
Kearny	30,000	12.00
Hagerstown	31,000	3.50
Dover	15,000	10.38
Morris Plains	15,000	26.34
Middletown	13,000	12.46
North Plainfield	11,000	13.43
Hanover	11,000	13.57
Delran	10,000	10.00
Jersey City	10,000	18.28
East Hanover	9,000	18.50
Hackensack	7,000	20.00
Dundalk	7,000	15.80
Woodbridge	7,000	19.80
Allentown	5,000	19.80
Bordentown	4,000	12.00
Bethlehem	4,000	11.57
Watchung	3,000	19.08
Bensalem	2,000	15.00
Cherry Hill	2,000	16.00
Towson	2,000	25.62
Marlton	1,000	22.00
	-----	
Total	417,000	16.54
	=====	
Land Leases:		
Kearny	3,000	\$ 20.00

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Towson

7,000

26.00

-----  
 (1) Most leases include periodic step-ups in rent, which are not reflected in the initial rent per square foot leased.

The Company's strip shopping centers are substantially (over 80%) leased to large stores (over 20,000 square feet). Tenants include destination retailers such as discount department stores, supermarkets, home improvements stores, discount apparel stores, membership warehouse clubs and "category killers." Category killers are large stores which offer a complete selection of a category of items (e.g., toys, office supplies, etc.) at low prices, often in a warehouse format. 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.

The Company has two regional malls in Puerto Rico, both of which are in the San Juan area. The Montehiedra Mall contains 525,000 square feet and is anchored by Home Depot, Kmart and Marshalls. The Las Catalinas Mall contains 482,000 square feet and is anchored by Kmart and Sears. The Company has a 50% interest in 343,000 square feet of the mall (excludes Sears space).

The Green Acres Mall is a 1.6 million square foot super-regional enclosed shopping mall complex situated in Nassau County, Long Island, New York, approximately one mile east of the borough of Queens, New York. The Green Acres Mall is anchored by four major department stores: three of which, Sears, Roebuck and Co., J.C. Penney Company, Inc. and Federated Department Stores, Inc. ("Federated") doing business as Macy's, are operating and the fourth, also leased to Federated (previously occupied by Stern's), is currently dark, however, Federated continues to pay the rent. The complex also includes The Plaza at Green Acres, a 188,000 square foot strip shopping center which is anchored by Kmart and Waldbaums. Kmart, which filed for protection under Chapter 11 of the U.S. Bankruptcy Code, has announced the closing of this store.

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RETAIL PROPERTIES

The following table sets forth certain information for the Retail Properties as of December 31, 2001.

LOCATION	YEAR ORIGINALLY DEVELOPED OR ACQUIRED	LAND AREA (ACRES)	APPROXIMATE LEASABLE BUILDING SQUARE FOOTAGE		NUMBER OF TENANTS	ANNUALIZED BASE RENT PER SQ. FT. (1)	PERCENT LEASED (1)	PRINCIPAL TENANTS SQUARE OR MO
			OWNED/ LEASED BY COMPANY	OWNED BY TENANT ON LAND LEASED FROM COMPANY				
NEW JERSEY								
Bordentown	1958	31.2	179,000	--	5	\$ 7.16	100%	(2) Shop-Rit

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Bricktown	1968	23.9	260,000	3,000	19	10.66	96%	Kohl's Foodrama
Cherry Hill	1964	37.6	231,000	64,000	14	8.94	86%	(2) Shop & B Toys "R"
Delran	1972	17.5	169,000	3,000	6	6.05	100%	Sam's Wh
Dover	1964	19.6	173,000	--	13	7.15	98%	Ames Shop-Rit
East Brunswick	1957	19.2	216,000	10,000	6	14.25	98%	(2) Shoppers T.J. Max Circuit
East Hanover I	1962	24.6	271,000	--	17	11.91	99%	Home Dep Marshall Pathmark Today's
East Hanover II	1979	8.1	91,000	--	9	14.89	46%	
Hackensack	1963	21.3	207,000	60,000	22	16.36	99%	(2) Pathmark Staples
Jersey City	1965	16.7	223,000	3,000	11	13.16	100%	(2) Shop-Rit
Kearny	1959	35.3	39,000	66,000	6	12.35	100%	Pathmark Marshall
Lawnside	1969	16.4	142,000	3,000	3	10.50	100%	Home Dep Drug Emp

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LOCATION	YEAR ORIGINALLY DEVELOPED OR ACQUIRED	LAND AREA (ACRES)	APPROXIMATE LEASABLE BUILDING SQUARE FOOTAGE		NUMBER OF TENANTS	ANNUALIZED BASE RENT PER SQ. FT. (1)	PERCENT LEASED (1)	PRINC TENANTS SQUARE OR MO
			OWNED/ LEASED BY COMPANY	OWNED BY TENANT ON LAND LEASED FROM COMPANY				
Lodi	1975	8.7	171,000	--	2	10.52	100%	National Wholes Liquid

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Manalapan	1971	26.3	194,000	2,000	5	9.37	83%	(2) Best Buy
Marlton	1973	27.8	173,000	7,000	8	8.46	87%	Kohl's (Shop-Rit
Middletown	1963	22.7	180,000	52,000	20	12.53	96%	(2) Stop & S
Morris Plains	1985	27.0	172,000	1,000	17	11.27	96%	Kohl's Shop-Rit
North Bergen	1959	4.6	7,000	55,000	2	26.00	95%	Waldbaum
North Plainfield(3)	1989	28.7	217,000	--	15	9.25	98%	Kmart (8 Pathmark
Totowa	1957	40.5	178,000	139,000	7	16.91	100%	Bed Bath Home Dep Marshall Circuit
Turnersville	1974	23.3	89,000	7,000	3	5.98	100%	(2)
Union	1962	24.1	264,000	--	12	18.75	99%	(2) Toys "R" Cost Cut
Vineland	1966	28.0	143,000	--	2	4.82	15%	--
Watchung	1959	53.8	50,000	116,000	6	18.57	97%	B.J.'s W
Woodbridge	1959	19.7	233,000	3,000	10	14.59	92%	(2) A&P Syms
NEW YORK Albany (Menands)	1965	18.6	141,000	--	2	8.94	74%	Fleet Ba People o State

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LOCATION	YEAR ORIGINALLY DEVELOPED OR ACQUIRED	LAND AREA (ACRES)	APPROXIMATE LEASABLE BUILDING SQUARE FOOTAGE		NUMBER OF TENANTS	ANNUALIZED BASE RENT PER SQ. FT. (1)	PERCENT LEASED (1)	PRINC TENANTS SQUARE OR MO
			OWNED/ LEASED BY COMPANY	OWNED BY TENANT ON LAND LEASED FROM COMPANY				
Buffalo	1968	22.7	185,000	112,000	9	9.50	81%	Circuit

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(Amherst) (3)									Media Pl Toys "R" T.J. Max
Freeport	1981	12.5	167,000	--	3	13.43	100%	Home Dep Cablevis	
New Hyde Park(3)	1976	12.5	101,000	--	1	15.77	100%	Stop & S	
North Syracuse	1976	29.4	98,000	--	1	2.74	100%	Reisman Proper	
Rochester (Henrietta) (3)	1971	15.0	148,000	--	--	--	0%		
Rochester	1966	18.4	--	--	1	--	100%	Wal*Mart	
Valley Stream (Green Acres) (3)	1958	100.0	1,517,000	79,000	142	(5)	99%	Macy's Sterns ( JC Penne Sears Kmart (8 Dime Sav Circuit GreenPoi Waldbaum	
PENNSYLVANIA									
Allentown	1957	86.8	267,000	354,000	20	10.90	100%	(4) Shop-Rit Burlingt Factor Wal*Mart Sam's Wh T.J. Max	
Bensalem	1972	23.2	118,000	8,000	12	9.38	100%	Kohl's(2	
Bethlehem	1966	23.0	157,000	3,000	12	5.61	78%	Pathmark Super Pe	
Broomall	1966	21.0	146,000	22,000	5	9.75	100%	Giant Fo	
Glenolden	1975	10.0	101,000	--	2	17.64	10%		

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YEAR ORIGINALLY DEVELOPED OR	LAND AREA	APPROXIMATE LEASABLE BUILDING SQUARE FOOTAGE		NUMBER OF	ANNUALIZED BASE RENT PER SQ.	PERCENT LEASED	PRINC TENANTS SQUARE
		OWNED/ LEASED BY	OWNED BY TENANT ON LAND LEASED FROM				

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LOCATION	ACQUIRED	(ACRES)	COMPANY	COMPANY	TENANTS	FT. (1)	(1)	OR MO
-----	-----	-----	-----	-----	-----	-----	-----	-----
Lancaster	1966	28.0	64,000	--	3	2.93	88%	Weis Mar Lowe's H Center
Levittown	1964	12.8	104,000	--	1	5.98	100%	(2)
10th and Market Streets, Philadelphia	1994	1.8	271,000	--	6	9.35	80%	Kmart (8) Rouse Co
Upper Moreland	1974	18.6	122,000	--	1	8.50	100%	Sam's Wh
York	1970	12.0	113,000	--	--	--	0%	
MARYLAND								
Baltimore (Belair Rd.)	1962	16.0	205,000	1,000	3	5.10	66%	Food Dep TJ Maxx (
Baltimore (Towson)	1968	14.6	146,000	7,000	6	10.36	78%	Staples Basics
Baltimore (Dundalk)	1966	16.1	180,000	3,000	15	7.00	60%	A & P Ollie's
Glen Burnie	1958	21.2	66,000	56,000	5	8.39	99%	Weis Mar
Hagerstown	1966	13.9	148,000	--	4	2.77	64%	Big Lots Weis Mar
CONNECTICUT								
Newington	1965	19.2	32,000	--	4	18.02	100%	Wal*Mart
Waterbury	1969	19.2	140,000	3,000	7	7.48	82%	Toys "R" Shaws Superm Price Ch
MASSACHUSETTS								
Chicopee	1969	15.4	112,000	3,000	2	4.71	83%	(2)
Milford (3)	1976	14.7	83,000	--	1	5.51	100%	Kohl's (2)
Springfield	1966	17.4	8,000	117,000	2	12.25	100%	Wal*Mart

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		APPROXIMATE LEASABLE BUILDING SQUARE FOOTAGE								
		-----								
					OWNED BY TENANT					
YEAR ORIGINALLY DEVELOPED	LAND	OWNED/ LEASED	ON LAND LEASED	NUMBER	ANNUALIZED BASE RENT	PERCENT	PRIN TENANTS			

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LOCATION	OR ACQUIRED	AREA (ACRES)	BY COMPANY	FROM COMPANY	OF TENANTS	PER SQ. FT. (1)	LEASED (1)	SQUARE OR M
PUERTO RICO (SAN JUAN) Montehiedra	1997	57.1	525,000	--	100	16.97	98%	Kmart (Home De Marshal Caribbe Theat
Las Catalinas (50% Ownership)	1998	35.0	343,000	--	114	35.17	98%	Kmart (Sears (
TOTAL SHOPPING CENTERS		1,332.7	10,080,000	1,362,000	725	\$11.38	91%	
VORNADO'S OWNERSHIP INTEREST		1,317.1	9,939,000	1,362,000			91%	

- (1) Represents annualized monthly base rent excluding ground leases, storage rent and rent for leases which had not commenced as of December 31, 2001, which are included in percent leased.
- (2) These leases are fully guaranteed by Stop & Shop, a wholly-owned subsidiary of Koninklijke Ahold NV (formerly Royal Ahold NV), except in the case of Totowa which is guaranteed as to 70% of rent. Annual property rentals at December 31, 2001, include an aggregate of \$4,000,000 of additional rent allocated to the former Bradlees locations in East Brunswick, Jersey City, Middletown, Union and Woodbridge at or prior to their expiration dates which begin in November 2002 in accordance with the Master Agreement and Guaranty. This rent will be reallocated to other leases at or prior to their expiration dates which begin in November 2002.
- (3) These properties are ground leased. Below is a summary of the terms:

Location	Lease Expiration/ Option Expiration	Current Annual Rent
North Plainfield.....	2060	\$ 68,000
Buffalo (Amherst).....	2017	59,000
New Hyde Park.....	2029	450,000
Rochester (Henrietta).....	2006/2056	71,000
Valley Stream (10% of land).	2021/2039	701,000
Milford.....	2019	175,000

- (4) The tenant has ceased operations at this location but continues to pay rent in Allentown, Hechinger's mortgagee has assumed the lease.
- (5) Annualized base rent per square foot is \$13.98 in total and \$35.98 for the mall tenants only.
- (6) These tenants have leased land from the Company to construct their own buildings (Rochester - Wal\*Mart - 205,000 square feet, Lancaster - Lowes - 170,000 square feet and Newington - Walmart - 132,000 square feet). Governmental approvals have been received and construction has commenced.

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- (7) These encumbrances are part of a cross-collateralized mortgage financing in the amount of \$492,213,000 completed on March 1, 2000.
- (8) On January 22, 2002, Kmart filed for protection under Chapter 11 of the U.S. Bankruptcy Code. Kmart has announced that they are closing their store in the Plaza at Green Acres and has rejected the lease for a previously closed store in York. To date, none of the other leases have been assumed or rejected.
- (9) Square footage excludes Sears store containing 139,000 square feet because Sears owns its land and buildings.

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### MERCHANDISE MART PROPERTIES

The Merchandise Mart Properties are a portfolio of 9 properties containing an aggregate of 8.6 million square feet.

Below is a breakdown of square feet by location and use as of December 31, 2001.

Location	Number of Properties	Total	Office	Showroom		
				Total	Permanent	Tempo Trade
Chicago, Illinois .....	3	4,904,000	2,330,000	2,574,000	2,138,000	28
HighPoint, North Carolina...	2	1,998,000	--	1,998,000	1,200,000	79
Los Angeles, California ...	1	780,000	--	780,000	780,000	
Washington, D.C .....	3	876,000	511,000	365,000	329,000	
	9	8,558,000	2,841,000	5,717,000	4,447,000	1,08
	=====	=====	=====	=====	=====	=====
Occupancy rate .....			89%		96%	
			=====		=====	

### OFFICE SPACE

The following table sets forth the percentage of the Merchandise Mart Properties office revenues by tenants' industry during 2001:

Industry	Percentage
Government.....	31%
Service.....	26%
Telecommunications.....	12%
Banking.....	12%
Insurance.....	11%
Pharmaceutical.....	4%
Other.....	4%

The average lease term ranges from 3 to 5 years for smaller tenants to as long as 15 years for major tenants. Leases typically provide for step-ups in rent



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periodically over the term of the lease and pass through to tenants the tenants' share of increases in real estate taxes and operating expenses for a building over a base year. Electricity is provided to tenants on a submetered basis or included in rent based on surveys 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. None of the tenants in the Merchandise Mart Properties segment accounted for more than 10% of the Company's total revenue. Below is a listing of the Merchandise Mart Properties office tenants which accounted for 2% or more of the Merchandise Mart Properties' revenues in 2001:

Tenant -----	Square Feet Leased -----	2001 Revenues -----	Percentage -----
General Services Administration...	297,000	\$9,559,000	5.9%
Bankers Life and Casualty.....	303,000	5,595,000	3.4%
Ameritech.....	234,000	4,750,000	2.9%
Bank of America.....	202,000	4,299,000	2.6%
Chicago Transit Authority.....	251,000	3,834,000	2.3%

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As of February 1, 2002, the occupancy rate of the Merchandise Mart Properties' office space was 90%. The following table sets forth the occupancy rate and the average escalated rent per square foot for the Merchandise Mart Properties' office space at the end of each of the past five years.

Year End -----	Rentable Square Feet -----	Occupancy Rate -----	Average Annual Escalated Rent Per Square Foot -----
2001.....	2,841,000	89%	\$ 23.84
2000.....	2,869,000	90%	23.52
1999.....	2,414,000	93%	20.12
1998.....	2,274,000	95%	19.68
1997.....	2,160,000	91%	19.50

The following table sets forth as of December 31, 2001 office lease expirations for each of the next 10 years assuming that none of the tenants exercise their renewal options.

Year -----	Number of Expiring Leases -----	Square Feet of Expiring Leases -----	Percentage of Total Leased Square Feet -----	Annual Escalated Rent of Expiring Leases -----	Total -----	Per -----
2002.....	33	138,000	5.5%	\$ 3,466,000		
2003.....	16	79,000	3.1%	1,736,000		

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2004.....	18	92,000	3.7%	2,270,000
2005.....	13	162,000	6.4%	3,710,000
2006.....	17	307,000	12.2%	8,113,000
2007.....	14	445,000	17.7%	8,656,000
2008.....	13	502,000	19.9%	10,484,000
2009.....	10	278,000	11.0%	5,799,000
2010.....	6	358,000	14.2%	11,786,000
2011.....	--	--	--	--

In 2001, 36,000 square feet of office space was leased at a weighted average initial rent per square foot of \$22.93, an increase of 11.6% over the weighted average escalated rent per square foot of \$20.55 for the leases expiring. Following is the detail by building.

	2001 Leases	
	Square Feet	Average Initial Rent Per Square Foot (1)
33 North Dearborn Street.....	14,000	\$ 21.04
Merchandise Mart.....	13,000	18.39
Washington Office Center.....	7,000	36.71
350 North Orleans.....	2,000	21.50
	-----	
Total.....	36,000	22.93
	=====	

(1) Most leases include periodic step-ups in rent, which are not reflected in the initial rent per square foot leased.

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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 hosting trade shows for the contract furniture, casual furniture, gift-ware, carpet, residential furnishings, crafts, apparel and design industries. The Merchandise Mart Properties own and operate five of the leading furniture and gift-ware trade shows including the contract furniture industry's largest annual trade show, NeoCon, which attracts over 50,000 attendees each June and is hosted at the Merchandise Mart building in Chicago. The Market Square Complex co-hosts the home furniture industry's semi-annual (April and October) market weeks which occupy over 11,500,000 square feet in the High Point, North Carolina region.

The following table sets forth the percentage of the Merchandise Mart properties showroom revenues by tenants' industry during 2001:

Industry	Percentage
-----	-----

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Residential Design.....	26%
Gift.....	20%
Residential Furnishings....	15%
Contract Furnishings.....	15%
Market Suites.....	14%
Apparel.....	4%
Casual Furniture.....	4%
Building Products.....	2%

As of February 1, 2002 the occupancy rate of the Merchandise Mart Properties' showroom space was 96%. The following table sets forth the occupancy rate and the average escalated rent per square foot for this space at the end of each of the past five years.

Year End	Rentable Square Feet	Occupancy Rate	Average Annual Escalated Rent Per Square Foot
-----	-----	-----	-----
2001.....	5,532,000	96%	\$ 22.26(1)
2000.....	5,044,000	98%	22.85(1)
1999.....	4,174,000	98%	21.29(1)
1998.....	4,266,000	95%	21.97(1)
1997.....	2,817,000	94%	20.94(1)

(1) Average annual escalated rent per square foot excluding the Market Square Complex was \$28.81, \$27.76, \$25.72 and \$22.13 for 2001, 2000, 1999 and 1998 respectively.

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The following table sets forth as of December 31, 2001 showroom lease expirations for each of the next 10 years assuming that none of the tenants exercise their renewal options.

Year	Number of Expiring Leases	Square Feet of Expiring Leases	Percentage of Total Leased Square Feet	Annual Escalated Rent of Expiring Leases
-----	-----	-----	-----	-----
2002.....	312	646,000	12.2%	\$ 12,764,000
2003.....	289	645,000	12.2%	13,654,000
2004.....	311	802,000	15.2%	13,698,000
2005.....	136	501,000	9.5%	10,900,000
2006.....	156	523,000	9.9%	9,856,000
2007.....	48	265,000	5.0%	5,010,000
2008.....	39	196,000	3.7%	4,645,000
2009.....	31	120,000	2.3%	3,191,000
2010.....	30	150,000	2.8%	3,602,000
2011.....	24	104,000	2.0%	1,910,000

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In 2001, 524,000 square feet of showroom space was leased at a weighted average initial rent per square foot of \$22.40, a 17.5% increase over the weighted average escalated rent per square foot of \$19.06 for the leases expiring. Following is the detail by building.

	2001 Leases	
	Square Feet	Average Initial Rent Per Square Foot (1)
Market Square Complex.....	208,000	\$ 14.71
Merchandise Mart.....	239,000	28.56
L.A. Mart.....	32,000	21.37
Washington Design Center.....	31,000	27.33
350 North Orleans.....	14,000	22.74
	-----	
Total.....	524,000	22.40
	=====	

-----  
 (1) Most leases include periodic step-ups in rent which are not reflected in the initial rent per square foot leased.

In addition, the Company leased 428,000 square feet of new space at a weighted average initial rent of \$13.00 per square foot at the Plaza Suites on Main Street in High Point which was completed in October 2001.

### RETAIL STORES

The Merchandise Mart Properties' portfolio also contains approximately 185,000 square feet of retail stores which was 87% occupied at February 1, 2002.

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### MERCHANDISE MART PROPERTIES:

The following table sets forth certain information for the Merchandise Mart Properties owned by the Company as of December 31, 2001.

	YEAR		APPROXIMATE	NUMBER	ANNUALIZED	ANNUALIZED	PERCENT	PRINC
LOCATION	ORIGINALLY DEVELOPED OR ACQUIRED	LAND AREA (ACRES)	LEASABLE BUILDING SQUARE FEET	OF TENANTS	BASE RENT PER SQ. FT. (1)	ESCALATED RENT PER SQ. FT. (2)	LEASED (1)	TENANTS SQUARE OR MO
	-----	-----	-----	-----	-----	-----	-----	-----
ILLINOIS								
Merchandise Mart, Chicago	1930	6.7	3,433,000	745	\$23.61	\$26.01	97%	Baker, K Tubbs Bankers Casual CCC Info

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Property Address	Year	Area (sq. ft.)	Value	Count	2001 Rent	2002 Rent	Occupancy	Tenant
350 North Orleans, Chicago	1977	4.3	1,150,000	261	20.70	22.07	86%	21st Century Telecom, Ameritech, Art Institute of Illinois, Bank of Chicago, Fox Sports, Fiserv S
33 North Dearborn Street, Chicago	2000	0.5	320,000	78	19.25	25.00	89%	--
WASHINGTON, D.C. Washington Office Center	1990	1.2	396,000	22	33.63	34.01	95%	General Administration
Washington Design Center	1919	1.2	388,000	82	27.87	28.23	99%	--
Other		1.3	93,000	4	11.23	12.86	62%	District of Columbia
HIGH POINT, NORTH CAROLINA Market Square Complex	1902-1989	13.8	1,997,000	270	13.50	13.92	98%	Century 21, La-Z-Boy
CALIFORNIA L.A. Mart	2000	9.3	781,000	248	17.66	18.87	84%	--
TOTAL MERCHANDISE MART PROPERTIES		38.3	8,558,000	1,710	\$20.74	\$22.64	94%	

- (1) Represents annualized monthly base rent excluding rent for leases which had not commenced as of December 31, 2001, which are included in percent leased.
- (2) Represents annualized monthly base rent including tenant pass-throughs of operating expenses (exclusive of tenant electricity costs) and real estate taxes.

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### TEMPERATURE CONTROLLED LOGISTICS

The Company has a 60% interest in the Vornado/Crescent Partnerships ("the Landlord") that own 89 refrigerated warehouses with an aggregate of approximately 445 million cubic feet. AmeriCold Logistics leases all of the partnerships' facilities. The Temperature Controlled Logistics segment is headquartered in Atlanta, Georgia.

On March 11, 1999, the Vornado/Crescent Partnerships sold all of the non-real estate assets of Temperature Controlled Logistics encompassing the operations of the temperature controlled business for approximately \$48,700,000 to a new partnership ("AmeriCold Logistics") owned 60% by Vornado Operating Company and 40% by Crescent Operating Inc. AmeriCold Logistics leases the underlying temperature controlled warehouses used in this business from the Vornado/Crescent Partnerships ("the Landlord") which continue to own the real estate. The leases, as amended, generally have a 15 year term with two-five year renewal options and provide for the payment of fixed base rent and percentage rent based on revenue AmeriCold Logistics receives from its customers. On February 22, 2001, the Landlord restructured the AmeriCold Logistics leases to, among other things, (i) reduce 2001's contractual rent to \$146,000,000, (ii) reduce 2002's contractual rent to \$150,000,000 (plus contingent rent in certain circumstances), (iii) increase the Landlord's share of annual maintenance capital expenditures by \$4,500,000 to \$9,500,000 effective January 1, 2000 and (iv) allow AmeriCold Logistics to defer rent to December 31, 2003 to the extent cash is not available, as defined in the leases, to pay such rent. Based on the Company's policy of recognizing rental income when earned and collection is assured or cash is received, the Company did not recognize \$15,281,000 and \$8,606,000 of the rent it was due in the years ended December 31, 2001 and 2000. On December 31, 2001 the Landlord released the tenant from its obligation to pay \$39,812,000 of deferred rent of which the Company's share was \$23,887,000. This amount equals the rent which was not recognized as income by the Company and accordingly had no profit and loss effect to the Company.

During 2001, the Landlord completed a 125,000 square foot warehouse at its Atlanta, Georgia complex and has acquired the original 104,000 square foot warehouse in Tarboro, North Carolina, which is subject to a capital lease. These transactions were completed at a total cost of \$25,807,000.

AmeriCold Logistics provides the frozen food industry with refrigerated warehousing and transportation management services. Refrigerated warehouses are comprised of production and distribution facilities. Production facilities typically serve one or a small number of customers, generally food processors, located nearby. These customers store large quantities of processed or partially processed products in the facility until they are shipped to the next stage of production or distribution. Distribution facilities primarily warehouse a wide variety of customers' finished products until future shipment to end-users. Each distribution facility generally services the surrounding regional market. AmeriCold Logistics' transportation management services include freight routing, dispatching, freight rate negotiation, backhaul coordination, freight bill auditing, network flow management, order consolidation and distribution channel assessment. AmeriCold Logistics' temperature-controlled logistics expertise and access to both frozen food warehouses and distribution channels enable its customers to respond quickly and efficiently to time-sensitive orders from distributors and retailers.

AmeriCold Logistics' customers consist primarily of national, regional and local frozen food manufacturers, distributors, retailers and food service organizations. A breakdown of AmeriCold Logistics' largest customers during 2001 include:

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	% of 2001 Revenue
	-----
H.J. Heinz & Co.....	16%
Con-Agra, Inc.....	8%
McCain Foods, Inc.....	5%
Sara Lee Corp.....	5%
Tyson Foods, Inc.....	4%
General Mills.....	4%
J.R. Simplot.....	3%
Flowers Industries, Inc.....	3%
Pro-Fac Cooperative, Inc.....	2%
Farmland Industries, Inc.....	2%
Other.....	48%

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TEMPERATURE CONTROLLED LOGISTICS PROPERTIES

The following table sets forth certain information for the Temperature Controlled Logistics properties as of December 31, 2001:

PROPERTY	LOCATION	OWNED/LEASED	CUBIC FEET (IN MILLIONS)
-----	-----	-----	-----
ALABAMA			
Birmingham	West 25th Avenue	Owned	2.0
Montgomery	Newcomb Avenue	Owned	2.5
Gadsden	East Air Depot Road	Leased	4.0
Albertville	Railroad Avenue	Owned	2.2
ARIZONA			
Phoenix	455 South 75th Avenue	Owned	2.9
ARKANSAS			
Fort Smith	Midland Boulevard	Owned	1.4
West Memphis	South Airport Road	Owned	5.3
Texarkana	Genoa Road	Owned	4.7
Russellville	300 El Mira	Owned	5.6
Russellville	203 Industrial Boulevard	Owned	9.5
Springdale	1200 N. Old Missouri Road	Owned	6.6
CALIFORNIA			
Ontario	Malaga Place	Owned 24% Leased 76%	8.1
Burbank	West Magnolia Boulevard	Owned	0.8
Fullerton	South Raymond Avenue	Leased	2.8
Pajaro	Salinas Road	Leased	1.4
Los Angeles	Jesse Street	Owned	2.7
Turlock	5th Street	Owned	2.5
Watsonville	West Riverside Drive	Owned	5.4
Turlock	South Kilroy Road	Owned	3.0
Ontario	Santa Ana Road	Owned	1.9

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PROPERTY	LOCATION	OWNED/LEASED	CUBIC FEET (IN MILLIONS)
COLORADO			
Denver	East 50th Street	Owned 52% Leased 48%	2.8
FLORIDA			
Tampa	South Lois Avenue	Owned	0.4
Plant City	South Alexander Street	Owned	0.8
Bartow	U.S. Highway 17	Owned	1.4
Tampa	50th Street	Owned 80% Leased 20%	3.9
Tampa	Port of Tampa	Owned	1.0
GEORGIA			
Atlanta	Xavier Drive, SW	Owned	11.1
Atlanta	Lakewood Avenue, SW	Owned	2.9
Augusta	Laney-Walker Road	Owned	1.1
Atlanta	Westgate Parkway	Owned	11.4
Atlanta*	1845 John Varley Court	Owned	5.0
Montezuma	South Airport Drive	Owned	4.2
Atlanta	Westgate Parkway	Owned	6.9
Thomasville	121 Roseway Drive	Owned	6.9
IDAHO			
Burley	U.S. Highway 30	Owned	10.7
Nampa	4th Street North	Owned	8.0
ILLINOIS			
Rochelle	AmeriCold Drive	Owned	6.0
East Dubuque	18531 U.S. Route 20 West	Owned	5.6
INDIANA			
Indianapolis	Arlington Avenue	Owned	9.1
IOWA			
Fort Dodge	Maple Drive	Owned	3.7
Bettendorf	State Street	Owned	8.8

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PROPERTY	LOCATION	OWNED/LEASED	CUBIC FEET (IN MILLIONS)
KANSAS			
Wichita	North Mead	Owned	2.8
Garden City	2007 West Mary Street	Owned	2.2



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KENTUCKY				
Sebree	1541 U.S. Highway 41 North	Owned		2.7
MAINE				
Portland	Read Street	Owned		1.8
MASSACHUSETTS				
Gloucester	East Main Street	Owned		1.9
Gloucester	Railroad Avenue	Owned		0.3
Gloucester	Rogers Street	Owned		2.8
Gloucester	Rowe Square	Owned		2.4
Boston	Wildett Circle	Owned		3.1
MISSOURI				
Marshall	West Highway 20	Owned		4.8
Carthage	No. 1 Civil War Road	Owned		42.0
MISSISSIPPI				
West Point	751 West Churchill Road	Owned		4.7
NEBRASKA				
Fremont	950 South Schneider Street	Owned		2.2
Grand Island	East Roberts Street	Owned		2.2
NEW YORK				
Syracuse	Farrell Road	Owned		11.8
NORTH CAROLINA				
Charlotte	West 9th Street	Owned		1.0
Charlotte	Exchange Street	Owned		4.1
Tarboro	Sara Lee Road	Owned		4.9

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PROPERTY	LOCATION	OWNED/LEASED	CUBIC FEET (IN MILLIONS)
-----	-----	-----	-----
OHIO			
Massillon*	2140 17th Street SW	Owned	5.5
OKLAHOMA			
Oklahoma City	South Hudson	Owned	0.7
Oklahoma City	Exchange Street	Owned	1.4
OREGON			
Hermiston	Westland Avenue	Owned	4.0
Milwaukie	S.E. McLoughlin Blvd.	Owned	4.7
Salem	Portland Road N.E.	Owned	12.5
Woodburn	Silverton Road	Owned	6.3
Brooks	Brooklake Road	Owned	4.8
Ontario	N.E. First Street	Owned	8.1
PENNSYLVANIA			
Leesport	RD2, Orchard Lane	Owned	5.8
Fogelsville	Mill Road	Owned	21.6

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SOUTH CAROLINA				
Columbia	Shop Road	Owned		1.6
SOUTH DAKOTA				
Sioux Falls	2300 East Rice Street	Owned		2.9
TENNESSEE				
Memphis	East Parkway South	Owned		5.6
Memphis	Spottswood Avenue	Owned		0.5
Murfreesboro	Stephenson Drive	Owned		4.5
TEXAS				
Amarillo	10300 South East Third Street	Owned		3.2
Ft. Worth	200 Railhead Drive	Owned		3.4
UTAH				
Clearfield	South Street	Owned		8.6

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PROPERTY	LOCATION	OWNED/LEASED	CUBIC FEET (IN MILLIONS)
-----	-----	-----	-----
VIRGINIA			
Norfolk	East Princess Anne Road	Owned	1.9
Strasburg	545 Radio Station Road	Owned	6.8
WASHINGTON			
Burlington	South Walnut	Owned	4.7
Moses Lake	Wheeler Road	Owned	7.3
Walla Walla	14th Avenue South	Owned	3.1
Connell	West Juniper Street	Owned	5.7
Wallula	Dodd Road	Owned	1.2
Pasco	Industrial Way	Owned	6.7
WISCONSIN			
Tomah	Route 2	Owned	4.6
Babcock	1524 Necedah Road	Owned	3.4
Plover	110th Street	Owned	9.4
	TOTAL		445.2
			=====

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ALEXANDER'S PROPERTIES

The Company owns 33.1% of Alexander's outstanding common shares. The following table shows the location, approximate size and leasing status of each of the properties owned by Alexander's as of December 31, 2001.

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LOCATION	APPROXIMATE AREA IN SQUARE FEET/OR ACREAGE	APPROXIMATE LEASABLE SQUARE FOOTAGE/ NUMBER OF FLOORS	AVERAGE ANNUALIZED BASE RENT PER SQ. FT.	PERCENT LEASED
OPERATING PROPERTIES				
NEW YORK:				
Kings Plaza Regional Shopping Center--Brooklyn.....	24.3 acres	759,000/4 (1) (2)	\$31.93	98%
Rego Park--Queens.....	4.8 acres	351,000/3 (1)	31.12	100%
Flushing--Queens (3).....	44,975 SF	177,000/4 (1)	--	--
Third Avenue--Bronx.....	60,451 SF	173,000/4	7.86	100%
NEW JERSEY:				
Paramus--New Jersey.....	30.3 acres	(4)	(4)	100%
		----- 1,460,000 =====		
DEVELOPMENT PROPERTIES				
NEW YORK:				
59th Street and Lexington Avenue--Manhattan.....	--	-- (5)		
Rego Park II--Queens.....	6.6 acres	--		

- 
- (1) Excludes parking garages.
  - (2) Excludes 339,000 square foot Macy's store, owned and operated by Federated Department Stores, Inc.
  - (3) Leased by the Company through January 2027.
  - (4) On October 5, 2001, Alexander's entered into a ground lease for its Paramus, N.J. property with IKEA Property, Inc. The lease has a 40-year term with an option to purchase at the end of the 20th year for \$75,000,000. Further, Alexander's has obtained a \$68,000,000 interest only, non-recourse mortgage loan on the property from a third party lender. The interest rate on the debt is 5.92% with interest payable monthly until maturity in October, 2011. The triple net rent each year is the sum of \$700,000 plus the amount of debt service on the mortgage loan. If the purchase option is not exercised at the end of the 20th year, the triple net rent for the last 20 years must include debt service sufficient to fully amortize the \$68,000,000 over the remaining 20 year lease period.
  - (5) Alexander's has completed the excavation and foundation for its Lexington Avenue property development project. The development plan is to construct a 1.4 million square foot multi-use building comprised of a commercial portion, which may include a combination of retail stores and offices, and a residential portion consisting of condominium units. There can be no assurance that the residential portion will be built. The funding required for the proposed building will be in excess of \$650,000,000. Alexander's is exploring various alternatives for financing the project, including equity, debt, joint ventures and asset sales, which may involve arrangements with the Company.

On May 1, 2001 Alexander's entered into a lease agreement with Bloomberg

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L.P. for approximately 700,000 square feet of office space. The initial term of the lease is for 25 years, with one ten-year renewal option. Base annual net rent is \$34,221,000 in each of the first four years and \$38,226,000 in the fifth year with a similar percentage increase each four years thereafter. There can be no assurance that this project ultimately will be completed, completed on time or completed for the budgeted amount. If the project is not completed on a timely basis, the lease may be cancelled by the tenant and significant penalties may apply.

On January 12, 2001, Alexander's sold its Fordham Road property located in the Bronx, New York for \$25,500,000, which resulted in a gain of \$19,026,000. In addition, Alexander's paid off the mortgage on this property at a discount, which resulted in an extraordinary gain from early extinguishment of debt of \$3,534,000 in the first quarter of 2001.

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### THE NEWKIRK MASTER LIMITED PARTNERSHIP

In 1998, the Company and affiliates of Apollo Real Estate Investment Fund III, L.P. ("Apollo") formed a joint venture to acquire general and limited partnership interests in the Newkirk real estate partnerships. Since its formation, the joint venture has acquired equity interests in 91 partnerships which own approximately 19.7 million square feet of real estate and first and second mortgages secured by a portion of these properties. The Company owned a 30% interest in the joint venture with the balance owned by Apollo. On January 1, 2002, the Newkirk partnerships were merged into The Newkirk Master Limited Partnership (the "MLP") to create a vehicle to enable the partners to have greater access to capital and future investment opportunities. In connection with the merger, the Company received limited partner interests in the MLP equal to an approximate 21.1% interest and Apollo received limited partner interests in the MLP equal to an approximate 54.5% interest. Further, the joint venture is the general partner of the MLP.

The Company's investment in the joint venture at December 31, 2001 was comprised of:

Investments in limited partnerships...	\$145,107,000
Mortgages and loans receivable.....	39,511,000
Other.....	6,916,000
	-----
	\$191,534,000
	=====

The Company's share of the joint venture debt was approximately \$263,952,000 at December 31, 2001.

In conjunction with the merger, the MLP completed a \$225,000,000 secured financing collateralized by its interests in the entities that own the properties, subject to the existing first and certain second mortgages on those properties. The loan bears interest at LIBOR plus 5.5% with a LIBOR floor of 3% (8.5% at February 1, 2002) and matures on January 31, 2005, with two one-year extension options. As a result of the financing, on February 6, 2002 the MLP repaid approximately \$28,200,000 of existing joint venture debt and distributed approximately \$37,000,000 to the Company.

The following table sets forth a summary of the real estate owned by the

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MLP and the Company's interest therein:

		Square Feet	
	Number of Properties	Total	Vornado's Ownership Interest
Office.....	37	8,118,000	1,720,000
Retail.....	170	6,350,000	1,345,000
Other.....	35	5,238,000	1,110,000
	242	19,706,000	4,175,000
	=====	=====	=====

As of February 1, 2002, the occupancy rate of the properties was 100%.

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The primary lease terms range from 20 to 25 years from their original commencement dates with rents, typically above market, which fully amortize the first mortgage debt on the properties. In addition, tenants generally have multiple renewal options, with rents, on average, below market.

Below is a listing of tenants which accounted for 2% or more of Newkirk Partnership's revenues in 2001:

Tenant	Feet Leased	2001 Revenues	Percentage
Raytheon .....	2,336,000	\$39,332,000	12.8%
Albertson's Inc. ....	3,025,000	28,755,000	9.4%
The Saint Paul Co. ....	530,000	25,410,000	8.3%
Kaiser Alum & Chemical Corp (1)..	911,000	23,794,000	7.8%
Honeywell .....	728,000	19,529,000	6.4%
Cummins Engine Company, Inc. ....	390,000	14,405,000	4.7%
Federal Express .....	592,000	13,546,000	4.4%
Owens-Illinois .....	707,000	13,363,000	4.4%
Entergy Gulf States .....	453,000	11,642,000	3.8%
Stater Bros Markets .....	1,434,000	10,354,000	3.4%

(1) On February 12, 2002, Kaiser Aluminum, which leases an office building located in Oakland, California filed for protection under Chapter 11 of the U.S. Bankruptcy Code. To date, this lease has not been assumed or rejected.

The following table sets forth lease expirations for each of the next 10 years, as of December 31, 2001, assuming that none of the tenants exercise their renewal options.

