UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

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

Date of Report (Date of earliest event reported):
July 21, 2005

VORNADO REALTY TRUST

(Exact Name of Registrant as Specified in Charter)

Maryland	**No. 001-11954**	**No. 22-1657560**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

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**

Former name or former address, if changed since last report: **N/A**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2.):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01. Regulation FD Disclosure.

In connection with the filing of the pro forma financial information set forth in Item 9.01 of this Current Report on Form 8-K/A relating to the acquisition by Vornado Realty Trust, a Maryland real estate investment trust ("we," "Vornado" or the "Company"), of an interest in Toys "R" Us, Inc. ("Toys"), we have determined to furnish certain supplemental pro forma financial information in order to provide investors with a better understanding of the effect of accounting for the Company's equity in the net income or loss of Toys on a one quarter lag basis, as further explained in Item 9.01 below. Such supplemental pro forma financial information is furnished as Exhibit 99.5 of this Current Report on Form 8-K/A and incorporated by reference only into this Item 7.01.

Item 9.01. Financial Statements, Pro Forma Financial Information and Exhibits.

(a)-(b) Financial Statements and Pro Forma Financial Information

On July 21, 2005, Vornado Realty Trust and other investors acquired Toys "R" Us, Inc. ("Toys") and in connection with that acquisition we filed a Current Report on Form 8-K describing the acquisition. Reference is made to that Current Report on Form 8-K filed by Vornado with the Securities and Exchange Commission dated July 21, 2005, in connection with the merger between Global Toys Acquisition Merger Sub, Inc. ("Purchaser") with and into Toys pursuant to the Agreement and Plan of Merger, dated as of March 17, 2005, among Toys, Global Toys Acquisition LLC and Purchaser (the "Merger Agreement"). This Current Report on Form 8-K/A amends that prior filing. In connection with the merger:

- a wholly-owned subsidiary of Vornado Realty L.P., the operating partnership of Vornado, paid $407,342,687 and turned in 784,700 shares of Toys common stock, with a market value of $20,990,725, that it already owned in Toys in return for an approximately 32.9% interest in the equity of Toys that we own through our 32.9% interest in Toys "R" Us Holdings, Inc., which owns all of the outstanding common shares of Toys; and

- the publicly held shares of Toys common stock were converted into the right to receive $26.75 per share, representing an aggregate purchase price of $6.6 billion.

Attached hereto as Exhibits 99.1, 99.2 and 99.3 and incorporated by reference herein are the required audited and unaudited consolidated financial statements and pro forma financial information, respectively. Exhibit 99.1 presents the audited consolidated historical financial statements of Toys for its fiscal year ended January 29, 2005, its last completed fiscal year, and Exhibit 99.2 presents the unaudited condensed consolidated financial statements of Toys for the 26 weeks ended July 30, 2005, its most recently completed six month fiscal period. Exhibit 99.3 presents the Company's unaudited pro forma condensed consolidated financial information for its fiscal year ended December 31, 2004, its last completed fiscal year, and for the six months ended June 30, 2005, its most recently completed six month fiscal period, with pro forma adjustments arising from Toys' fiscal year ended January 29, 2005 and Toys' 26 weeks ended July 30, 2005. Exhibit 99.4 presents Toys pro forma unaudited condensed consolidated financial

statements as prepared by Toys for its fiscal year ended January 29, 2005 and the 26 weeks ended July 30, 2005.

The business of Toys is highly seasonal. Based on Toys' annual report for the year ended January 29, 2005, the first quarter ended May 1, 2004 and the third quarter ended October 30, 2004 resulted in net losses, and the second quarter ended July 31, 2004 and the fourth quarter ended January 29, 2005 resulted in net income, with the fourth quarter accounting for over 80% of Toys' net income for the year ended January 29, 2005. Accordingly, the Company's financial statements will be affected by the seasonality of Toys' business.

The Company's fiscal year ends on December 31 whereas Toys' fiscal year ends on the Saturday nearest to January 31, therefore, the Company will record its pro-rata share of Toys' net income (loss) on a one quarter-lag basis. For example, the Company's financial results for the fourth quarter ended December 31 will include Toys' financial results for the third quarter ended October 30, and the Company's financial results for the year ended December 31 will include Toys', financial results for its first, second and third quarters ended October 30, as well as its fourth quarter results of the prior year. Exhibit 99.5 presents the Company's equity in Toys' unaudited pro forma financial results prepared on a one-quarter lag basis for the third and fourth quarters of 2004 and the first and second quarters of 2005.

(c) Exhibits.