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Year	Number of Expiring Leases	Square Feet of Expiring Leases	Percentage of Total Leased Square Feet	Annual E
				----- Rent of Expi ----- Total
2002 .....	1	122,000	.2%	\$ 1,720,000
2003 .....	33	1,679,000	8.5%	22,828,000
2004 .....	6	280,000	1.4%	6,281,000
2005 .....	29	1,310,000	6.7%	7,935,000
2006 .....	30	2,607,000	13.2%	32,398,000
2007 .....	35	3,017,000	15.3%	38,021,000
2008 .....	71	6,327,000	32.1%	94,083,000
2009 .....	30	2,823,000	14.3%	72,195,000
2010 .....	1	821,000	4.1%	3,255,000
2011 .....	2	155,000	.8%	2,177,000

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NEWKIRK MASTER LIMITED PARTNERSHIP

The following table sets forth certain information for The Newkirk Master Limited Partnership Properties as of December 31, 2001.

	LOCATION		APPROXIMATE LEASABLE BUILDING SQUARE FOOTAGE	ANNUALIZED BASE RENT PER SQ. FT.	PR
	-----		-----	-----	-----
OFFICE:					
ARKANSAS	Little Rock		36,000	\$ 12.31	Arkansas
	Pine Bluff		27,000	13.63	Entergy
CALIFORNIA	El Segundo	(1)	192,000	14.09	Raytheon
	El Segundo	(1)	995,000	14.09	Raytheon
	El Segundo	(1)	192,000	14.09	Raytheon
	Oakland	(1)	911,000	26.11	Kaiser A
	Walnut Creek,	(1)	55,000	37.52	Hercules
COLORADO	Colorado Springs		71,000	31.13	Federal
FLORIDA	Orlando	(1)	184,000	19.72	Martin M
	Orlando	(1)	357,000	12.29	Harcourt
INDIANA	Columbus	(1)	390,000	36.93	Cummins
MARYLAND	Baltimore	(1)	530,000	47.94	USF&G
FLORIDA	Bridgeton	(1)	54,000	10.58	The Krog
NEW JERSEY	Carteret		96,000	18.25	Supermar
	Elizabeth	(1)	30,000	25.73	Summit B
	Morris Township	(1)	225,000	26.47	Allied S
	Morris Township	(1)	50,000	29.71	Allied S
	Morris Township	(1)	137,000	26.26	Allied S
	Morris Township		141,000	36.26	Crum & F

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	Morristown	(1)	316,000	27.26	Allied-S
	Plainsboro	(1)	2,000	66.59	Summit B
NEVADA	Las Vegas		282,000	21.83	Nevada P
OHIO	Miamisburg	(1)	61,000	22.06	The Mead
	Miamisburg	(1)	86,000	13.18	Reed Els
	Toledo	(1)	707,000	18.89	Owens-IL
PENNSYLVANIA	Allentown		71,000	6.54	First Un
TENNESSEE	Johnson City		64,000	26.28	Sun Trus
	Kingport		43,000	10.98	American
	Memphis	(1)	521,000	21.74	Federal
TEXAS	Beaumont	(1)	426,000	26.46	Entergy
	Beaumont	(1)	50,000	29.10	Allied L
	Bedford	(1)	207,000	24.00	Team Ban
	Dallas	(1)	185,000	16.39	Allied L
	Dallas		145,000	17.42	Crum & F
	Garland	(1)	279,000	10.26	Raytheon
			-----		
Total Office			8,118,000	23.20	
			-----		

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	LOCATION		APPROXIMATE LEASABLE BUILDING SQUARE FOOTAGE	ANNUALIZED BASE RENT PER SQ. FT.	PR
	-----		-----	-----	-----
RETAIL:					
ALABAMA	Dothan	(1)	54,000	4.98	Albertso
	Hunstville	(1)	60,000	7.45	Albertso
	Huntsville	(1)	58,000	5.98	Albertso
	Montgomery	(1)	54,000	3.97	Albertso
	Montgomery		66,000	10.35	Albertso
	Tuscaloosa	(1)	54,000	4.22	Albertso
ARIZONA	Bisbee	(1)	30,000	9.06	Safeway,
	Tucson	(1)	37,000	9.77	Safeway,
CALIFORNIA	Anaheim	(1)	26,000	9.66	Stater B
	Barstow		30,000	8.11	Stater B
	Beaumont		29,000	7.67	Stater B
	Calimesa		29,000	9.61	Stater B
	Colton		73,000	6.11	Stater B
	Colton		26,000	8.28	Stater B
	Corona	(1)	33,000	13.35	Stater B
	Corona	(1)	9,000	26.43	Mark C.
	Costa Mesa	(1)	18,000	14.52	Stater B
	Costa Mesa	(1)	17,000	15.98	Stater B
	Desert Hot Springs	(1)	29,000	7.71	Stater B
	Downey		39,000	12.09	Albertso
	Fontana		26,000	8.60	Stater B

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	Garden Grove	(1)	26,000	9.37	Stater B
	Glen Avon Heights	(1)	42,000	8.25	Stater B
	Huntington Beach		44,000	12.61	Albertso
	Indio	(1)	10,000	22.70	Mark C.
	Lancaster		42,000	12.75	Albertso
	Livermore	(1)	53,000	10.73	Albertso
	Lomita	(1)	33,000	10.24	Alpha Be
	Mammoth Lakes	(1)	44,000	18.33	Safeway,
	Mojave	(1)	34,000	11.26	Stater B
	Ontario	(1)	24,000	10.50	Stater B
	Orange	(1)	26,000	13.49	Stater B
	Pinole	(1)	58,000	7.16	Alpha Be
	Pleasanton		175,000	6.73	Fedderat
	Rancho Cucamonga		24,000	9.98	Stater B
	Rialto		29,000	7.89	Stater B
	Rubidoux		39,000	6.83	Stater B
	San Bernadino		30,000	11.37	Stater B
	San Bernadino		40,000	9.94	Stater B
	San Diego	(1)	226,000	11.65	Nordstro
	Santa Ana	(1)	26,000	9.93	Stater B
	Santa Monica		150,000	5.74	Fedderat
	Santa Rosa	(1)	22,000	9.37	Albertso
	Simi Valley	(1)	40,000	10.66	Albertso
	Sunnymead		30,000	8.15	Stater B
	Ventura	(1)	40,000	19.92	City of
	Westminster		26,000	12.50	Stater B
	Yucaipa		31,000	5.67	Stater B
COLORADO	Aurora		41,000	6.88	Albertso
	Aurora		29,000	9.25	Albertso
	Aurora	(1)	42,000	8.58	Albertso
	Aurora	(1)	24,000	21.26	Safeway,

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	LOCATION		APPROXIMATE LEASABLE BUILDING SQUARE FOOTAGE	ANNUALIZED BASE RENT PER SQ. FT.	PRI
	-----		-----	-----	-----
	Littleton		29,000	11.20	Albertso
	Littleton		39,000	12.17	Albertso
FLORIDA	Bradenton	(1)	60,000	10.87	Albertso
	Cape Coral		30,000	10.98	Albertso
	Casselberry	(1)	68,000	11.26	Albertso
	Gainesville		41,000	9.26	Albertso
	Largo		54,000	6.90	Albertso
	Largo		40,000	10.98	Albertso
	Largo		30,000	9.57	Albertso
	Orlando	(1)	58,000	5.67	Albertso
	Pinellas Park		60,000	11.74	Albertso
	Port Richey	(1)	54,000	5.09	Albertso
	Stuart	(1)	54,000	5.61	Albertso
	Tallahassee	(1)	54,000	5.25	Albertso
	Venice	(1)	42,000	12.60	Albertso



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GEORGIA	Atlanta	(1)	6,000	33.11	Bank Sou
	Atlanta	(1)	4,000	37.25	Bank Sou
	Chamblee	(1)	5,000	35.81	Bank Sou
	Cumming	(1)	14,000	25.83	Bank Sou
	Duluth	(1)	9,000	26.52	Bank Sou
	Forest Park	(1)	15,000	24.84	Bank Sou
	Jonesboro	(1)	5,000	29.19	Bank Sou
	Stone Mountain	(1)	6,000	30.84	Bank Sou
IDAHO	Boise	(1)	37,000	14.08	Albertso
	Boise	(1)	43,000	7.13	Albertso
ILLINOIS	Champaign		31,000	12.31	Albertso
	Freeport		30,000	9.43	Albertso
	Rock Falls		28,000	10.77	Albertso
INDIANA	Carmel	(1)	39,000	9.85	Marsh Su
	Lawrence	(1)	29,000	16.11	Marsh Su
KENTUCKY	Louisville	(1)	10,000	11.98	The Krog
	Louisville	(1)	40,000	16.85	The Krog
LOUISIANA	Baton Rouge		58,000	12.21	Albertso
	Minden		35,000	11.55	Safeway,
MONTANA	Billings	(1)	41,000	9.05	Safeway,
	Bozeman	(1)	21,000	7.35	Albertso
NORTH CAROLINA	Jacksonville		23,000	8.92	Food Lio
	Jefferson	(1)	23,000	7.77	Food Lio
	Lexington	(1)	23,000	14.78	Food Lio
NEBRASKA	Omaha		73,000	9.60	Albertso
	Omaha		66,000	10.71	Albertso
	Omaha		67,000	10.99	Albertso
NEW JERSEY	Garwood	(1)	52,000	11.91	Supermar

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	LOCATION		APPROXIMATE LEASABLE BUILDING SQUARE FOOTAGE	ANNUALIZED BASE RENT PER SQ. FT.	PR
	-----		-----	-----	-----
NEW MEXICO	Albuquerque	(1)	35,000	18.70	Safeway,
	Las Cruces	(1)	30,000	13.08	Albertso
NEVADA	Las Vegas		38,000	7.68	Albertso
	Las Vegas	(1)	60,000	7.57	Alpha Be
	Las Vegas	(1)	38,000	12.51	Albertso
	Reno	(1)	42,000	13.16	Albertso
NEW YORK	Portchester	(1)	59,000	16.69	Supermar

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OHIO	Cincinnati	(1)	26,000	14.80	The Kroger
	Columbus	(1)	34,000	23.85	The Kroger
	Franklin	(1)	29,000	9.17	Marsh Super
OKLAHOMA	Lawton	(1)	31,000	10.84	Safeway,
	Oklahoma City	(1)	24,000	17.02	Safeway,
	Oklahoma City	(1)	32,000	6.67	Scrivner
OREGON	Beaverton		42,000	13.02	Albertso
	Grants Pass	(1)	34,000	8.65	Safeway,
	Portland		42,000	8.29	Albertso
	Salem		52,000	7.81	Albertso
PENNSYLVANIA	Doylestown		4,000	38.81	Meritor
	Lansdale		4,000	41.04	Meritor
	Lima		4,000	44.66	Meritor
	Philadelphia		50,000	14.49	Supermar
	Philadelphia		4,000	15.95	Meritor
	Philadelphia		4,000	36.58	Meritor
	Philadelphia		4,000	52.19	Meritor
	Philadelphia		4,000	11.77	Meritor
	Philadelphia		4,000	42.99	Meritor
	Philadelphia		4,000	49.12	Meritor
	Philadelphia		4,000	38.81	Meritor
	Philadelphia		4,000	39.09	Meritor
	Philadelphia		4,000	55.26	Meritor
	Richboro		4,000	36.02	Meritor
	Wayne		4,000	52.75	Meritor
SOUTH CAROLINA	Moncks Corner	(1)	23,000	6.59	Food Lio
SOUTH DAKOTA	Sioux Falls	(1)	60,000	12.04	Albertso
TEXAS	Allen		41,000	3.11	Wal-Mart
	Carrolton	(1)	61,000	8.24	Skaggs A
	Dallas	(1)	68,000	8.29	The Kroger
	Ennis		44,000	5.14	Wal-Mart
	Fort Worth	(1)	44,000	13.72	Safeway,
	Garland	(1)	40,000	17.05	Safeway,
	Granbury	(1)	35,000	12.15	Safeway,
	Grand Prairie	(1)	49,000	10.02	Safeway,
	Greenville	(1)	48,000	5.15	Safeway,
	Hillsboro	(1)	35,000	9.62	Safeway,
	Houston	(1)	52,000	14.86	The Kroger
	Huntsville		62,000	4.02	Wal-Mart
Lubbock	(1)	54,000	4.59	Albertso	

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LOCATION	APPROXIMATE LEASABLE BUILDING SQUARE FOOTAGE	ANNUALIZED BASE RENT PER SQ. FT.	PRI
Midland	60,000	10.53	Albertso
Rockdale	44,000	3.80	Wal-Mart

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	Rockwell		43,000	4.03	Wal-Mart
	Taylor		62,000	3.44	Wal-Mart
	Texarkana	(1)	46,000	8.43	Albertso
	Waxahachie		62,000	3.45	Wal-Mart
	Woodville		44,000	3.65	Wal-Mart
UTAH	Bountiful	(1)	50,000	7.85	Skaggs A
	Sandy	(1)	42,000	8.11	Albertso
VIRGINIA	Staunton	(1)	23,000	17.67	Albertso
WASHINGTON	Bothell	(1)	28,000	\$5.94	Albertso
	Edmonds	(1)	35,000	6.02	Albertso
	Everett	(1)	35,000	15.39	Albertso
	Federal Way		42,000	9.76	Albertso
	Graham	(1)	45,000	9.22	Safeway,
	Kent		42,000	12.99	Albertso
	Milton	(1)	45,000	10.63	Safeway,
	Port Orchard	(1)	28,000	4.52	Albertso
	Redmond	(1)	45,000	11.26	Safeway,
	Spokane		42,000	8.90	Albertso
	Spokane	(1)	39,000	9.63	Safeway,
	Woodinville	(1)	30,000	9.79	Albertso
WYOMING	Cheyenne		12,000	18.77	Key Banc
	Cheyenne	(1)	31,000	6.87	Albertso
	Douglas		12,000	19.62	Key Banc
	Evanston		28,000	15.12	Key Banc
	Evanston		10,000	24.84	Key Banc
	Torrington		12,000	16.28	Key Banc
			-----		
Total Retail			6,350,000	13.82	
			-----		
OTHER:					
ALABAMA	Florence	(1)	42,000	14.13	The Kroger
ARIZONA	Flagstaff	(1)	114,000	11.29	Walgreen
	Flagstaff	(1)	10,000	70.58	Kmart (2
	Sun City	(1)	10,000	60.22	Kmart (2
CALIFORNIA	Escondido	(1)	39,000	44.18	Albertso
	Colton		668,000	4.78	Stater B
	Long Beach	(1)	478,000	31.58	Raytheon
	Long Beach	(1)	201,000	13.24	Raytheon
	Palo Alto	(1)	123,000	32.37	Xerox Co
COLORADO	Arvada	(1)	10,000	68.48	Kmart (2
	Ft. Collins	(1)	10,000	69.88	Kmart (2
	Lakewood	(1)	10,000	71.20	Kmart (2
FLORIDA	Orlando	(1)	205,000	5.89	Walgreen
MAINE	North Berwick		821,000	3.97	United T
NEW MEXICO	Carlsbad	(1)	10,000	55.40	Kmart (2

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	LOCATION		APPROXIMATE LEASABLE BUILDING SQUARE FOOTAGE	ANNUALIZED BASE RENT PER SQ. FT.	PR
NORTH CAROLINA	Charlotte	(1)	34,000	6.69	Food Lio
	Concord	(1)	32,000	14.04	Food Lio
	Mint Hill	(1)	23,000	10.54	Food Lio
	New Bern	(1)	21,000	11.42	Food Lio
	Thomasville	(1)	21,000	11.68	Food Lio
PENNSYLVANIA	New Kingston	(1)	430,000	8.23	Hershey
SOUTH CAROLINA	N. Myrtle Beach	(1)	37,000	8.94	Food Lio
TENNESSEE	Chattanooga	(1)	42,000	15.17	The Kroger
	Memphis	(1)	75,000	14.95	The Kroger
	Paris	(1)	31,000	13.57	The Kroger
	Franklin	(1)	289,000	4.57	United T
	Memphis	(1)	780,000	3.67	Sears Ro
TEXAS	Lewisville		256,000	8.24	Xerox Co
	Corpus Christi	(1)	10,000	68.08	Kmart (2)
	El Paso	(1)	10,000	44.79	Kmart (2)
	Euless	(1)	10,000	64.33	Kmart (2)
	Lewisville	(1)	10,000	70.69	Kmart (2)
	McAllen	(1)	10,000	40.30	Kmart (2)
	Victoria	(1)	10,000	45.08	Kmart (2)
WISCONSIN	Windsor	(1)	356,000	7.52	Walgreen
Total Other			5,238,000	29.42	
GRAND TOTAL			19,706,000		

(1) 100% building leasehold interest.

(2) These tenants filed for protection under Chapter 11 of the U.S. Bankruptcy Code. To date, none of these leases have been assumed or rejected.

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HOTEL PENNSYLVANIA

The Hotel Pennsylvania 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.

The Hotel occupancy which is dependent on the travel industry was severely impacted by the events of September 11, 2001, accelerating a trend which began in the first quarter of 2001. Average occupancy for December 2001 was 53% as compared to 71% in December 2000. REVPAR was \$52 in December 2001 as compared to

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\$87 in December 2000.

The following table presents rental information for the Hotel:

	Year Ended December 31,		
	2001	2000	1999
Average occupancy rate.....	63%	76%	80%
Average daily rate.....	\$110	\$114	\$105
REVPAR.....	\$ 70	\$ 87	\$ 84

As of December 31, 2001, the property's retail and office space was 56% and 61% occupied. 25 tenants occupy the retail and office space. Annual rent per square foot of retail and office space in 2001 was \$50 and \$21 compared to \$45 and \$17 in 2000.

### DRY WAREHOUSE/INDUSTRIAL PROPERTIES

The Company's dry warehouse/industrial properties consist of eight buildings in New Jersey containing approximately 2.0 million square feet. At February 1, 2002 the occupancy rate of the properties was 99%. The average term of a tenant's lease is three to five years.

The following table sets forth the occupancy rate and average annual rent per square foot at the end of each of the past three years.

As of December 31,	Occupancy Rate	Average Annual Rent Per Square Foot
2001.....	100%	\$ 3.67
2000.....	90%	3.52
1999.....	92%	3.37

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### ITEM 3. LEGAL PROCEEDINGS

The Company is from time to time involved in legal actions arising in the ordinary course of its business. In the opinion of management, after consultation with legal counsel, the outcome of such matters, including in respect of the matter referred to below, is not expected to have a material adverse effect on the Company's financial position or results of operation.

On October 25, 2001, Primestone Investment Partners L.P. ("Primestone") defaulted on the repayment of its loan from the Company (See Item. 1 page 9 Other Investments - Loan to Primestone Investment Partners L.P.). On November 19, 2001, the Company commenced an action in the Delaware Court of Chancery against Primestone Investment Partners, L.P. in connection with foreclosure proceedings with respect to the collateral under the loan agreement. Although Primestone is a special purpose entity with only one asset, units in Prime

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Group Realty, L.P., no operations, no employees and no operating income, it filed a Chapter 11 bankruptcy petition on November 19, 2001 in the United States Bankruptcy Court for the District of Delaware. The Company moved to dismiss Primestone's petition as bad faith filing. Federal bankruptcy judge granted the Company's motion on December 18, 2001.

Following the bankruptcy court's dismissal of Primestone's petition, the Company attempted to reschedule the auction for January 25, 2002. Primestone appealed to the United States District Court for the District of Delaware, and the auction was stayed pending appeal. On January 28, 2002, the district court affirmed the bankruptcy court's decision. The Company has since attempted to reschedule the auction for a third time, but Primestone has appealed once again, this time to the United States Court of Appeals. Briefing for the appeal concluded on February 25, 2002 and the parties are currently awaiting a decision as to if and when oral argument will occur.

On February 13, 2002, Primestone counterclaimed against the Company. In the counterclaim, Primestone alleges that the Company tortiously interfered with a prospective contract with Cadim, inc. Primestone alleges that the failure to consummate this alleged contract deprived it of the ability to repay its loans to the Company, and that the Company is attempting to obtain control of Prime Group Realty Trust, a publicly held affiliate of Primestone, at an artificially low price. Primestone seeks equitable relief, including a permanent injunction prohibiting the Company from foreclosing on collateral pledged by Primestone, and also demands damages totaling \$150,000,000 plus costs and attorneys' fees. The parties commenced discovery on an expedited basis in preparation for a hearing on Primestone's motion for a preliminary injunction that was scheduled for February 22, 2002, but Primestone has indicated that it intends not to proceed with that motion in light of a stay granted by the United States Court of Appeals in Primestone's appeal from the dismissal of its bankruptcy case. On March 4, 2002 the Company filed an answer denying the essential allegations of the counterclaim.

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#### ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were submitted to a vote of security holders during the fourth quarter of the year ended December 31, 2001.

#### EXECUTIVE OFFICERS OF THE REGISTRANT

The following is a list of the names, ages, principal occupations and positions with Vornado of the executive officers of Vornado and the positions held by such officers during the past five years. All executive officers of Vornado have terms of office which run until the next succeeding meeting of the Board of Trustees of Vornado following the Annual Meeting of Shareholders unless they are removed sooner by the Board.

NAME	AGE	PRINCIPAL OCCUPATION, POSITION AND OFFICE (CURRENT AND DURING PAST FIVE YEARS WITH VORNADO UNLESS OTHERWISE STATED)
-----	---	-----
Steven Roth.....	60	Chairman of the Board, Chief Executive Officer and Chairman of the Executive Committee of the Board; the Managing General Partner of Interstate Properties, an owner of shopping centers and an investor in securities and partnerships; Chief

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		Executive Officer of Alexander's, Inc. since March 1995 and a Director since 1989; Chairman and CEO of Vornado Operating since 1998.
Michael D. Fascitelli...	45	President and a Trustee since December 1996; Director of Alexander's, Inc. since December 1996; Director of Vornado Operating since 1998; Partner at Goldman, Sachs & Co. in charge of its real estate practice from December 1992 to December 1996; and Vice President at Goldman, Sachs & Co., prior to December 1992.
Melvyn H. Blum.....	55	Executive Vice President--Development since January 2000; Senior Managing Director at Tishman Speyer Properties in charge of its development activities in the United States from July 1998 to January 2000; and Managing Director of Development and Acquisitions at Tishman Speyer Properties prior to July 1998.
Michelle Felman.....	39	Executive Vice President--Acquisitions since September 2000; Independent Consultant to Vornado from October 1997 to September 2000; Managing Director--Global Acquisitions and Business Development of GE Capital from 1991 to July 1997.
Joseph Hakim.....	53	Executive Vice President--Chief Operating Officer since September 2000; Chief Executive Officer of the Merchandise Mart Division since April 1998 (date acquired by the Company); President and Chief Executive Officer of Merchandise Mart Properties, Inc., the main operating subsidiary of Joseph P. Kennedy Enterprises, Inc. (the predecessor to the Merchandise Mart Division) from 1992 to April 1998.
Joseph Macnow.....	56	Executive Vice President--Finance and Administration since January 1998 and Chief Financial Officer since March 2001; Executive Vice President -- Finance and Administration of Vornado Operating since 1998; Vice President--Chief Financial Officer from 1985 to January 1998; Vice President--Chief Financial Officer of Alexander's, Inc. since August 1995.
Wendy Silverstein.....	41	Executive Vice President--Capital Markets since April 1998; Senior Credit Officer of Citicorp Real Estate and Citibank, N.A. from 1986 to 1990.
David R. Greenbaum.....	50	President of the New York Office Division since April 1997 (date of the Company's acquisition); President of Mendik Realty (the predecessor to the New York City Office Properties Division) from 1990 until April 1997.
Robert H. Smith.....	73	Chairman of Charles E. Smith Commercial Realty, a division of Vornado Realty Trust, since January 2002 (date acquired by the Company); Co-Chief Executive Officer and Co-Chairman of the Board of Charles E. Smith Commercial Realty L.P. (the predecessor to Charles E. Smith Commercial Realty).

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Richard T. Rowan..... 55 Executive Vice President--Retail Real Estate Division from January 1982 to December 2001.

Sandeep Mathrani..... 39 Executive Vice President--Retail Real Estate starting March 2002; Executive Vice President, Forest City Ratner from 1994 to February 2002.

Christopher Kennedy..... 38 President of the Merchandise Mart Division since September 2000; Executive Vice President of the Merchandise Mart from April 1998 to September 2000; Executive Vice President of Merchandise Mart Properties, Inc. from 1994 to April 1998.

Paul Larner..... 46 Chief Operating Officer and Chief Financial Officer of Charles E. Smith Commercial Realty, a division of Vornado Realty Trust since January 2002 (date acquired by the Company); Chief Financial Officer of Charles E. Smith Commercial Realty L.P. (the predecessor to Charles E. Smith Commercial Realty) from October 1997 until January 2002.

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### PART II

#### ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Vornado's common shares are traded on the New York Stock Exchange under the symbol "VNO".

Quarterly price ranges of the common shares and dividends paid per share for the years ended December 31, 2001 and 2000 were as follows:

QUARTER	YEAR ENDED DECEMBER 31, 2001			YEAR ENDED DECEMBER 31, 2000		
	HIGH	LOW	DIVIDENDS	HIGH	LOW	DIVIDENDS
1st.....	\$ 38.76	\$ 34.57	\$ .53	\$ 35.25	\$ 29.88	\$ .48
2nd.....	39.75	34.56	.53	36.50	33.69	.48
3rd.....	41.60	37.95	.60	40.75	35.50	.48
4th.....	41.65	37.60	.97*	38.94	33.38	.53

\* Comprised of a regular quarterly dividend of \$.66 per share and a special dividend of \$.31 declared on December 18, 2001, which was necessary to avoid the Company incurring an excise tax on distributions of less than 85% of taxable income in the current year.

On March 1, 2002, the number of record holders of common shares of Vornado was 2,094.

At December 31, 2001, the Company had a capital loss carryover of



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approximately \$83,000,000. The capital loss carryover is available to offset future capital gains that would otherwise be required to be distributed as dividends to shareholders.

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### ITEM 6. SELECTED CONSOLIDATED FINANCIAL DATA

	YEAR ENDED DECEMBER		
	2001	2000	1999
(in thousands, except share and per share amounts)			
OPERATING DATA			
Revenues:			
Property rentals .....	\$ 841,999	\$ 695,078	\$ 591,270
Expense reimbursements .....	133,114	120,056	96,842
Other income .....	10,660	10,838	8,251
Total Revenues .....	985,773	825,972	696,363
Expenses:			
Operating .....	398,969	318,360	282,118
Depreciation and amortization .....	123,862	99,846	83,585
General and administrative .....	72,572	47,911	40,151
Amortization of officer's deferred compensation expense .....	--	--	--
Costs of acquisitions not consummated .....	5,223	--	--
Total Expenses .....	600,626	466,117	405,854
Operating Income .....	385,147	359,855	290,509
Income applicable to Alexander's .....	24,548	17,363	11,772
Income from partially-owned entities .....	80,612	86,654	78,560
Interest and other investment income .....	54,385	32,926	18,359
Interest and debt expense .....	(173,076)	(170,273)	(141,683)
Net gain on disposition of wholly-owned and partially-owned assets .....	7,425	10,965	--
Minority interest:			
Perpetual preferred unit distributions .....	(70,705)	(62,089)	(19,254)
Minority limited partnership earnings .....	(39,138)	(38,320)	(33,904)
Partially-owned entities .....	(2,520)	(1,965)	(1,840)
Income before cumulative effect of change in accounting principle and extraordinary item .....	266,678	235,116	202,519
Cumulative effect of change in accounting principle .....	(4,110)	--	--
Extraordinary item .....	1,170	(1,125)	--
Net income .....	263,738	233,991	202,519
Preferred share dividends .....	(36,505)	(38,690)	(33,438)
Net income applicable to common shares .....	\$ 227,233	\$ 195,301	\$ 169,081
Income per share--basic(1) .....	\$ 2.55	\$ 2.26	\$ 1.97

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Income per share--diluted(1) .....	\$ 2.47	\$ 2.20	\$ 1.94
Cash dividends declared for common shares .....	\$ 2.63	\$ 1.97	\$ 1.80

BALANCE SHEET DATA

Total assets .....	\$6,777,343	\$6,403,210	\$5,479,218
Real estate, at cost .....	4,690,211	4,354,392	3,921,507
Accumulated depreciation .....	506,225	393,787	308,542
Debt .....	2,477,173	2,688,308	2,048,804
Shareholders' equity .....	2,570,372	2,078,720	2,055,368

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YEAR ENDED DECEMBER 31

	2001	2000	1999	1998
(in thousands)				
OTHER DATA				
Funds from operations(2):				
Net income applicable to common shares .....	\$ 227,233	\$ 195,301	\$ 169,081	\$ 150,000
Cumulative effect of change in				
accounting principle .....	4,110	--	--	--
Extraordinary item .....	(1,170)	1,125	--	--
Depreciation and amortization of real				
property .....	119,568	97,744	82,216	70,000
Straight-lining of property rentals for rent				
escalations .....	(24,314)	(28,893)	(22,881)	(18,000)
Leasing fees received in excess of income				
recognized .....	1,954	1,259	1,705	1,500
Net gain on sale of real estate .....	(12,445)	(10,965)	--	--
Net gain from insurance settlement and				
condemnation proceedings .....	(3,050)	--	--	--
Appreciation/(depreciation) of securities				
held in officer's deferred compensation				
trust .....	3,023	4,765	(340)	--
Gains on sale of securities available				
for sale .....	--	--	(383)	--
Proportionate share of adjustments to equity				
in income of partially-owned entities				
to arrive at funds from operations:				
Temperature Controlled Logistics .....	34,531	35,565	31,400	28,000
Alexander's .....	(5,980)	93	1,324	1,000
Partially-owned office buildings .....	1,913	2,926	50	50
Hotel Pennsylvania .....	--	5,779	4,866	4,000
Charles E. Smith Commercial Realty L.P. ....	17,917	15,767	12,024	11,000
Other .....	10,538	9,448	7,463	6,000
Minority interest in partially owned entities in				
excess of preferential distributions .....	(16,810)	(16,445)	(9,020)	(8,000)
Dilutive effect of Series A Preferred Share				
dividends .....	19,505	21,689	16,268	15,000
Funds from operations(2) .....	\$ 376,523	\$ 335,158	\$ 293,773	\$ 260,000
Cash flow provided by (used in):				
Operating activities .....	\$ 387,685	\$ 249,921	\$ 176,895	\$ 160,000

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Investing activities .....	(79,722)	(699,375)	(494,204)	(1,
Financing activities .....	(179,368)	473,813	262,131	

- 
- (1) All share and per share information has also been adjusted for a 2-for-1 share split in October 1997.
- (2) Funds from operations does not represent cash generated from operating activities in accordance with accounting principles generally accepted in the United States of America and is not necessarily indicative of cash available to fund cash needs which is disclosed in the Consolidated Statements of Cash Flows for the applicable periods. There are no material legal or functional restrictions on the use of funds from operations. Funds from operations should not be considered as an alternative to net income as an indicator of the Company's operating performance or as an alternative to cash flows as a measure of liquidity. Management considers funds from operations a supplemental measure of operating performance and along with cash flow from operating activities, financing activities and investing activities, it provides investors with an indication of the ability of the Company to incur and service debt, to make capital expenditures and to fund other cash needs. Funds from operations may not be comparable to similarly titled measures reported by other REITs since a number of REITs, including the Company, calculate funds from operations in a manner different from that used by the National Association of Real Estate Investment Trusts ("NAREIT"). Funds from operations, as defined by NAREIT, represents net income applicable to common shares before depreciation and amortization, extraordinary items and gains or losses on sales of real estate. Funds from operations as disclosed above has been modified from this definition to adjust primarily for (i) the effect of straight-lining of property rentals for rent escalations and leasing fee income, and (ii) the reversal of income taxes (benefit) which are considered non-recurring because of the conversion of Temperature Controlled Logistics Companies to REITs in 2000.

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

Index to Management's Discussion and Analysis of Financial Condition and Results of Operations.

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### OVERVIEW

The Company has operated over the periods presented in a generally favorable economic environment, although the Company's operating environment began to show signs of weakening in the first half of 2001. The Company's physical properties were not directly affected by the catastrophic events of September 11, 2001. Demand for New York City office space increased temporarily as a result of displaced tenants from buildings damaged or destroyed. The occupancy rate of the Company's New York City office portfolio increased from 95% at June 30, 2001 to 97% at December 31, 2001. The Company has experienced a significant reduction in occupancy at its Hotel Pennsylvania subsequent to September 11, 2001 accelerating a trend which began in the first quarter of 2001.

Substantially all of the Company's office, retail and permanent showroom leases contain step-ups in rent. Such rental increases are not designed to, and in many instances do not, approximate the cost of inflation, but do have the effect of mitigating the adverse impact of inflation. In addition, substantially all of the Company's leases contain provisions that require the tenant to reimburse the Company for the tenant's share of common area charges (including roof and structure in strip shopping centers, unless it is the tenant's direct responsibility) and real estate taxes or for increases of such expenses over a base amount, thus offsetting, in part, the effects of inflation on such expenses.

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Below is a summary of net income and EBITDA(1) by segment for the years ended December 31, 2001, 2000 and 1999. Prior to 2001, income from the Company's preferred stock affiliates ("PSAs") was included in income from partially-owned entities. On January 1, 2001, the Company acquired the common stock of its PSAs and converted these entities to taxable REIT subsidiaries. Accordingly, the Hotel portion of the Hotel Pennsylvania and the management companies (which provide services to the Company's business segments and operate the Trade Show business of the Merchandise Mart division) have been consolidated effective January 1, 2001. Amounts for the years ended December 31, 2000 and 1999 have been reclassified to give effect to the consolidation of these entities, as if consolidated as of January 1, 1999.

(\$ in thousands)

December 31, 2001

	Total	Office	Retail	Merchan Mar
Rentals .....	\$ 841,999	\$ 463,234	\$ 119,730	\$ 197,035
Expense reimbursements .....	133,114	67,842	47,998	13,272
Other income .....	10,660	3,957	2,038	3,665
<b>Total revenues .....</b>	<b>985,773</b>	<b>535,033</b>	<b>169,766</b>	<b>214,973</b>

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Operating expenses .....	398,969	217,965	58,996	83,
Depreciation and amortization .....	123,862	71,548	17,349	25,
General and administrative .....	72,572	12,694	470	18,
Costs of acquisitions not consummated .....	5,223	--	--	
Total expenses .....	600,626	302,207	76,815	126,
Operating income .....	385,147	232,826	92,951	88,
Income applicable to Alexander's .....	24,548	--	--	
Income from partially-owned entities .....	80,612	32,746	1,914	
Interest and other investment income .....	54,385	6,866	608	2,
Interest and debt expense .....	(173,076)	(54,559)	(55,466)	(33,
Net gain on disposition of wholly-owned and partially-owned assets .....	7,425	12,445	3,050	
Minority interest .....	(112,363)	(55,932)	(16,562)	(15,
Income before cumulative effect of change in accounting principle and extraordinary item ....	266,678	174,392	26,495	41,
Cumulative effect of change in accounting principle .....	(4,110)	--	--	
Extraordinary item .....	1,170	--	--	
Net income .....	263,738	174,392	26,495	41,
Cumulative effect of change in accounting principle .....	4,110	--	--	
Extraordinary item .....	(1,170)	--	--	
Minority interest .....	112,363	55,932	16,562	15,
Net gain on disposition of wholly-owned and partially-owned assets .....	(15,655)	(12,445)	(3,050)	(
Interest and debt expense(3) .....	270,357	95,875	58,023	33,
Depreciation and amortization(3) .....	188,859	91,208	18,834	25,
Straight-lining of rents(3) .....	(26,134)	(20,124)	787	(4,
Other .....	(12,586)	(4,673)	--	
EBITDA(1) .....	\$ 783,882	\$ 380,165	\$ 117,651	\$ 110,

See Supplemental Information on page 73 for the following data regarding the fourth quarter of 2001 and 2000: (i) a summary of net income and EBITDA by segment, (ii) details of the changes by segment in EBITDA and (iii) leasing activity. Further, the Supplemental Information contains data regarding (i) leasing activity for the year ended December 31, 2001, (ii) Condensed Proforma Operating Results for the years ended December 31, 2001 and 2000 giving effect to the January 1, 2002 acquisition of the remaining 66% of Charles E. Smith Commercial Realty as if it had occurred on January 1, 2000 and (iii) a summary of related party disclosures.

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(\$ in thousands)

December 31, 2000 (after giving effect to

Total	Office	Retail	Merchandise Mart
-------	--------	--------	---------------------

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Rentals .....	\$ 788,469	\$ 406,261	\$ 129,902	\$ 171,001
Expense reimbursements .....	120,074	60,767	45,490	10,654
Other income .....	17,608	5,499	2,395	4,661
	-----	-----	-----	-----
Total revenues .....	926,151	472,527	177,787	186,316
	-----	-----	-----	-----
Operating expenses .....	379,524	199,424	55,671	74,553
Depreciation and amortization .....	108,109	58,074	17,464	21,984
General and administrative .....	63,468	10,401	667	16,330
Costs of acquisitions not consummated .....	--	--	--	--
	-----	-----	-----	-----
Total expenses .....	551,101	267,899	73,802	112,867
	-----	-----	-----	-----
Operating income .....	375,050	204,628	103,985	73,449
Income applicable to Alexander's .....	17,363	--	--	--
Income from partially-owned entities .....	79,694	29,210	667	--
Interest and other investment income .....	33,798	6,162	--	2,346
Interest and debt expense .....	(179,380)	(62,162)	(53,180)	(38,569)
Net gain on disposition of wholly-owned and partially-owned assets .....	10,965	8,405	2,560	--
Minority interest .....	(102,374)	(46,917)	(16,550)	(12,660)
	-----	-----	-----	-----
Income before extraordinary item .....	235,116	139,326	37,482	24,566
Extraordinary item .....	(1,125)	--	(1,125)	--
	-----	-----	-----	-----
Net income .....	233,991	139,326	36,357	24,566
Extraordinary item .....	1,125	--	1,125	--
Minority interest .....	102,374	46,917	16,550	12,660
Net gain on disposition of wholly-owned and partially-owned assets .....	(10,965)	(8,405)	(2,560)	--
Interest and debt expense(3) .....	260,573	96,224	55,741	38,566
Depreciation and amortization(3) .....	167,268	76,696	18,522	20,627
Straight-lining of rents(3) .....	(30,001)	(19,733)	(2,295)	(5,919)
Other .....	14,510	--	(1,654)	1,358
	-----	-----	-----	-----
EBITDA(1) .....	\$ 738,875	\$ 331,025	\$ 121,786	\$ 91,858
	=====	=====	=====	=====

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(\$ in thousands)

December 31, 1999 (after giving effect to consoli

	Total	Office	Retail	Merchandise Mart	Te Co L
	-----	-----	-----	-----	-----
Rentals .....	\$ 675,313	\$ 333,025	\$ 125,510	\$ 151,308	
Expense reimbursements .....	95,658	42,198	43,326	8,245	
Other income .....	12,542	4,572	1,702	1,831	
	-----	-----	-----	-----	
Total revenues .....	783,513	379,795	170,538	161,384	
	-----	-----	-----	-----	
Operating expenses .....	335,744	168,825	58,058	67,518	
Depreciation and amortization .....	92,316	48,058	15,646	19,607	
General and administrative .....	57,092	10,797	358	13,044	
Costs of acquisitions not consummated ..	--	--	--	--	

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Total expenses .....	485,152	227,680	74,062	100,169
Operating income .....	298,361	152,115	96,476	61,215
Income applicable to Alexander's .....	11,772	--	--	--
Income from partially-owned entities ...	78,184	19,055	938	--
Interest and other investment income ...	20,683	1,786	--	2,995
Interest and debt expense .....	(151,483)	(49,624)	(27,635)	(31,685)
Minority interest .....	(54,998)	(25,854)	(14,628)	(6,819)
Net income (loss).....	202,519	97,478	55,151	25,706
Minority interest .....	54,998	25,854	14,628	6,819
Interest and debt expense(3) .....	226,253	82,460	30,249	29,509
Depreciation and amortization(3) .....	143,499	64,702	16,900	17,702
Straight-lining of rents(3) .....	(25,359)	(16,386)	(2,120)	(4,740)
Other .....	7,451	365	--	--
EBITDA(1) .....	\$ 609,361	\$ 254,473	\$ 114,808	\$ 74,996

- 
- (1) EBITDA represents income before interest, taxes, depreciation and amortization, extraordinary or non-recurring items, gains or losses on sales of depreciable real estate, the effect of straight-lining of property rentals for rent escalations and minority interest. Management considers EBITDA a supplemental measure for making decisions and assessing the performance of its segments. EBITDA may not be comparable to similarly titled measures employed by other companies.
  - (2) Includes (i) the reversal of income taxes (benefit) which are considered non-recurring because of the conversion of the Temperature Controlled Logistics Companies to REITs in 2000 and (ii) the add back of non-recurring unification costs.
  - (3) Interest and debt expense, depreciation and amortization and straight-lining of rents included in the reconciliation of net income to EBITDA reflects amounts which are netted in income from partially-owned entities.
  - (4) Net of \$15,281 and \$9,787 of rent not recognized as income in 2001 and 2000, respectively.
  - (5) Includes the reversal of \$1,266 and \$4,765 of expenses in connection with a deferred compensation arrangement in 2001 and 2000, respectively.

Other EBITDA is comprised of:

(\$ in thousands)	2001	2000	1999
	-----	-----	-----
Newkirk Joint Ventures (30% interest):			
Equity in EBITDA of limited partnerships .....	\$ 54,695(1)	\$ 43,685	\$ 38,465
Interest and other income .....	8,700	7,300	1,331
Total .....	63,395	50,985	39,796
Alexander's (33.1% interest) .....	19,362(2)	18,330	13,469
Hotel Pennsylvania (3) .....	16,978(4)	26,866	21,200
After-tax net gain on sale of Park Laurel condominium units .....	15,657	--	--
Write-off of net investment in the Russian Tea Room ("RTR") .....	(7,374)	--	--
Write-off of net investments in technology companies ....	(16,513)	--	--

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Costs of acquisitions not consummated .....	(5,223)	--	--
Corporate general and administrative expenses .....	(41,327)	(36,070)	(32,893)
Investment income and other .....	51,872	40,935	27,870
	-----	-----	-----
Total .....	\$ 96,827	\$ 101,046	\$ 69,442
	=====	=====	=====

- 
- (1) Reflects acquisitions of additional partnership interests.
  - (2) Includes leasing fees of \$2,500 in connection with Alexander's ground lease of its Paramus property to IKEA in the fourth quarter of 2001.
  - (3) The commercial portion of the Hotel was wholly-owned as of August 5, 1999, and accordingly consolidated.
  - (4) Average occupancy and REVPAR for the Hotel Pennsylvania for the year ended December 31, 2001 was 63% and \$70 compared to 76% and \$87 for the year ended December 31, 2000.

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The following table sets forth the percentage of the Company's EBITDA by segment for the years ended December 31, 2001, 2000 and 1999. The Proforma column gives effect to the January 1, 2002 acquisition by the Company of the remaining 66% interest in CESC described previously as if it had occurred on January 1, 2001.

	PERCENTAGE OF EBITDA			
	Years Ended December 31,			
	Proforma	Historical		
	2001	2001	2000	1999
	-----	-----	-----	-----
Office:				
New York .....	31%	38%	35%	32%
CESC .....	26%	10%	10%	10%
	-----	-----	-----	-----
Total .....	57%	48%	45%	42%
Retail .....	12%	15%	16%	19%
Merchandise Mart Properties .....	12%	14%	12%	12%
Temperature Controlled Logistics ..	8%	10%	13%	16%
Other .....	11%	13%	14%	11%
	-----	-----	-----	-----
	100%	100%	100%	100%
	=====	=====	=====	=====

### RESULTS OF OPERATIONS

YEARS ENDED DECEMBER 31, 2001 AND DECEMBER 31, 2000

Below are the details of the changes by segment in EBITDA.



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(\$ in thousands)

	Total	Office	Retail	Merchandise Mart	Tem Con Lo
	-----	-----	-----	-----	-----
Year ended December 31, 2000	\$738,875	\$331,025	\$ 121,786	\$ 91,858	\$
2001 Operations:					
Same store operations(1) .....	32,485	37,731	3,305	7,508	
Acquisitions, dispositions and non-recurring income and expenses .....	12,522	11,409	(7,440)	11,436	
Year ended December 31, 2001 .....	\$783,882	\$380,165(2)	\$ 117,651	\$110,802	\$
	=====	=====	=====	=====	=====
% increase in same store operations .....	4.4%	11.4%(2)	2.7%	8.2%	
	=====	=====	=====	=====	=====

- 
- (1) Represents operations which were owned for the same period in each year.
  - (2) EBITDA and the same store percentage increase was \$295,222 and 13.7% for the New York City office portfolio and \$84,943 and 3.6% for the CESCO portfolio.
  - (3) The Company reflects its 60% share of the Vornado/Crescent Partnerships' ("the Landlord") equity in the rental income it receives from AmeriCold Logistics, its tenant, which leases the underlying temperature controlled warehouses used in its business. On February 22, 2001, the Landlord restructured the AmeriCold Logistics leases to among other things, (i) reduce 2001's contractual rent to \$146,000, (ii) reduce 2002's contractual rent to \$150,000 (plus additional contingent rent in certain circumstances), (iii) increase the Landlord's share of annual maintenance capital expenditures by \$4,500 to \$9,500 effective January 1, 2000 and (iv) extend the deferred rent period to December 31, 2003 from March 11, 2002.

The tenant has advised the Landlord that (i) its revenue for the year ended December 31, 2001 from the warehouses it leases from the Landlord, is lower than last year by 4.2% and (ii) its gross profit before rent at these warehouses for the corresponding period is lower than last year by \$26,764 (a 14.4% decline). This decrease is attributable to a reduction in total customer inventory stored at the warehouses and customer inventory turns.

Based on the Company's policy of recognizing rental income when earned and collection is assured or cash is received, the Company did not recognize \$15,281 and \$8,606 of the rent it was due in the years ended December 31, 2001 and 2000. On December 31, 2001 the Landlord released the tenant from its obligation to pay \$39,812 of deferred rent of which the Company's share was \$23,887. This amount equals the rent which was not recognized as income by the Company and accordingly had no profit and loss effect to the Company.

- (4) Included in "Other" is \$2,422 of interest income from the \$31,424 note receivable the Company has from Vornado Operating Company ("Vornado Operating"). Vornado Operating has only one significant asset, its investment in AmeriCold Logistics and does not generate positive cash flow sufficient to cover all of its expenses. Accordingly, commencing January

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1, 2002, the Company will no longer recognize the interest income due on the \$31,424 loan until Vornado Operating is cash flow positive in an amount sufficient to fund the interest due to the Company. The Company anticipates that the leases with Vornado Operating's investee may be restructured to provide additional cash flow and Vornado Operating's investee may sell non-core assets.

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### REVENUES

The Company's revenues, which consist of property rentals, tenant expense reimbursements and other income were \$985,773,000 in the year ended December 31, 2001 compared to \$926,151,000 in the prior year, an increase of \$59,622,000. These increases by segment resulted from:

(\$ in thousands)	Date of Acquisition	Total	Office	Retail
	-----	-----	-----	-----
Property Rentals:				
Acquisitions:				
7 West 34th Street.....	November 2000	\$ 12,162	\$ 12,162	\$ --
33 North Dearborn Street.....	September 2000	3,928	--	--
L.A. Mart.....	October 2000	8,622	--	--
715 Lexington Avenue.....	July 2001	861	861	--
Plaza Suites on Main Street expansion...	September 2001	2,784	--	--
Dispositions.....		(8,775)		(8,775)
Hotel Activity.....		(18,234)	--	--
Trade Show Activity.....		4,490	--	--
Leasing activity.....		47,692	43,950	(1,390)
		-----	-----	-----
Total increase in property rentals.....		53,530	56,973	(10,170)
		-----	-----	-----
Tenant expense reimbursements:				
Increase in tenant expense reimbursements due to acquisitions/dispositions.....		4,664	2,874	(81)
Other.....		8,376	4,201	3,320
		-----	-----	-----
Total increase in tenant expense reimbursements.....		13,040	7,075	2,509
		-----	-----	-----
Other income.....		(6,948)	(1,542)	(35)
		-----	-----	-----
Total increase in revenues.....		\$ 59,622	\$ 62,506	\$ (8,020)
		=====	=====	=====

- 
- (1) Results primarily from the 14th Street and Union Square property being taken out of service for redevelopment on February 9, 2001 and the sale of the Company's Texas properties on March 2, 2000.
  - (2) Results primarily from the termination of the Sports Authority lease at the Hotel Pennsylvania in January 2001.
  - (3) Average occupancy and REVPAR for the Hotel Pennsylvania were 63% and \$70 for the year ended December 31, 2001 and 76% and \$87 for the year ended December 31, 2000.

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- (4) Reflects a decrease of \$2,514 in property rentals arising from the straight-lining of rent escalations.

See Supplemental Information on page 76 for details of leasing activity.

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### EXPENSES

The Company's expenses were \$600,626,000 in the year ended December 31, 2001, compared to \$551,101,000 in the prior year, an increase of \$49,525,000. This increase by segment resulted from:

(\$ in thousands)

	Total	Office	Retail	Merchandise Mart	Other
	-----	-----	-----	-----	-----
<b>Operating:</b>					
Acquisitions, dispositions and non-recurring items .....	\$ 8,938	\$ 5,115	\$ (253)	\$ 6,199	\$ (2,123)
Hotel activity .....	(3,331)	--	--	--	(3,331)
Same store operations .....	13,838	13,426	3,578	2,355	(5,521)
	-----	-----	-----	-----	-----
	19,445	18,541	3,325	8,554	(10,975)
	-----	-----	-----	-----	-----
<b>Depreciation and amortization:</b>					
Acquisitions, dispositions and non-recurring items .....	3,788	2,563	(277)	1,502	--
Hotel activity .....	1,121	--	--	--	1,121
Same store operations .....	10,844	10,911	162	1,911	(2,140)
	-----	-----	-----	-----	-----
	15,753	13,474	(115)	3,413	(1,019)
	-----	-----	-----	-----	-----
<b>General and Administrative:</b>					
Other expenses .....	8,815	2,293	(197)	1,751	4,968
Donations to Twin Towers Fund and NYC Fireman's Fund .....	1,250	--	--	--	1,250
Hotel activity .....	(1,605)	--	--	--	(1,605)
Appreciation in value of Vornado shares and other securities held in officer's deferred compensation trust ...	644	--	--	--	644
	-----	-----	-----	-----	-----
	9,104	2,293	(197)	1,751	5,257
	-----	-----	-----	-----	-----
Costs of acquisitions not consummated .....	5,223	--	--	--	5,223
	-----	-----	-----	-----	-----
	\$ 49,525	\$ 34,308	\$ 3,013	\$ 13,718	\$ (1,514)
	=====	=====	=====	=====	=====

- (1) Includes \$1,900 for the collection of a receivable from a commercial tenant of the Hotel in 2001 which was previously fully reserved.

INCOME APPLICABLE TO ALEXANDER'S

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Income applicable to Alexander's (loan interest income, management, leasing and development fees, equity in income) was \$24,548,000 in the year ended December 31, 2001, compared to \$17,363,000 in the prior year, an increase of \$7,185,000. This increase resulted primarily from the Company's share of Alexander's gain on sale of its Fordham Road property on January 12, 2001.

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### INCOME FROM PARTIALLY-OWNED ENTITIES

In accordance with generally accepted accounting principles, the Company reflects the income it receives from (i) entities it owns less than 50% of and (ii) entities it owns more than 50% of, but which have a partner who has the right to exercise significant control, on the equity method of accounting resulting in such income appearing on one line in the Company's consolidated statements of income. Below is the detail of income from partially-owned entities by investment as well as the increase (decrease) in income of partially-owned entities for the year ended December 31, 2001 as compared to the prior year:

(\$ in thousands)	Total	CESCR	Las Catalinas Mall	Starwood Ceruzzi Joint Venture	Temperature Controlled Logistics	New Jo Ven
	-----	-----	-----	-----	-----	-----
<b>DECEMBER 31, 2001:</b>						
Revenues .....	\$ 747,902	\$ 382,502	\$ 14,377	\$ 1,252	\$ 126,957	\$ 17,846
Expenses:						
Operating, general and administrative .....	(180,337)	(135,133)	(2,844)	(820)	(8,575)	(1,112)
Depreciation .....	(141,594)	(53,936)	(2,330)	(501)	(58,855)	(2,112)
Interest expense .....	(236,996)	(112,695)	(5,705)	--	(44,988)	(6,112)
Other, net .....	6,181	1,975	--	275	2,108	--
Net Income .....	\$ 195,156	\$ 82,713	\$ 3,498	\$ 206	\$ 16,647	\$ 8,612
	=====	=====	=====	=====	=====	=====
Vornado's interest .....		34%	50%	80%	60%	
Equity in net income .....	\$ 67,679	\$ 28,653	\$ 1,749	\$ 165	\$ 9,988	\$ 2,112
Interest and other income ....	7,579	--	--	--	2,105	--
Fee income .....	5,354	--	--	--	5,354	--
	-----	-----	-----	-----	-----	-----
Income from partially-owned entities .....	\$ 80,612	\$ 28,653	\$ 1,749	\$ 165	\$ 17,447	\$ 3,224
	=====	=====	=====	=====	=====	=====
<b>DECEMBER 31, 2000:</b>						
Revenues .....	\$ 698,712	\$ 344,084	\$ 14,386	\$ 303	\$ 154,467	\$ 14,846
Expenses:						
Operating, general and administrative .....	(175,135)	(129,367)	(3,817)	(1,740)	(9,029)	(1,112)
Depreciation .....	(126,221)	(42,998)	(2,277)	(153)	(57,848)	(2,112)
Interest expense .....	(218,234)	(98,565)	(4,812)	--	(46,639)	(5,112)
Other, net .....	2,113	3,553	--	(3,667)	2,557	--
Net Income .....	\$ 181,235	\$ 76,707	\$ 3,480	\$(1,590)	\$ 37,284	\$ 6,612
	=====	=====	=====	=====	=====	=====

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	=====	=====	=====	=====	=====	=====
Vornado's interest .....		34%	50%	80%	60%	
Equity in net income .....	\$ 67,392	\$ 25,724	\$ 1,817	\$ (1,150)	\$ 22,370	\$ 1
Interest and other income ....	6,768	--	--	--	874	
Fee income .....	5,534	--	--	--	5,534	
	-----	-----	-----	-----	-----	-----
Income from partially-owned entities .....	\$ 79,694	\$ 25,724	\$ 1,817	\$ (1,150)	\$ 28,778	\$ 2
	=====	=====	=====	=====	=====	=====
INCREASE (DECREASE) IN						
INCOME OF PARTIALLY-OWNED						
ENTITIES .....	\$ 918	\$ 2,929	\$ (68)	\$ 1,315	\$ (11,331)	\$
	=====	=====	=====	=====	=====	=====

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INTEREST AND OTHER INVESTMENT INCOME

Interest and other investment income (interest income on mortgage loans receivable, other interest income, dividend income and net gains on marketable securities) was \$54,385,000 for the year ended December 31, 2001, compared to \$33,798,000 in the prior year, an increase of \$20,587,000. This increase resulted primarily from the acquisition of NorthStar subordinated unsecured debt (22% effective rate) on September 19, 2000 and a loan to Primestone Investment Partners, L.P. on September 28, 2000 (20% effective rate).

On September 28, 2000, the Company made a \$62,000,000 loan to Primestone Investment Partners, L.P. The Company received a 1% upfront fee and is entitled to receive certain other fees aggregating approximately 3% upon repayment of the loan. The loan bears interest at 16% per annum. Primestone Investment Partners, L.P. defaulted on the repayment of this loan on October 25, 2001. The Company's loan was subordinate to \$37,957,000 of other debt of the borrower. On October 31, 2001, the Company purchased the other debt for its face amount. The loans are secured by 7,944,893 partnership units in Prime Group Realty, L.P., the operating partnership of Prime Group Realty Trust (NYSE:PGE), which units are exchangeable for the same number of shares of PGE. The loans are also guaranteed by affiliates of the borrower. The Company has commenced foreclosure proceedings with respect to the collateral.

On November 19, 2001 the Company sold, pursuant to a participation agreement with a subsidiary of Cadim inc., a Canadian pension fund, a 50% participation in both loans at par for approximately \$50,000,000 reducing the Company's net investment in the loans at December 31, 2001 to \$56,768,000, including unpaid interest and fees of \$6,790,000. Under the terms of the participation agreement, cash payments received shall be applied (i) first, to the reimbursement of reimbursable out-of-pocket costs and expenses incurred in connection with the servicing, administration or enforcement of the loans after November 19, 2001, (ii) second, to the Company and Cadim pro rata in proportion to the amount of interest and fees owed to them (all of such fees and interest accrued through November 19, 2001 are for the account of Vornado and all of such fees and interest accrued after November 19, 2001 accrue on a 50/50 basis to the Company and Cadim) and (iii) third, 50% to the Company and 50% to Cadim. The Company has agreed that in the event the Company acquires the collateral in a foreclosure proceeding it will, upon the request of Cadim, deliver 50% of such collateral to Cadim.

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For financial reporting purposes, the gross amount of the loan, \$106,768,000, is included in "Notes and mortgage loans receivable" and Cadim's 50% participation, \$50,000,000, is reflected in "Other liabilities". The Company did not recognize income on these loans for the period from November 19, 2001 through December 31, 2001, and will not recognize income until such time that cash is received or foreclosure proceedings have been consummated. The Company believes that the value of the collateral and the guarantees is sufficient to cover the carrying amount of the loans receivable including unpaid interest and fees.

Included in interest and other investment income for the year ended December 31, 2001, is \$2,422,000 of interest income from the \$31,424,000 note receivable the Company has from Vornado Operating Company ("Vornado Operating"). Vornado Operating has only one significant asset, its investment in AmeriCold Logistics and does not generate positive cash flow sufficient to cover all of its expenses. Accordingly, commencing January 1, 2002, the Company will no longer recognize the interest income due on the \$31,424,000 loan until Vornado Operating is cash flow positive in an amount sufficient to fund the interest due to the Company.

### INTEREST AND DEBT EXPENSE

Interest and debt expense was \$173,076,000 for the year ended December 31, 2001, compared to \$179,380,000 in the prior year, a decrease of \$6,304,000. This decrease resulted primarily from a \$36,270,000 savings from a 289 basis point reduction in weighted average interest rate on variable rate debt partially offset by interest on higher average outstanding loan balances. Interest and debt expense includes amortization of debt issuance costs of \$8,458,000 and \$7,298,000 for the years ended December 31, 2001 and 2000.

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### NET GAIN ON DISPOSITION OF WHOLLY-OWNED AND PARTIALLY-OWNED ASSETS

The following table sets forth the details of net gain on disposition of wholly-owned and partially-owned assets for the years ended December 31, 2001 and 2000:

(\$ in thousands)

	2001	
	-----	-----
<b>WHOLLY-OWNED ASSETS:</b>		
Net gain from condemnation proceeding.....	\$ 3,050	\$
Write-off of investments in technology companies.....	(16,513)	
Net gain on sale of other real estate.....	--	
<b>PARTIALLY-OWNED ASSETS:</b>		
After-tax net gain on sale of Park Laurel condominium units	15,657	
Net gain on sale of 570 Lexington Avenue.....	12,445	
Write-off of net investment in the Russian Tea Room ("RTR")	(7,374)	
Other.....	160	
	-----	-----
	\$ 7,425	\$
	=====	=====

### NET GAIN FROM CONDEMNATION PROCEEDING

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In September 1998, Atlantic City condemned the Company's property. In the third quarter of 1998, the Company recorded a gain of \$1,694,000, which reflected the condemnation award of \$3,100,000, net of the carrying value of the property of \$1,406,000. The Company appealed the amount and on June 27, 2001, was awarded an additional \$3,050,000, which has been recorded as a gain in the quarter ended June 30, 2001.

### WRITE-OFF INVESTMENTS IN TECHNOLOGY COMPANIES

In the first quarter of 2001, the Company recorded a charge of \$4,723,000 resulting from the write-off of an equity investment in a technology company. In the second quarter of 2001, the Company recorded an additional charge of \$13,561,000 resulting from the write-off of all of its remaining equity investments in technology companies due to both the deterioration of the financial condition of these companies and the lack of acceptance by the market of certain of their products and services. In the fourth quarter of 2001, the Company recorded \$1,481,000 of income resulting from the reversal of a deferred rent liability relating to the termination of an agreement permitting one of the technology companies access to its properties.

### 550/600 MAMARONECK AVENUE

On August 6, 2001, the Company sold its leasehold interest in 550/600 Mamaroneck Avenue for \$22,500,000, which approximated its net book value.

### NET GAIN ON SALE OF OTHER REAL ESTATE

During 2000, the Company sold (i) its three shopping centers located in Texas for \$25,750,000, resulting in a gain of \$2,560,000 and (ii) its Westport, Connecticut office property for \$24,000,000, resulting in a gain of \$8,405,000.

### PARK LAUREL CONDOMINIUM PROJECT

In the third and fourth quarters of 2001, the Park Laurel Joint Venture (69% owned by the Company) completed the sale of 52 condominium units of the total 53 units and received proceeds of \$139,548,000. The Company's share of the after tax net gain was \$15,657,000 and is after a charge of \$3,953,000 (net of tax benefit of \$1,826,000) for awards accrued under the venture's incentive compensation plan.

### 570 LEXINGTON AVENUE

On May 17, 2001, the Company sold its 50% interest in 570 Lexington Avenue for \$60,000,000, resulting in a gain of \$12,445,000.

### WRITE-OFF OF NET INVESTMENT IN RTR

In the third quarter of 2001, the Company wrote-off its entire net investment of \$7,374,000 in RTR based on the operating losses and an assessment of the value of the real estate.

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### OTHER

The Company recorded the cumulative effect of a change in accounting principle of \$4,110,000 in the first quarter of 2001. The Company had previously marked-to-market changes in the value of stock purchase warrants through accumulated other comprehensive loss. Under SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities, as amended, those changes are

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recognized through earnings, and accordingly, the Company has reclassified \$4,110,000 from accumulated other comprehensive loss to the consolidated statement of income as of January 1, 2001. Future changes in value of such securities will be recorded through earnings.

The Company recorded an extraordinary item of \$1,170,000 in the first quarter of 2001 representing the Company's share of Alexander's extraordinary gain from early extinguishment of debt. The Company incurred an extraordinary loss of \$1,125,000 in the first quarter of 2000 due to the write-off of unamortized financing costs in connection with the prepayment of debt.

Minority interest was \$112,363,000 for the year ended December 31, 2001, compared to \$102,374,000 for the prior year, an increase of \$9,989,000. This increase is primarily due to an increase in perpetual preferred units distributions for units issued in 2000 and 2001.

The Company operates in a manner intended to enable it to continue to qualify as a 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. The Company has distributed to its shareholders an amount greater than its taxable income. Therefore, no provision for Federal income taxes is required.

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YEARS ENDED DECEMBER 31, 2000 AND DECEMBER 31, 1999

Below are the details of the changes by segment in EBITDA.

(\$ in thousands)

	Total	Office	Retail	Merchan Mar
	-----	-----	-----	-----
Year ended December 31, 1999	\$ 609,361	\$ 254,473	\$ 114,808	\$ 74,
2000 Operations:				
Same store operations(1)....	65,139	41,860	5,573	13,
Acquisitions, dispositions and non-recurring income and expenses.....	64,375	34,692	1,405	3,
	-----	-----	-----	-----
Year ended December 31, 2000	\$ 738,875	\$ 331,025	\$ 121,786	\$ 91,
	=====	=====	=====	=====
% increase in same store operations.....	10.7%	16.5%(2)	4.9%	17
	=====	=====	=====	=====

- 
- (1) Represents operations, which were owned for the same period in each year.
  - (2) Same store percentage increase was 20.0% for the New York City office portfolio and 4.2% for the CESCRO portfolio.
  - (3) Subsequent to March 11, 1999 (date the operations of the AmeriCold Logistics business were sold), the Company reflects its 60% share of the Vornado/Crescent Partnerships' ("the Landlord") equity in the rental



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income it receives from AmeriCold Logistics Company, its tenant, which leases the underlying temperature controlled warehouses used in its business. Prior to that date the Company reflected its equity in the operations.

Total contractual rent was \$35,672 and \$160,494 for the fourth quarter and the year ended December 31, 2000, of which the tenant deferred \$7,500 and \$17,044. As at December 31, 2000, the balance of the tenant's deferred rent was as follows:

	Total	The Company's Share
	-----	-----
2000:		
Quarter ended December 31.....	\$ 7,500	\$ 4,500
Quarter ended September 30.....	4,800	2,880
Quarter ended June 30.....	4,744	2,846
	-----	-----
	17,044	10,226
1999:		
Quarter ended December 31.....	5,400	3,240
	-----	-----
	\$ 22,444	\$ 13,466
	=====	=====

In addition to the amounts deferred above, \$1,956 applicable to the receivable arising from the straight-lining of rents was also deferred in the year ended December 31, 2000.

Based on the Company's policy of recognizing rental income when earned and collection is assured or cash is received, the Company did not recognize \$4,500 of income from this tenant in the quarter ended December 31, 2000 and \$9,787 in the year ended December 31, 2000.

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### REVENUES

The Company's revenues, which consist of property rentals, tenant expense reimbursements and other income were \$926,151,000 in the year ended December 31, 2000 compared to \$783,513,000 in the prior year, an increase of \$142,638,000. These increases by segment resulted from:

(\$ in thousands)

	Date of Acquisition	Total	Office	Retail
	-----	-----	-----	-----
Property Rentals:				
Acquisitions:				
7 West 34th Street.....	November 2000	\$ 2,428	\$ 2,428	\$
33 North Dearborn Street.....	September 2000	1,535	--	
L.A. Mart.....	October 2000	2,709	--	
595 Madison Avenue.....	September 1999	10,195	10,195	

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Hotel Pennsylvania (20%).....	August 1999	4,638	--	
909 Third Avenue.....	July 1999	16,223	16,223	
888 Seventh Avenue.....	January 1999	765	765	
Student Housing Complex.....	January 2000	4,227	--	
Leasing activity.....		70,436	43,625	4,
		-----	-----	-----
Total increase in property rentals		113,156	73,236	4,
		-----	-----	-----
Tenant expense reimbursements:				
Increase in tenant expense				
reimbursements due to acquisitions		10,733	9,071	
Other.....		13,683	9,498	2,
		-----	-----	-----
Total increase in tenant expense		24,416	18,569	2,
reimbursements.....		-----	-----	-----
Other income.....		5,066	927	
		-----	-----	-----
Total increase in revenues.....		\$ 142,638	\$ 92,732	\$ 7,
		=====	=====	=====

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EXPENSES

The Company's expenses were \$551,101,000 in the year ended December 31, 2000, compared to \$485,152,000 the prior year, an increase of \$65,949,000. These increases by segment resulted from:

(\$ in thousands)	Total	Office	Retail	Merchan Mar
	-----	-----	-----	-----
Operating:				
Acquisitions.....	\$ 23,639	\$ 16,743	\$ --	\$ 2
Same store operations.....	20,141	13,856	(2,387)	4
	-----	-----	-----	-----
	43,780	30,599	(2,387)	7
	-----	-----	-----	-----
Depreciation and amortization:				
Acquisitions.....	5,952	3,735	--	
Same store operations.....	9,841	6,281	1,818	1
	-----	-----	-----	-----
	15,793	10,016	1,818	2
	-----	-----	-----	-----
General and Administrative:				
Appreciation in value of Vornado shares and other securities held in officer's deferred compensation trust.....	5,105	--	--	
Other expenses.....	1,271 (1)	(396)	309	3
	-----	-----	-----	-----
	6,376	(396)	309	3
	-----	-----	-----	-----

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\$ 65,949      \$ 40,219      \$ (260)      \$ 12  
 =====

-----  
 (1) This increase primarily resulted from higher payroll and professional fees.

INCOME APPLICABLE TO ALEXANDER'S

Income applicable to Alexander's (loan interest income, management, leasing and development fees, equity in income) was \$17,363,000 in the year ended December 31, 2000, compared to \$11,772,000 in the prior year, an increase of \$5,591,000. This increase resulted from interest income on higher outstanding loan balances to Alexander's.

INCOME FROM PARTIALLY-OWNED ENTITIES

Income from partially-owned entities was \$79,694,000 in the year ended December 31, 2000, compared to \$78,184,000 in the prior year, an increase of \$1,510,000. Below are the details by segment.

(\$ in thousands)

	Date of Acquisition -----	Total -----	Office -----	Retail -----	Merchan Mar -----
Acquisitions:					
Newkirk Joint Ventures.....	Various	\$ 4,604	\$ --	\$ --	\$
Other.....	Various	(2,750)	--	--	
Increase (decrease) in equity in income:					
Temperature Controlled					
Logistics.....		(7,944) (1)	--	--	
CESCR.....		6,907	6,907	--	
Partially-owned					
office buildings.....		1,089	1,089	--	
Other.....		(396)	663	(271)	
		-----	-----	-----	-----
		\$ 1,510	\$ 8,659	\$ (271)	\$
		=====	=====	=====	=====

-----  
 (2) Reflects \$9,787 of rent not recognized in the year ended December 31, 2000.

INTEREST AND OTHER INVESTMENT INCOME

Interest and other investment income (interest income on mortgage loans receivable, other interest income, dividend income and net gains on sales of marketable securities) was \$33,798,000 for the year ended December 31, 2000, compared to \$20,683,000 in the prior year, an increase of \$13,115,000. This increase resulted primarily from the acquisition of NorthStar subordinated unsecured debt (22% effective rate) on September 19, 2000 and a loan to

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Primestone Investment Partners, L.P. (20% effective rate) on September 28, 2000.

### INTEREST AND DEBT EXPENSE

Interest and debt expense was \$179,380,000 for the year ended December 31, 2000, compared to \$151,483,000 in the prior year, an increase of \$27,897,000. This increase resulted primarily from higher average outstanding balances and higher interest rates during the year.

### NET GAIN ON DISPOSITION OF WHOLLY-OWNED AND PARTIALLY-OWNED ASSETS

Net gain on sale of real estate of \$10,965,000 in the year ended December 31, 2000, resulted from (i) the sale of three Texas shopping center properties on March 2, 2000, for \$25,750,000, resulting in a gain of \$2,560,000 and (ii) the sale of the Company's Westport Connecticut office property on August 30, 2000 for \$24,000,000 resulting in a gain of \$8,405,000.

### OTHER

Minority interest was \$102,374,000 for the year ended December 31, 2000, compared to \$54,998,000 for the prior year, an increase of \$47,376,000. This increase is primarily due to higher income.

Preferred stock dividends were \$38,690,000 for the year ended December 31, 2000, compared to \$33,438,000 in the prior year, an increase of \$5,252,000. The increase resulted from the issuance of the Company's Series B Cumulative Redeemable Preferred Shares in March 1999 and Series C Cumulative Redeemable Preferred Shares in May 1999.

The Company incurred an extraordinary loss of \$1,125,000 in the first quarter of 2000 due to the write-off of unamortized financing costs in connection with a prepayment of debt.

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### SUPPLEMENTAL INFORMATION

THREE MONTHS ENDED DECEMBER 31, 2001 AND DECEMBER 31, 2000

Below is a summary of net income and EBITDA by segment for the three months ended December 31, 2001 and 2000. The results by segment for the three months ended December 31, 2000 have been reclassified to give effect to the consolidation of the Company's preferred stock affiliates ("PSAs") as if consolidated as of January 1, 2000.

(\$ in thousands)

For The Three Months Ended

	Total	Office	Retail	Mercha Ma
	-----	-----	-----	-----
Rentals.....	\$213,488	\$ 117,659	\$29,893	\$ 52
Expense reimbursements.....	30,263	11,333	14,141	3
Other income.....	3,072	1,595	(495)	
	-----	-----	-----	-----
Total revenues.....	246,823	130,587	43,539	56
	-----	-----	-----	-----

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Operating expenses.....	99,533	53,110	15,435	20
Depreciation and amortization.....	32,636	18,753	4,280	7
General and administrative.....	20,866	3,830	98	4
Costs of acquisitions not consummated.....	223	--	--	
	-----	-----	-----	-----
Total expenses.....	153,258	75,693	19,813	32
	-----	-----	-----	-----
Operating income.....	93,565	54,894	23,726	24
Income applicable to Alexander's.....	3,126	--	--	
Income from partially-owned entities.....	18,538	8,057	(1,095)	
Interest and other investment income.....	10,454	1,100	88	
Interest and debt expense.....	(36,633)	(10,496)	(14,037)	(7)
Net gain on disposition of wholly-owned and partially-owned assets.....	3,719	--	--	
Minority interest.....	(28,432)	(13,997)	(4,176)	(4)
	-----	-----	-----	-----
Income before extraordinary item.....	64,337	39,558	4,506	12
Cumulative effect of change in accounting principle.....	--	--	--	
Extraordinary item.....	--	--	--	
	-----	-----	-----	-----
Net income.....	64,337	39,558	4,506	12
Cumulative effect of change in accounting principle.....	--	--	--	
Extraordinary item.....	--	--	--	
Minority interest.....	28,432	13,997	4,176	4
Net gain on disposition of wholly-owned and partially-owned assets.....	(160)	--	--	
Interest and debt expense(2).....	64,180	20,609	14,646	7
Depreciation and amortization(2).....	52,386	24,106	4,972	7
Straight-lining of rents(2).....	(3,458)	(3,877)	1,931	(1)
Other.....	(3,697)	218	--	
	-----	-----	-----	-----
EBITDA(1).....	\$202,020	\$ 94,611	\$30,231	\$ 30
	=====	=====	=====	=====

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(\$ in thousands)

For the Three Months Ended Decem  
(after giving effect to consolida

	Total	Office	Retail	Merchandise Mart
	-----	-----	-----	-----
Rentals.....	\$ 211,326	\$ 103,095	\$35,052	\$ 44,834
Expense reimbursements.....	29,772	13,817	11,556	3,323
Other income.....	10,507	2,450	305	1,142
	-----	-----	-----	-----
Total revenues.....	251,605	119,362	46,913	49,299
	-----	-----	-----	-----
Operating expenses.....	103,522	52,121	15,292	19,040
Depreciation and amortization.....	30,967	15,805	3,979	7,192
General and administrative.....	16,808	1,186	454	5,742
	-----	-----	-----	-----
Total expenses.....	151,297	69,112	19,725	31,974

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Operating income.....	100,308	50,250	27,188	17,325
Income applicable to Alexander's.....	6,282	--	--	--
Income from partially-owned entities....	11,803	7,170	(320)	(242)
Interest and other investment income....	15,298	3,475	(8)	1,430
Interest and debt expense.....	(55,176)	(16,435)	(15,178)	(11,944)
Minority interest.....	(26,792)	(8,015)	(5,243)	(2,222)
Net income.....	51,723	36,445	6,439	4,347
Minority interest.....	26,792	8,015	5,243	2,222
Interest and debt expense(2).....	70,755	24,263	15,794	10,706
Depreciation and amortization(2).....	46,913	21,137	4,345	5,835
Straight-lining of rents(2).....	(5,860)	(3,916)	(318)	(1,396)
Other.....	7,546	252	(1,923)	1,358
EBITDA(1).....	\$ 197,869	\$ 86,196	\$29,580	\$ 23,072

- (1) EBITDA represents income before interest, taxes, depreciation and amortization, extraordinary or non-recurring items, gains or losses on sales of depreciable real estate, the effect of straight-lining of property rentals for rent escalations and minority interest. Management considers EBITDA a supplemental measure for making decisions and assessing the performance of its segments. EBITDA may not be comparable to similarly titled measures employed by other companies.
- (2) Interest and debt expense, depreciation and amortization and straight-lining of rents included in the reconciliation of net income to EBITDA reflects amounts which are netted in income from partially-owned entities.
- (3) Net of \$7,630 and \$4,500 of rent not recognized as income the fourth quarter of 2001 and 2000, respectively.
- (4) Includes the reversal of income taxes which are considered non-recurring because of the conversion of the Temperature Controlled Logistics Companies to REITs in 2000.
- (5) Net of \$2,272, the Company's share of the reversal of Alexander's stock appreciation rights expense in the fourth quarter of 2000.

Other EBITDA is comprised of:

(\$ in thousands)

	2001	2000
Newkirk Joint Ventures (30% interest):		
Equity in income of limited partnerships.....	\$ 14,238	\$ 14,238
Interest and other income.....	4,155	4,155
Total.....	18,393	18,393
Alexander's (33.1% interest).....	3,417 (1)	3,417 (1)
Hotel Pennsylvania.....	2,671 (2)	2,671 (2)
After-tax net gain on sale of Park Laurel condominium units.....	1,788	1,788
Corporate general and administrative expenses.....	(12,143)	(12,143)
Investment income and other.....	12,890	12,890
Total.....	\$ 27,016	\$ 27,016

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- 
- (1) Reflects a charge of \$1,684 representing the Company's share of Alexander's write-off of (i) Paramus development costs and (ii) professional fees in connection with its Lexington Avenue development project.
  - (2) Average occupancy and REVPAR for the Hotel Pennsylvania for the three months ended December 31, 2001 was 53.1% and \$53.86 compared to 78.6% and \$93.97 for the three months ended December 31, 2000.

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Below are the details of the changes by segment in EBITDA.

(\$ in thousands)

	Total	Office	Retail	Merchandise Mart	Tempera Control Logist
	-----	-----	-----	-----	-----
Three months ended					
December 31, 2000 .....	\$197,869	\$ 86,196	\$ 29,580	\$ 23,072	\$ 23,072
2001 Operations:					
Same store operations(1) .	1,493	10,176	1,174	2,157	(3,000)
Acquisitions, dispositions and non-recurring income and expenses .....	2,658	(1,761)	(523)	5,036	
	-----	-----	-----	-----	-----
Three months ended					
December 31, 2001 .....	\$202,020	\$ 94,611(2)	\$ 30,231	\$ 30,265	\$ 19,917
	=====	=====	=====	=====	=====
% increase in same store operations .....	.8%	11.8%(2)	4.0%	9.3%	(14.3%)
	=====	=====	=====	=====	=====

- 
- (1) Represents operations, which were owned for the same period in each year.
  - (2) EBITDA and same store percentage increase was \$72,739 and 14.7% for the New York city office portfolio and \$21,872 and 3.0% for the CESCR portfolio.

Below are the details of the changes by segment in EBITDA for the three months ended December 31, 2001 compared to the three months ended September 30, 2001:

(\$ in thousands)

	Total	Office	Retail	Merchandise Mart	Tempera Control Lo
	-----	-----	-----	-----	-----
Three months ended					
September 30, 2001.....	\$ 203,528	\$ 95,526	\$ 29,003	\$ 26,987	\$ 51,012
2001 Operations:					
Same store operations(1)..	5,820	1,877	1,001	3,278(2)	
Acquisitions, dispositions and non-recurring income					

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and expenses.....	(7,328)	(2,792)	227	--	--
Three months ended					
December 31, 2001.....	\$ 202,020	\$ 94,611	\$ 30,231	\$ 30,265	\$
% increase in same store operations.....	2.9%	2.0%(1)	3.5%	12.1%	

- 
- (1) EBITDA and same store percentage increase was \$72,739 and 1.7% for the New York City office portfolio and \$21,872 and 3.0% for the CESCO portfolio.
  - (2) Reflects higher income due to timing of trade shows.
  - (3) Primarily due to seasonality of tenant's operations.

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LEASING ACTIVITY

The following table sets forth leasing activity for space previously occupied for the three months ended December 31, 2001 and for the years ended December 31, 2001 and 2000.