99.1 Toys "R" Us, Inc. - Consolidated Financial Statements as of and for the Fiscal Year Ended January 29, 2005, together with the report of Ernst & Young LLP, previously filed by Toys with the SEC on April 29, 2005 under Part I, Item 8 of its Annual Report on Form 10-K for the fiscal year ended January 29, 2005, are filed as Exhibit 99.1 to this Current Report on Form 8-K/A and are hereby incorporated herein by this reference.

99.2 Toys "R" Us, Inc. – Unaudited Condensed Consolidated Financial Statements as of and for the 26 Weeks Ended July 30, 2005, previously filed by Toys with the SEC on September 14, 2005 under Part I, Item 1 of its Quarterly Report on Form 10-Q for the quarterly period ended July 30, 2005, are filed as Exhibit 99.2 to this Current Report on Form 8-K/A and are hereby incorporated herein by this reference.

99.3 Vornado Realty Trust – Unaudited Pro Forma Condensed Consolidated Financial Statements as of and for the Six Months Ended June 30, 2005 and for the Year Ended December 31, 2004.

99.4 Toys "R" Us, Inc. - Unaudited Pro Forma Condensed Consolidated Financial Statements as of and for the 26 Weeks Ended July 30, 2005 and the Fiscal Year Ended January 29, 2005 (fiscal year ends on the Saturday nearest to January 31).

99.5 Vornado Realty Trust – Unaudited Supplemental Pro Forma Financial Information. Furnished, not filed.

99.6 Consent of Ernst & Young LLP.

SIGNATURE

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

VORNADO REALTY TRUST
(Registrant)

By:

/s/ Joseph Macnow

Name: Joseph Macnow
Title: Executive Vice President
- Finance and Administration and
Chief Financial Officer

Exhibit 99.3

VORNADO REALTY TRUST
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED
FINANCIAL INFORMATION

The following unaudited pro forma condensed consolidated financial information presents (i) the Pro Forma Condensed Consolidated Balance Sheet of Vornado Realty Trust (the “Company”) as of June 30, 2005, as if the acquisition of Toys “R” Us, Inc. (“Toys”) had occurred on June 30, 2005, and (ii) the Pro Forma Condensed Consolidated Statements of Income of the Company for the Six Months Ended June 30, 2005 and for the Year Ended December 31, 2004, as if the acquisition, including acquisition debt and purchase price accounting, had occurred on January 1, 2004.

The unaudited pro forma condensed consolidated financial statements are presented for informational purposes only and are not necessarily indicative of what the Company’s actual results of operations or financial position would have been had this acquisition been consummated on the dates indicated, nor does it purport to represent the Company’s results of operations or financial position for any future period. The pro forma adjustments are based on available information and upon assumptions that management believes are reasonable.

The unaudited pro forma condensed consolidated financial information should be read in conjunction with (i) the consolidated financial statements and notes thereto included in the Company’s Annual Report on Form 10-K/A for the Year Ended December 31, 2004, filed with the Securities and Exchange Commission (“SEC”) on June 10, 2005, (ii) the unaudited consolidated financial statements included in the Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2005, filed with the SEC on July 29, 2005, (iii) the Company’s consolidated financial statements and notes thereto for the year ended December 31, 2004, included in the Company’s Current Report on Form 8-K, filed with the SEC on August 19, 2005, (iv) the consolidated financial statements and notes thereto of Toys as of and for the Year Ended January 29, 2005 which were filed by Toys with the SEC on April 29, 2005 under Part I, Item 8 of its Annual Report on Form 10-K for its fiscal year ended January 29, 2005, and which are filed as Exhibit 99.1 to this Current Report on this Form 8-K/A; (v) the unaudited condensed consolidated financial statements and notes thereto of Toys as of and for the 26 weeks ended July 30, 2005, which were filed by Toys with the SEC on September 14, 2005 under Part I, Item 1 of its Quarterly Report on Form 10-Q for the quarterly period ended July 30, 2005, and which are filed as Exhibit 99.2 to this Current Report on Form-8K/A; and (vi) the unaudited pro forma condensed financial information of Toys for the fiscal year ended January 29, 2005 and as of and for the 26 weeks ended July 30, 2005, which are attached to this Current Report on Form 8-K/A as Exhibit 99.4.