(square feet in thousands)	Office			Merchandise Mar	
	New York City	CESCO(1)	Retail	Office(2)	Showroom
AS OF DECEMBER 31, 2001:					
Square feet.....	14,300	4,386	11,301	2,840	5,530
Cubic feet.....	--	--	--	--	--
Number of properties.....	22	51	55	9	9
Occupancy rate.....	97%	95%	92%	89%	96%
LEASING ACTIVITY:					
For the quarter ended					
December 31, 2001:					
Square feet.....	237	38	32	10	106
Rent per square foot:					
Initial rent (3).....	\$46.80	\$31.59	\$23.64	\$19.21	\$23.64
Prior escalated rent.....	\$32.95	\$29.99	\$19.24	\$11.26	\$18.18
Percentage increase.....	42%	5%	23%	70%	28%
For the year ended December 31, 2001:					
Square feet.....	1,479	535	427	36	524
Rent per square foot:					
Initial rent (3).....	\$47.05	\$31.30	\$16.72	\$22.93	\$22.93
Prior escalated rent.....	\$29.85	\$25.59	\$13.72	\$20.55	\$19.24
Percentage increase.....	58%	22%	22%	12%	17.5%
AS OF DECEMBER 31, 2000:					
Square feet.....	14,396	4,248	11,293	2,869	5,040
Cubic feet.....	--	--	--	--	--
Number of properties.....	22	50	55	9	9
Occupancy rate.....	96%	98%	92%	90%	98%
LEASING ACTIVITY:					



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For the year ended					
December 31, 2000:					
Square feet.....	1,407	927	350	378	819
Rent per square foot:					
Initial rent (3).....	\$45.91	\$29.39	\$14.73	\$30.54	\$16.
Prior escalated rent.....	\$30.54	\$25.97	\$13.05	\$22.99	\$15.
Percentage increase.....	50%	13%	13%	33%	4%
AS OF DECEMBER 31, 1999:					
Square feet.....	14,028	3,623	11,960	2,414	4,17
Cubic feet.....	--	--	--	--	--
Number of properties.....	22	39	56	7	7
Occupancy rate.....	95%	99%	92%	93%	98%

- 
- (1) Represents the Company's 34% interest.
  - (2) The office and showroom space is contained in the same mixed-use properties.
  - (3) Most leases include periodic step-ups in rent, which are not reflected in the initial rent per square foot leased.

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### PROFORMA OPERATING RESULTS - CESCAC ACQUISITION

Below are condensed Proforma Operating Results for the years ended December 31, 2001 and 2000 giving effect to the January 1, 2002 acquisition by the Company of the remaining 66% of Charles E. Smith Commercial Realty as if it had occurred on January 1, 2000.

(\$ in thousands, except per share amounts)	ProForma	
	Year Ended	December 31,
	2001	2000
	-----	-----
Revenues .....	\$1,372,464	\$1,176,106
	=====	=====
Net Income .....	\$ 265,893	\$ 234,838
Preferred share dividends .....	(36,505)	(38,690)
	-----	-----
Net income applicable to common shares .....	\$ 229,388	\$ 196,148
	=====	=====
Net income per common share - diluted .....	\$ 2.49	\$ 2.21
	=====	=====
EBITDA .....	\$ 949,176	\$ 885,115
	=====	=====
Funds from Operations .....	\$ 414,319	\$ 356,727
	=====	=====
Shares used for determining diluted funds from operations per share .....	99,719	96,710
	=====	=====

### RELATED PARTY DISCLOSURE

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### LOAN AND COMPENSATION AGREEMENTS

At December 31, 2001, the loan due from Mr. Roth, in accordance with his employment arrangement, was \$13,123,000 (\$4,704,000 of which is shown as a reduction in shareholders' equity). The loan bears interest at 4.49% per annum (based on the applicable Federal rate) and matures in January 2006. The Company also provided Mr. Roth with the right to draw up to \$15,000,000 of additional loans on a revolving basis. Each additional loan will bear interest, payable quarterly, at the applicable Federal rate on the date the loan is made and will mature on the sixth anniversary of the loan.

At December 31, 2001, loans due from Mr. Fascitelli, in accordance with his employment agreement, aggregated \$8,600,000. The loans which were scheduled to mature in 2003 have been extended to 2006 in connection with the extension of Mr. Fascitelli's employment agreement (discussed below), and bear interest, payable quarterly at a weighted average interest rate of 3.97% (based on the applicable Federal rate).

Pursuant to his December 1996 employment agreement. Mr. Fascitelli became entitled to a deferred payment consisting of \$5,000,000 in cash and a convertible obligation payable November 30, 2001, at the Company's option in 919,540 of its common shares or the cash equivalent of their appreciated value but not less than \$20,000,000. Prior to November 30, 2001, the Company and Mr. Fascitelli have agreed to extend the deferral period for three additional years. The Company has funded the obligation in common shares. Accordingly, the Company has reflected this liability as Deferred compensation shares not yet delivered in the Equity section of the balance sheet. The cash and common shares are held in an irrevocable trust (the fair value of this obligation was \$40,155,000 at December 31, 2001). For the years ended December 31, 2001 and 2000, the Company recognized approximately \$4,744,000 and \$3,733,000 of compensation expense of which \$2,612,000 and \$1,968,000 represented the appreciation in value of the shares in each period and \$2,132,000 and \$1,765,000 represented dividends paid on the shares.

On March 8, 2002, the Company extended its employment agreement with Mr. Fascitelli for a five year period ending December 31, 2006. Pursuant to the employment agreement, he will receive a deferred payment in five years of 626,566 Vornado common shares which are valued for compensation purposes at \$27,500,000. The number of shares was set by the Company's Compensation Committee in December to achieve a value of \$25,000,000 and have appreciated \$2,500,000 since then. The shares will vest on December 31, 2002. Mr. Fascitelli will also receive regular annual cash compensation as determined by the Company's Compensation Committee and will continue as a member of Vornado's Board.

One other executive officer of the Company has a loan outstanding pursuant to an employment agreement of \$1,000,000 at December 31, 2001. The loan matures in April 2005 and bears interest at either the applicable Federal rate provided or the broker call rate (6.63% at December 31, 2001).

Information regarding employment agreements with other Officers of the Company are incorporated by reference in Part III of this document.

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### TRANSACTIONS WITH AFFILIATES AND OFFICERS AND TRUSTEES OF THE COMPANY

Alexander's

The Company owns 33.1% of Alexander's. Mr. Roth and Mr. Fascitelli are

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Officers and Directors of Alexander's and the Company provides various services to Alexander's in accordance with management and leasing agreements. These agreements are described in Note 6 to the Company's Consolidated Financial Statements - Investments in Partially-Owned Entities.

### Interstate Properties

The Company manages and leases the real estate assets of Interstate Properties pursuant to a management agreement for which the Company receives a quarterly fee equal to 4% of base rent and percentage rent and certain other commissions. The management agreement has a term of one year and is automatically renewable unless terminated by either of the parties on sixty days' notice at the end of the term. Although the management agreement was not negotiated at arms length, the Company believes based upon comparable fees charged by other real estate companies, that its terms are fair to the Company. For the years ended December 31, 2001, 2000 and 1999, \$1,655,000, \$1,418,000, and \$1,262,000 of management fees were earned by the Company pursuant to the management agreement.

### The New York City Office Cleaning Contract

The estate of Bernard Mendik and certain other individuals including Mr. Greenbaum own an entity which provides cleaning and related services and security services to office properties, including the Company's Manhattan office properties. Although the terms and conditions of the contracts pursuant to which these services are provided were not negotiated at arms length, the Company believes based upon comparable amounts charged to other real estate companies, that the terms and conditions of such contracts are fair to the Company. In connection with these contracts, the Company paid \$51,280,000, \$47,493,000, and \$40,974,000 for the years ended December 31, 2001, 2000 and 1999.

### Vornado Operating Company

In October 1998, Vornado Operating Company ("Vornado Operating") was spun off from the Company in order to own assets that the Company could not itself own and conduct activities that the Company could not itself conduct. The Company granted Vornado Operating a \$75,000,000 unsecured revolving credit facility (the "Revolving Credit Agreement") which expires on December 31, 2004. Borrowings under the Revolving Credit Agreement bear interest at LIBOR plus 3%. The Company receives a commitment fee equal to 1% per annum on the average daily unused portion of the facility. No amortization is required to be paid under the Revolving Credit Agreement during its term. The Revolving Credit Agreement prohibits Vornado Operating from incurring indebtedness to third parties (other than certain purchase money debt and certain other exceptions) and prohibits Vornado Operating from paying dividends. As of December 31, 2001, \$31,424,000 was outstanding under the Revolving Credit Agreement.

### Other

The Company owns preferred securities in Capital Trust, Inc. ("Capital Trust") totaling \$48,758,000 at December 31, 2001. Mr. Roth, the Chairman and Chief Executive Officer of Vornado Realty Trust, is a member of the Board of Directors of Capital Trust.

On May 17, 2001, the Company sold its 50% interest in 570 Lexington Avenue to an entity controlled by Bernard Mendik, a former trustee and executive officer of the Company, for \$60,000,000, resulting in a gain to the Company of \$12,445,000.

During 2001, the Company paid approximately \$136,000 for legal services to a firm in which one of the Company's trustees is a member.

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On January 1, 2001, the Company acquired the common stock of various preferred stock affiliates which was owned by Officer and Trustees of the Company and converted them to taxable REIT subsidiaries. The total acquisition price was \$5,155,000. The purchase price, which was the estimated fair value, was determined by both independent appraisal and by reference to the individuals' pro rata share of the earnings of the preferred stock affiliates during the three-year period that these investments were held.

In connection with the Park Laurel condominium project, the joint venture accrued \$5,779,000 of awards under the venture's incentive compensation plan.

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### LIQUIDITY AND CAPITAL RESOURCES

#### CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2001, 2000 AND 1999

##### YEAR ENDED DECEMBER 31, 2001

Cash flow provided by operating activities of \$387,685,000 was primarily comprised of (i) income of \$263,738,000, (ii) adjustments for non-cash items of \$131,832,000, and (iii) the net change in operating assets and liabilities of \$22,738,000. The adjustments for non-cash items were primarily comprised of (i) a cumulative effect of change in accounting principle of \$4,110,000, (ii) the write-off of the Company's remaining equity investments in technology companies of \$16,513,000, (iii) the write-off of its entire net investment of \$7,374,000 in the Russian Tea Room, (iv) depreciation and amortization of \$123,862,000, (v) minority interest of \$112,363,000, partially offset by (vi) the effect of straight-lining of rental income of \$27,230,000, and (vii) equity in net income of partially-owned entities and income applicable to Alexander's of \$105,160,000.

Net cash used in investing activities of \$79,722,000 was primarily comprised of (i) recurring capital expenditures of \$41,093,000, (ii) non-recurring capital expenditures of \$25,997,000, (iii) development and redevelopment expenditures of \$145,817,000, (iv) investment in notes and mortgages receivable of \$83,879,000, (v) investments in partially-owned entities of \$109,332,000, (vi) acquisitions of real estate of \$11,574,000, offset by, (vii) proceeds from the sale of real estate of \$162,045,000, and (viii) distributions from partially-owned entities of \$113,240,000.

Net cash used in financing activities of \$179,368,000 was primarily comprised of (i) proceeds from borrowings of \$554,115,000, (ii) proceeds from the issuance of common shares of \$377,193,000, (iii) proceeds from the issuance of preferred units of \$52,673,000, offset by, (iv) repayments of borrowings of \$835,257,000, (v) dividends paid on common shares of \$201,813,000, (vi) dividends paid on preferred shares of \$35,547,000, and (vii) distributions to minority partners of \$98,544,000.

Below are the details of capital expenditures, leasing commissions and development and redevelopment expenditures.

Capital expenditures are categorized as follows:

Recurring -- capital improvements expended to maintain a property's competitive position within the market and tenant improvements and leasing commissions for costs to re-lease expiring leases or renew or extend existing leases.

Non-recurring -- capital improvements completed in the year of

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acquisition and the following two years which were planned at the time of acquisition and tenant improvements and leasing commissions for space which was vacant at the time of acquisition of a property.

Development and Redevelopment expenditures include all hard and soft costs associated with the development or redevelopment of a property, including tenant improvements, leasing commissions and capitalized interest and operating costs until the property is substantially complete and ready for its intended use.

(\$ in thousands)

	Funded by the Company			
	Total	New York City Office	Retail	Mercha Ma
Capital Expenditures:				
Expenditures to maintain the assets:				
Recurring.....	\$ 14,423	\$ 7,684	\$ 1,253	\$ 5
Non-recurring.....	20,751	13,635	--	7
	35,174	21,319	1,253	12
Tenant Improvements:				
Recurring.....	26,670	21,452	271	4
Non-recurring.....	5,246	5,246	--	--
	31,916	26,698	271	4
Total.....	\$ 67,090	\$ 48,017	\$ 1,524	\$ 17
Leasing Commissions:				
Recurring.....	\$ 19,536	\$ 18,546	\$ 336	\$
Non-recurring.....	7,902	7,902	--	--
	\$ 27,438	\$ 26,448	\$ 336	\$
	=====	=====	=====	=====
Total Capital Expenditures and Leasing Commissions:				
Recurring.....	\$ 60,629	\$ 47,682	\$ 1,860	\$ 10
Non-recurring.....	33,899	26,783	--	7
Development and Redevelopment Expenditures:				
Palisades--Fort Lee, NJ	\$ 66,173	\$ --	\$ --	\$
Market Square on Main Street.....	29,425	--	--	29
Other.....	50,219	25,703	6,378	4
	\$ 145,817	\$ 25,703	\$ 6,378	\$ 33
	=====	=====	=====	=====

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YEAR ENDED DECEMBER 31, 2000

Cash flow provided by operating activities of \$249,921,000 was primarily comprised of (i) income of \$233,991,000 and (ii) adjustments for non-cash items of \$66,557,000 offset by (iii) the net change in operating assets and liabilities of \$40,787,000 and (iv) the net gain on sale of real estate of

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\$10,965,000. The adjustments for non-cash items were primarily comprised of (i) depreciation and amortization of \$99,846,000 and (ii) minority interest of \$102,374,000, partially offset by (iii) the effect of straight-lining of rental income of \$32,206,000 and (iv) equity in net income of partially-owned entities and income applicable to Alexander's of \$103,457,000.

Net cash used in investing activities of \$699,375,000 was primarily comprised of (i) capital expenditures of \$171,782,000, (ii) investment in notes and mortgages receivable of \$144,225,000, (iii) acquisitions of real estate of \$199,860,000, (iv) investments in partially-owned entities of \$99,974,000, (v) cash restricted of \$183,788,000, of which \$173,500,000 represents funds escrowed in connection with a mortgage financing, partially offset by (vi) proceeds from the sale of real estate of \$47,945,000 and distributions from partially-owned entities of \$68,799,000. Below are the details of acquisitions of real estate, investments in partially-owned entities, investments in notes and mortgages receivable and capital expenditures.

(\$ in thousands)

	Cash -----	Debt Assumed -----	Value I -----
<b>Acquisitions of Real Estate:</b>			
Student Housing Complex (90% Interest).....	\$ 6,660	\$ 17,640	\$
33 North Dearborn Street.....	16,000	19,000	
7 West 34th Street.....	128,000	--	
L.A. Mart.....	44,000	10,000	
Other.....	5,200	--	
	-----	-----	-----
	\$ 199,860	\$ 46,640	\$
	=====	=====	=====
<b>Investments in Partially-Owned Entities:</b>			
Vornado Ceruzzi Joint Venture (80% interest).....	\$ 21,940	\$ --	\$
Additional investment in Newkirk Joint Ventures.....	1,334	--	
Loan to Alexander's.....	15,000	--	
Alexander's - increase in investment to 33%	3,400	--	
<b>Funding of Development Expenditures:</b>			
Fort Lee (75% interest).....	10,400	--	
Park Laurel (80% interest).....	47,900	--	
	-----	-----	-----
	\$ 99,974	\$ --	\$
	=====	=====	=====
<b>Investments in Notes and Mortgages receivable:</b>			
Loan to NorthStar Partnership L.P.....	\$ 65,000	\$ --	\$
Loan to Primestone Investment Partners, L.P.....	62,000	--	
Advances to Vornado Operating Company.....	15,251	--	
Other.....	1,974	--	
	-----	-----	-----
	\$ 144,225	\$ --	\$
	=====	=====	=====
	-----	-----	-----
	Total	New York City Office	Retail
	-----	-----	-----
<b>Capital expenditures:</b>			
Expenditures to maintain the assets	\$ 33,113	\$ 15,661	\$ 414
Tenant allowances .....	60,850	51,017	3,307
		\$ 11,437	\$ 6,301

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	-----	-----	-----	-----
Total recurring capital expenditures	93,963	66,678	3,721	17,738
Redevelopment and development expenditures .....	63,348	40,124	3,600	19,624
Corporate .....	14,471	--	--	--
	-----	-----	-----	-----
	\$171,782	\$ 106,802	\$ 7,321	\$ 37,362
	=====	=====	=====	=====

In addition to the expenditures noted above, the Company recorded leasing commissions of \$26,133,000 in the year ended December 31, 2000, of which \$24,333,000 was attributable to New York City Office properties, \$647,000 was attributable to Retail properties and \$1,153,000 was attributable to Merchandise Mart properties.

Net cash provided by financing activities of \$473,813,000 was primarily comprised of (i) proceeds from borrowings of \$1,195,108,000, (ii) proceeds from issuance of preferred units of \$204,750,000, partially offset by, (iii) repayments of borrowings of \$633,655,000, (iv) dividends paid on common shares of \$168,688,000 (v) dividends paid on preferred shares of \$35,815,000, and (vi) distributions to minority partners of \$80,397,000.

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YEAR ENDED DECEMBER 31, 1999

Cash flow provided by operating activities of \$176,895,000 were comprised of (i) net income of \$202,519,000 and (ii) adjustments for non-cash items of \$26,686,000 offset by (iii) the net change in operating assets and liabilities of \$50,907,000 (primarily prepaid expenses). The adjustments for non-cash items were primarily comprised of (i) depreciation and amortization of \$83,585,000 and (ii) minority interest of \$54,998,000, partially offset by (iii) the effect of straight-lining of rental income of \$29,587,000 and (iv) equity in income of partially-owned entities of \$82,310,000.

Net cash used in investing activities of \$494,204,000 was primarily comprised of (i) capital expenditures of \$153,591,000 (see detail below), (ii) investment in mortgage loans receivable of \$59,787,000 (including \$41,200,000 loan to CAPI and \$18,587,000 loan to Vornado Operating Company), (iii) acquisitions of real estate of \$224,654,000 (see detail below) and (iv) investments in partially-owned entities of \$118,409,000 (see detail below), partially offset by (v) the use of cash restricted for tenant improvements of \$13,624,000, (vi) proceeds from the sale of Temperature Controlled Logistics assets of \$22,769,000 and (vii) proceeds from the repayment of mortgage loans receivable of \$20,751,000 (of which \$14,000,000 is from Vornado Company).

Acquisitions of real estate and investments in partially-owned entities are comprised of:

(\$ in thousands)	Cash	Debt Assumed	Un
	-----	-----	-----
Real Estate:			
595 Madison Avenue.....	\$ 125,000	\$ --	\$
909 Third Avenue.....	12,400	109,000	
888 Seventh Avenue.....	45,000	55,000	

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GreenPoint leasehold interest.....	37,300	--
Other.....	4,954	--
	-----	-----
	\$ 224,654	\$ 164,000
	=====	=====

Investments in Partially Owned Entities:

Charles E. Smith Commercial Realty L.P.:		
Increase in investment to 34%.....	\$ --	\$ --
Reacquired units from Vornado Operating Company.....	13,200	--
Crystal City hotel land.....	--	--
Additional investment in Newkirk Joint Ventures.....	16,420	--
Hotel Pennsylvania - increase in investment to 100%.	18,000	24,000
Alexander's - increase in investment to 32%.....	8,956	--
Loan to Alexander's .....	50,000	--
Loan to Temperature Controlled Logistics.....	9,000	--
Other.....	2,833	--
	-----	-----
	\$ 118,409	\$ 24,000
	=====	=====

(1) Total consideration for 888 Seventh Avenue was \$117,000 of which \$17,000 was expended in 1998.

Capital expenditures were comprised of:

(\$ in thousands)

	Total	New York City Office	Retail
	-----	-----	-----
Expenditures to maintain the assets.....	\$ 27,251	\$ 13,176	\$ 1,945
Tenant allowances.....	40,242	20,890	927
Redevelopment and development expenditures.....	86,098	52,288 (1)	19,281
	-----	-----	-----
	\$ 153,591	\$ 86,354	\$22,153
	=====	=====	=====

(1) Includes \$27,544 to buyout the tenant's lease on 28,000 square feet of office space at 640 Fifth Avenue, thereby permitting re-leasing for retail use and \$24,744 for the refurbishment of 770 Broadway.

In addition to the expenditures noted above, the Company recorded leasing commissions of \$16,853,000 in the year ended December 31, 1999, of which \$14,003,000 was attributable to New York City Office properties, \$638,000 was attributable to Retail properties and \$2,212,000 was attributable to Merchandise Mart properties.

Net cash provided by financing activities of \$262,131,000 was primarily comprised of (i) proceeds from issuance of preferred shares of \$192,953,000, (ii) proceeds from issuance of preferred units of \$525,013,000 and (iii) proceeds from borrowings of \$455,000,000 partially offset by, (iv) repayments of borrowings of \$668,957,000, (v) dividends paid on common shares of \$153,223,000, (vi) dividends paid on preferred shares of \$30,563,000, and (vii) distributions to minority partners of \$52,491,000.



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FUNDS FROM OPERATIONS FOR THE YEARS ENDED DECEMBER 31, 2001 AND 2000

Funds from operations was \$376,523,000 in the year ended December 31, 2001, compared to \$335,158,000 in the prior year, an increase of \$41,365,000. Funds from operations for the year ended December 31, 2001, includes (i) a \$15,657,000 after tax net gain on sale of Park Laurel condominium units, (ii) \$29,110,000 (1) for write-offs of investments and other deferred costs and (iii) \$1,250,000 for donations to the Twin Towers Fund and the NYC Fireman's Fund. Funds from operations before these items and after minority interest was \$389,426,000, a \$54,268,000 increase over the prior year, or a 12.7% increase on a per share basis.

The following table reconciles funds from operations and net income:

(\$ in thousands)	For the Year Ended December 31,	
	2001	2000
	-----	-----
Net income applicable to common shares .....	\$227,233	\$195,301
Cumulative effect of a change in accounting principle .....	4,110	--
Extraordinary item .....	(1,170)	1,125
Depreciation and amortization of real property .....	119,568	97,744
Straight-lining of property rentals for rent escalations .....	(24,314)	(28,893)
Leasing fees received in excess of income recognized .....	1,954	1,259
Appreciation of securities held in officer's deferred compensation trust .....	3,023	4,765
Net gain on sale of 570 Lexington Avenue - through a partially-owned entity .....	(12,445)	--
Net gain from condemnation proceeding .....	(3,050)	--
Net gain on sale of other depreciable real estate .....	--	(10,965)
Proportionate share of adjustments to equity in net income of partially-owned entities to arrive at funds from operations:		
Depreciation and amortization of real property .....	65,588	63,791
Net gain on sale of real estate (Alexander's Fordham Road property) .....	(6,298)	--
Other .....	(371)	5,787
Minority interest in excess of preferential distributions .....	(16,810)	(16,445)
	-----	-----
Series A preferred shares .....	357,018	313,469
	19,505	21,689
	-----	-----
Funds from operations--diluted (2) .....	\$376,523	\$335,158
	=====	=====

The number of shares that can be used for determining funds from operations per share is as follows:

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(\$ in thousands)	For the Year Ended December 31,	
	2001	2000
Weighted average shares used for determining diluted income per share.....	92,073	88,692
Series A preferred shares.....	7,646	8,018
Shares used for determining diluted funds from operations per share (2).....	99,719	96,710

(1) Write-off of investments and other deferred costs in 2001 include:

Write-off of all of the Company's investments in technology companies .....	\$16,513,000
Write-off of entire net investment in the Russian Tea Room (50% interest) ..	7,374,000
Write-off of costs of acquisitions not consummated .....	5,223,000
Total .....	\$29,110,000

(2) See note on following page for Reconciliation of Funds from Operations as shown above to the Operating Partnership's funds from operations.

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Funds from operations does not represent cash generated from operating activities in accordance with accounting principles generally accepted in the United States of America and is not necessarily indicative of cash available to fund cash needs which is disclosed in the Consolidated Statements of Cash Flows for the applicable periods. There are no material legal or functional restrictions on the use of funds from operations. Funds from operations should not be considered as an alternative to net income as an indicator of the Company's operating performance or as an alternative to cash flows as a measure of liquidity. Management considers funds from operations a supplemental measure of operating performance and along with cash flow from operating activities, financing activities and investing activities, it provides investors with an indication of the ability of the Company to incur and service debt, to make capital expenditures and to fund other cash needs. Funds from operations may not be comparable to similarly titled measures reported by other REITs since a number of REITs, including the Company, calculate funds from operations in a manner different from that used by NAREIT. Funds from operations, as defined by NAREIT, represents net income applicable to common shares before depreciation and amortization, extraordinary items and gains or losses on sales of real estate. Funds from operations as disclosed above has been modified from this definition to adjust primarily for (i) the effect of straight-lining of property rentals for rent escalations and leasing fee income, and (ii) the reversal of income taxes (benefit) which are considered non-recurring because of the conversion of Temperature Controlled Logistics Companies to REITs in 2000.

Below are the cash flows provided by (used in) operating, investing and financing activities:

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(\$ in thousands)	For the Year Ended December 31,	
	2001	2000
Operating activities.....	\$ 387,685	\$ 249,921
	=====	=====
Investing activities.....	\$ (79,722)	\$ (699,375)
	=====	=====
Financing activities.....	\$ (179,368)	\$ 473,813
	=====	=====

Assuming all of the convertible units of the Operating Partnership were converted to shares, the minority interest in partnership earnings would not be deducted in calculating funds from operations and the shares used in calculating funds from operations per share would be increased to reflect the conversion. Funds from operations per share would not change. The following table reconciles funds from operations as shown above, to the Operating Partnership's funds from operations for the year ended December 31, 2001 and 2000:

(\$ in thousands)	For the Year Ended December 31,	
	2001	2000
Funds from operations, as above.....	\$ 376,523	\$ 335,158
Addback of minority interest reflected as equity in the Operating Partnership.....	52,514	52,137
	-----	-----
Operating Partnership funds from operations..	\$ 429,037	\$ 387,295
	=====	=====

The number of shares to be used for determining Operating Partnership funds from operations per share is as follows:

Shares used for determining diluted funds from operations per share, as above.....	99,719	96,710
Convertible units:		
Non-Vornado owned Class A units.....	6,140	6,407
Class D units.....	--	869
B-1 units.....	822	822
B-2 units.....	411	411
C-1 units.....	855	855
E-1 units.....	5,680	5,680
	-----	-----
Shares used for determining Operating Partnership diluted funds from operations per share.....	113,627	111,754
	=====	=====

See supplemental information on page 76 for Condensed Pro forma Operating Results for the years ended December 31, 2001 and 2000 giving effect to the January 1, 2002 acquisition by the Company of the remaining 66% of Charles E.

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Smith Commercial Realty as if it had occurred on January 1, 2000.

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### ACQUISITION ACTIVITY, CERTAIN CASH REQUIREMENTS AND FINANCING ACTIVITIES

#### ACQUISITION ACTIVITY

On January 1, 2002, the Company acquired the remaining 66% of CESCO it did not previously own. The consideration for the remaining 66% of CESCO was approximately \$1,600 million, consisting of 15.7 million newly issued Vornado Operating Partnership units (valued at \$608 million) and acquiring the assets subject to \$992 million of debt (66% of CESCO's total debt). CESCO owns and manages 12.9 million square feet office properties in Washington D.C. and Northern Virginia and manages an additional 5.8 million square feet of office and other commercial properties in the Washington D.C. area.

The Company's future success will be affected by its ability to integrate the assets and businesses it acquires and to effectively manage those assets and businesses. The Company currently expects to continue to grow. However, its ability to do so will be dependent on a number of factors, including, among others, (a) the availability of reasonably priced assets that meet the Company's acquisition criteria and (b) the price of the Company's common shares, the rates at which the Company is able to borrow money and, more generally, the availability of financing on terms that, in the Company's view, make such acquisitions financially attractive.

#### CERTAIN CASH REQUIREMENTS

For 2002, the Company has budgeted approximately \$172.6 million for capital expenditures (excluding acquisitions) and leasing commissions as follows:

(\$ in thousands)

	Total	New York Office	CESCO Office	Retail	Merch M
	-----	-----	-----	-----	-----
Capital Expenditures:					
Expenditures to maintain the assets:					
Recurring.....	\$ 37,500	\$ 8,300	\$ 11,600	\$ 4,700	\$
Non-recurring.....	46,500	20,300	17,200	--	
	-----	-----	-----	-----	-----
	84,000	28,600	28,800	4,700	1
	-----	-----	-----	-----	-----
Tenant improvements:					
Recurring.....	56,000	12,100	30,300	--	1
Non-recurring.....	9,900	9,900	--	--	
	-----	-----	-----	-----	-----
	65,900	22,000	30,300	--	1
	-----	-----	-----	-----	-----
Total.....	\$ 149,900	\$ 50,600	\$ 59,100	\$ 4,700	\$ 2
	=====	=====	=====	=====	=====
Leasing Commissions:					
Recurring.....	\$ 16,400	\$ 6,200	\$ 7,600	\$ --	\$
Non-recurring.....	6,300	6,300	--	--	
	-----	-----	-----	-----	-----

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	\$ 22,700	\$ 12,500	\$ 7,600	\$ --	\$
	=====	=====	=====	=====	=====
Total Capital Expenditures and Leasing Commissions:					
Recurring.....	\$ 109,900	\$ 26,600	\$ 49,500	\$ 4,700	\$ 2
Non-recurring.....	62,700	36,500	17,200	--	

Tenant allowances and leasing commissions for the New York City Office properties approximate \$23.00 per square foot for renewal space and \$48.00 per square foot for vacant space. Historically, approximately two-thirds of existing tenants renew their leases.

-----

- (1) Represents the Company's 60% share of the Vornado/Crescent Partnerships obligation to fund \$9,500 of capital expenditures per annum.
- (2) Primarily for the Hotel Pennsylvania.

In addition to the capital expenditures reflected above, the Company is currently engaged in or considering certain development and redevelopment projects for which it has budgeted approximately \$158.4 million to be expended as outlined in the "Development and Redevelopment Projects" section of Item 1--Business. The \$158.4 million does not include amounts for other projects which are also included in the "Development and Redevelopment Projects" section of Item 1 -Business, as no budgets for them have been finalized. There can be no assurance that any of the above projects will be ultimately completed, completed on time or completed for the budgeted amount.

No cash requirements have been budgeted for the capital expenditures and amortization of debt of Alexander's, or The Newkirk MLP, which are partially owned by the Company. These investees are expected to fund their own cash requirements. Alexander's is prohibited by its loan agreements from paying dividends. In 2002 the Company expects to receive distributions of approximately \$44.2 million from its investment in The Newkirk MLP, including the distribution of approximately \$37 million received on February 6, 2002, in connection with a Newkirk refinancing.

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FINANCING ACTIVITIES AND CONTRACTUAL OBLIGATIONS

Below is a schedule of the Company's contractual obligations and commitments at December 31, 2001:

(\$ in thousands)

	Total	Less Than 1 Year	1 - 3 Years	4 - 5 Years	Therea
	-----	-----	-----	-----	-----
Contractual Cash Obligations:					
Unsecured Revolving Credit Facility	\$ --	\$ --	\$ --	\$ --	\$
Mortgages and Notes Payable .....	2,477,173	834,008	585,866	105,000	952
Operating Leases .....	449,783	14,442	26,791	26,177	382
	-----	-----	-----	-----	-----
Total Contractual Cash Obligations	\$2,926,956	\$ 848,450	\$612,657	\$131,177	\$1,334
	=====	=====	=====	=====	=====
Commitments:					

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Standby Letters of Credit .....	\$ 83,238	\$ 83,238	\$ --	\$ --	\$
Guarantees .....	--	--	--	--	--
	-----	-----	-----	-----	-----
Total Commitments .....	\$ 83,238	\$ 83,238	\$ --	\$ --	\$
	=====	=====	=====	=====	=====

The Company is reviewing various alternatives for the repayment or refinancing of debt coming due during 2002. The Company has \$1 billion available under its revolving credit facility which matures in March, 2003 and a number of properties which are unencumbered.

The Company's credit facility contains customary conditions precedent to borrowing such as the bring down of customary representations and warranties as well as compliance with financial covenants such as minimum interest coverage and maximum debt to market capitalization. The facility provides for higher interest rates in the event of a decline in the Company's ratings below Baa3/BBB. This facility also contains customary events of default which could give rise to acceleration and include such items as failure to pay interest or principal and breaches of financial covenants such as maintenance of minimum capitalization and minimum interest coverage.

The Company carries comprehensive liability and all risk property insurance (fire, flood, extended coverage and rental loss insurance) with respect to its assets. The Company's all risk insurance policies in effect before September 11, 2001 included coverage for terrorist acts, except for acts of war. Since September 11, 2001, insurance companies are excluding terrorists acts from coverage in all risk policies. In 2002, the Company has been unable to obtain all risk insurance which includes coverage for terrorists acts for policies it has renewed including the New York City Office portfolio and may not be able to obtain such coverage for any of its other properties in the future. Therefore, the risk of financial loss in the case of terrorist acts is the Company's, which loss could be material.

The Company's debt instruments, consisting of mortgage loans secured by its properties (which are generally non-recourse to the Company) and its revolving credit agreement, contain customary covenants requiring the Company to maintain insurance. There can be no assurance that the lenders under these instruments will not take the position that an exclusion from all risk insurance coverage for losses due to terrorist acts is a breach of these debt instruments that allows the lenders to declare an event of default and accelerate repayment of debt. In addition, if lenders insist on coverage for these risks, it could adversely affect the Company's ability to finance and/or refinance its properties and to expand its portfolio.

In addition, many of the Company's non-recourse mortgages contain debt service covenants which if not satisfied could require cash collateral. These covenants are not "ratings" related.

### CORPORATE

On September 20, 2001, the Company sold an aggregate of \$45,000,000 8.25% Series D-9 Cumulative Redeemable Preferred Units resulting in net proceeds of approximately \$43,875,000.

On November 19, 2001, the Company sold 9,775,000 common shares pursuant to an effective registration statement based on the closing price of \$40.58 on the NYSE. The net proceeds to the Company were approximately \$377,200,000. In connection therewith the Company repaid the \$285,000,000 then outstanding under its revolving credit facility.

On February 25, 2002, the Company sold 884,543 common shares to a

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closed-end fund and 514,200 shares to a unit investment trust based on the closing price of \$42.96 on the NYSE. The net proceeds to the Company were approximately \$57,042,000.

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### OFFICE

On January 11, 2001, the Company completed a \$105,000,000 refinancing of its 888 Seventh Avenue office building. The loan bears interest at a fixed rate of 6.6% and matures on January 1, 2006. A portion of the proceeds received were used to repay the then existing mortgage of \$55,000,000.

### MERCHANDISE MART

On October 16, 2001, the Company completed a \$49,000,000 refinancing of its Washington Design Center property. The loan bears interest at a fixed rate of 6.95% and matures on October 16, 2011. A portion of the proceeds received were used to repay the then existing mortgage of \$23,000,000.

On July 11, 2001, the Company completed a \$50,000,000 refinancing of its Market Square Complex. The loan bears interest at a fixed rate of 7.95% and matures in July 2011. The proceeds received were used to repay the then existing mortgage of \$49,000,000.

### OTHER

On September 20, 2001, the Company completed a \$50,000,000 mortgage financing, cross-collateralized by its eight industrial warehouse properties. The loan bears interest at a fixed rate of 6.95% per annum and matures on October 1, 2011.

On February 1, 2002, the Newkirk MLP, in which the Company has a 21.1% interest, completed a \$225,000,000 mortgage financing collateralized by its properties, subject to the existing first and certain second mortgages on those properties. The loan bears interest at LIBOR plus 5.5% with a LIBOR floor of 3.0% (8.5% at February 1, 2002) and matures on January 31, 2005, with two one-year extension options.

The Company has an effective shelf registration under which the Company can offer an aggregate of approximately \$940,000,000 of equity securities and Vornado Realty L.P. can offer an aggregate of \$1.0 billion of debt securities.

The Company anticipates that cash from continuing operations will be adequate to fund business operations and the payment of dividends and distributions on an on-going basis for more than the next twelve months; however, capital outlays for significant acquisitions will require funding from borrowings or equity offerings.

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### RECENTLY ISSUED ACCOUNTING STANDARDS

The Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 133, ACCOUNTING FOR DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES, as amended, which establishes accounting and reporting standards requiring every derivative instrument (including certain

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derivative instruments embedded in other contracts) be recorded on the balance sheet as either an asset or liability measured at its fair value. The Statement requires that changes in the derivative instrument's fair value be recognized currently in earnings unless specific hedge accounting criteria are met. The Company's investment securities include stock purchase warrants received from companies that provide fiber-optic network and broadband access to the Company's Office division tenants. Statement 133 requires these warrants to be marked-to-market at each reporting period with the change in value recognized currently in earnings. The Company has previously marked-to-market changes in value through accumulated other comprehensive loss. Under Statement 133, those changes are recognized through earnings, and accordingly, the Company has reclassified \$4,110,000 from accumulated other comprehensive loss to the consolidated statement of income as the cumulative effect of change in accounting principle as of January 1, 2001. Future changes in value of such securities will be recorded through earnings. The Company does not currently utilize derivatives for hedging purposes and does not engage in speculative activities.

In June 2001, the Financial Accounting Standards Board issued SFAS No. 141, BUSINESS COMBINATIONS (effective July 1, 2001) and SFAS No. 142, GOODWILL AND OTHER INTANGIBLE ASSETS (effective January 1, 2002). SFAS No. 141 prohibits pooling-of-interests accounting for acquisitions. SFAS No. 142 specifies that goodwill and some intangible assets will no longer be amortized but instead be subject to periodic impairment testing. In the first quarter of 2002, the Company will write-off goodwill of approximately \$32,491,000, of which (i) \$18,000,000 represents its share of the goodwill arising from the Company's investment in Temperature Controlled Logistics and (ii) \$14,491,000 represents goodwill arising from the Company's acquisition of the Hotel Pennsylvania. The write-off will be reflected as a cumulative effect of a change in accounting principle. Amortization of goodwill during 2001 was approximately \$1,116,000.

In August 2001, FASB issued SFAS No. 143, ACCOUNTING FOR ASSET RETIREMENT OBLIGATIONS (effective January 1, 2003) and SFAS No. 144, ACCOUNTING FOR THE IMPAIRMENT OR DISPOSAL OF LONG-LIVED ASSETS (effective January 1, 2002). SFAS No. 143 requires the recording of the fair value of a liability for an asset retirement obligation in the period which it is incurred. SFAS No. 144 supersedes current accounting literature and now provides for a single accounting model for long lived-assets to be disposed of by sale and requires discontinued operations presentation for disposals of a "component" of an entity. The Company does not anticipate that the adoption of these statements will have a material effect on the Company's financial statements; however under SFAS No. 144, if the Company were to dispose of a material operating property, such property's results of operations will have to be separately disclosed as discontinued operations in the Company's financial statements.

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### ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company's exposure to a change in interest rates on its wholly-owned and partially-owned debt (all of which arises out of non-trading activity) is as follows:

(\$ in thousands, except per share amounts)

	2001		
December 31,	Weighted Average	Effect of 1% Change In	Dece



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	Balance -----	Interest Rate -----	Base Rates -----	B -----
Wholly-owned debt:				
Variable rate.....	\$ 1,182,605	3.39%	\$ 10,591 (1)	\$ 1
Fixed rate.....	1,294,568	7.53%	--	1
	-----		-----	-----
	\$ 2,477,173		10,591	\$ 2
	=====		-----	=====
Partially-owned debt:				
Variable rate.....	\$ 85,516	5.63%	855	\$
Fixed rate.....	1,234,019	8.29%	--	1
	-----		-----	-----
	\$ 1,319,535		855	\$ 1
	=====		-----	=====
Minority interest.....			(1,660)	
			-----	
Total decrease in the Company's annual net income.....			\$ 9,786	
			=====	
Per share-diluted.....			\$ .11	
			=====	

(1) Excludes the effect of a \$123,500 mortgage financing, cross-collateralized by the Company's 770 Broadway and 595 Madison Avenue office properties, as the proceeds are in a restricted mortgage escrow account which bears interest at the same rate as the loan.

Various financial instruments exist which could be employed to reduce the Company's exposure to change in interest rates. The Company does not currently utilize such hedging strategies.

The fair value of the Company's debt at December 31, 2001, based on 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 approximates its carrying value.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

INDEX TO FINANCIAL STATEMENTS

Independent Auditors' Report.....	
Consolidated Balance Sheets at December 31, 2001 and 2000.....	
Consolidated Statements of Income for the years ended December 31, 2001, 2000, and 1999 .....	
Consolidated Statements of Shareholders' Equity for the years ended December 31, 2001, 2000, and	
Consolidated Statements of Cash Flows for the years ended December 31, 2001, 2000, and 1999.....	
Notes to Consolidated Financial Statements.....	

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### ITEM 9. CHANGES IN AND DISAGREEMENTS WITH INDEPENDENT AUDITORS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

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#### INDEPENDENT AUDITORS' REPORT

Shareholders and Board of Trustees  
Vornado Realty Trust  
New York, New York

We have audited the accompanying consolidated balance sheets of Vornado Realty Trust as of December 31, 2001 and 2000, and the related consolidated statements of income, shareholders' equity and cash flows for each of the three years in the period ended December 31, 2001. Our audits also included the financial statement schedules listed in the Index at Item 14. 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 auditing standards generally accepted in the United States of America. 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, 2001 and 2000, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2001 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.

DELOITTE & TOUCHE LLP

Parsippany, New Jersey

March 11, 2002

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VORNADO REALTY TRUST  
CONSOLIDATED BALANCE SHEETS

DECE

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2001

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

ASSETS

Real estate, at cost:	
Land .....	\$ 895,831
Buildings and improvements .....	3,480,249
Development costs and construction in progress .....	258,357
Leasehold improvements and equipment .....	55,774
Total .....	4,690,211
Less accumulated depreciation and amortization .....	(506,225)
Real estate, net .....	4,183,986
Cash and cash equivalents, including U.S. government obligations under repurchase agreements of \$15,235 and \$27,793 .....	265,584
Escrow deposits and restricted cash .....	204,463
Marketable securities .....	126,774
Investments and advances to partially-owned entities, including Alexander's of \$188,522 and \$178,413 .....	1,270,195
Due from Officers .....	18,197
Accounts receivable, net of allowance for doubtful accounts of \$8,831 and \$9,343 .....	47,406
Notes and mortgage loans receivable .....	258,555
Receivable arising from the straight-lining of rents .....	138,154
Other assets .....	264,029
	<u>\$ 6,777,343</u>

LIABILITIES AND SHAREHOLDERS' EQUITY

Notes and mortgages payable .....	\$ 2,477,173
Revolving credit facility .....	--
Accounts payable and accrued expenses .....	179,597
Officer's compensation payable .....	6,708
Deferred leasing fee income .....	11,940
Other liabilities .....	51,895
Total liabilities .....	2,727,313
Minority interest of unitholders in the Operating Partnership .....	1,479,658
Commitments and contingencies	
Shareholders' equity:	
Preferred shares of beneficial interest:	
no par value per share; authorized 45,000,000 shares;	
Series A: liquidation preference \$50.00 per share; issued and outstanding 5,520,435 and 5,789,239 shares .....	276,024
Series B: liquidation preference \$25.00 per share; issued and outstanding 3,400,000 shares .....	81,805
Series C: liquidation preference \$25.00 per share; issued and outstanding 4,600,000 shares .....	111,148
Common shares of beneficial interest: \$.04 par value per share; authorized, 150,000,000 shares; issued and outstanding, 99,035,023 and 86,803,770 shares	3,961
Additional capital .....	2,162,512
Distributions in excess of net income .....	(95,647)
	<u>2,539,803</u>
Deferred compensation shares earned but not yet delivered .....	38,253

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Accumulated other comprehensive loss .....	(2,980)
Due from officers for purchase of common shares of beneficial interest .....	(4,704)
	-----
Total shareholders' equity .....	2,570,372
	-----
	\$ 6,777,343
	=====

See notes to consolidated financial statements.

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### VORNADO REALTY TRUST CONSOLIDATED STATEMENTS OF INCOME

	YEAR ENDED DE	
	2001	2000
(amounts in thousands, except per share amounts)		
<b>Revenues:</b>		
Property rentals .....	\$ 841,999	\$ 695,
Expense reimbursements .....	133,114	120,
Other income (including fee income from related parties of \$1,655, \$1,418, and \$1,262) .....	10,660	10,
	-----	-----
Total revenues .....	985,773	825,
	-----	-----
<b>Expenses:</b>		
Operating .....	398,969	318,
Depreciation and amortization .....	123,862	99,
General and administrative .....	72,572	47,
Costs of acquisitions not consummated .....	5,223	
	-----	-----
Total expenses .....	600,626	466,
	-----	-----
Operating income .....	385,147	359,
Income applicable to Alexander's .....	24,548	17,
Income from partially-owned entities .....	80,612	86,
Interest and other investment income .....	54,385	32,
Interest and debt expense (including amortization of deferred financing costs of \$8,458, and \$7,298) .....	(173,076)	(170,
Net gain on disposition of wholly-owned and partially-owned assets .....	7,425	10,
<b>Minority interest:</b>		
Perpetual preferred unit distributions .....	(70,705)	(62,
Minority limited partnership earnings .....	(39,138)	(38,
Partially-owned entities .....	(2,520)	(1,
	-----	-----
Income before cumulative effect of change in accounting principle and extraordinary item .....	266,678	235,
Cumulative effect of change in accounting principle .....	(4,110)	
Extraordinary item .....	1,170	(1,
	-----	-----
Net income .....	263,738	233,

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Preferred share dividends (including accretion of issuance expenses of \$958 in 2001 and \$2,875 in 2000 and 1999) .....	(36,505)	(38,)
NET INCOME applicable to common shares .....	\$ 227,233	\$ 195,
NET INCOME PER COMMON SHARE-BASIC .....	\$ 2.55	\$ 2
NET INCOME PER COMMON SHARE-DILUTED .....	\$ 2.47	\$ 2

See notes to consolidated financial statements.

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### VORNADO REALTY TRUST

#### CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

	PREFERRED SHARES	COMMON SHARES	ADDITIONAL CAPITAL	DIS IN NE
	-----	-----	-----	-----
(amounts in thousands, except per share amounts)				
BALANCE, JANUARY 1, 1999 .....	\$ 282,758	\$ 3,403	\$ 1,653,208	\$
Net Income .....	--	--	--	
Dividends paid on Preferred Shares				
Series A Preferred Shares				
(\$3.25 per share) .....	--	--	--	
Series B Preferred Shares				
(\$1.68 per share) .....	--	--	--	
Series C Preferred Shares				
(\$1.31 per share) .....	--	--	--	
Net proceeds from issuance of preferred shares .....	192,953	--	--	
Dividends paid on common shares				
(\$1.80 per share) .....	--	--	--	
Common shares issued under employees' share plan .....	--	5	2,458	
Redemption of units for common shares .....	--	44	40,214	
Accretion of issuance expenses on preferred shares .....	2,874	--	--	
Common shares issued in connection with dividend reinvestment plan .....	--	1	677	
Change in unrealized net loss on securities available for sale .....	--	--	--	
Depreciation of securities held in officer's deferred compensation trust .....	--	--	--	
Pension obligations .....	--	--	--	
Forgiveness of amount due from officers .....	--	--	--	
BALANCE, DECEMBER 31, 1999 .....	\$ 478,585	\$ 3,453	\$ 1,696,557	\$

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	OTHER	SHAREHOLDERS' EQUITY	COMPREHENSIVE INCOME
	-----	-----	-----
BALANCE, JANUARY 1, 1999 .....	\$ (4,897)	\$ 1,782,678	
Net Income .....	--	202,519	\$ 202,519
Dividends paid on Preferred Shares			
Series A Preferred Shares			
(\$3.25 per share) .....	--	(21,690)	--
Series B Preferred Shares			
(\$1.68 per share) .....	--	(5,720)	--
Series C Preferred Shares			
(\$1.31 per share) .....	--	(6,028)	--
Net proceeds from issuance of preferred shares .....	--	192,953	--
Dividends paid on common shares			
(\$1.80 per share) .....	--	(153,223)	--
Common shares issued under employees' share plan .....	--	2,463	--
Redemption of units for common shares .....	--	40,258	--
Accretion of issuance expenses on preferred shares .....	--	2,874	--
Common shares issued in connection with dividend reinvestment plan .....	--	678	--
Change in unrealized net loss on securities available for sale .....	--	15,603	15,603
Depreciation of securities held in officer's deferred compensation trust .....	--	579	579
Pension obligations .....	--	1,327	1,327
Forgiveness of amount due from officers .....	97	97	--
	-----	-----	-----
BALANCE, DECEMBER 31, 1999 .....	\$ (4,800)	\$ 2,055,368	\$ 220,028
	=====	=====	=====

See notes to consolidated financial statements.

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VORNADO REALTY TRUST

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

	PREFERRED SHARES	COMMON SHARES	ADDITIONAL CAPITAL	DI IN N
	-----	-----	-----	-----
(amounts in thousands, except per share amounts)				
BALANCE, DECEMBER 31, 1999 .....	\$ 478,585	\$ 3,453	\$ 1,696,557	\$
Net Income .....	--	--	--	
Dividends paid on Preferred Shares				

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Series A Preferred Shares (\$3.25 per share) .....	--	--	--
Series B Preferred Shares (\$2.125 per share) .....	--	--	--
Series C Preferred Shares (\$2.125 per share) .....	--	--	--
Dividends paid on common shares (\$1.97 per share) .....	--	--	--
Common shares issued under employees' share plan .....	--	15	9,913
Redemption of units for common shares .....	--	3	1,789
Accretion of issuance expenses on preferred shares .....	2,875	--	--
Common shares issued in connection with dividend reinvestment plan .....	--	1	1,025
Change in unrealized net loss on securities available for sale .....	--	--	--
Appreciation of securities held in officer's deferred compensation trust .....	--	--	--
Forgiveness of amount due from officers .....	--	--	--
	-----	-----	-----
BALANCE, DECEMBER 31, 2000 .....	481,460	3,472	1,709,284
Net Income .....	--	--	--
Dividends paid on Preferred Shares			
Series A Preferred Shares (\$3.25 per share) .....	--	--	--
Series B Preferred Shares (\$2.125 per share) .....	--	--	--
Series C Preferred Shares (\$2.125 per share) .....	--	--	--
Dividends paid on common shares (\$2.32 per share) .....	--	--	--
Dividends payable on common shares (\$.31 per share) .....	--	--	--
Common shares issued, net of shelf registration costs of \$260 .....	--	391	376,542
Common shares issued under employees' share plan .....	--	12	9,947
Conversion of Series A Preferred Shares to common share .....	(13,441)	15	13,426
Redemption of units for common shares .....	--	70	52,017
Accretion of issuance expenses on preferred shares .....	958	--	--
Common shares issued in connection with dividend reinvestment plan .....	--	1	1,296
Change in unrealized net loss on securities available for sale .....	--	--	--
Deferred compensation shares earned but not yet issued .....	--	--	--
Pension obligations .....	--	--	--
	-----	-----	-----
BALANCE, DECEMBER 31, 2001 .....	\$ 468,977	\$ 3,961	\$ 2,162,512
	=====	=====	=====

OTHER  
-----

SHAREHOLDERS'  
EQUITY  
-----

COMPREHENSIVE  
INCOME  
-----

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BALANCE, DECEMBER 31, 1999 .....	\$ (4,800)	\$ 2,055,368	
Net Income .....	--	233,991	\$ 233,991
Dividends paid on Preferred Shares			
Series A Preferred Shares			
(\$3.25 per share) .....	--	(21,689)	--
Series B Preferred Shares			
(\$2.125 per share) .....	--	(7,225)	--
Series C Preferred Shares			
(\$2.125per share) .....	--	(9,776)	--
Dividends paid on common shares			
(\$1.97 per share) .....	--	(168,688)	--
Common shares issued under			
employees' share plan .....	--	9,928	--
Redemption of units for common shares .....	--	1,792	--
Accretion of issuance expenses on			
preferred shares .....	--	2,875	--
Common shares issued in connection			
with dividend reinvestment plan .....	--	1,026	--
Change in unrealized net loss			
on securities available for sale .....	--	(18,399)	(18,399)
Appreciation of securities held			
in officer's deferred compensation trust .....	--	(579)	(579)
Forgiveness of amount due			
from officers .....	96	96	--
	-----	-----	-----
BALANCE, DECEMBER 31, 2000 .....	(4,704)	2,078,720	\$ 215,013
			=====
Net Income .....	--	263,738	\$ 263,738
Dividends paid on Preferred Shares			
Series A Preferred Shares			
(\$3.25 per share) .....	--	(19,505)	--
Series B Preferred Shares			
(\$2.125 per share) .....	--	(7,225)	--
Series C Preferred Shares			
(\$2.125 per share) .....	--	(9,775)	--
Dividends paid on common shares			
(\$2.32 per share) .....	--	(201,813)	--
Dividends payable on common shares			
(\$.31 per share) .....	--	(30,701)	--
Common shares issued, net of shelf			
registration costs of \$260 .....	--	376,933	--
Common shares issued under			
employees' share plan .....	--	9,959	--
Conversion of Series A Preferred Shares to			
common share .....	--	--	--
Redemption of units for common shares .....	--	52,087	--
Accretion of issuance expenses on			
preferred shares .....	--	958	--
Common shares issued in connection			
with dividend reinvestment plan .....	--	1,297	--
Change in unrealized net loss			
on securities available for sale .....	--	18,178	18,178
Deferred compensation shares earned			
but not yet delivered .....	38,253	38,253	--
Pension obligations .....	--	(732)	(732)
	-----	-----	-----
BALANCE, DECEMBER 31, 2001 .....	\$ (33,549)	\$ 2,570,372	\$ 281,184
	=====	=====	=====

See notes to consolidated financial statements.



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VORNADO REALTY TRUST  
CONSOLIDATED STATEMENTS OF CASH FLOWS

	YEAR ENDED	
	-----	
	2001	-----
	-----	
(amounts in thousands)		
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income .....	\$ 263,738	\$
Adjustments to reconcile net income to net cash provided by operating activities:		
Cumulative effect of change in accounting principle .....	4,110	
Extraordinary item .....	(1,170)	
Minority interest .....	112,363	
Net gain on dispositions of wholly-owned and partially-owned assets .....	(7,425)	
Depreciation and amortization (including debt issuance costs) .....	123,862	
Straight-lining of rental income .....	(27,230)	
Equity in (income) loss of Alexander's .....	(24,548)	
Equity in income of partially-owned entities .....	(80,612)	
Changes in operating assets and liabilities .....	24,597	
	-----	-----
Net cash provided by operating activities .....	387,685	
	-----	-----
CASH FLOWS FROM INVESTING ACTIVITIES:		
Development costs and construction in progress .....	(145,817)	
Acquisitions of real estate and other .....	(11,574)	
Additions to real estate .....	(67,090)	
Investments in partially-owned entities .....	(109,332)	
Proceeds from sale of real estate .....	162,045	
Proceeds from sale of Temperature Controlled Logistics assets .....	--	
Investments in notes and mortgage loans receivable .....	(83,879)	
Repayment of notes and mortgage loans receivable .....	64,206	
Cash restricted, primarily mortgage escrows .....	9,896	
Distributions from partially-owned entities .....	114,218	
Real estate deposits .....	--	
Purchases of marketable securities .....	(14,325)	
Proceeds from sale or maturity of securities available for sale .....	1,930	
	-----	-----
Net cash used in investing activities .....	(79,722)	
	-----	-----
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from borrowings .....	554,115	1,
Repayments of borrowings .....	(835,257)	(
Costs of refinancing debt .....	(3,394)	
Proceeds from issuance of preferred shares .....	--	
Proceeds from issuance of preferred units .....	52,673	
Proceeds from issuance of common shares .....	377,193	
Dividends paid on common shares .....	(201,813)	(
Dividends paid on preferred shares .....	(35,547)	

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Distributions to minority partners .....	(98,594)	
Exercise of share options .....	11,256	
	-----	-----
Net cash (used in) provided by financing activities .....	(179,368)	
	-----	-----
Net increase (decrease) in cash and cash equivalents .....	128,595	
Cash and cash equivalents at beginning of year .....	136,989	
	-----	-----
Cash and cash equivalents at end of year .....	\$ 265,584	\$
	=====	=====
Supplemental Disclosure of Cash Flow Information:		
Cash payments for interest (including capitalized interest of \$12,171, \$12,269, and \$7,012) .....	\$ 171,166	\$
	=====	=====
NON-CASH TRANSACTIONS:		
Financing in connection with acquisitions .....	\$ --	\$
Minority interest in connection with acquisitions .....	18,798	
Unrealized (loss) gain on securities available for sale .....	9,495	
(Appreciation) depreciation of securities held in officer's deferred compensation trust .....	(3,023)	

See notes to consolidated financial statements.

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### VORNADO REALTY TRUST

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

##### 1. ORGANIZATION AND BUSINESS

Vornado Realty Trust is a fully-integrated real estate investment trust ("REIT"). Vornado conducts its business through Vornado Realty L.P. ("the Operating Partnership"). Vornado is the sole general partner of, and owned approximately 79% of the common limited partnership interest in, the Operating Partnership at February 1, 2002. All references to the "Company" and "Vornado" refer to Vornado Realty Trust and its consolidated subsidiaries, including the Operating Partnership.

The Company currently owns directly or indirectly:

##### OFFICE PROPERTIES ("OFFICE"):

(i) all or portions of 73 office properties aggregating approximately 27.2 million square feet in the New York City metropolitan area (primarily Manhattan) and in the Washington D.C. and Northern Virginia area;

##### RETAIL PROPERTIES ("RETAIL"):

(ii) 55 shopping center properties in six states and Puerto Rico aggregating approximately 11.3 million square feet, including 1.4 million square feet built by tenants on land leased from the Company;

##### MERCHANDISE MART PROPERTIES:

(iii) 8.6 million square feet of showroom and office space, including the 3.4 million square foot Merchandise Mart in Chicago;

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### TEMPERATURE CONTROLLED LOGISTICS:

(iv) a 60% interest in the Vornado/Crescent partnerships that own 89 warehouse facilities nationwide with an aggregate of approximately 445 million cubic feet of refrigerated space leased to AmeriCold Logistics;

### OTHER REAL ESTATE INVESTMENTS:

(v) 33.1% of the outstanding common stock of Alexander's, Inc. ("Alexander's");

(vi) the Hotel Pennsylvania in New York City consisting of a hotel portion containing 1.0 million square feet with 1,700 rooms and a commercial portion containing .4 million square feet of retail and office space;

(vii) a 21.1% interest in The Newkirk Master Limited Partnership which owns office, retail and industrial properties net leased primarily to credit rated tenants, and various debt interests in such properties;

(viii) eight dry warehouse/industrial properties in New Jersey containing approximately 2.0 million square feet; and

(ix) other investments, including interests in other real estate, marketable securities and loans and notes receivable.

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### VORNADO REALTY TRUST

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**BASIS OF PRESENTATION:** The accompanying consolidated financial statements include the accounts of Vornado Realty Trust and its majority-owned subsidiary, Vornado Realty L.P. as well as entities in which the Company has a 50% or greater interest, provided that the Company exercises control (where the Company doesn't exercise control, such entities are accounted for under the equity method). All significant intercompany amounts have been eliminated. Equity interests in partially-owned corporate entities are accounted for under the equity method of accounting when the Company's ownership interest is more than 20% but less than 50%. When partially-owned investments are in partnership form, the 20% threshold may be reduced. For all other investments, the Company uses the cost method. Equity investments are recorded initially at cost and subsequently adjusted for the Company's share of the net income or loss and cash contributions and distributions to or from these entities.

Prior to January 1, 2001, the Company's equity interests in partially-owned entities also included investments in preferred stock affiliates (corporations in which the Company owned all of the preferred stock and none of the common equity). Ownership of the preferred stock entitled the Company to substantially all of the economic benefits in the preferred stock affiliates. On January 1, 2001, the Company acquired the common stock of the preferred stock affiliates, which was owned by Officers and Trustees of Vornado, and converted them to taxable REIT subsidiaries. Accordingly, the Hotel portion of the Hotel Pennsylvania and the management companies (which provide services to the Company's business segments and operate the Trade Show business of the Merchandise Mart division) have been

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consolidated beginning January 1, 2001.

Management has 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.

**RECLASSIFICATIONS:** Certain prior year balances have been reclassified in order to conform to current year presentation.

**REAL ESTATE:** Real estate is carried at cost, net of accumulated depreciation and amortization. Betterments, major renewals and certain costs directly related to the acquisition, improvement and leasing of real estate are capitalized. Maintenance and repairs are charged to operations as incurred. For redevelopment of existing operating properties, the net book value of the existing property under redevelopment plus the cost for the construction and improvements incurred in connection with the redevelopment are capitalized to the extent the capitalized costs of the property do not exceed the estimated fair value of the redeveloped property when complete. If the cost of the redeveloped property, including the undepreciated net book value of the property carried forward, exceeds the estimated fair value of redeveloped property, the excess is charged to expense. During 2001, the amount of undepreciated book value carried forward on redeveloped properties totaled \$8,116,000. Depreciation is provided on a straight-line basis over the assets estimated useful lives which range from 7 to 40 years. Tenant allowances are amortized on a straight-line basis over the lives of the related leases, which approximates the useful lives of the assets. Additions to real estate include interest expense capitalized during construction of \$12,171,000, \$12,269,000, and \$7,012,000 for the years ended December 31, 2001, 2000, and 1999.

The Company's properties are reviewed for impairment if events or changes in circumstances indicate that the carrying amount of the property may not be recoverable. In such an event, a comparison is made of the current and projected operating cash flows of each such property into the foreseeable future on an undiscounted basis to the carrying amount of such property. Such carrying amount would be adjusted, if necessary, to estimated fair value to reflect an impairment in the value of the asset.

**CASH AND CASH EQUIVALENTS:** Cash and cash equivalents consist of highly liquid investments purchased with original maturities of three months or less. Cash and cash equivalents does not include cash escrowed under loan agreements and cash restricted in connection with an officer's deferred compensation payable.

**MARKETABLE SECURITIES:** The Company has classified debt and equity securities which it intends to hold for an indefinite period of time (including warrants to acquire equity securities) as securities available for sale; equity securities it intends to buy and sell on a short term basis as trading securities; and preferred stock investments as securities held to maturity. Unrealized gains and losses on trading securities are included in earnings. Unrealized gains and losses on securities available for sale are included as a component of shareholders' equity and other comprehensive income. Realized gains or losses on the sale of securities are recorded based on specific identification. A portion of the Company's preferred stock investments are redeemable and accounted for in accordance with EITF 99-20 "Recognition of Interest Income and Impairment on Purchased and Retained Beneficial Interests in Securitized Financial Assets." Income is recognized by applying the prospective method of adjusting the yield to maturity based on an estimate of future cash flows. If the value of the investment based on the present value of the future cash flows is less than the Company's carrying amount, the investments will be written-down to fair value through earnings.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

At December 31, 2001 and 2000, marketable securities had an aggregate cost of \$117,284,000 and \$129,023,000 and an aggregate market value of \$126,774,000 and \$120,340,000 (of which \$13,888,000 and \$13,713,000 represents trading securities; \$49,763,000 and \$57,945,000 represents securities available for sale; and \$63,123,000 and \$48,682,000 represent securities held to maturity). Gross unrealized gains and losses were \$14,738,000 and \$5,243,000 at December 31, 2001, and \$8,159,000 and \$16,842,000 at December 31, 2000.

**NOTES AND MORTGAGE LOANS RECEIVABLE:** The Company evaluates the collectibility of both interest and principal of each of its loans, if circumstances warrant, to determine whether it is impaired. A loan is considered to be impaired, when based on current information and events, it is probable that the Company will be unable to collect all amounts due according to the existing contractual terms. When a loan is considered to be impaired, the amount of the loss accrual is calculated by comparing the recorded investment to the value determined by discounting the expected future cash flows at the loan's effective interest rate or, as a practical expedient to the value of the collateral if the loan is collateral dependent. Interest on impaired loans is recognized on a cash basis.

**DEFERRED CHARGES:** Direct financing costs are deferred and amortized over the terms of the related agreements as a component of interest expense. Direct costs related to leasing activities are capitalized and amortized on a straight-line basis over the lives of the related leases. All other deferred charges are amortized on a straight-line basis, which approximates the effective interest rate method, in accordance with the terms of the agreements to which they relate.

**GOODWILL:** The excess of purchase price over the fair value of assets acquired is capitalized and amortized on a straight-line basis over the estimated useful lives which range from 10 to 40 years. Goodwill is reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable. In such event, a comparison is made of the current and projected operating cash flows of the related assets into the foreseeable future on an undiscounted basis to the carrying amount of both the asset and related goodwill. Such carrying amount would be adjusted, if necessary, to estimate value to reflect an impairment in the value of the goodwill.

**FAIR VALUE OF FINANCIAL INSTRUMENTS:** All financial instruments of the Company are reflected in the accompanying consolidated balance sheets at amounts which, in management's estimation, based upon an interpretation of available market information and valuation methodologies (including discounted cash flow analyses with regard to fixed rate debt) are considered appropriate, and reasonably approximate their fair values. Such fair value estimates are not necessarily indicative of the amounts that would be realized upon disposition of the Company's financial instruments.

**REVENUE RECOGNITION:** Base rents, additional rents based on tenants' sales volume and reimbursement of the tenants' share of certain operating expenses are generally recognized when due from tenants. The straight-line basis is used to recognize base rents under leases entered into after November 14, 1985, if they provide for varying rents over the lease terms. Contingent rents are not recognized until realized.

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**INCOME TAXES:** The Company operates in a manner intended to enable it to continue to qualify as a 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. The Company will distribute to its shareholders 100% of its taxable income before the first distribution of the 2002 calendar year. Therefore, no provision for Federal income taxes is required. Dividend distributions for the years ended December 31, 2001, 2000 and 1999, were characterized for Federal income tax purposes as ordinary income.

The Company owns stock in corporations that have elected to be treated for Federal income tax purposes, as taxable REIT subsidiaries ("TRS"). The value of the combined TRS stock cannot and does not exceed 20% of the value of the Company's total assets. A TRS is taxable on its net income at regular corporate tax rates. For the 2001 tax year, the total tax is approximately \$1,050,000.

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### VORNADO REALTY TRUST

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

The net basis of the Company's assets and liabilities for tax purposes is approximately \$1,069,000,000 lower than the amount reported for financial statement purposes. At December 31, 2001, the Company had a capital loss carryover of approximately \$83,000,000. The capital loss carryover is available to offset future capital gains that would otherwise be required to be distributed as dividends to shareholders.

**AMOUNTS PER SHARE:** Basic earnings per share is computed based on average shares outstanding. Diluted earnings per share considers the effect of outstanding options, warrants and convertible or redeemable securities.

**STOCK OPTIONS:** The Company accounts for stock-based compensation using the intrinsic value method. Under the intrinsic value method compensation cost is measured as the excess, if any, of the quoted market price of the Company's stock at the date of grant over the exercise price of the option granted. Compensation cost for stock options, if any, is recognized ratably over the vesting period. The Company's policy is to grant options with an exercise price equal to the quoted market price of the Company's stock on the grant date. Accordingly, no compensation cost has been recognized for the Company's stock option plans.

#### RECENTLY ISSUED ACCOUNTING STANDARDS

The Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 133, ACCOUNTING FOR DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES, as amended, which establishes accounting and reporting standards requiring every derivative instrument (including certain derivative instruments embedded in other contracts) be recorded on the balance sheet as either an asset or liability measured at its fair value. The Statement requires that changes in the derivative instrument's fair value be recognized currently in earnings unless specific hedge accounting criteria are met. The Company's investment securities include stock purchase warrants received from companies that provide fiber-optic network and broadband access to the Company's Office division tenants. Statement 133 requires these warrants to be marked-to-market at each reporting period with the change in value recognized

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currently in earnings. The Company has previously marked-to-market changes in value through accumulated other comprehensive loss. Under Statement 133, those changes are recognized through earnings, and accordingly, the Company has reclassified \$4,110,000 from accumulated other comprehensive loss to the consolidated statement of income as the cumulative effect of change in accounting principle as of January 1, 2001. Future changes in value of such securities will be recorded through earnings. The Company does not currently utilize derivatives for hedging purposes and does not engage in speculative activities.

In June 2001, the Financial Accounting Standards Board issued SFAS No. 141, BUSINESS COMBINATIONS (effective July 1, 2001) and SFAS No. 142, GOODWILL AND OTHER INTANGIBLE ASSETS (effective January 1, 2002). SFAS No. 141 prohibits pooling-of-interests accounting for acquisitions. SFAS No. 142 specifies that goodwill and some intangible assets will no longer be amortized but instead be subject to periodic impairment testing. In the first quarter of 2002, the Company will write-off goodwill of approximately \$32,491,000, of which (i) \$18,000,000 represents its share of the goodwill arising from the Company's investment in Temperature Controlled Logistics and (ii) \$14,491,000 represents goodwill arising from the Company's acquisition of the Hotel Pennsylvania. The write-off will be reflected as a cumulative effect of a change in accounting principle. Amortization of goodwill during 2001 was approximately \$1,116,000.

In August 2001, FASB issued SFAS No. 143, ACCOUNTING FOR ASSET RETIREMENT OBLIGATIONS (effective January 1, 2003) and SFAS No. 144, ACCOUNTING FOR THE IMPAIRMENT OR DISPOSAL OF LONG-LIVED ASSETS (effective January 1, 2002). SFAS No. 143 requires the recording of the fair value of a liability for an asset retirement obligation in the period which it is incurred. SFAS No. 144 supersedes current accounting literature and now provides for a single accounting model for long lived-assets to be disposed of by sale and requires discontinued operations presentation for disposals of a "component" of an entity. The Company does not anticipate that the adoption of these statements will have a material effect on the Company's financial statements; however under SFAS No. 144, if the Company were to dispose of a material operating property, such property's results of operations will have to be separately disclosed as discontinued operations in the Company's financial statements.

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### VORNADO REALTY TRUST

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

##### 3. ACQUISITIONS AND DISPOSITIONS

The Company completed approximately \$1,611,600,000 of real estate acquisitions or investments from January 1, 2001 through February 2002 and \$404,000,000 in 2000. These acquisitions were consummated through subsidiaries or preferred stock affiliates of the Company and were recorded under the purchase method of accounting. Related net assets and results of operations have been included in these financial statements since their respective dates of acquisition. The pro forma effect of the acquisitions, other than Charles E. Smith Commercial Realty, were not material to the Company's historical results of operations.

##### OFFICE:

CHARLES E. SMITH COMMERCIAL REALTY INVESTMENT ("CESCR")

See, Note 17 -- "Subsequent Events"

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7 WEST 34TH STREET

On November 1, 2000, the Company acquired 7 West 34th Street, a Manhattan office building containing 479,000 square feet for \$128,000,000.

### RETAIL:

STARWOOD-CERUZZI JOINT VENTURES

In the first quarter of 2000, the Company and its joint venture partner acquired 2 fee interests containing 210,000 square feet and 4 leasehold interests containing 400,000 square feet in properties located in Pennsylvania, Virginia, Maryland and Ohio formerly occupied by Hechinger, Inc., a home improvement retailer which was liquidated. The purchase price was \$27,425,000, of which the Company's share was 80%.

### MERCHANDISE MART PROPERTIES:

33 NORTH DEARBORN STREET

On September 21, 2000 the Company acquired 33 North Dearborn Street, a 321,000 square foot office building in Chicago for \$35,000,000 of which \$19,000,000 was debt.

L.A. MART

On October 2, 2000, the Company acquired the 724,000 square foot L.A. Mart in Los Angeles and its 9.3 acre site for \$54,000,000, of which \$10,000,000 was debt.

### OTHER REAL ESTATE INVESTMENTS:

LOAN TO COMMONWEALTH ATLANTIC PROPERTIES, INC. ("CAPI")

In March 1999, in connection with the Company's acquisition of land under certain of the CESCRO office properties from CAPI, the Company made a \$41,200,000 loan to CAPI, which matures in June 2004. Interest on the loan was 8.5% at December 31, 2001. The loan is secured by approximately 1,100,000 units of Vornado Realty, L.P. Series E-1 Convertible Preferred Units (with a liquidation value of \$55,000,000 at December 31, 2001) issued to CAPI in connection with the acquisition. Each Series E-1 Unit is convertible into 1.1364 shares of Vornado Realty Trust.

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## VORNADO REALTY TRUST NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

NEWKIRK JOINT VENTURES

During 2000, the Company completed acquisitions of additional equity investments in certain limited partnerships for \$10,526,000, including \$1,334,000 in cash and \$9,192,000 in Operating Partnership units.

STUDENT HOUSING JOINT VENTURE

On January 28, 2000, the Company and its joint venture partner, acquired a 252-unit student housing complex in Gainesville, Florida, for approximately \$27,000,000, of which \$19,600,000 was debt. The Company's share of this investment is 90%.



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### ALEXANDER'S

On March 31, 2000, the Company increased its ownership in Alexander's from 32% to 32.9% by acquiring 41,500 shares of Alexander's common stock for \$2,740,000. On April 11, 2000, the Company acquired an additional 10,400 shares for \$674,000, thereby increasing its ownership interest to 33.1%.

### LOAN TO NORTHSTAR PARTNERSHIP L.P.

On September 19, 2000, the Company acquired \$75,000,000 of subordinated unsecured debt of NorthStar Partnership, L.P. ("NorthStar"), a private real estate company, for \$65,000,000. The loan bears interest at 11.5% per annum, requires quarterly principal payments of \$2,500,000 and matures in May 2002. All of the quarterly principal payment have been received by the Company in accordance with the loan agreement with the exception of the payment due on September 28, 2001 which was not received until October 30, 2001.

### LOAN TO PRIMESTONE INVESTMENT PARTNERS, L.P.

On September 28, 2000, the Company made a \$62,000,000 loan to Primestone Investment Partners, L.P. The Company received a 1% upfront fee and is entitled to receive certain other fees aggregating approximately 3% upon repayment of the loan. The loan bears interest at 16% per annum. Primestone Investment Partners, L.P. defaulted on the repayment of this loan on October 25, 2001. The Company's loan was subordinate to \$37,957,000 of other debt of the borrower. On October 31, 2001, the Company purchased the other debt for its face amount. The loans are secured by 7,944,893 partnership units in Prime Group Realty, L.P., the operating partnership of Prime Group Realty Trust (NYSE:PGE), which units are exchangeable for the same number of shares of PGE. The loans are also guaranteed by affiliates of the borrower. The Company has commenced foreclosure proceedings with respect to the collateral.

On November 19, 2001 the Company sold, pursuant to a participation agreement with a subsidiary of Cadim inc., a Canadian pension fund, a 50% participation in both loans at par for approximately \$50,000,000 reducing the Company's net investment in the loans at December 31, 2001 to \$56,768,000 including unpaid interest and fees of \$6,790,000. Under the terms of the participation agreement, cash payments received shall be applied (i) first, to the reimbursement of reimbursable out-of-pocket costs and expenses incurred in connection with the servicing, administration or enforcement of the loans after November 19, 2001, (ii) second, to the Company and Cadim pro rata in proportion to the amount of interest and fees owed to them (all of such fees and interest accrued through November 19, 2001 are for the account of Vornado and all of such fees and interest accrued after November 19, 2001 accrue on a 50/50 basis to the Company and Cadim) and (iii) third, 50% to the Company and 50% to Cadim. The Company has agreed that in the event the Company acquires the collateral in a foreclosure proceeding it will, upon the request of Cadim, deliver 50% of such collateral to Cadim.

For financial reporting purposes, the gross amount of the loan, \$106,768, is included in "Notes and mortgage loans receivable" and Cadim's 50% participation, \$50,000,000 is reflected in "Other liabilities". The Company did not recognize income on these loans for the period from November 19, 2001 through December 31, 2001, and will not recognize income until such time that cash is received or foreclosure proceedings have been consummated. The Company believes that the value of the collateral and the guarantees is sufficient to cover the carrying amount of the loans receivable including unpaid interest and fees.

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## VORNADO REALTY TRUST

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

#### LOAN TO DEARBORN CENTER

The Company's investment of \$21,522,000 represents a 38.5% interest in \$55,901,000 funded of a \$65,000,000 mezzanine loan to an entity whose sole asset is Dearborn Center, a 1.5 million square foot high-rise office tower under construction in Chicago. The entity is owned by Prime Group Realty L.P. and another investor. The Company is a member of a loan syndicate led by a money center bank. The proceeds of the loan are being used to finance the construction, and are subordinate to a \$225,000 first mortgage. The loan is due January 21, 2004, three years from the date of the initial draw, and provides for a one year extension at the borrower's option (assuming net operating income at a specified level and a cash reserve sufficient to fund interest for the extension period). The loan bears interest at 12% per annum plus additional interest ranging from a minimum of 9.5% to a maximum of 13% if certain leasing thresholds are not met.

#### DISPOSITIONS:

The following table sets forth the details of net gain on disposition of wholly-owned and partially-owned assets for the years ended December 31, 2001, 2000 and 1999:

(\$ in thousands)

	2001	2000
	-----	-----
<b>WHOLLY-OWNED ASSETS:</b>		
Net gain from condemnation proceeding .....	\$ 3,050	\$ --
Write-off of investments in technology companies .....	(16,513)	--
Net gain on sale of other real estate .....	--	10,965
<b>PARTIALLY-OWNED ASSETS:</b>		
After-tax net gain on sale of Park Laurel condominium units ...	15,657	--
Net gain on sale of 570 Lexington Avenue .....	12,445	--
Write-off of net investment in the Russian Tea Room ("RTR") ..	(7,374)	--
Other .....	160	--
	-----	-----
	\$ 7,425	\$ 10,965
	=====	=====

#### NET GAIN FROM CONDEMNATION PROCEEDING

In September 1998, Atlantic City condemned the Company's property. In the third quarter of 1998, the Company recorded a gain of \$1,694,000, which reflected the condemnation award of \$3,100,000, net of the carrying value of the property of \$1,406,000. The Company appealed the amount and on June 27, 2001, was awarded an additional \$3,050,000, which has been recorded as a gain in the quarter ended June 30, 2001.

#### WRITE-OFF INVESTMENTS IN TECHNOLOGY COMPANIES

In the first quarter of 2001, the Company recorded a charge of \$4,723,000 resulting from the write-off of an equity investment in a technology company. In

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the second quarter of 2001, the Company recorded an additional charge of \$13,561,000 resulting from the write-off of all of its remaining equity investments in technology companies due to both the deterioration of the financial condition of these companies and the lack of acceptance by the market of certain of their products and services. In the fourth quarter of 2001, the Company recorded \$1,481,000 of income resulting from the reversal of a deferred rent liability relating to the termination of an agreement permitting one of the technology companies access to its properties.

### 550/600 MAMARONECK AVENUE

On August 6, 2001, the Company sold its leasehold interest in 550/600 Mamaroneck Avenue for \$22,500,000, which approximated book value.

### NET GAIN ON SALE OF OTHER REAL ESTATE

During 2000, the Company sold (i) its three shopping centers located in Texas for \$25,750,000, resulting in a gain of \$2,560,000 and (ii) its Westport, Connecticut office property for \$24,000,000, resulting in a gain of \$8,405,000.

### PARK LAUREL CONDOMINIUM PROJECT

In the third quarter of 2001, the Park Laurel joint venture (69% owned by the Company) completed the sale of 52 condominium units of the total 53 units and received proceeds of \$139,548,000. The Company's share of the after tax net gain was \$15,657,000. The Company's share of the after-tax net gain reflects \$3,953,000 (net of tax benefit of \$1,826,000) awards accrued under the venture's incentive compensation plan.

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## VORNADO REALTY TRUST

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

### 570 LEXINGTON AVENUE

On May 17, 2001, the Company sold its 50% interest in 570 Lexington Avenue for \$60,000,000, resulting in a gain of \$12,445,000.