Vornado Realty Trust
Pro Forma Condensed Consolidated Balance Sheet
June 30, 2005 (unaudited)

(Amounts in Thousands)	Consolidated Historical (a)	Pro Forma Adjustments	Consolidated Pro Forma Adjusted
ASSETS			
Real estate, net	$ 8,617,498	$ —	$ 8,617,498
Cash and cash equivalents	842,098	(381,690)(b)	460,408
Escrow deposits and restricted cash	193,938	—	193,938
Marketable securities	347,977	(20,991)(c)	326,986
Investments and advances to partially owned entities	817,891	395,838(e)	1,213,729
Accounts receivable	181,145	—	181,145
Notes and mortgage loans receivable	356,175	—	356,175
Other assets	1,082,983	—	1,082,983
Total assets	$ 12,439,705	$ (6,843)	$ 12,432,862
LIABILITIES AND SHAREHOLDERS’ EQUITY			
Liabilities:			
Notes and mortgages payable	$ 4,188,565	$ —	$ 4,188,565
Senior unsecured notes	956,316	—	956,316
Exchangable senior debentures	490,250	—	490,250
Accounts payable and accrued expenses	402,064	—	402,064
Other liabilities	284,267	—	284,267
Total liabilities	6,321,462	—	6,321,462
Minority interest	1,789,777	—	1,789,777
Shareholders’ equity	4,328,466	(6,843)(d)	4,321,623
Total liabilities and shareholders’ equity	$ 12,439,705	$ (6,843)	$ 12,432,862

Notes to Unaudited Pro Forma Condensed Consolidated Balance Sheet as of June 30, 2005:

(a) Reflects the Unaudited Condensed Consolidated Balance Sheet of the Company as of June 30, 2005.

(b) Reflects the cash consideration paid in the acquisition, net of (i) $25.0 million paid to the Company by Toys for an origination fee which was treated as a reduction of the purchase price and (ii) $0.7 million paid to the Company by Toys for an expense reimbursement.

(c) Reflects the fair value of Toys stock the Company relinquished in the acquisition.

(d) Reflects the elimination of unrealized gains classified within other comprehensive income on the shares of Toys stock owned by the Company and relinquished in the acquisition.

(e) Reflects the carrying amout of the Company's investment in Toys as a result of the acquisition.

Vornado Realty Trust
Pro Forma Condensed Consolidated Statement of Income
For the Six Months Ended June 30, 2005 (unaudited)

(Amounts in Thousands, except per share data)	Consolidated Historical (a)	Pro Forma Adjustments	Consolidated Pro Forma Adjusted
Revenues	$ 1,193,454	$ —	$ 1,193,454
Expenses:			
Operating	581,146	—	581,146
Depreciation and amortization	161,804	—	161,804
General and administrative	86,507	—	86,507
Total expenses	829,457	—	829,457
Operating income	363,997	—	363,997
Income applicable to Alexander's	38,416	—	38,416
Income (loss) from partially-owned entities	15,820	(80,727)(c)	
		3,465(e)	(61,442)
Interest and other investment income	171,121	(4,262)(d)	166,859
Interest and debt expense	(161,314)	—	(161,314)
Net gain on disposition of wholly-owned and partially- owned assets other than depreciable real estate	3,488	—	3,488
Minority interest of partially-owned entities	1,730	—	1,730
Income (loss) from continuing operations	433,258	(81,524)	351,734
Income from discontinued operations	32,506	—	32,506
Income (loss) before allocation to limited partners	465,764	(81,524)	384,240
Limited partners' interests in the Operating Partnership	(51,170)	10,355(f)	(40,815)
Perpetual preferred unit distributions of the Operating Partnership	(33,693)	—	(33,693)
Net income (loss)	380,901	(71,169)	309,732
Preferred share dividends	(20,771)	—	(20,771)
Net income applicable to common shares	$ 360,130	$ (71,169)	$ 288,961
Net income (loss) per common share - basic	$ 2.79	$ (0.55)	$ 2.24
Net income (loss) per common share - diluted	$ 2.63	$ (0.51)	$ 2.12
Reconciliation of Net income to EBITDA (b):			
Net income	$ 380,901	$ (71,169)	$ 309,732
Interest and debt expense	174,966	84,553	259,519
Depreciation and amortization	155,752	57,575	213,327
Income tax expense (benefit)	1,929	(22,372)	(20,443)
EBITDA	$ 713,548	$ 48,587	$ 762,135

Notes to Unaudited Pro Forma Condensed Consolidated Statement of Income for the Six Months Ended June 30, 2005:

(a) Reflects the Unaudited Condensed Consolidated Statement of Income of the Company for the Six Months Ended June 30, 2005.

(b) EBITDA represents "Earnings Before Interest, Taxes, Depreciation and Amortization". Management considers EBITDA a supplemental measure for making decisions and assessing the unlevered performance of its segments as it relates to the total return on assets as opposed to the levered return on equity. As properties are bought and sold based on a multiple of EBITDA, management utilizes this measure to make investment decisions as well as to compare the performance of its assets to that of its peers. EBITDA may not be comparable to similarly titled measures employed by other companies.