### WRITE-OFF OF NET INVESTMENT IN RTR

In the third quarter of 2001, the Company wrote-off its entire net investment of \$7,374,000 in RTR based on the operating losses and an assessment of the value of the real estate.

### 4. INVESTMENTS IN PARTIALLY-OWNED ENTITIES

The Company's investments in partially-owned entities and income recognized from such investments is disclosed below. Summarized financial data is provided for (i) investments in entities which exceed 10% of the Company's total assets and (ii) investments in which the Company's share of partially-owned entities pre-tax income exceeds 10% of the Company's net income.

### BALANCE SHEET DATA:

(\$ in thousands)

100% OF T  
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	PERCENTAGE OWNERSHIP	COMPANY'S INVESTMENT		TOTAL
		2001	2000	2001
INVESTMENTS:				
Temperature Controlled Logistics .....	60%	\$ 474,862	\$ 469,613	\$ 1,379,21
Charles E. Smith Commercial Realty L.P.(1) .....	34%	347,263	325,328	\$ 1,308,29
Alexander's .....	33.1%	188,522	178,413	\$ 583,33
Newkirk Joint Ventures (2) .....	30%	191,534	163,157	\$ 722,29
Hotel Pennsylvania (3) .....		--	73,531	
Partially - Owned Office Buildings (4) .....	34%	23,346	62,174	
Starwood Ceruzzi Joint Venture .....	80%	25,791	28,847	
Park Laurel(5) .....	80%	(4,745)	70,007	
Management companies and other (6) .....		23,622	61,487	
		\$ 1,270,195	\$ 1,432,557	

100% OF THESE ENTITIES

		TOTAL DEBT		TOTAL EQUITY	
		2001	2000	2001	2000
INVESTMENTS:					
Temperature Controlled Logistics .....	\$ 602,530	\$ 561,321	\$ 791,437	\$ 755,603	
Charles E. Smith Commercial Realty L.P.(1) .....	\$ 1,503,057	\$ 1,492,230	\$ (307,584)	\$ (318,949)	
Alexander's .....	\$ 515,831	\$ 367,787	\$ 45,081	\$ 17,695	
Newkirk Joint Ventures (2) .....	\$ 879,840		\$ (157,547)		
Hotel Pennsylvania (3) .....					
Partially - Owned Office Buildings (4) .....					
Starwood Ceruzzi Joint Venture .....					
Park Laurel(5) .....					
Management companies					

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and other (6) .....

- 
- (1) Vornado owned a 34% interest in CESCO in 2001 and 2000. On January 1, 2002, the Company acquired the remaining 66% of CESCO. See Note 3 - "Acquisitions and Dispositions" for details of the acquisition.
  - (2) The Company's investment in and advances to Newkirk Joint Ventures is comprised of

	December 31, 2001	December 31, 2000
	-----	-----
Investments in limited partnerships .....	\$145,107	\$116,730
Mortgages and loans receivable .....	39,511	39,511
Other .....	6,916	6,916
	-----	-----
Total .....	\$191,534	\$163,157
	=====	=====

On January 2, 2002, the Newkirk Joint Ventures' partnership interests were merged into a master limited partnership (the "MLP") in which the Company has a 21% interest. In conjunction with the merger, the MLP completed a \$225,000 mortgage financing collateralized by its properties, subject to the existing first and certain second mortgages on those properties. The loan bears interest at LIBOR plus 5.5% with a LIBOR floor of 3% (8.5% at February 1, 2002) and matures on January 31, 2005, with two one-year extension options. As a result of the financing on February 6, 2002, the MLP repaid approximately \$28,200 of existing debt and distributed approximately \$37,000 to the Company.

- (3) As of December 31, 2000, the Company owned 98% of the hotel portion which was owned through a preferred stock affiliate. On January 1, 2001, the Company acquired the common stock of the preferred stock affiliate and converted it to a taxable REIT subsidiary. Accordingly, the hotel portion is consolidated in 2001.
- (4) Represents the Company's interests in 330 Madison Avenue (24.8%), 825 Seventh Avenue (50%) and 570 Lexington Avenue (50%). On May 17, 2001, the Company sold its 50% interest in 570 Lexington Avenue for \$60,000, resulting in a gain of \$12,445.
- (5) The credit balance at December 31, 2001, is a result of the accrual of awards under the venture's incentive compensation plan.
- (6) On January 1, 2001, the Company acquired the common stock of the preferred stock affiliates and converted them to taxable REIT subsidiaries. Accordingly the management companies are consolidated in 2001.

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VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

Below is a summary of the debt of partially owned entities as of December 31, 2001 and 2000, none of which is guaranteed by the Company.

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(\$ in thousands)

**Alexander's (33.1% interest):**

Term loan secured by all of Alexander's assets except for the Kings Plaza Regional Shopping Center:

- Portion financed by the Company due on March 15, 2002 with interest at 13.74% .....
- Portion financed by a bank, due March 15, 2002, with interest at LIBOR + 1.85% (3.75% at December 31, 2001) (extended to March 15, 2003) .....
- Unsecured Line of Credit financed by the Company, due on March 15, 2002 with interest at 13.74% .....
- Rego Park mortgage payable, due in June 2009, with interest at 7.25% .....
- Kings Plaza Regional Shopping Center mortgage payable, due in June 2011, with interest at 7.46% (prepayable with yield maintenance) .....
- Paramus mortgage payable, due in October 2011, with interest at 5.92% (prepayable without penalty) .....
- Other notes and mortgages payable .....

**Temperature Controlled Logistics (60% interest):**

- Mortgage notes payable collateralized by 58 temperature controlled warehouses, due in May 2008, requires amortization based on a 25 year term with interest at 6.89% (prepayable with yield maintenance) .....
- Other notes and mortgages payable .....

**Hotel Pennsylvania - Hotel (98% interest):**

- Mortgage payable, due in October 2002, requires amortization based on a 25 year term, with interest at LIBOR + 1.60% (3.74% at December 31, 2001) (prepayable without penalty) .....

**Newkirk Joint Ventures (30% interest):**

- Portion of first mortgages and contract rights, collateralized by the partnerships' real estate, due from 2002 to 2024, with a weighted average interest rate of 11.89% at December 31, 2001 (various prepayment rights) .....

**Charles E. Smith Commercial Realty L.P. (34% interest):**

- 29 mortgages payable due from 2002 through 2030, with interest from 3.60% to 10.21% at December 31, 2001 (various prepayment rights) .....
- Unsecured line of credit due in October 2003, with interest at 4.87% at December 31, 2001 .....

**Partially Owned Office Buildings:**

- 330 Madison Avenue (25% interest) mortgage note payable, due in April 2008, with interest at 6.52% (prepayable with yield maintenance) .....
- 825 Seventh Avenue (50% interest) mortgage payable, due in October 2014, with interest at 8.07% (prepayable with yield maintenance) .....

**Las Catalinas Mall (50% interest):**

- Mortgage notes payable, due in November 2013 with interest at 6.97% (prepayable after December 2002 with yield maintenance) .....

Russian Tea Room (50% interest) mortgages payable, due in March 2002, with interest at Prime plus 50 basis points (5.25% at December 31, 2001) .....

The Company's share of the debt of partially owned entities was \$1,319,535,000 and \$1,328,388,000 as of December 31, 2001 and 2000.

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VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

INCOME STATEMENT DATA:

	COMPANY'S INCOME FROM PARTIALLY OWNED ENTITIES			100% OF TH TOTAL	
	2001	2000	1999	2001	2000
	-----	-----	-----	-----	-----
(\$ in thousands)					
Income applicable to					
Alexander's: 33.1% share of equity in					
income (loss) (29.3% prior to					
October 1999) (1) .....	\$ 7,295	\$ 1,105	\$ 1,021	\$ 69,343	\$ 6
Interest income .....	11,899	11,948	6,406	=====	=====
Management and leasing fee income (1) ..	5,354	4,310	4,345		
	-----	-----	-----		
	\$ 24,548	\$ 17,363	\$ 11,772		
	=====	=====	=====		
Temperature Controlled Logistics:					
60% share of equity in net income .....	\$ 12,093	\$ 23,244	\$ 31,468	\$126,957	\$15
				=====	=====
Management Fee (40% of 1%					
per annum of the Total					
Combined Assets, as defined) .....	5,354	5,534	5,254		
	-----	-----	-----		
	17,447	28,778	36,722		
Charles E. Smith Commercial					
Realty L.P (34% interest) (2) .....	28,653	25,724	18,817	\$382,502	\$34
				=====	=====
Newkirk Joint Ventures					
(30% interest):					
Equity in income of limited					
partnerships .....	25,470	18,632	18,601	\$179,551	
				=====	
Interest and other income .....	5,474	5,894	1,321		
Hotel Pennsylvania (3) .....	--	8,072	5,095		
Partially-Owned Office Buildings (4) .....	4,093	2,832	1,743		
Management companies and other .....	(525)	(3,278)	(3,739)		
	-----	-----	-----		
	\$ 80,612	\$ 86,654	\$ 78,560		
	=====	=====	=====		

100% OF THESE ENTITIES

NET INCOME (LOSS)		
2001	2000	1999
-----	-----	-----

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	-----	-----	-----
Income applicable to			
Alexander's: 33.1% share of equity in			
income (loss) (29.3% prior to			
October 1999) (1) .....	\$ 27,386	\$ 5,197	\$ 5,524
	=====	=====	=====
Interest income .....			
Management and leasing fee income (1) ..			
Temperature Controlled Logistics:			
60% share of equity in net income .....	\$ 16,647	\$ 37,284	\$ 54,198
	=====	=====	=====
Management Fee (40% of 1%			
per annum of the Total			
Combined Assets, as defined) .....			
Charles E. Smith Commercial			
Realty L.P (34% interest) (2) .....	\$ 82,713	\$ 76,707	\$ 61,009
	=====	=====	=====
Newkirk Joint Ventures			
(30% interest):			
Equity in income of limited			
partnerships .....	\$ 84,900		
	=====		
Interest and other income .....			
Hotel Pennsylvania (3) .....			
Partially-Owned Office Buildings (4) .....			
Management companies and other .....			

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- (1) Equity in income for the year ended December 31, 2001, includes \$6,298 representing the Company's share of Alexander's gain on sale of its Fordham Road property on January 12, 2001 and is after a charge of \$1,684 representing the Company's share of abandoned development costs. Equity in income excludes \$1,170 representing the Company's share of Alexander's extraordinary gain on the early extinguishment of debt on its Fordham Road property because it is reflected as an extraordinary item in the consolidated statements of income. Management and leasing fee income include a fee of \$520 paid to the Company in connection with the sale of Fordham Road.
- (2) The Company owned a 34% interest in CESC. On January 1, 2002, the Company acquired the remaining 66% of CESC it did not previously own. See Note 17 - "Subsequent Events" for details of the acquisition.
- (3) As of December 31, 2000, the Company owned 98% of the hotel portion which was owned through a preferred stock affiliate. On January 1, 2001, the Company acquired the common stock of the preferred stock affiliate and converted it to a taxable REIT subsidiary. Accordingly, the hotel portion is consolidated in 2001.
- (4) Represents the Company's interests in 330 Madison Avenue (24.8%), 825 Seventh Avenue (50%) and 570 Lexington Avenue (50%). On May 17, 2001, the Company sold its 50% interest in 570 Lexington Avenue for \$60,000, resulting in a gain of \$12,445 which is not included in income in the table above.

ALEXANDER'S

The investment in and loans and advances to Alexander's are comprised of:



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(\$ in thousands)	DECEMBER 31,	
	2001	2000
Common stock, including equity in income and \$3,996 and \$3,396 of accumulated depreciation of buildings .....	\$ 64,928	\$ 62,267
Loan receivable .....	119,000	115,000
Leasing fees and other receivables .....	4,594	1,146
	\$188,522	\$178,413
	=====	=====

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### VORNADO REALTY TRUST

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

##### OWNERSHIP

At December 31, 2001, the Company had a 33.1% ownership interest in Alexander's. In addition, Interstate Properties and its partners owned approximately 15.5% of the common shares of beneficial interest of the Company and 27.5% of Alexander's common stock. Interstate Properties is a general partnership in which Steven Roth, David Mandelbaum and Russell B. Wight, Jr. are partners. Mr. Roth is the Chairman of the Board and Chief Executive Officer of the Company, the Managing General Partner of Interstate Properties, and the Chief Executive Officer and a director of Alexander's. Messrs. Mandelbaum and Wight are trustees of the Company and are also directors of Alexander's.

At December 31, 2001, the Company had loans receivable from Alexander's of \$119,000,000, including \$24,000,000 drawn under the \$50,000,000 line of credit the Company granted to Alexander's on August 1, 2000. The interest rates on the loan and the line of credit were extended to April 15, 2003. The interest rates on the loan and line of credit will reset on March 15, 2002, and quarterly thereafter, using the same spread to treasuries as presently exists with a 3% floor for treasuries.

##### REAL ESTATE AND DEVELOPMENT ACTIVITY

Alexander's has completed the excavation and foundation for its Lexington Avenue property development project. The development plan is to construct a 1.4 million square foot multi-use building comprised of a commercial portion, which may include a combination of retail stores and offices; and a residential portion consisting of condominium units. There can be no assurance that the residential portion will be built. The funding required for the proposed building will be in excess of \$650,000,000. Alexander's is exploring various alternatives for financing the project, including equity, debt, joint ventures and asset sales, which may involve arrangements with the Company.

On May 1, 2001 Alexander's entered into a lease agreement with Bloomberg L.P., for approximately 700,000 square feet of office space. The initial term of the lease is for 25 years, with one ten-year renewal option. Base annual net rent is \$34,221,000 in each of the first four years and \$38,226,000 in the fifth year with similar percentage increases each four years. There can be no assurance that this project ultimately will be completed, completed on time or

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completed for the budgeted amount. If the project is not completed on a timely basis, the lease may be cancelled and significant penalties may apply.

On January 12, 2001, Alexander's sold its Fordham Road property located in Bronx, New York for \$25,500,000, which resulted in a gain of \$19,026,000. In addition, Alexander's paid off the mortgage on this property at a discount, which resulted in an extraordinary gain from early extinguishment of debt of \$3,534,000 in the first quarter of 2001.

On October 5, 2001, Alexander's entered into a ground lease for its Paramus, N.J. property with IKEA Property, Inc. The lease has a 40-year term with an option to purchase at the end of the 20th year for \$75,000,000. Further, Alexander's has obtained a \$68,000,000 interest only, non-recourse mortgage loan on the property from a third party lender. The interest rate on the debt is 5.92% with interest payable monthly until maturity in October, 2011. The triple net rent each year is the sum of \$700,000 plus the amount of debt service on the mortgage loan. If the purchase option is not exercised at the end of the 20th year, the triple net rent for the last 20 years must include debt service sufficient to fully amortize the \$68,000,000 over the remaining 20 year lease period.

### AGREEMENTS WITH ALEXANDER'S

Alexander's is managed by and its properties are leased by the Company, pursuant to agreements with a one-year term expiring in March of each year which are automatically renewable. The annual management fee payable to the Company by Alexander's is equal to the sum of (i) \$3,000,000, (ii) 3% of the gross income from the Kings Plaza Mall, and (iii) 6% of development costs with minimum guaranteed fees of \$750,000 per annum.

The leasing agreement provides for the Company to generally receive a fee of (i) 3% of sales proceeds and (ii) 3% of lease rent for the first ten years of a lease term, 2% of lease rent for the eleventh through the twentieth years of a lease term and 1% of lease rent for the twenty-first through thirtieth year of a lease term, subject to the payment of rents by Alexander's tenants. Such amount is receivable annually in an amount not to exceed \$2,500,000 until the present value of such installments (calculated at a discount rate of 9% per annum) equals the amount that would have been paid at the time the transactions which gave rise to the commissions occurred. At December 31, 2001, \$2,249,000 is due to the Company under this agreement.

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### VORNADO REALTY TRUST

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

#### 5. DEBT

Following is a summary of the Company's debt:

(\$ in thousands)

Notes and Mortgage Payable:

Fixed Interest:

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Two Penn Plaza mortgage payable, due in March 2004, requires amortization based on a 25 year term with interest at 7.08% (prepayable with penalty fee) .....

Washington Office Center mortgage payable, due in February 2004, requires amortization based on a 25 year term with interest at 6.80% (prepayable with yield maintenance) .....

866 UN Plaza mortgage payable, due in April 2004, with interest at 7.79% .....

888 Seventh Avenue mortgage payable, due in February 2006, with interest at 6.63% (prepayable with yield maintenance) (1) .....

Eleven Penn Plaza mortgage payable, due in June 2007, requires amortization based on a 25 year term with interest at 8.39% (prepayable after 2003 with yield maintenance) .....

Montehiedra Town Center mortgage pass-through certificates, due in April 2027, requires amortization based on 30 year term with interest at 8.23% (prepayable with yield maintenance) .....

Green Acres Mall and Plaza mortgage payable, due in March 2008, requires amortization based on a 30 year term with interest at 6.75% (prepayable with yield maintenance) .....

Cross collateralized mortgages payable on 42 shopping centers due in February 2010, requires amortization based on a 30 year term with interest at 7.93% (prepayable with penalty until 2009) (2) .....

Market Square Complex mortgage payable, due in July 2011, requires amortization based on an 18 year term with interest at 7.95% (3) .....

Industrial warehouses cross-collateralized mortgage payable, due in October 2011, requires amortization based on a 30 year term with interest at 6.95% (4) .....

Washington Design Center mortgage payable, due in October 2011, requires amortization based on a 30 year term with interest at 6.95% (prepayable after 2003) (5) .....

Other mortgages payable .....

**Variable Interest:**

Two Park Avenue mortgage payable, due on March 1, 2003, interest at LIBOR plus 1.65% (3.38% at December 31, 2001) (prepayable without penalty) (6) .....

One Penn Plaza mortgage payable, due in June 2002, interest at LIBOR plus 1.25% (3.34% at December 31, 2001) (prepayable without penalty) .....

350 North Orleans mortgage payable, due in June 2002, interest at LIBOR + 1.65% (3.84% at December 31, 2001) (prepayable with yield maintenance) .....

909 Third Avenue mortgage payable, due in August 2003, interest at LIBOR + 1.65% (3.52% at December 31, 2001) (prepayable with penalty fee) .....

770 Broadway/595 Madison Avenue cross-collateralized mortgage payable, due on August 1, 2002, interest at LIBOR + .40% (2.27% at December 31, 2001) (7) .....

33 North Dearborn Street mortgage payable, due in September 2003, interest at LIBOR plus 1.75% (3.89% at December 31, 2001) (payable without penalty) .....

Merchandise Mart mortgage payable, due in October 2002, interest at LIBOR plus 1.50% (3.49% at December 31, 2001) (prepayable with penalty fee) .....

Hotel Pennsylvania - (commercial) mortgage payable, due in October 2002, requires amortization based on a 25 year term, with interest at LIBOR + 1.60% (3.74% at December 31, 2001) (prepayable without penalty) .....

Palisades construction loan payable, due in January 2003, with interest at LIBOR + 1.75% (3.91% at December 31, 2001) (prepayable without penalty) .....

Two mortgages payable collateralized by the Market Square Complex due in 2003, with interest at LIBOR plus 2.0% and Prime plus .50% (4.05% and 4.25% at December 31, 2001) .....

Total notes and mortgages payable .....

Unsecured revolving credit facility, interest at LIBOR plus .90% (2.90% at December 31, 2001) (8) .....

Total Debt .....

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

- (1) On January 11, 2001, the Company completed a \$105,000 refinancing of its 888 Seventh Avenue office building. The loan bears interest at a fixed rate of 6.63% and matures on January 1, 2006. A portion of the proceeds received were used to repay the then existing mortgage of \$55,000.
- (2) On March 1, 2000 the Company completed a \$500,000 private placement of 10-year, 7.93% mortgage notes, cross-collateralized by 42 shopping center properties, resulting in net proceeds of approximately \$490,000. In connection therewith, the Company repaid \$228,000 of existing mortgage debt scheduled to mature on December 1, 2000 and \$262,000 outstanding under its revolving credit facility. In connection with the repayment of this debt, the Company recorded an extraordinary loss of \$1,125 in the first quarter of 2000 due to the write-off of unamortized financing costs.
- (3) On July 11, 2001, the Company completed a \$50,000 refinancing of its Market Square Complex. The loan bears interest at a fixed rate of 7.95% per annum and matures in July, 2011. The proceeds received were used to repay the then existing mortgage of \$49,000.
- (4) On September 20, 2001, the Company completed a \$50,000 mortgage financing, cross-collateralized by its eight industrial warehouse properties. The loan bears interest at a fixed rate of 6.95% per annum and matures on October 1, 2011.
- (5) On October 16, 2001, the Company completed a \$49,000 refinancing of its Washington Design Center property. The loan bears interest at a fixed rate of 6.95% and matures on October 16, 2011. A portion of the proceeds received were used to repay the then existing mortgage of \$23,000.
- (6) On March 1, 2000, the Company refinanced its Two Park Avenue office building for \$90,000. Of the proceeds received, the Company repaid the existing debt of \$65,000. The new 3-year debt matures on February 28, 2003 and bears interest at Libor + 1.45% (3.38% at December 31, 2001).
- (7) On August 11, 2000, the Company completed a \$173,500 mortgage financing, cross-collateralized by its 770 Broadway and 595 Madison Avenue office buildings. The loan bears interest at LIBOR + .40% (2.27% at December 31, 2001) and matures on August 1, 2002. At December 31, 2001, the proceeds of the loan are in a restricted mortgage escrow account, which bears interest at the same rate as the loan.
- (8) On March 21, 2000, the Company renewed its \$1,000,000 revolving credit facility for an additional three years. The covenants of the facility include, among others, maximum loan to value ratio, minimum debt service coverage and minimum capitalization requirements. Interest is at LIBOR plus .90% (2.90% at December 31, 2001). The Company paid origination fees of \$6,700 and pays a commitment fee quarterly of .20 % per annum on the facility amount.

The net carrying value of properties collateralizing the notes and mortgages amounted to \$3,136,582,000 at December 31, 2001. As at December 31,

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2001, the principal repayments for the next five years and thereafter are as follows:

(\$ in thousands)

YEAR ENDING DECEMBER 31, -----	AMOUNT -----
2002 .....	\$834,008
2003 .....	348,597
2004 .....	237,269
2005 .....	--
2006 .....	105,000
Thereafter .....	952,299

The Company's debt instruments, consisting of mortgage loans secured by its properties (which generally non-recourse to the Company and its revolving credit agreement, contain customary covenants requiring the Company to maintain insurance. There can be no assurance that the lenders under these instruments will not take the position that an exclusion from all risk insurance coverage for losses due to terrorist acts is a breach of these debt instruments that allows the lenders to declare an event of default and accelerate repayment of debt. In addition, if lenders insist on coverage for these risks, it could adversely affect the Company's ability to finance and/or refinance its properties and to expand its portfolio.

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### VORNADO REALTY TRUST

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

##### 6. SHAREHOLDERS' EQUITY

During the three years ended December 31, 2001, the Company sold 9,775,000 of common shares and 8,000,000 of Cumulative Redeemable Preferred Shares. The following are the details of the sales.

##### SALE OF COMMON SHARES

On November 19, 2001, the Company sold 9,775,000 common shares pursuant to an effective registration statement based on the closing price of \$40.58 on the NYSE. The net proceeds to the Company were approximately \$377,200,000. In connection therewith the Company repaid the \$285,000,000 then outstanding under its revolving credit facility.

##### SALE OF CUMULATIVE REDEEMABLE PREFERRED SHARES

On March 17, 1999, the Company completed the sale of 3,000,000 8.5% Series B Cumulative Redeemable Preferred Shares, at a price \$25.00 per share, pursuant to an effective registration statement with net proceeds to the Company of approximately \$72,200,000. Further on March 22, 1999, 400,000 shares were sold when the underwriters exercised their over-allotment option resulting in additional net proceeds to the Company of \$9,700,000.

On May 17, 1999, the Company completed the sale of 4,000,000 8.5% Series C Cumulative Redeemable Preferred Shares, at a price of \$25.00 per share, pursuant

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to an effective registration statement with net proceeds to the Company of approximately \$96,900,000. Additionally, on May 19, 1999, 600,000 shares were sold when the underwriters exercised their over-allotment option resulting in additional net proceeds to the Company of \$14,500,000.

### SERIES A PREFERRED SHARES OF BENEFICIAL INTEREST

Beginning in April 2001, these shares became convertible at the Company's option into common shares of beneficial interest at a current conversion rate of 1.38504 common shares per preferred share.

### SERIES B PREFERRED SHARES OF BENEFICIAL INTEREST

These shares are redeemable at the Company's option beginning in March 2004, for the liquidation preference and any accumulated and unpaid distributions.

### SERIES C PREFERRED SHARES OF BENEFICIAL INTEREST

These shares are redeemable at the Company's option beginning in May 2004, for the liquidation preference and any accumulated and unpaid distributions.

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## VORNADO REALTY TRUST

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

#### 7. EMPLOYEES' SHARE OPTION PLAN

Under the Omnibus Share Plan (the "Plan"), various officers and employees have been granted incentive share options and non-qualified options to purchase common shares. Options granted are at prices equal to 100% of the market price of the Company's shares at the date of grant. Shares vest on a graduated basis, becoming fully vested 36 months after grant. All options expire ten years after grant.

The Plan also provides for the award of Stock Appreciation Rights, Performance Shares and Restricted Stock, as defined, none of which have been awarded as of December 31, 2001.

If compensation cost for Plan awards had been determined based on fair value at the grant dates, net income and income per share would have been reduced to the pro-forma amounts below, for the years ended December 31, 2001, 2000, and 1999:

	DECEMBER 31,	
	2001	2000
(amounts in thousands, except share and per share amounts)		
Net income applicable to common shares:		
As reported .....	\$227,233	\$195,301
Pro-forma .....	213,831	177,075

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Net income per share applicable to common shares:

Basic:

As reported .....	\$	2.55	\$	2.26
Pro-forma .....		2.40		2.05

Diluted:

As reported .....	\$	2.47	\$	2.20
Pro forma .....		2.32		2.00

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### VORNADO REALTY TRUST

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

The fair value of each option grant is estimated on the date of grant using an option-pricing model with the following weighted-average assumptions used for grants in the periods ending December 31, 2001, 2000 and 1999.

	DECEMBER 31,		
	2001	2000	1999
Expected volatility .....	17%	17%	19%
Expected life .....	5 years	5 years	5 years
Risk-free interest rate .....	4.38%	5.0%	6.4%
Expected dividend yield .....	6.0%	6.0%	5.9%

A summary of the Plan's status and changes during the years then ended, is presented below:

	2001		2000	
	SHARES	WEIGHTED-AVERAGE EXERCISE PRICE	SHARES	WEIGHTED-AVERAGE EXERCISE PRICE
Outstanding at January 1 .....	15,861,260	\$ 32.25	11,472,352	\$ 32.
Granted .....	26,000	35.88	4,863,750	31.
Exercised .....	(314,965)	31.91	(377,440)	26.
Cancelled .....	(119,195)	34.12	(97,402)	34.

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Outstanding at December 31 .....	15,453,100	\$	32.25	15,861,260	\$	32.25
	=====			=====		
Options exercisable at December 31 .....	11,334,124			7,272,878		
	=====			=====		
Weighted-average fair value of options granted during the year ended December 31 (per option) .....	\$	3.46		\$	2.98	
	=====			=====		

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VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

The following table summarizes information about options outstanding under the Plan at December 31, 2001:

RANGE OF EXERCISE PRICE	OPTIONS OUTSTANDING			OPTION EXERCISABLE AT DECEMBER 31, 2001
	NUMBER OUTSTANDING AT DECEMBER 31, 2001	WEIGHTED-AVERAGE REMAINING CONTRACTUAL LIFE	WEIGHTED-AVERAGE EXERCISE PRICE	
\$ 6 - \$12	43,402	1.1 Years	\$ 11.42	43,402
\$17 - \$19	325,894	3.1 Years	\$ 17.75	325,894
\$23 - \$24	3,500,000	4.9 Years	\$ 23.47	3,500,000
\$26 - \$27	161,570	5.1 Years	\$ 26.28	161,570
\$30 - \$32	5,009,711	7.8 Years	\$ 30.73	2,048,126
\$32 - \$36	3,241,446	7.1 Years	\$ 33.66	2,109,475
\$36 - \$40	266,505	6.4 Years	\$ 38.89	241,085
\$41 - \$44	97,572	6.0 Years	\$ 43.06	97,572
\$45 - \$46	2,542,000	5.9 Years	\$ 45.31	2,542,000
\$48 - \$49	265,000	6.1 Years	\$ 48.41	265,000
	-----			-----
\$ 6 - \$49	15,453,100	6.5 Years	\$ 32.25	11,334,124
	=====			=====

Shares available for future grant under the Plan at December 31, 2001 were 7,050,074.

8. RETIREMENT PLAN

In December, 1997, benefits under the Company's Retirement Plan were frozen. Prior to December 31, 1997, the Company's qualified plan covered all full-time employees. The Plan provided annual pension benefits that were equal to 1% of the employee's annual compensation for each year of participation. The funding policy is in accordance with the minimum funding requirements of ERISA.

Pension expense includes the following components:



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	YEAR ENDED DECEMBER 31,		
	2001	2000	1999
(amounts in thousands, except percentages)			
Interest cost on projected benefit obligation .....	\$ 565	\$ 567	\$ 559
Expected return on assets .....	(412)	(374)	(387)
Net amortization and deferral .....	32	30	53
	-----	-----	-----
Net pension expense .....	\$ 185	\$ 223	\$ 225
	=====	=====	=====
Assumptions used in determining the net pension expense:			
Discount rate .....	7 1/4%	7 3/4%	7 3/4%
Rate of increase in compensation levels .....	--*	--*	--*
Expected rate of return on assets .....	7%	7%	7%

\* Not applicable, as benefits under the Plan were frozen in December 1997.

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VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

The following table sets forth the Plan's funded status and the amount recognized in the Company's balance sheet:

(\$ in thousands)

	YEAR ENDED DECEMBER 31,		
	2001	2000	1999
CHANGE IN BENEFIT OBLIGATION			
Benefit obligation at beginning of year	\$ 7,530	\$ 7,918	\$ 8,952
Interest cost	565	567	559
Benefit payments	(793)	(637)	(777)
Experience loss/(gain)	648	(318)	(816)
	-----	-----	-----
Benefit obligation at end of year	7,950	7,530	7,918
	-----	-----	-----
CHANGE IN PLAN ASSETS			
Fair value of plan assets at beginning of year	5,732	5,284	5,551
Employer contribution	821	698	362
Benefit payments	(793)	(637)	(777)
Actual return on assets	295	387	148
	-----	-----	-----
Fair value of plan assets at end of year	6,055	5,732	5,284
	-----	-----	-----
Funded status	(1,895)	(1,798)	(2,634)
Unrecognized loss	2,011	1,279	1,279
	-----	-----	-----
NET AMOUNT RECOGNIZED	\$ 116	\$ (519)	\$ (1,355)
	=====	=====	=====

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AMOUNTS RECOGNIZED IN THE  
CONSOLIDATED BALANCE SHEET CONSIST OF:

Accrued benefit liability	\$ (1,895)	\$ (1,798)	\$ (2,634)
Accumulated other comprehensive income	2,011	1,279	1,279
	-----	-----	-----
NET AMOUNT RECOGNIZED	\$ 116	\$ (519)	\$ (1,355)
	=====	=====	=====

Plan assets are invested in U.S. government obligations and securities backed by U.S. government guaranteed mortgages.

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### VORNADO REALTY TRUST

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

#### 9. LEASES

##### AS LESSOR:

The Company leases space to tenants in office buildings and shopping centers under operating leases. Most of the leases provide for the payment of fixed base rentals payable monthly in advance. Shopping center leases provide for the pass-through to tenants of real estate taxes, insurance and maintenance. Office building leases generally require the tenants to reimburse the Company for operating costs and real estate taxes above their base year costs. Shopping center leases also provide for the payment by the lessee of additional rent based on a percentage of the tenants' sales. As of December 31, 2001, future base rental revenue under non-cancelable operating leases, excluding rents for leases with an original term of less than one year and rents resulting from the exercise of renewal options, is as follows:

(\$ in thousands)

YEAR ENDING DECEMBER 31:	AMOUNT
	-----
2002 .....	\$ 703,001
2003 .....	678,064
2004 .....	638,973
2005 .....	586,644
2006 .....	531,703
Thereafter .....	3,014,647

These amounts do not include rentals based on tenants' sales. These percentage rents approximated \$2,157,000, \$4,825,000, and \$2,213,000 for the years ended December 31, 2001, 2000, and 1999.

In February 2001, Bradlees, which was in Chapter 11, closed all of its stores including the 16 locations it leased from the Company. Three of the former Bradlees leases were assigned and 13 were rejected. Of the 16 locations, the leases for 13 are fully guaranteed (6 of these guarantees expire in 2002) and one is guaranteed as to 70% by Stop & Shop Companies, Inc., under a Master Agreement and Guaranty dated May 1, 1992. Stop & Shop is a wholly-owned subsidiary of KoninKlijke Ahold NV (formerly Royal Ahold NV), a leading

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international food retailer. In addition to these 14 leases, Stop & Shop also guarantees four other leases which were rejected in a prior Bradlees bankruptcy (three of which have been assigned). The effectiveness of Stop & Shop's guarantee is not affected by Bradlees' bankruptcy or subsequent lease assignments. Annual property rentals at December 31, 2001, include an aggregate of \$4,000,000 of additional rent allocated to the former Bradlees locations in East Brunswick, Jersey City, Middletown, Union and Woodbridge in accordance with the Master Agreement and Guaranty. This rent will be reallocated to other locations guaranteed by Stop & Shop at or prior to the applicable expiration dates of such leases.

None of the Company's tenants represented more than 10% of the Company's total revenues for the year ended December 31, 2001.

### AS LESSEE:

The Company is a tenant under operating leases for certain properties. These leases will expire principally during the next thirty years. Future minimum lease payments under operating leases at December 31, 2001, are as follows:

(\$ in thousands)	AMOUNT
YEAR ENDING DECEMBER 31:	-----
2002 .....	\$ 14,442
2003 .....	13,758
2004 .....	13,033
2005 .....	13,034
2006 .....	13,143
Thereafter .....	382,373

Rent expense was \$15,433,000, \$15,248,000, and \$14,269,000 for the years ended December 31, 2001, 2000 and 1999.

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### VORNADO REALTY TRUST

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

#### 10. COMMITMENTS AND CONTINGENCIES

At December 31, 2001, the Company's revolving credit facility had a zero balance, and utilized \$93,600,000 of availability under the facility for letters of credit and guarantees.

Each of the Company's 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 the Company.

The Company carries comprehensive liability and all risk property insurance (fire, flood, extended coverage and rental loss insurance) with

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respect to its assets. The Company's all risk insurance policies in effect before September 11, 2001 included coverage for terrorist acts, except for acts of war. Since September 11, 2001, insurance companies are excluding terrorists acts from coverage in all risk policies. In 2002, the Company has been unable to obtain all risk insurance which includes coverage for terrorists acts for policies it has renewed including the New York City Office portfolio and may not be able to obtain such coverage for any of its other properties in the future. Therefore, the risk of financial loss in the case of terrorist acts is the Company's, which loss could be material.

The Company's debt instruments, consisting of mortgage loans secured by its properties (which are generally non-recourse to the Company) and its revolving credit agreement, contain customary covenants requiring the Company to maintain insurance. There can be no assurance that the lenders under these instruments will not take the position that an exclusion from all risk insurance coverage for losses due to terrorist acts is a breach of these debt instruments that allows the lenders to declare an event of default and accelerate repayment of debt. In addition, if lenders insist on coverage for these risks, it could adversely affect the Company's ability to finance and/or refinance its properties and to expand its portfolio.

From time-to-time, the Company has disposed of substantial amounts of real estate to third parties for which, as to certain properties, it remains contingently liable for rent payments or mortgage indebtedness.

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On October 25, 2001, Primestone Investment Partners L.P. ("Primestone") defaulted on the repayment of its loan from the Company (See Note 3 - Acquisitions and Dispositions). On November 19, 2001, the Company commenced an action in the Delaware Court of Chancery against Primestone Investment Partners, L.P. in connection with foreclosure proceedings with respect to the collateral under the loan agreement.

Although Primestone is a special purpose entity with only one asset, units in Prime Group Realty, L.P., no operations, no employees and no operating income, it filed a Chapter 11 bankruptcy petition on November 19, 2001 in the United States Bankruptcy Court for the District of Delaware. The Company moved to dismiss Primestone's petition as bad faith filing. A federal bankruptcy judge granted the Company's motion on December 18, 2001.

Following the bankruptcy court's dismissal of Primestone's petition, the Company attempted to reschedule the auction for January 25, 2002. Primestone appealed to the United States District Court for the District of Delaware, and the auction was stayed pending appeal. On January 28, 2002, the district court affirmed the bankruptcy court's decision. The Company has since attempted to reschedule the auction for a third time, but Primestone has appealed once again, this time to the United States Court of Appeals. Briefing for the appeal concluded on February 25, 2002 and the parties are currently awaiting a decision as to if and when oral argument will occur.

On February 13, 2002, Primestone counterclaimed against the Company. In the counterclaim, Primestone alleges that the Company tortiously interfered with a prospective contract with Cadim, inc. Primestone alleges that the failure to consummate this alleged contract deprived it of the ability to repay its loans to the Company, and that the Company is attempting to obtain control of Prime Group Realty Trust, a publicly held affiliate of Primestone, at an artificially low price. Primestone seeks equitable relief, including a permanent injunction prohibiting the Company from foreclosing on collateral pledged by Primestone, and also demands damages totaling \$150,000,000 plus costs and attorneys' fees. The parties commenced discovery on an expedited

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basis in preparation for a hearing on Primestone's motion for a preliminary injunction that was scheduled for February 22, 2002, but Primestone has indicated that it intends not to proceed with that motion in light of a stay granted by the United States Court of Appeals in Primestone's appeal from the dismissal of its bankruptcy case. Vornado plans to file a reply denying the essential allegations of the counterclaim.

There are various legal actions against the Company in the ordinary course of business. In the opinion of management, after consultation with legal counsel, the outcome of such matters will not have a material effect on the Company's financial condition, results of operations or cash flow.

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### VORNADO REALTY TRUST

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

##### 11. REPURCHASE AGREEMENTS

The Company enters into agreements for the purchase and resale of U.S. government obligations for periods of up to one week. The obligations purchased under these agreements are held in safekeeping in the name of the Company by various money center banks. The Company has the right to demand additional collateral or return of these invested funds at any time the collateral value is less than 102% of the invested funds plus any accrued earnings thereon.

##### 12. RELATED PARTY TRANSACTIONS

###### LOAN AND COMPENSATION AGREEMENTS

At December 31, 2001, the loan due from Mr. Roth in accordance with his employment arrangement was \$13,123,000 (\$4,704,000 of which is shown as a reduction in shareholders' equity). The loan bears interest at 4.49% per annum (based on the applicable Federal rate) and matures in January 2006. The Company also provided Mr. Roth with the right to draw up to \$15,000,000 of additional loans on a revolving basis. Each additional loan will bear interest, payable quarterly, at the applicable Federal rate on the date the loan is made and will mature on the sixth anniversary of the loan.

At December 31, 2001, loans due from Mr. Fascitelli, in accordance with his employment agreement, aggregated \$8,600,000. The loans which were scheduled to mature in 2003 have been extended to 2006 in connection with the extension of Mr. Fascitelli's employment agreement (discussed below), and bear interest, payable quarterly at a weighted average interest rate of 3.97% (based on the applicable Federal rate).

Pursuant to his December 1996 employment agreement in December 1996, Mr. Fascitelli became entitled to a deferred payment consisting of \$5,000,000 in cash and a convertible obligation payable November 30, 2001, at the Company's option in 919,540 of its common shares or the cash equivalent of their appreciated value but not less than \$20,000,000. Prior to November 30, 2001, the Company and Mr. Fascitelli have agreed to extend the deferral period for three additional years. The Company has funded the obligation in common shares. Accordingly, the Company has reflected this liability as a deferred compensation shares not yet delivered in the Equity section of the balance sheet. The cash and common shares are held in an irrevocable trust (the fair value of this obligation was \$40,155,000 at December 31, 2001). For the years ended December 31, 2001 and 2000, the Company recognized approximately \$4,744,000 and \$3,733,000 of compensation expense of which

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\$2,612,000 and \$1,968,000 represented the appreciation in value of the shares in each period and \$2,132,000 and \$1,765,000 represented dividends paid on the shares.