(c) Reflects the Company's 32.9% interest in Toys' Net income (loss) for the Quarters Ended April 30, 2005 and July 30, 2005 accounted for under the equity method. The Company's fiscal year ends on December 31 whereas Toys' fiscal year ends on the Saturday nearest January 31, therefore the Company will record its pro-rata share of Toys' Net income (loss) on a one-quarter lag basis. Accordingly, had the Company owned its portion of Toys on January 1, 2005 the Company would have recorded its pro-rata share of Toys' financial results for their Quarters Ended January 29, 2005 and April 30, 2005 in the Company's Consolidated Statements of Income for the Quarters Ended March 31, 2005 and June 30, 2005 and the results would have been significantly different because of Toys' seasonality for the Quarter Ended January 29, 2005 which includes the holiday selling season. See Exhibit 99.5.

(d) Reflects the reduction of interest income on the cash consideration provided in connection with the acquisition.

(e) Represents the elimination of the Company's 32.9% share of Toys' management fees.

(f) Represents the limited partners' share of the above adjustments.

Vornado Realty Trust
Pro Forma Funds From Operations ("FFO")
For the Six Months Ended June 30, 2005 (unaudited)

FFO is computed in accordance with the definition adopted by the Board of Governors of the National Association of Real Estate Investment Trusts ("NAREIT"). NAREIT defines FFO as net income or loss determined in accordance with Generally Accepted Accounting Principles ("GAAP"), excluding extraordinary items as defined under GAAP and gains or losses from sales of previously depreciated operating real estate assets, plus specified non-cash items, such as real estate asset depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures. FFO and FFO per diluted share are used by management, investors and industry analysts as supplemental measures of operating performance of equity REITs. FFO and FFO per diluted share should be evaluated along with GAAP net income and income per diluted share (the most directly comparable GAAP measures), as well as cash flow from operating activities, investing activities and financing activities, in evaluating the operating performance of equity REITs. Management believes that FFO and FFO per diluted share are helpful to investors as supplemental performance measures because these measures exclude the effect of depreciation, amortization and gains or losses from sales of real estate, all of which are based on historical costs which implicitly assumes that the value of real estate diminishes predictably over time. Since real estate values instead have historically risen or fallen with market conditions, these non-GAAP measures can facilitate comparisons of operating performance between periods and among other equity REITs. FFO does not represent cash generated from operating activities in accordance with GAAP and is not necessarily indicative of cash available to fund cash needs as disclosed in the Company's Consolidated Statements of Cash Flows. FFO 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.

(Amounts in Thousands, except per share data)	**Consolidated Historical**	**Pro Forma Adjustments**	**Consolidated Pro Forma Adjusted**
Reconciliation of Net Income (loss) to FFO:			
Net income (loss)	$ 380,901	$ (71,169)	$ 309,732
Depreciation and amortization of real property	132,294	—	132,294
Net gain on sale of real estate	(31,614)	—	(31,614)
Proportionate share of adjustments to equity in net income of partially-owned entities to arrive at FFO:			
Depreciation and amortization of real property	12,587	18,424	31,011
Net (gain) loss on sale of real estate	(214)	3,948	3,734
Income tax effect of above adjustments	—	(8,837)	(8,837)
Limited partners' share of above adjustments	(14,245)	(2,030)	(16,275)
FFO	479,709	(59,664)	420,045
Preferred share dividends	(20,771)	—	(20,771)
FFO applicable to common shares	458,938	(59,664)	399,274
Series A convertible preferred dividends	495	—	495
Interest on 3.875% exchangeable senior debentures	5,578	—	5,578
FFO applicable to common shares plus assumed conversions	$ 465,011	$ (59,664)	$ 405,347
Reconciliation of Weighted Average Shares:			
Weighted average common shares outstanding	129,254	—	129,254
Effect of dilutive securities:			
Employee stock options and restricted share awards	6,511	—	6,511
3.875% exchangeable senior debentures	2,816	—	2,816
Series A convertible preferred shares	422	—	422
Denominator for diluted FFO per share	139,003	—	139,003
FFO per share - diluted	$ 3.35	$ (0.43)	$ 2.92

Vornado Realty Trust
Pro Forma Condensed Consolidated Statement of Income
For the Year Ended December 31, 2004