On March 8, 2002, the Company extended its employment agreement with Mr. Fascitelli for a five year period ending December 31, 2006. Pursuant to the employment agreement, he will receive a deferred payment in five years of 626,566 Vornado common shares which are valued for compensation purposes at \$27,500,000. The number of shares was set by the Company's Compensation Committee in December to achieve a value of \$25,000,000 and have appreciated \$2,500,000 since then. The shares will vest on December 31, 2002. Mr. Fascitelli will also receive regular annual cash compensation as determined by the Company's Compensation Committee and will continue as a member of Vornado's Board.

One other executive officer of the Company a loan outstanding pursuant to an employment agreement of \$1,000,000 at December 31, 2001. The loan matures in April 2005 and bears interest at either the applicable Federal rate provided or the broker call rate (6.63% at December 31, 2001).

Information regarding employment agreements with other Officers of the Company are incorporated by reference in Part II of this document.

### TRANSACTIONS WITH AFFILIATES AND OFFICERS AND TRUSTEES OF THE COMPANY

#### ALEXANDER'S

The Company owns 33.1% of Alexander's. Mr. Roth and Mr. Fascitelli are Officers and Directors of Alexander's and the Company provides various services to Alexander's in accordance with management and leasing agreements. See Note--4 "Investments in Partially-Owned Entities" for further details.

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### VORNADO REALTY TRUST

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

#### INTERSTATE PROPERTIES

The Company currently manages and leases the real estate assets of Interstate Properties pursuant to a management agreement for which the Company receives a quarterly fee equal to 4% of base rent and percentage rent and certain other commissions. The management agreement has a term of one year and is automatically renewable unless terminated by either of the parties on sixty days' notice at the end of the term. Although the management agreement was not negotiated at arms length, the Company believes based upon comparable fees charged by other real estate companies, that its terms are fair to the Company. For the years ended December 31, 2001, 2000 and 1999, \$1,655,000, \$1,418,000, and \$1,262,000 of management fees were earned by the Company pursuant to the management agreement.

#### THE NEW YORK OFFICE CLEANING CONTRACT

The estate of Bernard Mendik certain other entities including Mr. Greenbaum own an entity which provides cleaning and related services and security services to office properties, including the Company's Manhattan office properties. Although the terms and conditions of the contracts pursuant to which these services are provided were not negotiated at arms length, the Company believes based upon comparable amounts charged to other

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real estate companies, that the terms and conditions of such contracts are fair to the Company. In connection with these contracts, the Company paid \$51,280,000, \$47,493,000, and \$40,974,000 for the years ended December 31, 2001, 2000 and 1999.

### VORNADO OPERATING COMPANY

In October 1998, Vornado Operating Company ("Vornado Operating") was spun off from the Company in order to own assets that the Company could not itself own and conduct activities that the Company could not itself conduct. The Company granted Vornado Operating a \$75,000,000 unsecured revolving credit facility (the "Revolving Credit Agreement") which expires on December 31, 2004. Borrowings under the Revolving Credit Agreement bear interest at LIBOR plus 3%. The Company receives a commitment fee equal to 1% per annum on the average daily unused portion of the facility. No amortization is required to be paid under the Revolving Credit Agreement during its term. The Revolving Credit Agreement prohibits Vornado Operating from incurring indebtedness to third parties (other than certain purchase money debt and certain other exceptions) and prohibits Vornado Operating from paying dividends. As of December 31, 2001, \$31,424,000 was outstanding under the Revolving Credit Agreement.

### OTHER

The Company owns preferred securities in Capital Trust, Inc. ("Capital Trust") totaling \$48,758,000 at December 31, 2001. Mr. Roth, the Chairman and Chief Executive Officer of Vornado Realty Trust, is a member of the Board of Directors of Capital Trust nominated by the Company.

On May 17, 2001, the Company sold its 50% interest in 570 Lexington Avenue to an entity controlled by the late Bernard Mendik, a former executive officer of the Company, for \$60,000,000, resulting in a gain to the Company of \$12,445,000.

During 2001, the Company paid \$136,000 for legal services to a firm in which one of the Company's trustees is a member.

On January 1, 2001, the Company acquired the common stock of various preferred stock affiliates which was owned by Officer and Trustees of the Company and converted them to taxable REIT subsidiaries. The total acquisition price was \$5,155,000. The purchase price, which was the estimated fair value, was determined by both independent appraisal and by reference to the individuals' pro rata share of the earnings of the preferred stock affiliates during the three-year period that these investments were held.

In connection with the Park Laurel condominium project, the joint venture accrued \$5,779,000 of awards under the venture's incentive compensation plan.

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### VORNADO REALTY TRUST

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

#### 13. MINORITY INTEREST

The minority interest represents limited partners', other than the Company, interests in the Operating Partnership and are comprised of:

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Unit Series	Outstanding Units at		Per Unit Liquidation Preference
	December 31, 2001	December 31, 2000	
Common:			
Class A (1) .....	5,823,419	6,456,749	--
Class D (2) .....	--	869,387	--
Convertible Preferred:			
5.0% B-1 Convertible Preferred .....	899,566	899,566	\$ 50.00
8.0% B-2 Convertible Preferred .....	449,783	449,783	\$ 50.00
6.5% C-1 Convertible Preferred .....	747,912	747,912	\$ 50.00
6.5% E-1 Convertible Preferred .....	4,998,000	4,998,000	\$ 50.00
Perpetual Preferred: (4)			
8.5% D-1 Cumulative Redeemable Preferred ....	3,500,000	3,500,000	\$ 25.00
8.375% D-2 Cumulative Redeemable Preferred ..	549,336	549,336	\$ 50.00
8.25% D-3 Cumulative Redeemable Preferred ...	8,000,000	8,000,000	\$ 25.00
8.25% D-4 Cumulative Redeemable Preferred ...	5,000,000	5,000,000	\$ 25.00
8.25% D-5 Cumulative Redeemable Preferred ...	7,480,000	7,480,000	\$ 25.00
8.25% D-6 Cumulative Redeemable Preferred ...	840,000	840,000	\$ 25.00
8.25% D-7 Cumulative Redeemable Preferred ...	7,200,000	7,200,000	\$ 25.00
8.25% D-8 Cumulative Redeemable Preferred ...	360,000	360,000	\$ 25.00
8.25% D-9 Cumulative Redeemable Preferred ...	1,800,000	--	\$ 25.00
9.00% F-1 Cumulative Redeemable Preferred (5)	400,000	--	\$ 25.00

- 
- (1) Class A units are redeemable at the option of the holder for common shares of beneficial interest in Vornado, on a one-for-one basis, or at the Company's option for cash.
  - (2) Class D units automatically converted into Class A units in the third quarter of 2001. Prior to the conversion, the Class D unitholders participated in distributions at an annual rate of \$2.12, then pari passu with the Class A units.
  - (3) Increases to \$3.38 in March 2006.
  - (4) Convertible at the option of the holder for an equivalent amount of the Company's preferred shares and redeemable at the Company's option after the 5th anniversary of the date of issuance (ranging from December 1998 to September 2001).
  - (5) Issued in connection with the acquisition of a leasehold interest at 715 Lexington Avenue. Redeemable at the Company's option beginning January 2012 for Class A units.

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VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

14. INCOME PER SHARE

The following table sets forth the computation of basic and diluted income per share:

	YEAR ENDED DECEMBER 31,	
	2001	2000



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(amounts in thousands, except per share amounts)

Numerator:

Income before cumulative effect of change in accounting principle and extraordinary item .....	\$ 266,678	\$ 235,116	\$
Cumulative effect of change in accounting principle .....	(4,110)	--	
Extraordinary item .....	1,170	(1,125)	
Net income .....	263,738	233,991	
Preferred stock dividends .....	(36,505)	(38,690)	

Numerator for basic and diluted income per

share - net income applicable to common shares .....	\$ 227,233	\$ 195,301	\$
--	------------	------------	----

Denominator:

Denominator for basic income per share - weighted average shares .....	89,109,169	86,521,195	85,
Effect of dilutive securities:			
Employee stock options .....	2,963,438	2,170,894	1,
Denominator for diluted income per share - adjusted weighted average shares and assumed conversions .....	92,072,607	88,692,089	87,

INCOME PER COMMON SHARE - BASIC:

Income before cumulative effect of change in accounting principle and extraordinary item ..	\$ 2.58	\$ 2.27	\$
Cumulative effect of change in accounting principle .....	(.04)	--	
Extraordinary item .....	.01	(.01)	
Net income per common share .....	\$ 2.55	\$ 2.26	\$

INCOME PER COMMON SHARE - DILUTED:

Income before cumulative effect of change in accounting principle and extraordinary item ..	\$ 2.50	\$ 2.21	\$
Cumulative effect of change in accounting principle .....	(.04)	--	
Extraordinary item .....	.01	(.01)	
Net income per common share .....	\$ 2.47	\$ 2.20	\$

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VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

15. SUMMARY OF QUARTERLY RESULTS (UNAUDITED)

The following summary represents the results of operations for each

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quarter in 2001 and 2000:

	REVENUE	NET INCOME APPLICABLE TO COMMON SHARES	NET INCOME PER COMMON SHARE (1)	
			BASIC	DILUTED
(amounts in thousands, except share amounts)				
2001				
March 31 .....	\$242,610	\$ 46,836	\$ .54	\$ .52
June 30 .....	246,075	56,920	.65	.64
September 30 .....	250,265	67,876	.76	.74
December 31 .....	246,823	55,601	.59	.57
2000				
March 31 .....	\$195,279	\$ 47,523	\$ .55	\$ .54
June 30 .....	198,745	47,281	.55	.53
September 30 .....	215,655	58,447	.68	.65
December 31 .....	216,293	42,050	.48	.47

-----  
 (1) The total for the year may differ from the sum of the quarters as a result of weighting.

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### VORNADO REALTY TRUST

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

#### 16. SEGMENT INFORMATION

The Company has four business segments: Office, Retail, Merchandise Mart Properties and Temperature Controlled Logistics. Prior to 2001, income from the Company's preferred stock affiliates ("PSAs") was included in income from partially-owned entities. On January 1, 2001, the Company acquired the common stock of its PSAs and converted these entities to taxable REIT subsidiaries. Accordingly, the Hotel portion of the Hotel Pennsylvania and the management companies (which provide services to the Company's business segments and operate the Trade Show business of the Merchandise Mart division) have been consolidated effective January 1, 2001. Amounts for the years ended December 31, 2000 and 1999 have been reclassified to give effect to the consolidation of these entities as if consolidated as of January 1, 1999.

(\$ in thousands)

	December 31, 2000			
	Total	Office	Retail	Merchandise Mart
Rentals .....	\$ 841,999	\$ 463,234	\$ 119,730	\$ 197,660
Expense reimbursements .....	133,114	67,842	47,998	13,800

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Other income .....	10,660	3,957	2,038	3,32
	-----	-----	-----	-----
Total revenues .....	985,773	535,033	169,766	214,79
	-----	-----	-----	-----
Operating expenses .....	398,969	217,965	58,996	83,10
Depreciation and amortization .....	123,862	71,548	17,349	25,39
General and administrative .....	72,572	12,694	470	18,08
Costs of acquisitions not consummated .....	5,223	--	--	--
	-----	-----	-----	-----
Total expenses .....	600,626	302,207	76,815	126,58
	-----	-----	-----	-----
Operating income .....	385,147	232,826	92,951	88,20
Income applicable to Alexander's .....	24,548	--	--	--
Income from partially-owned entities .....	80,612	32,746	1,914	14
Interest and other investment income .....	54,385	6,866	608	2,04
Interest and debt expense .....	(173,076)	(54,559)	(55,466)	(33,35
Net gain disposition of wholly-owned and partially-owned assets .....	7,425	12,445	3,050	16
Minority interest .....	(112,363)	(55,932)	(16,562)	(15,65
	-----	-----	-----	-----
Income before extraordinary item .....	266,678	174,392	26,495	41,55
Cumulative effect of change in accounting principle .....	(4,110)	--	--	--
Extraordinary item .....	1,170	--	--	--
	-----	-----	-----	-----
Net income .....	263,738	174,392	26,495	41,55
Cumulative effect of change in accounting principle .....	4,110	--	--	--
Extraordinary item .....	(1,170)	--	--	--
Minority interest .....	112,363	55,932	16,562	15,65
Net gain on disposition of wholly-owned and partially-owned assets .....	(15,655)	(12,445)	(3,050)	(16
Interest and debt expense(3) .....	270,357	95,875	58,023	33,35
Depreciation and amortization(3) .....	188,859	91,208	18,834	25,39
Straight-lining of rents(3) .....	(26,134)	(20,124)	787	(4,99
Other .....	(12,586)	(4,673)	--	--
	-----	-----	-----	-----
EBITDA(1) .....	\$ 783,882	\$ 380,165	\$ 117,651	\$ 110,80
	=====	=====	=====	=====
Balance sheet data:				
Real estate, net .....	\$ 4,183,986	\$ 2,446,534	\$ 503,923	\$ 911,06
Investments and advances to partially-owned entities .....	1,270,195	374,371	28,213	9,76
Capital expenditures:				
Acquisitions .....	11,574	11,574	--	--
Other .....	158,343	79,117	7,597	51,03

Footnotes are explained on page 125.

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VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

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(\$ in thousands)

December 31, 2000  
(after giving effect to consoli

	Total	Office	Retail	Merchan Mar
Rentals .....	\$ 788,469	\$ 406,261	\$ 129,902	\$ 171,
Expense reimbursements .....	120,074	60,767	45,490	10,
Other income .....	17,608	5,499	2,395	4,
Total revenues .....	926,151	472,527	177,787	186,
Operating expenses .....	379,524	199,424	55,671	74,
Depreciation and amortization .....	108,109	58,074	17,464	21,
General and administrative .....	63,468	10,401	667	16,
Total expenses .....	551,101	267,899	73,802	112,
Operating income .....	375,050	204,628	103,985	73,
Income applicable to Alexander's .....	17,363	--	--	
Income from partially-owned entities .....	79,694	29,210	667	
Interest and other investment income .....	33,798	6,162	--	2,
Interest and debt expense .....	(179,380)	(62,162)	(53,180)	(38,
Net gain disposition of wholly-owned and partially-owned assets .....	10,965	8,405	2,560	
Minority interest .....	(102,374)	(46,917)	(16,550)	(12,
Income before extraordinary item .....	235,116	139,326	37,482	24,
Extraordinary item .....	(1,125)	--	(1,125)	
Net income .....	233,991	139,326	36,357	24,
Extraordinary item .....	1,125	--	1,125	
Minority interest .....	102,374	46,917	16,550	12,
Net gain on disposition of wholly-owned and partially-owned assets .....	(10,965)	(8,405)	(2,560)	
Interest and debt expense(3) .....	260,573	96,224	55,741	38,
Depreciation and amortization(3) .....	167,268	76,696	18,522	20,
Straight-lining of rents(3) .....	(30,001)	(19,733)	(2,295)	(5,
Other .....	14,510	--	(1,654)	1,
EBITDA(1) .....	\$ 738,875	\$ 331,025	\$ 121,786	\$ 91,
Balance sheet data:				
Real estate, net .....	\$ 3,960,605	\$ 2,388,393	\$ 551,183	\$ 862,
Investments and advances to partially-owned entities .....	1,459,211	394,089	31,660	41,
Capital expenditures:				
Acquisitions .....	246,500	128,000	--	89,
Other .....	212,907	106,689	7,251	37,

Footnotes are explained on page 125.

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## VORNADO REALTY TRUST

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

(\$ in thousands)

December 31, 1999 (after giving effect to c

	Total	Office	Retail	Merchandi Mart
Rentals .....	\$ 675,313	\$ 333,025	\$ 125,510	\$ 151,30
Expense reimbursements .....	95,658	42,198	43,326	8,24
Other income .....	12,542	4,572	1,702	1,83
<b>Total revenues .....</b>	<b>783,513</b>	<b>379,795</b>	<b>170,538</b>	<b>161,38</b>
Operating expenses .....	335,744	168,825	58,058	67,51
Depreciation and amortization .....	92,316	48,058	15,646	19,60
General and administrative .....	57,092	10,797	358	13,04
<b>Total expenses .....</b>	<b>485,152</b>	<b>227,680</b>	<b>74,062</b>	<b>100,16</b>
Operating income .....	298,361	152,115	96,476	61,21
Income applicable to Alexander's .....	11,772	--	--	-
Income from partially-owned entities .....	78,184	19,055	938	-
Interest and other investment income .....	20,683	1,786	--	2,99
Interest and debt expense .....	(151,483)	(49,624)	(27,635)	(31,68
Minority interest .....	(54,998)	(25,854)	(14,628)	(6,81
<b>Net income (loss) .....</b>	<b>202,519</b>	<b>97,478</b>	<b>55,151</b>	<b>25,70</b>
Minority interest .....	54,998	25,854	14,628	6,81
Interest and debt expense(3) .....	226,253	82,460	30,249	29,50
Depreciation and amortization(3) .....	143,499	64,702	16,900	17,70
Straight-lining of rents(3) .....	(25,359)	(16,386)	(2,120)	(4,74
Other .....	7,451	365	--	-
<b>EBITDA(1) .....</b>	<b>\$ 609,361</b>	<b>\$ 254,473</b>	<b>\$ 114,808</b>	<b>\$ 74,99</b>
<b>Balance sheet data:</b>				
Real estate, net .....	\$ 3,612,965	\$ 2,208,510	\$ 575,633	\$ 753,41
Investments and advances to partially-owned entities .....	1,315,387	382,417	3,057	32,52
Capital expenditures:				
Acquisitions .....	394,006	388,436	--	-
Other .....	204,591	85,833	22,859	41,13

Footnotes are explained on page 125.

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### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

Notes to segment information:

- (1) EBITDA represents income before interest, taxes, depreciation and amortization, extraordinary or non-recurring items, gains or losses on sales of depreciable real estate, the effect of straight-lining of property rentals for rent escalations and minority interest. Management considers EBITDA a supplemental measure for making decisions and assessing the performance of its segments. EBITDA may not be comparable to similarly titled measures employed by other companies.
- (2) Includes (i) the reversal of income taxes (benefit) which are considered non-recurring because of the conversion of the Temperature Controlled Logistics Companies to REIT's in 2000 and (ii) the add back of non-recurring unification costs.
- (3) Interest and debt expense, depreciation and amortization and straight-lining of rents included in the reconciliation of net income to EBITDA reflects amounts which are netted in income from partially-owned entities.
- (4) Net of \$15,281 and \$9,787 of rent not recognized as income in 2001 and 2000, respectively.
- (5) Includes the reversal of \$1,266 and \$4,765 of expenses in connection with a deferred compensation arrangement in 2001 and 2000, respectively.

Other EBITDA is comprised of:

	2001	2000	199
	-----	-----	-----
Newkirk Joint Ventures			
(30% interest):			
Equity in EBITDA of limited partnerships .....	\$ 54,695 (1)	\$ 43,685	\$ 38,
Interest and other income .....	8,700	7,300	1,
	-----	-----	-----
Total .....	63,395	50,985	39,
Alexander's (33.1% interest) .....	19,362 (2)	18,330	13,
Hotel Pennsylvania (3) .....	16,978 (4)	26,866	21,
After-tax net gain on sale of Park Laurel condominium units .	15,657	--	
Write-off of net investment in the			
Russian Tea Room ("RTR") .....	(7,374)	--	
Write-off of net investments in technology companies .....	(16,513)	--	
Costs of acquisitions not consummated .....	(5,223)	--	
Corporate general and administrative expenses .....	(41,327)	(36,070)	(32,
Investment income and other .....	51,872	40,935	27,
	-----	-----	-----
Total .....	\$ 96,827	\$ 101,046	\$ 69,
	=====	=====	=====

- 
- (1) Reflects acquisitions of additional partnership interests.
  - (2) Includes leasing fees of \$2,500 in connection with Alexander's ground lease of its Paramus property to IKEA in the fourth quarter of 2001.
  - (3) The commercial portion of the Hotel was wholly-owned as of August 5, 1999, and accordingly consolidated.
  - (4) Average occupancy and REVPAR for the Hotel Pennsylvania for the year ended December 31, 2001 was 63% and \$70 compared to 76% and \$87 for the year ended December 31, 2000.

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VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

17. SUBSEQUENT EVENTS

On January 1, 2002, the Company completed the combination of Charles E. Smith Commercial Realty L.P. with Vornado. Prior to the combination, Vornado owned a 34% interest in CESC. The consideration for the remaining 66% of CESC was approximately \$1,600,000,000, consisting of 15.7 million newly issued Vornado Operating Partnership units (valued at \$608,000,000) and \$992,000,000 of debt (66% of CESC's total debt).

The unaudited proforma information set forth below presents (i) the condensed consolidated statements of income for the Company for the years ended December 31, 2001 and 2000 as if (a) the acquisition of the CESC acquisition described above had occurred on January 1, 2000 and (ii) the condensed consolidated proforma balance sheet of the Company as of December 31, 2001, as if such acquisition had occurred on December 31, 2001.

(in thousands, except per share amounts)

CONDENSED PROFORMA CONSOLIDATED STATEMENTS OF INCOME

	Pro Forma (Unaudited)	
	For the Years Ended December 31,	
	2001	2000
	-----	-----
Revenues .....	\$ 1,372,464	\$ 1,176,106
	=====	=====
Net income .....	\$ 265,893	\$ 234,838
Preferred stock dividends .....	(36,505)	(38,690)
	-----	-----
Net income per applicable to common shares .....	\$ 229,388	\$ 196,148
	=====	=====
Net income per common share - basic .....	\$ 2.57	\$ 2.27
	=====	=====
Net income per common share - diluted .....	\$ 2.49	\$ 2.21
	=====	=====

CONDENSED PROFORMA CONSOLIDATED BALANCE SHEET AT DECEMBER 31, 2001:

Total assets .....	\$8,979,015
	=====
Total liabilities .....	\$4,321,077
Minority interest .....	2,087,566
Total shareholders' equity .....	2,570,372
	-----
Total liabilities and shareholders' equity .....	\$8,979,015

=====

On February 25, 2002, the Company sold 884,543 common shares to a closed-end fund and 514,200 shares to a unit investment trust based on the closing price of \$42.96 on the NYSE. The net proceeds to the Company were approximately \$57,042,000.

On March 7, 2002, the Company acquired for \$55,000,000, a mortgage on a 360,000 square foot office building, which is in the Crystal City complex in Arlington, Virginia, together with an option to purchase the property. The Company expects to exercise its option to acquire the property from a limited partnership, which is approximately 50% owned by Messrs. Robert H. Smith and Robert P. Kogod, trustees of Vornado since January 1, 2002, in exchange for approximately \$13,700,000 of Vornado's Operating Partnership units. The acquisition of the building is expected to close within 90 days and is subject to receipt of certain consents from third parties and other customary conditions.

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### PART III

#### ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

Information relating to trustees of the Registrant will be contained in a definitive Proxy Statement involving the election of trustees under the caption "Election of Trustees", which the Registrant will file with the Securities and Exchange Commission pursuant to Regulation 14A under the Securities Exchange Act of 1934 not later than 120 days after December 31, 2001, and such information is incorporated herein by reference. Information relating to Executive Officers of the Registrant appears at page 51 of this Annual Report on Form 10-K. Also incorporated herein by reference is the information under the caption ("Other Matters - 16(a) Beneficial Ownership") of the Proxy Statement.

#### ITEM 11. EXECUTIVE COMPENSATION

Information relating to executive compensation will be contained in the Proxy Statement referred to above in Item 10, "Directors and Executive Officers of the Registrant", under the captions "Executive Compensation" and such information is incorporated herein by reference.

#### ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Information relating to security ownership of certain beneficial owners and management will be contained in the Proxy Statement referred to in Item 10, "Directors and Executive Officers of the Registrant", under the caption "Principal Security Holders" and such information is incorporated herein by reference.

#### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Information relating to certain relationships and related transactions will be contained in the Proxy Statement referred to in Item 10, "Directors and Executive Officers of the Registrant", under the caption "Certain Relationships and Related Transactions" and such information is incorporated herein by reference.

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## PART IV

### ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

(a) The following documents are filed as part of this report:

1. The consolidated financial statements are set forth in Item 8 of this Annual Report on Form 10-K.

The following financial statement schedules should be read in conjunction with the financial statements included in Item 8 of this Annual Report on Form 10-K.

PAGES IN THIS  
ANNUAL REPORT ON  
FORM 10-K  
-----

II--Valuation and Qualifying Accounts--years ended December 31, 2001, 2000 and 1999 .....	130
III--Real Estate and Accumulated Depreciation as of December 31,2001 ....	131

Schedules other than those listed above are omitted because they are not applicable or the information required is included in the consolidated financial statements or the notes thereto.

The following exhibits listed on the Exhibit Index are filed with this Annual Report on Form 10-K.

EXHIBIT NO.

- 3.2 Articles of Amendment of Declaration of Trust of Vornado, as filed with the State Department of Assessments and Taxation of Maryland on May 23, 1996
- 3.3 Articles of Amendment of Declaration of Trust of Vornado, as filed with the State Department of Assessments and Taxation of Maryland on April 3, 1997
- 3.10 Articles Supplementary Classifying Vornado's \$3.25 Series A Convertible Preferred Shares of Beneficial Interest, as filed with the State Department of Assessments and Taxation of Maryland on December 15, 1997
- 12 Consolidated Ratios of Earnings to Fixed Charges and Combined Fixed Charges and Preferred Share Dividend Requirement
- 21 Subsidiaries of the Registrant
- 23 Consent of Independent Auditors

(b) Reports on Form 8-K and Form 8-K/A

During the last quarter of the period covered by this Annual Report on Form 10-K the reports on Form 8-K and Form 8-K/A described below were filed.

PERIOD COVERED:  
(DATE OF EARLIEST  
EVENT REPORTED)  
-----

ITEMS REPORTED  
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September 21, 2001	Issuance of Series D-9 Preferred Units by Vornado Realty L.P.	October
October 19, 2001	Announcement of merger with Charles E. Commercial Realty L.P.	October
November 16, 2001	Announcement of underwriting agreement with Lehman Brothers relating to the issuance of common shares	November

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### SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

VORNADO REALTY TRUST

By: /s/ JOSEPH MACNOW

-----  
Joseph Macnow, Executive Vice President -  
Finance and Administration and  
Chief Financial Officer

Date: March 11, 2002

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

SIGNATURE -----	TITLE -----	DATE ----
By: /s/ Steven Roth ----- (Steven Roth)	Chairman of the Board of Trustees (Principal Executive Officer)	March 11, 2002
By: /s/ Michael D. Fascitelli ----- (Michael D. Fascitelli)	President and Trustee	March 11, 2002
By: /s/ Robert P. Kogod ----- (Robert P. Kogod)	Trustee	March 11, 2002
By: /s/ Joseph Macnow ----- (Joseph Macnow)	Executive Vice President - Finance and Administration and Chief Financial Officer	March 11, 2002
By: /s/ David Mandelbaum ----- (David Mandelbaum)	Trustee	March 11, 2002
By: /s/ Stanley Simon ----- (Stanley Simon)	Trustee	March 11, 2002
By: /s/ Robert H. Smith	Trustee	March 11, 2002

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-----  
 (Robert H. Smith)  
 By: /s/ Ronald G. Targan Trustee March 11, 2002  
 -----  
 (Ronald G. Targan)  
 By: /s/ Richard R. West Trustee March 11, 2002  
 -----  
 (Richard R. West)  
 By: /s/ Russell B. Wight, Jr. Trustee March 11, 2002  
 -----  
 (Russell B. Wight, Jr.)

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VORNADO REALTY TRUST  
 AND SUBSIDIARIES  
  
 SCHEDULE II  
 VALUATION AND QUALIFYING ACCOUNTS

DESCRIPTION	COLUMN A	COLUMN B	COLUMN C	DESCRIPTION
		BALANCE BEGINNING OF YEAR	ADDITIONS CHARGE AGAINST OPERATIONS	(AMOUNT IN THOUSANDS)
YEAR ENDED DECEMBER 31, 2001:		-----	-----	
Deducted from accounts receivable, allowance for doubtful accounts.....		\$9,343 =====	\$5,379 =====	Uncollectible acc written-off
YEAR ENDED DECEMBER 31, 2000:				
Deducted from accounts receivable, allowance for doubtful accounts.....		\$7,292 =====	\$2,957 =====	Uncollectible acc written-off
YEAR ENDED DECEMBER 31, 1999:				
Deducted from accounts receivable allowance for doubtful accounts.....		\$3,044 =====	\$5,131 =====	Uncollectible acc written-off

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VORNADO REALTY TRUST  
 AND SUBSIDIARIES  
  
 SCHEDULE III  
 REAL ESTATE AND ACCUMULATED DEPRECIATION

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DECEMBER 31, 2001  
(AMOUNTS IN THOUSANDS)

COLUMN A	COLUMN B	COLUMN C		COLUMN D	COLUMN E
DESCRIPTION	ENCUMBRANCES	INITIAL COST TO COMPANY (1)		COSTS CAPITALIZED SUBSEQUENT TO ACQUISITION	COSTS CAPITALIZED SUBSEQUENT TO ACQUISITION
		LAND	BUILDINGS AND IMPROVEMENTS	ACQUISITION	LAND
OFFICE BUILDINGS					
NEW YORK					
MANHATTAN					
One Penn Plaza	\$275,000	\$ --	\$ 412,169	\$ 65,499	\$ --
Two Penn Plaza	157,697	53,615	164,903	51,203	52,689
909 Third Avenue	107,004	--	120,723	14,030	--
770 Broadway	66,962	52,898	95,686	72,920	52,898
Eleven Penn Plaza	51,376	40,333	85,259	18,856	40,333
Two Park Avenue	90,000	43,609	69,715	5,984	43,609
90 Park Avenue	--	8,000	175,890	13,409	8,000
888 Seventh Avenue	105,000	--	117,269	28,606	--
330 West 34th Street	--	--	8,599	4,480	--
1740 Broadway	--	26,971	102,890	8,684	26,971
150 East 58th Street	--	39,303	80,216	10,122	39,303
866 United Nations Plaza	33,000	32,196	37,534	6,962	32,196
595 Madison (Fuller Building)	56,538	62,731	62,888	4,286	62,731
640 Fifth Avenue	--	38,224	25,992	31,781	38,224
40 Fulton Street	--	15,732	26,388	2,526	15,732
689 Fifth Avenue	--	19,721	13,446	3,151	19,721
20 Broad Street	--	--	28,760	2,973	--
7 West 34th Street	--	34,595	93,703	826	34,614
715 Lexington Avenue	--	--	11,574	--	--
14th Street and Union Square, Manhattan	--	12,566	4,044	18,108	24,079
Total New York	942,577	480,494	1,737,648	364,406	491,100
NEW JERSEY					
Paramus	--	--	8,345	9,873	--
Total New Jersey	--	--	8,345	9,873	--
TOTAL OFFICE BUILDINGS	942,577	480,494	1,745,993	374,279	491,100
SHOPPING CENTERS					
NEW JERSEY					
Bordentown	8,161 *	498	3,176	1,085	713
Bricktown	16,492 *	929	2,175	9,265	929
Cherry Hill	15,168 *	915	3,926	3,292	915
Delran	6,501 *	756	3,184	2,744	756
Dover	7,433 *	224	2,330	2,381	204

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COLUMN A	COLUMN F	COLUMN G	COLUMN H	COLUMN I
DESCRIPTION	ACCUMULATED DEPRECIATION AND AMORTIZATION	DATE OF CONSTRUCTION (3)	DATE ACQUIRED	LIFE ON WHICH DEPRECIATION IN LATEST INCOME STATEMENT IS COMPUTED
OFFICE BUILDINGS				
NEW YORK				
MANHATTAN				
One Penn Plaza	\$ 45,376	1972	1998	39 Years
Two Penn Plaza	28,311	1968	1997	39 Years
909 Third Avenue	8,872	1969	1999	39 Years
770 Broadway	12,497	1907	1998	39 Years
Eleven Penn Plaza	12,031	1923	1997	39 Years
Two Park Avenue	10,371	1928	1998	39 Years
90 Park Avenue	20,670	1964	1997	39 Years
888 Seventh Avenue	10,024	1980	1999	39 Years
330 West 34th Street	795	1925	1998	39 Years
1740 Broadway	13,932	1950	1997	39 Years
150 East 58th Street	8,280	1969	1998	39 Years
866 United Nations Plaza	6,062	1966	1997	39 Years
595 Madison (Fuller Building)	3,717	1968	1999	39 Years
640 Fifth Avenue	6,443	1950	1997	39 Years
40 Fulton Street	3,034	1987	1998	39 Years
689 Fifth Avenue	1,186	1925	1998	39 Years
20 Broad Street	2,716	1956	1998	39 Years
7 West 34th Street	2,735	1901	2000	40 Years
715 Lexington Avenue	123	1923	2001	40 Years
14th Street and Union Square, Manhattan	1,188	1965	1993	36 - 39 Years
Total New York	198,363			
NEW JERSEY				
Paramus	4,763	1967	1987	26 - 40 Years
Total New Jersey	4,763			
TOTAL OFFICE BUILDINGS	203,126			
SHOPPING CENTERS				
NEW JERSEY				
Bordentown	3,870	1958	1958	7 - 40 Years
Bricktown	5,759	1968	1968	22 - 40 Years
Cherry Hill	5,942	1964	1964	12 - 40 Years
Delran	3,392	1972	1972	16 - 40 Years
Dover	3,335	1964	1964	16 - 40 Years

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SCHEDULE III  
 REAL ESTATE AND ACCUMULATED DEPRECIATION  
 DECEMBER 31, 2001  
 (AMOUNTS IN THOUSANDS)

DESCRIPTION	COLUMN B ENCUMBRANCES	COLUMN C INITIAL COST TO COMPANY (1)		COLUMN D COSTS CAPITALIZED TO ACQUISITION	COLUMN E COSTS ACCUMULATED TO DATE
		LAND	BUILDINGS AND IMPROVEMENTS		
East Brunswick	23,029 *	319	3,236	6,403	319
East Hanover I	20,707 *	376	3,063	5,345	476
East Hanover II	6,902 *	1,756	8,706	--	1,756
Hackensack	25,300 *	536	3,293	7,253	536
Jersey City	19,369 *	652	2,962	1,854	652
Kearny (4)	3,781 *	279	4,429	(1,029)	309
Lawnside	10,717 *	851	2,222	1,359	851
Lodi	9,498 *	245	9,339	107	245
Manalapan	12,675 *	725	2,447	4,960	725
Marlton	12,325 *	1,514	4,671	715	1,611
Middletown	16,638 *	283	1,508	3,940	283
Morris Plains	12,179 *	1,254	3,140	3,224	1,104
North Bergen (4)	4,010 *	510	3,390	(956)	2,308
North Plainfield	11,010 *	500	13,340	1,228	500
Totowa	29,878 *	1,097	5,359	10,877	1,107
Turnersville	4,134 *	900	2,132	87	900
Union	33,931 *	1,014	4,527	3,243	1,329
Vineland	--	290	1,594	1,253	290
Watchung (4)	13,690 *	451	2,347	6,857	4,178
Woodbridge	22,365 *	190	3,047	778	220
<b>Total New Jersey</b>	<b>345,893</b>	<b>17,064</b>	<b>99,543</b>	<b>76,265</b>	<b>23,216</b>
<b>NEW YORK</b>					
Albany (Menands)	6,289 *	460	1,677	2,628	460
Buffalo (Amherst)	7,088 *	402	2,019	2,151	636
Freeport	14,971 *	1,231	3,273	2,848	1,231
New Hyde Park	7,556 *	--	--	122	--
North Syracuse	--	--	--	23	--
Rochester (Henrietta)	--	--	2,124	1,152	--
Rochester	--	443	2,870	(1,116)	1,220
Valley Stream (Green Acres)	159,851	140,069	99,586	5,660	139,910
<b>Total New York</b>	<b>195,755</b>	<b>142,605</b>	<b>111,549</b>	<b>13,468</b>	<b>143,457</b>
<b>PENNSYLVANIA</b>					
Allentown	23,512 *	70	3,446	10,191	334
Bensalem (4)	6,497 *	1,198	3,717	1,047	2,727
Bethlehem	4,112 *	278	1,806	3,904	278
Broomall	9,888 *	734	1,675	1,381	850
Glenolden	7,416 *	850	1,295	722	850

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Lancaster -- 606 2,312 1,114 2010

DESCRIPTION	ACCUMULATED DEPRECIATION AND AMORTIZATION	DATE OF CONSTRUCTION (3)	DATE ACQUIRED	LIFE ON WHICH DEPRECIATION IN LATEST INCOME STATEMENT IS COMPUTED
East Brunswick	6,366	1957	1957	8 - 33 Years
East Hanover I	5,281	1962	1962	9 - 40 Years
East Hanover II	707	1979	1998	40 Years
Hackensack	5,720	1963	1963	15 - 40 Years
Jersey City	4,089	1965	1965	11 - 40 Years
Kearny (4)	1,372	1938	1959	23 - 29 Years
Lawnside	2,481	1969	1969	17 - 40 Years
Lodi	530	1999	1975	40 Years
Manalapan	4,575	1971	1971	14 - 40 Years
Marlton	4,008	1973	1973	16 - 40 Years
Middletown	3,218	1963	1963	19 - 40 Years
Morris Plains	5,582	1961	1985	7 - 19 Years
North Bergen (4)	164	1993	1959	30 Years
North Plainfield	5,773	1955	1989	21 - 30 Years
Totowa	6,992	1957/1999	1957	19 - 40 Years
Turnersville	1,775	1974	1974	23 - 40 Years
Union	5,654	1962	1962	6 - 40 Years
Vineland	2,066	1966	1966	18 - 40 Years
Watchung (4)	1,298	1994	1959	27 - 30 Years
Woodbridge	3,194	1959	1959	11 - 40 Years
Total New Jersey	93,143			
NEW YORK				
Albany (Menands)	2,339	1965	1965	22 - 40 Years
Buffalo (Amherst)	2,949	1968	1968	13 - 40 Years
Freeport	3,323	1981	1981	15 - 40 Years
New Hyde Park	124	1970	1976	6 - 10 Years
North Syracuse	23	1967	1976	11 - 12 Years
Rochester (Henrietta)	2,327	1971	1971	15 - 40 Years
Rochester	213	1966	1966	10 - 40 Years
Valley Stream (Green Acres)	10,818	1956	1997	39 - 40 Years
Total New York	22,116			
PENNSYLVANIA				
Allentown	6,329	1957	1957	20 - 42 Years
Bensalem (4)	1,318	1972/1999	1972	40 Years
Bethlehem	4,184	1966	1966	9 - 40 Years
Broomall	2,313	1966	1966	9 - 40 Years
Glenolden	1,222	1975	1975	18 - 40 Years
Lancaster	367	1966	1966	12 - 40 Years

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VORNADO REALTY TRUST  
AND SUBSIDIARIES

SCHEDULE III  
REAL ESTATE AND ACCUMULATED DEPRECIATION  
DECEMBER 31, 2001  
(AMOUNTS IN THOUSANDS)

DESCRIPTION	COLUMN A	COLUMN B ENCUMBRANCES	COLUMN C INITIAL COST TO COMPANY (1)		COLUMN D COSTS CAPITALIZED SUBSEQUENT TO ACQUISITION	COLUMN E LAND
			LAND	BUILDINGS AND IMPROVEMENTS		
Levittown 10th and Market Streets, Philadelphia		--	193	1,231	52	183
Upper Moreland		9,057 *	933	3,230	6,017	933
York		7,030 *	683	2,497	564	683
		4,157 *	421	1,700	1,142	409
Total Pennsylvania		71,669	5,966	22,909	26,134	9,257
MARYLAND						
Baltimore (Belair Rd.)		--	785	1,333	3,420	785
Baltimore (Towson)		11,522 *	581	2,756	667	581
Baltimore (Dundalk)		6,243 *	667	1,710	3,219	667
Glen Burnie		5,929 *	462	1,741	1,481	462
Hagerstown		3,322 *	168	1,453	984	168
Total Maryland		27,016	2,663	8,993	9,771	2,663
CONNECTICUT						
Newington		6,622 *	502	1,581	1,420	2,114
Waterbury		--	--	2,103	1,430	667
Total Connecticut		6,622	502	3,684	2,850	2,781
MASSACHUSETTS						
Chicopee		--	510	2,031	358	510
Springfield (4)		3,161 *	505	1,657	798	2,586
Total Massachusetts		3,161	1,015	3,688	1,156	3,096
PUERTO RICO (SAN JUAN)						
Montehiedra		60,359	9,182	66,701	776	9,182
TOTAL SHOPPING CENTERS		710,475	178,997	317,067	130,420	193,652

MERCHANDISE MART PROPERTIES



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ILLINOIS					
COLUMN A	COLUMN F	COLUMN G	COLUMN H	COLUMN I	
DESCRIPTION	ACCUMULATED DEPRECIATION AND AMORTIZATION	DATE OF CONSTRUCTION (3)	DATE ACQUIRED	LIFE ON WHICH DEPRECIATION IN LATEST INCOME STATEMENT IS COMPUTED	
Merchandise Mart, Chicago	250,000	64,528	319,146	31,174	64,528
350 North Orleans, Chicago	70,000	14,238	67,008	23,298	14,238
33 North Dearborn Chicago	19,000	6,624	30,680	1,024	6,624
Other	--	--	17,858	(946)	--
-----					
ILLINOIS					
Levittown 10th and Market Streets, Philadelphia	1,253	1964	1964	7 - 40 Years	
Upper Moreland	1,833	1977	1994	27 - 30 Years	
York	2,105	1974	1974	15 - 40 Years	
	1,960	1970	1970	15 - 40 Years	
Total Pennsylvania	22,884				
-----					
MARYLAND					
Baltimore (Belair Rd.)	3,359	1962	1962	10 - 33 Years	
Baltimore (Towson)	2,472	1968	1968	13 - 40 Years	
Baltimore (Dundalk)	3,375	1966	1966	12 - 40 Years	
Glen Burnie	1,997	1958	1958	16 - 33 Years	
Hagerstown	1,607	1966	1966	9 - 40 Years	
Total Maryland	12,810				
-----					
CONNECTICUT					
Newington	258	1965	1965	9 - 40 Years	
Waterbury	2,026	1969	1969	21 - 40 Years	
Total Connecticut	2,284				
-----					
MASSACHUSETTS					
Chicopee	1,952	1969	1969	13 - 40 Years	
Springfield (4)	112	1993	1966	28 - 30 Years	
Total Massachusetts	2,064				
-----					
PUERTO RICO (SAN JUAN)					
Montehiedra	8,014	1996	1997	40 Years	
TOTAL SHOPPING CENTERS	170,559				
-----					
MERCHANDISE MART PROPERTIES					
ILLINOIS					
Merchandise Mart, Chicago	33,632	1930	1998	40 Years	
350 North Orleans,					

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Chicago	10,989	1977	1998	40 Years
33 North Dearborn				
Chicago	1,037		2000	40 Years
Other	2,271		2000	40 Years

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VORNADO REALTY TRUST  
AND SUBSIDIARIES

SCHEDULE III  
REAL ESTATE AND ACCUMULATED DEPRECIATION  
DECEMBER 31, 2001  
(AMOUNTS IN THOUSANDS)

DESCRIPTION	COLUMN B ENCUMBRANCES	COLUMN C INITIAL COST TO COMPANY (1)		COLUMN D COSTS CAPITALIZED SUBSEQUENT TO ACQUISITION	COLUMN E GROSS CAR
		LAND	BUILDINGS AND IMPROVEMENTS		
WASHINGTON D.C . . . . .					
Washington Office Center . . .	46,572	10,719	69,658	1,941	10,719
Washington Design Center . . .	48,959	12,274	40,662	7,259	12,274
Other . . . . .	--	9,175	6,273	79	9,175
NORTH CAROLINA					
Market Square Complex, High Point . . . . .	99,166	11,969	85,478	67,632	14,010
National Furniture Mart, High Point . . . . .	13,306	1,069	16,761	381	1,069
CALIFORNIA					
Gift and Furniture Mart Los Angeles . . . . .	--	10,141	43,422	9,268	10,141
TOTAL MERCHANDISE MART . . . . .	547,003	140,737	696,946	141,110	142,778
WAREHOUSE/INDUSTRIAL					
NEW JERSEY					
East Brunswick . . . . .	6,638	--	4,772	2,869	--
East Hanover . . . . .	27,492	576	7,752	7,244	691
Edison . . . . .	4,385	705	2,839	1,503	704
Garfield . . . . .	11,380	96	8,068	4,937	96
TOTAL WAREHOUSE/INDUSTRIAL . . . . .	49,895	1,377	23,431	16,553	1,491
OTHER PROPERTIES					
NEW JERSEY					
Palisades . . . . .	90,526	--	127,277	--	--
Montclair . . . . .	1,948 *	66	470	330	66
Total New Jersey . . . . .	92,474	66	127,747	330	66

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NEW YORK					
DESCRIPTION	COLUMN A	COLUMN F	COLUMN G	COLUMN H	COLUMN I
		ACCUMULATED DEPRECIATION AND AMORTIZATION	DATE OF CONSTRUCTION (3)	DATE ACQUIRED	LIFE ON WHICH DEPRECIATION IN LATEST INCOME STATEMENT IS COMPUTED
Hotel Pennsylvania (Commercial) .....	115,506	12,542	51,047	102,698	29,903
1135 Third Avenue .....	--	7,844	7,844	1	7,845
Riese .....	--	19,135	7,294	6,416	25,233
Total New York .....	115,506	39,521	66,185	109,115	62,981
WASHINGTON D.C .....					
Washington Office Center ....	6,784	1990	1998	40 Years	
Washington Design Center ....	5,082	1919	1998	40 Years	
Other .....	600		1998	40 Years	
NORTH CAROLINA					
Market Square Complex, High Point .....	8,758	1902 - 1989	1998	40 Years	
National Furniture Mart, High Point .....	1,369	1964	1998	40 Years	
CALIFORNIA					
Gift and Furniture Mart Los Angeles .....	1,518		2000	40 Years	
TOTAL MERCHANDISE MART .....	72,040				
WAREHOUSE/INDUSTRIAL					
NEW JERSEY					
East Brunswick .....	4,824	1972	1972	18 - 40 Year	
East Hanover .....	11,410	1963 - 1967	1963	7 - 40 Years	
Edison .....	2,700	1954	1982	12 - 25 Year	
Garfield .....	10,401	1942	1959	11 - 33 Year	
TOTAL WAREHOUSE/INDUSTRIAL .....	29,335				
OTHER PROPERTIES					
NEW JERSEY					
Palisades .....	--	Under Develop			
Montclair .....	564	1972	1972	4 - 15 Years	
Total New Jersey .....	564				
NEW YORK					
Hotel Pennsylvania (Commercial) .....	20,810	1919	1997	40 Years	
1135 Third Avenue .....	791		1997	40 Years	
Riese .....	165	1911-1987	1997	39 Years	
Total New York .....	21,766				

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VORNADO REALTY TRUST  
AND SUBSIDIARIES

SCHEDULE III  
REAL ESTATE AND ACCUMULATED DEPRECIATION  
DECEMBER 31, 2001  
(AMOUNTS IN THOUSANDS)

COLUMN A	COLUMN B	COLUMN C		COLUMN D	CA
DESCRIPTION	ENCUMBRANCES	INITIAL COST TO COMPANY (1)		COSTS CAPITALIZED SUBSEQUENT TO ACQUISITION	LAND
		LAND	BUILDINGS AND IMPROVEMENTS		
FLORIDA					
Student Housing Joint Venture	19,243	3,722	21,095	534	3,763
Total Florida .....	19,243	3,722	21,095	534	3,763
TOTAL OTHER PROPERTIES .....	227,223	43,309	215,027	109,979	66,810
LEASEHOLD IMPROVEMENTS					
EQUIPMENT AND OTHER .....				74,493	
TOTAL					
DECEMBER 31, 2001 .....	\$2,477,173	\$844,914	\$2,998,464	\$846,833	\$895,831

COLUMN A	COLUMN F	COLUMN G	COLUMN H	COLUMN I
DESCRIPTION	ACCUMULATED DEPRECIATION AND AMORTIZATION	DATE OF CONSTRUCTION (3)	DATE ACQUIRED	LIFE ON WHICH DEPRECIATION IN LATEST INCOME STATEMENT IS COMPUTED
FLORIDA				
Student Housing Joint Venture	1,466	1996-1997	2000	40 Years
Total Florida .....	1,466			
TOTAL OTHER PROPERTIES .....	23,796			
LEASEHOLD IMPROVEMENTS				
EQUIPMENT AND OTHER .....	14,613			3 - 20 Years

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TOTAL	-----
DECEMBER 31, 2001 .....	\$506,225
	=====

\* These encumbrances are cross collateralized under a blanket mortgage in the amount of \$492,213 at December 31, 2001.

Notes:

- (1) Initial cost is cost as of January 30, 1982 (the date on which Vornado commenced real estate operations) unless acquired subsequent to that date -- see Column H.
- (2) The net basis of the company's assets and liabilities for tax purposes is approximately \$1,069,000 lower than the amount reported for financial statement purposes.
- (3) Date of original construction -- many properties have had substantial renovation or additional construction -- see Column D.
- (4) Buildings on these properties were demolished. As a result, the cost of the buildings and improvements, net of accumulated depreciation, were transferred to land. In addition, the cost of the land in Kearny is net of a \$1,615 insurance recovery.

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VORNADO REALTY TRUST  
AND SUBSIDIARIES

SCHEDULE III  
REAL ESTATE AND ACCUMULATED DEPRECIATION  
(AMOUNTS IN THOUSANDS)

The following is a reconciliation of real estate assets and accumulated depreciation:

	YEAR ENDED DECEMBER 31,		
	2001	2000	1999
	-----	-----	-----
<b>REAL ESTATE</b>			
Balance at beginning of period .....	\$4,354,392	\$3,921,507	\$3,315,891
Additions during the period:			
Land .....	25,808	57,669	83,153
Buildings & improvements .....	332,766	416,917	522,463
	-----	-----	-----
	4,712,966	4,396,093	3,921,507
Less: Asset sold and written-off .....	22,755	41,701	--
	-----	-----	-----
Balance at end of period .....	\$4,690,211	\$4,354,392	\$3,921,507
	=====	=====	=====
<b>ACCUMULATED DEPRECIATION</b>			
Balance at beginning of period .....	\$ 393,787	\$ 308,542	\$ 226,816
Additions charged to operating expenses	114,121	91,236	81,726
	-----	-----	-----
	507,908	399,778	308,542

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Less: Accumulated depreciation on assets sold and written-off .....	1,683	5,991	--
	-----	-----	-----
Balance at end of period .....	\$ 506,225	\$ 393,787	\$ 308,542
	=====	=====	=====

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EXHIBIT INDEX

EXHIBIT  
NO.  
-----

- 3.1 -- Amended and Restated Declaration of Trust of Vornado, as filed with the State Department of Assessments and Taxation of Maryland on April 16, 1993 - Incorporated by reference to Exhibit 3(a) of Vornado's Registration Statement on Form S-4 (File No. 33-60286), dated April 15, 1993.....
- 3.2 -- Articles of Amendment of Declaration of Trust of Vornado, as filed with the State Department of Assessments and Taxation of Maryland on May 23, 1996
- 3.3 -- Articles of Amendment of Declaration of Trust of Vornado, as filed with the State Department of Assessments and Taxation of Maryland on April 3, 1997
- 3.4 -- Articles of Amendment of Declaration of Trust of Vornado, as filed with the State Department of Assessments and Taxation of Maryland on October 14, 1997 - Incorporated by reference to Exhibit 3.2 of Vornado's Registration Statement on Form S-3 (File No. 333-36080), dated May 2, 2000.....
- 3.5 -- Articles of Amendment of Declaration of Trust of Vornado, as filed with the State Department of Assessments and Taxation of Maryland on April 22, 1998 - Incorporated by reference to Exhibit 3.1 of Vornado's Current Report on Form 8-K, dated April 22, 1998 (File No. 001-11954) on April 28, 1998.....
- 3.6 -- Articles of Amendment of Declaration of Trust of Vornado, as filed with the State Department of Assessments and Taxation of Maryland on November 24, 1999 - Incorporated by reference to Exhibit 3.4 of Vornado's Registration Statement on Form S-3 (File No. 333-36080), dated May 2, 2000.....
- 3.7 -- Articles of Amendment of Declaration of Trust of Vornado, as filed with the State Department of Assessments and Taxation of Maryland on April 20, 2000 - Incorporated by reference to Exhibit 3.5 of Vornado's Registration Statement on Form S-3 (File No. 333-36080), dated May 2, 2000.....
- 3.8 -- Articles of Amendment of Declaration of Trust of Vornado, as filed with the State Department of Assessments and Taxation of Maryland on September 14, 2000 - Incorporated by reference to Exhibit 4.6 of Vornado's Registration Statement on Form S-8 (File No. 333-68462), dated August 27, 2001.....
- 3.9 -- Articles Supplementary Classifying Vornado's \$3.25 Series A Preferred Shares of Beneficial Interest, liquidation preference \$50.00 per share - Incorporated by reference to Exhibit 3.9 of Vornado's Current Report on Form 8-K, dated April 3, 1997 (File No. 001-11954) on April 8, 1997.....
- 3.10 -- Articles Supplementary Classifying Vornado's \$3.25 Series A Convertible Preferred Shares of Beneficial Interest, as filed with the State Department of Assessments and Taxation of Maryland on September 14, 2000.....

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of Maryland on December 15, 1997

- 3.11 -- Articles Supplementary Classifying Vornado's Series D-1 8.5% Cumulative Redeemable Shares of Beneficial Interest, no par value (the "Series D-1 Preferred Shares") - by reference to Exhibit 3.1 of Vornado's Current Report on Form 8-K, dated November 30, 1998 (File No. 001-11954), filed on November 30, 1998.....

-----  
\* Incorporated by reference

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EXHIBIT  
NO.  
-----

- 3.12 -- Articles Supplementary Classifying Additional Series D-1 8.5% Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value - Incorporated by reference to Exhibit 3.2 of Vornado's Current Report on Form 8-K/A, dated November 12, 1998 (File No. 001-11954), filed on February 9, 1999.....
- 3.13 -- Articles Supplementary Classifying 8.5% Series B Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value - Incorporated by reference to Exhibit 3.3 of Vornado's Current Report on Form 8-K, dated March 3, 1999 (File No. 001-11954), filed on March 17, 1999.....
- 3.14 -- Articles Supplementary Classifying Vornado's Series C 8.5% Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, - Incorporated by reference to Exhibit 3.7 of Vornado's Registration Statement on Form S-1, dated May 19, 1999 (File No. 001-11954), filed on May 19, 1999.....
- 3.15 -- Articles Supplementary Classifying Vornado Realty Trust's Series D-2 8.375% Cumulative Redeemable Preferred Shares, dated as of May 27, 1999, as filed with the State Department of Assessments and Taxation of Maryland on May 27, 1999 - Incorporated by reference to Exhibit 3.1 of Vornado's Current Report on Form 8-K, dated May 27, 1999 (File No. 001-11954), filed on July 7, 1999.....
- 3.16 -- Articles Supplementary Classifying Vornado's Series D-3 8.25% Cumulative Redeemable Preferred Shares, dated September 3, 1999, as filed with the State Department of Assessments and Taxation of Maryland on September 3, 1999 - Incorporated by reference to Exhibit 3.1 of Vornado's Current Report on Form 8-K, dated September 3, 1999 (File No. 001-11954), filed on October 25, 1999.....
- 3.17 -- Articles Supplementary Classifying Vornado's Series D-4 8.25% Cumulative Redeemable Preferred Shares, dated September 3, 1999, as filed with the State Department of Assessments and Taxation of Maryland on September 3, 1999 - Incorporated by reference to Exhibit 3.1 of Vornado's Current Report on Form 8-K, dated September 3, 1999 (File No. 001-11954), filed on October 25, 1999.....
- 3.18 -- Articles Supplementary Classifying Vornado's Series D-5 8.25% Cumulative Redeemable Preferred Shares - Incorporated by reference to Exhibit 3.1 of Vornado's Current Report on Form 8-K, dated November 24, 1999 (File No. 001-11954), filed on December 23, 1999.....
- 3.19 -- Articles Supplementary to Declaration of Trust of Vornado Realty Trust with respect to Series D-6 8.25% Cumulative Redeemable Preferred Shares, dated May 1, 2000, as filed with the State Department of Assessments and Taxation of Maryland on May 1, 2000 - Incorporated by reference to Exhibit 3.1 of Vornado's Current Report on Form 8-K, dated May 1, 2000.....

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001-11954), filed May 19, 2000.....

- 3.20 -- Articles Supplementary to Declaration of Trust of Vornado Realty Trust with respect to Series D-7 8.25% Cumulative Redeemable Preferred Shares, dated May 25, 2000, as filed with the State Department of Assessments and Taxation of Maryland on June 1, 2000 - Incorporated by reference to Exhibit 3.1 of Vornado's Current Report on Form 8-K, dated May 25, 2000 (File No. 001-11954), filed on June 16, 2000.....

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\* Incorporated by reference

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EXHIBIT  
NO.  
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- 3.21 -- Articles Supplementary to Declaration of Trust of Vornado Realty Trust with respect to Series D-8 8.25% Cumulative Redeemable Preferred Shares - Incorporated by reference to Exhibit 3.1 of Vornado's Current Report on Form 8-K, dated December 8, 2000 (File No. 001-11954), filed on December 28, 2000.....
- 3.22 -- Articles Supplementary to Declaration of Trust of Vornado Realty Trust with respect to Series D-9 8.75% Preferred Shares, dated September 21, 2001, as filed with the State Department of Assessments and Taxation of Maryland on September 25, 2001 - Incorporated by reference to Exhibit 3.1 of Vornado's Current Report on Form 8-K (File No. 001-11954), filed on October 12, 2001.....
- 3.23 -- Amended and Restated Bylaws of Vornado, as amended on March 2, 2000 - Incorporated by reference to Exhibit 3.12 of Vornado's Annual Report on Form 10-K for the year ended December 31, 2000 (File No. 001-11954), filed on March 9, 2000.....
- 3.24 -- Second Amended and Restated Agreement of Limited Partnership of the Operating Partnership of Vornado Realty Trust, as of October 20, 1997 (the "Partnership Agreement") - Incorporated by reference to Exhibit 3.4 of Vornado's Annual Report on Form 10-K for the year ended December 31, 1998 (the "1997 10-K").....
- 3.25 -- Amendment to the Partnership Agreement, dated as of December 16, 1997-Incorporated by reference to Exhibit 3.5 of the 1997 10-K.....
- 3.26 -- Second Amendment to the Partnership Agreement, dated as of April 1, 1998 - Incorporated by reference to Exhibit 3.5 of Vornado's Registration Statement on Form S-3 (File No. 001-11954), filed on April 14, 1998.....
- 3.27 -- Third Amendment to the Partnership Agreement, dated as of November 12, 1998 - Incorporated by reference to Exhibit 3.2 of Vornado's Current Report on Form 8-K, dated November 12, 1998 (File No. 001-11954), filed on November 30, 1998.....
- 3.28 -- Fourth Amendment to the Partnership Agreement, dated as of November 30, 1998 - Incorporated by reference to Exhibit 3.1 of Vornado's Current Report on Form 8-K, dated December 1, 1998 (File No. 001-11954), filed on February 9, 1999.....
- 3.29 -- Exhibit A to the Partnership Agreement, dated as of December 22, 1998 - Incorporated by reference to Exhibit 3.4 of Vornado's Current Report on Form 8-K/A, dated November 12, 1998 (File No. 001-11954), filed on February 9, 1999.....
- 3.30 -- Fifth Amendment to the Partnership Agreement, dated as of March 3, 1999 - Incorporated by reference to Exhibit 3.1 of Vornado's Current Report on Form 8-K, dated March 3, 1999 (File No. 001-11954), filed on March 9, 2000.....



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reference to Exhibit 3.1 of Vornado's Current Report on Form 8-K, dated March 3, 1999 (File No. 001-11954), filed on March 17, 1999.....

3.31 -- Exhibit A to the Partnership Agreement, dated as of March 11, 1999 - Incorporated by reference to Exhibit 3.2 of Vornado's Current Report on Form 8-K, dated March 3, 1999 (File No. 001-11954), filed on March 17, 1999.....

3.32 -- Sixth Amendment to the Partnership Agreement, dated as of March 17, 1999 - Incorporated by reference to Exhibit 3.2 of Vornado's Current Report on Form 8-K, dated May 27, 1999 (File No. 001-11954), filed on July 7, 1999.....

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\* Incorporated by reference

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EXHIBIT  
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3.33 -- Seventh Amendment to the Partnership Agreement, dated as of May 20, 1999 - Incorporated by reference to Exhibit 3.3 of Vornado's Current Report on Form 8-K, dated May 27, 1999 (File No. 001-11954), filed on July 7, 1999.....

3.34 -- Eighth Amendment to the Partnership Agreement, dated as of May 27, 1999 - Incorporated by reference to Exhibit 3.4 of Vornado's Current Report on Form 8-K, dated May 27, 1999 (File No. 001-11954), filed on July 7, 1999.....

3.35 -- Ninth Amendment to the Partnership Agreement, dated as of September 3, 1999 - Incorporated by reference to Exhibit 3.3 of Vornado's Current Report on Form 8-K (File No. 001-11954), filed on October 25, 1999.....

3.36 -- Tenth Amendment to the Partnership Agreement, dated as of September 3, 1999 - Incorporated by reference to Exhibit 3.4 of Vornado's Current Report on Form 8-K, dated September 3, 1999 (File No. 001-11954), filed on October 25, 1999.....

3.37 -- Eleventh Amendment to the Partnership Agreement, dated as of November 24, 1999 - Incorporated by reference to Exhibit 3.2 of Vornado's Current Report on Form 8-K, dated November 24, 1999 (File No. 001-11954), filed on December 23, 1999.....

3.38 -- Twelfth Amendment to the Partnership Agreement, dated as of May 1, 2000 - Incorporated by reference to Exhibit 3.2 of Vornado's Current Report on Form 8-K, dated May 1, 2000 (File No. 001-11954), filed on May 19, 2000.....

3.39 -- Thirteenth Amendment to the Partnership Agreement, dated as of May 25, 2000 - Incorporated by reference to Exhibit 3.2 of Vornado's Current Report on Form 8-K, dated May 25, 2000 (File No. 001-11954), filed on June 16, 2000.....

3.40 -- Fourteenth Amendment to the Partnership Agreement, dated as of December 8, 2000 - Incorporated by reference to Exhibit 3.2 of Vornado's Current Report on Form 8-K, dated December 8, 2000 (File No. 001-11954), filed on December 28, 2000.....

3.41 -- Fifteenth Amendment to the Partnership Agreement, dated as of December 15, 2000 - Incorporated by reference to Exhibit 4.35 of Vornado Realty Trust's Registration Statement on Form S-1 (File No. 333-68462), filed on August 27, 2001.....

3.42 -- Sixteenth Amendment to the Partnership Agreement, dated as of July 25, 2001 - Incorporated by reference to Exhibit 3.2 of Vornado's Current Report on Form 8-K, dated July 25, 2001 (File No. 001-11954), filed on August 1, 2001.....

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reference to Exhibit 3.3 of Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on October 12, 2001.....

- 3.43 -- Seventeenth Amendment to the Partnership Agreement, dated as of September 21, 2001 - Incorporated by reference to Exhibit 3.4 of Vornado Realty Trust's Current Report (File No. 001-11954), filed on October 12, 2001.....
- 4.1 -- Instruments defining the rights of security holders (see Exhibits 3.1 through 3.22 of Annual Report on Form 10-K)
- 4.2 -- Indenture dated as of November 24, 1993 between Vornado Finance Corp. and Bankers Trust Company as Trustee - Incorporated by reference to Vornado's Current Report on Form 8-K dated November 24, 1993 (File No. 001-11954), filed December 1, 1993.....

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\* Incorporated by reference

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EXHIBIT  
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- 4.3. -- Specimen certificate representing Vornado's Common Shares of Beneficial Interest, par value \$0.04 per share - Incorporated by reference to Exhibit 4.1 of Amendment No. 1 to Registration Statement on Form S-3 (File No. 33-62395), filed on October 26, 1995.....
- 4.4. -- Specimen certificate representing Vornado's \$3.25 Series A Preferred Shares of Beneficial Interest, liquidation preference \$50.00 per share, no par value - Incorporated by reference to Exhibit 4.2 of Vornado's Current Report on Form 8-K, dated April 3, 1997 (File No. 001-11954), filed on April 8, 1997.....
- 4.5. -- Specimen certificate evidencing Vornado's Series B 8.5% Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value - Incorporated by reference to Exhibit 4.2 of Vornado's Registration Statement on Form 8-A (File No. 001-11954), filed on March 15, 1999.....
- 4.6. -- Specimen certificate evidencing Vornado's 8.5% Series C Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preferences \$25.00 per share, no par value - Incorporated by reference to Exhibit 4.2 of Vornado's Registration Statement on Form 8-A (File No. 001-11954), filed May 19, 1999.....
- 4.7. -- Indenture and Servicing Agreement, dated as of March 1, 2000, among Vornado, LaSalle National Association, ABN Amro Bank N.V. and Midland Loan Services, Inc. - Incorporated by reference to Exhibit 10.48 of Vornado's Annual Report on Form 10-K for the year ended December 31, 1999 (File No. 1-11954), filed on March 9, 2000.....
- 10.1 -- Vornado Realty Trust's 1993 Omnibus Share Plan, as amended - Incorporated by reference to Exhibit 4.1 of Vornado Realty Trust's registration statement on Form S-8 (File No. 001-11954), filed on July 30, 1996.....
- 10.2 -- Second Amendment, dated as of June 12, 1997, to Vornado's 1993 Omnibus Share Plan, as amended - Incorporated by reference to Vornado's Registration Statement on Form S-8 (File No. 001-11954), filed on June 12, 1997.....
- 10.3 -- Master Agreement and Guaranty, between Vornado, Inc. and Bradlees New Jersey, Inc. dated May 1, 1992 - Incorporated by reference to Vornado's Quarterly Report on Form 10-Q for the quarter ended March 31, 1992.....

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ended March 31, 1992 (File No. 001-11954), filed May 8, 1992.....

- 10.4\*\*-- Mortgage, Security Agreement, Assignment of Leases and Rents and Fixture Filing date November 24, 1993 made by each of the entities listed therein, as mortgagors to Vo Finance Corp., as mortgagee - Incorporated by reference to Vornado's Current Report Form 8-K dated November 24, 1993 (File No. 001-11954), filed December 1, 1993.....
- 10.5\*\*-- 1985 Stock Option Plan as amended - Incorporated by reference to Vornado's Quarterly Form 10-Q for quarter ended May 2, 1987 (File No. 001-11954), filed June 9, 1987..
- 10.6\*\*-- Form of Stock Option Agreement for use in connection with incentive stock options is pursuant to Vornado, Inc. 1985 Stock Option Plan - Incorporated by reference to Vo Quarterly Report on Form 10-Q for quarter ended October 26, 1985 (File No. 001-119 December 9, 1985.....

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\* Incorporated by reference

\*\* Management contract or compensatory plan

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EXHIBIT  
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- 10.7\*\* -- Form of Stock Option Agreement for use in connection with incentive stock options pursuant to Vornado, Inc. 1985 Stock Option Plan--Incorporated by reference to Quarterly Report on Form 10-Q for quarter ended May 2, 1987 (File No. 001-11954 June 9, 1987.....
- 10.8\*\* -- Form of Stock Option Agreement for use in connection with incentive stock options pursuant to Vornado, Inc. 1985 Stock Option Plan--Incorporated by reference to Quarterly Report on Form 10-Q for quarter ended October 26, 1985 (File No. 001- December 9, 1985.....
- 10.9\*\* -- Employment Agreement between Vornado Realty Trust and Joseph Macnow dated January Incorporated by reference to Exhibit 10.7 of Vornado's Quarterly Report on Form quarter ended September 30, 1998 (File No. 001-11954), filed November 12, 1998.
- 10.10\*\* -- Employment Agreement between Vornado Realty Trust and Richard Rowan dated January Incorporated by reference to Exhibit 10.8 of Vornado's Quarterly Report on Form quarter ended September 30, 1998 (File No. 001-11954), filed November 12, 1998.
- 10.11\*\* -- Employment Agreement between Vornado Realty Trust and Irwin Goldberg, dated Decem Incorporated by reference to Exhibit 10.10 of Vornado's Annual Report on Form 1 year ended December 31, 1997 (File No. 001-11954), filed on April 14, 1998.....
- 10.12\*\* -- Employment Agreement between Vornado Realty Trust and Michael D. Fascitelli, date 1996 - Incorporated by reference to Vornado's Annual Report on Form 10-K for th December 31, 1996 (File No. 001-11954), filed March 13, 1997.....
- 10.13 -- Promissory Notes from Steven Roth to Vornado, Inc. dated December 29, 1992 and Ja - Incorporated by reference to Vornado's Annual Report on Form 10-K for the yea December 31, 1992 (File No. 001-11954), filed February 16, 1993.....
- 10.14 -- Registration Rights Agreement between Vornado, Inc. and Steven Roth, dated Decemb Incorporated by reference to Vornado's Annual Report on Form 10-K for the year

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- December 31, 1992 (File No. 001-11954), filed February 16, 1993.....
- 10.15 -- Stock Pledge Agreement between Vornado, Inc. and Steven Roth dated December 29, 1992 - Incorporated by reference to Vornado's Annual Report on Form 10-K for the year ended December 31, 1992 (File No. 001-11954), filed February 16, 1993.....
- 10.16 -- Promissory Note from Steven Roth to Vornado Realty Trust dated April 15, 1993 and - Incorporated by reference to Vornado's Annual Report on Form 10-K for the year ended December 31, 1993 (File No. 001-11954), filed March 24, 1994.....
- 10.17 -- Promissory Note from Richard Rowan to Vornado Realty Trust - Incorporated by reference to Vornado's Annual Report on Form 10-K for the year ended December 31, 1993 (File No. 001-11954), filed March 24, 1994.....
- 10.18 -- Promissory Note from Joseph Macnow to Vornado Realty Trust - Incorporated by reference to Vornado's Annual Report on Form 10-K for the year ended December 31, 1993 (File No. 001-11954), filed March 24, 1994.....

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 \* Incorporated by reference  
 \*\* Management contract or compensatory plan

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EXHIBIT  
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- 10.19 -- Management Agreement between Interstate Properties and Vornado, Inc. dated July 13, 1992 - Incorporated by reference to Vornado's Annual Report on Form 10-K for the year ended December 31, 1992 (File No. 001-11954), filed February 16, 1993.....
- 10.20 -- Real Estate Retention Agreement between Vornado, Inc., Keen Realty Consultants, Inc. and Alexander's, Inc., dated as of July 20, 1992 - Incorporated by reference to Vornado's Annual Report on Form 10-K for the year ended December 31, 1992 (File No. 001-11954), filed February 16, 1993.....
- 10.21 -- Amendment to Real Estate Retention Agreement dated February 6, 1995 - Incorporated by reference to Vornado's Annual Report on Form 10-K for the year ended December 31, 1994 (File No. 001-11954), filed March 23, 1995.....
- 10.22 -- Stipulation between Keen Realty Consultants Inc. and Vornado Realty Trust re: Alexander's Retention Agreement - Incorporated by reference to Vornado's Annual Report on Form 10-K for the year ended December 31, 1993 (File No. 001-11954), filed March 24, 1994.....
- 10.23 -- Stock Purchase Agreement, dated February 6, 1995, among Vornado Realty Trust and Keen Realty Consultants, Inc. - Incorporated by reference to Vornado's Current Report on Form 8-K dated February 6, 1995 (File No. 001-11954), filed February 21, 1995.....
- 10.24 -- Management and Development Agreement, dated as of February 6, 1995 - Incorporated by reference to Vornado's Current Report on Form 8-K dated February 6, 1995 (File No. 001-11954), filed February 21, 1995.....
- 10.25 -- Standstill and Corporate Governance Agreement, dated as of February 6, 1995 - Incorporated by reference to Vornado's Current Report on Form 8-K dated February 6, 1995 (File No. 001-11954), filed February 21, 1995.....
- 10.26 -- Credit Agreement, dated as of March 15, 1995, among Alexander's Inc., as borrower, Keen Realty Consultants, Inc., as lender and Lending Corp., as lender - Incorporated by reference from Annual Report on Form 10-K for the year ended December 31, 1994 (File No. 001-11954), filed February 16, 1993.....

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year ended December 31, 1994 (File No. 001 - 11954), filed March 23, 1995.....

- 10.27 -- Subordination and Intercreditor Agreement, dated as of March 15, 1995 among Vornado Corp., Vornado Realty Trust and First Fidelity Bank, National Association - Incorporated by reference to Vornado's Annual Report on Form 10-K for the year ended December 31, 1994 (File No. 001-11954), filed March 23, 1995.....
- 10.28 -- Form of Intercompany Agreement between Vornado Realty L.P. and Vornado Operating, Inc. - Incorporated by reference to Exhibit 10.1 of Amendment No. 1 to Vornado Operating, Inc.'s Registration Statement on Form S-11 (File No. 333-40701), filed on January 23, 1997.....
- 10.29 -- Form of Revolving Credit Agreement between Vornado Realty L.P. and Vornado Operating, Inc. together with related form of Note - Incorporated by reference to Exhibit 10.2 of Amendment No. 1 to Vornado Operating, Inc.'s Registration Statement on Form S-11 (File No. 333-40701), filed on January 23, 1997.....
- 10.30 -- Registration Rights Agreement, dated as of April 15, 1997, between Vornado Realty Trust and holders of Units listed on Schedule A thereto - Incorporated by reference to Exhibit 10.30 of Vornado's Current Report on Form 8-K (File No. 001-11954), filed on April 30, 1997.....

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 \* Incorporated by reference

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EXHIBIT  
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- 10.31 -- Noncompetition Agreement, dated as of April 15, 1997, by and among Vornado Realty Trust, Mendik Company, L.P., and Bernard H. Mendik - Incorporated by reference to Exhibit 10.31 of Vornado's Current Report on Form 8-K (File No. 001-11954), filed on April 30, 1997.....
- 10.32 -- Employment Agreement, dated as of April 15, 1997, by and among Vornado Realty Trust, Mendik Company, L.P. and David R. Greenbaum - Incorporated by reference to Exhibit 10.32 of Vornado's Current Report on Form 8-K (File No. 001-11954), filed on April 30, 1997.....
- 10.33 -- Agreement, dated September 28, 1997, between Atlanta Parent Incorporated, Portland Parent Incorporated and Crescent Real Estate Equities, Limited Partnership - Incorporated by reference to Exhibit 99.6 of Vornado's Current Report on Form 8-K (File No. 001-11954), filed on October 8, 1997.....
- 10.34 -- Contribution Agreement between Vornado Realty Trust, Vornado Realty L.P. and The Company - thereto - Merchandise Mart Properties, Inc. (DE) and Merchandise Mart Properties, Inc. - Incorporated by reference to Exhibit 10.34 of Vornado's Annual Report on Form 10-K for the year ended December 31, 1997 (File No. 001-11954), filed on April 8, 1998.....
- 10.35 -- Sale Agreement executed November 18, 1997, and effective December 19, 1997, between Vornado Associates, a New York partnership, as Seller, and One Penn Plaza LLC, a New York limited liability company, as purchaser - Incorporated by reference to Exhibit 10.35 of Vornado's Annual Report on Form 10-K/A for the year ended December 31, 1997 (File No. 001-11954), filed on April 8, 1998.....
- 10.36 -- Promissory Notes from Michael D. Fascitelli to Vornado Realty Trust dated March 2, 1998 and April 30, 1998 - Incorporated by reference to Exhibit 10.36 of Vornado's Quarterly Report on Form 10-Q for the quarter ended March 31, 1998 (File No. 001-11954), filed May 13, 1998.....
- 10.37 -- Credit Agreement dated as of June 22, 1998 among One Penn Plaza, LLC, as Borrower, and One Penn Plaza, LLC, as Lender - Incorporated by reference to Exhibit 10.37 of Vornado's Current Report on Form 8-K (File No. 001-11954), filed on June 22, 1998.....

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Party hereto, The Chase Manhattan Bank, as Administrative Agent - Incorporated by Exhibit 10 of Vornado's Quarterly Report on Form 10-Q for the quarter ended June No. 001-11954), filed August 13, 1998.....

- 10.38 -- Registration Rights Agreement, dated as of April 1, 1998, between Vornado and the U named herein - Incorporated by reference to Exhibit 10.2 of Amendment No. 1 to Vo Registration Statement on Form S-3 (File No. 333-50095), filed on May 6, 1998....
10.39 -- Registration Rights Agreement, dated as of August 5, 1998, between Vornado and the named therein - Incorporated by reference to Exhibit 10.1 of Vornado's Registrati Form S-3 (File No. 333-89667), filed on October 25, 1999.....
10.40 -- Registration Rights Agreement, dated as of July 23, 1998, between Vornado and the U named therein - Incorporated by reference to Exhibit 10.2 of Vornado's Registrati Form S-3 (File No. 333-89667), filed on October 25, 1999.....

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\* Incorporated by reference

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EXHIBIT NO.

- 10.41 -- Consolidated and Restated Mortgage, Security Agreement, Assignment of Leases and R Fixture Filing, dated as of March 1, 2000, between Entities named therein (as Mo Vornado (as Mortgagee) - Incorporated by reference to Exhibit 10.47 of Vornado's on Form 10-K for the period ended December 31, 1999 (File No. 001-11954), filed
10.42 -- Employment Agreement, dated January 22, 2000, between Vornado Realty Trust and Mel Incorporated by reference to Exhibit 10.49 of Vornado's Annual Report on Form 10 period ended December 31, 1999 (File No. 001-11954), filed on March 9, 2000.....
10.43 -- First Amended and Restated Promissory Note of Steven Roth, dated November 16, 1999 Incorporated by reference to Exhibit 10.50 of Vornado's Annual Report on Form 10 period ended December 31, 1999 (File No. 001-11954), filed on March 9, 2000.....
10.44 -- Letter agreement, dated November 16, 1999, between Steven Roth and Vornado Realty Incorporated by reference to Exhibit 10.51 of Vornado's Annual Report on Form 10 period ended December 31, 1999 (File No. 001-11954), filed on March 9, 2000.....
10.45 -- Promissory Note of Melvyn Blum, dated March 24, 2000 - Incorporated by reference t Quarterly Report on Form 10-Q for the quarter ended March 31, 2000 (File No. 001 May 5, 2000.....
10.46 -- Promissory Note of Melvyn Blum, dated April 4, 2000 - Incorporated by reference to Quarterly Report on Form 10-Q for the quarter ended March 31, 2000 (File No. 001 May 5, 2000.....
10.47 -- Revolving Credit Agreement dated as of March 21, 2000 among Vornado Realty L.P., a Vornado Realty Trust, as general partner, and UBS AG, as Bank - Incorporated by Vornado's Quarterly Report on Form 10-Q for the quarter ended March 31, 2000 (Fi 001-11954) filed on May 5, 2000.....
10.48 -- Agreement and Plan of Merger, dated as of October 18, 2001, by and among Vornado R Vornado Merger Sub L.P., Charles E. Smith Commercial Realty L.P., Charles E. Smi

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Realty L.L.C., Robert H. Smith, individually, Robert P. Kogod, individually, and Smith Management, Inc. - Incorporated by reference to Exhibit 2.1 of Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on January 16, 2002.....

- 12 -- Consolidated Ratios of Earnings to Fixed Charges and Combined Fixed Charges and Dividend Requirements
- 21 -- Subsidiaries of the Registrant
- 23 -- Consent of independent auditors