(Amounts in Thousands, except per share data)	**Consolidated Historical (a)**	**Pro Forma Adjustments**	**Consolidated Pro Forma Adjusted**
Revenues	$ 1,712,713	$ —	$ 1,712,713
Expenses:			
Operating	681,556	—	681,556
Depreciation and amortization	244,020	—	244,020
General and administrative	145,229	—	145,229
Other	1,475	—	1,475
Total expenses	1,072,280	—	1,072,280
Operating income	640,433	—	640,433
Income applicable to Alexander's	8,580	—	8,580
Income from partially-owned entities	43,381	(2,636)(c)	
		6,930(e)	47,675
Interest and other investment income	203,998	(3,715)(d)	200,283

Interest and debt expense	(242,955)	—	(242,955)
Net gain on disposition of wholly-owned and partially-owned assets other than depreciable real estate	19,775	—	19,775
Minority interest of partially-owned entities	(109)	—	(109)
Income (loss) from continuing operations	673,103	579	673,682
Income from discontinued operations	77,013	—	77,013
Income (loss) before allocation to limited partners	750,116	579	750,695
Limited partners’ interest in the Operating Partnership	(88,091)	(3,085)(f)	(91,176)
Perpetual preferred unit distributions of the Operating Partnership	(69,108)	—	(69,108)
Net income (loss)	592,917	(2,506)	590,411
Preferred share dividends	(21,920)	—	(21,920)
Net income (loss) applicable to common shares	$ 570,997	$ (2,506)	$ 568,491
Net income (loss) per common share - basic	$ 4.56	$ (0.02)	$ 4.54
Net income (loss) per common share - diluted	$ 4.35	$ (0.02)	$ 4.33
Reconciliation of Net income to EBITDA (b):			
Net income	$ 592,917	$ (2,506)	$ 590,411
Interest and debt expense	313,289	175,357	488,646
Depreciation and amortization	296,980	115,150	412,130
Income tax expense (benefit)	1,664	(75,670)	(74,006)
EBITDA	$ 1,204,850	$ 212,331	$ 1,417,181

Notes to Pro Forma Condensed Consolidated Statement of Income for the Year Ended December 31, 2004:

(a) Reflects the Condensed Consolidated Statement of Income of the Company for the Year Ended December 31, 2004.

(b) EBITDA represents “Earnings Before Interest, Taxes, Depreciation and Amortization”. See page 3 of this Exhibit 99.3 to this Current Report on Form 8-K/A for further information.

(c) Reflects the Company’s 32.9% interest in Toys Net income (loss) for the Year Ended January 29, 2005, accounted for under the equity method. The Company’s fiscal year ends on December 31 whereas Toys fiscal year ends on the Saturday nearest January 31, therefore the Company will record its pro-rata share of Toys Net income (loss) on a one-quarter lag basis. See Exhibit 99.5.

(d) Reflects the reduction of interest income on the cash consideration paid in connection with the acquisition.

(e) Represents the elimination of the Company’s 32.9% share of Toys management fees.

(f) Represents the limited partners’ share of the above adjustments.

Vornado Realty Trust
Pro Forma Funds From Operations (“FFO”)
For the Year Ended December 31, 2004

FFO is computed in accordance with the definition adopted by the Board of Governors of the National Association of Real Estate Investment Trusts (“NAREIT”). See page 4 of this Exhibit 99.3 to this Current Report on Form 8-K/A for further information.

(Amounts in Thousands, except per share data)	Consolidated Historical	Pro Forma Adjustments	Consolidated Pro Forma Adjusted
Reconciliation of Net Income (loss) to FFO:			
Net income (loss)	$ 592,917	$ (2,506)	$ 590,411
Depreciation and amortization of real property	228,298	—	228,298
Net gain loss on sale of real estate	(75,755)	—	(75,755)
Proportionate share of adjustments to equity in net income of partially-owned entities to arrive at FFO:			
Depreciation and amortization of real property	49,440	42,441	91,881
Net gains on sale of real estate	(3,048)	(18,095)	(21,143)
Income tax effect of above adjustments	—	9,617	9,617
Limited partners’ share of above adjustments	(27,991)	(4,759)	(32,750)
FFO	763,861	26,698	790,559
Preferred dividends	(21,920)	—	(21,920)
FFO applicable to common shares	741,941	26,698	768,639
Series A convertible preferred dividends	1,068	—	1,068
Series E-1 convertible preferred unit distributions	1,581	—	1,581
Series B-1 and B-2 convertible preferred unit distributions	4,710	—	4,710
Series F-1 convertible preferred unit distributions	743	—	743
FFO applicable to common shares plus assumed conversions	$ 750,043	$ 26,698	$ 776,741
Reconciliation of Weighted Average Shares:			

Weighted average common shares outstanding	125,241	—	125,241
Effect of dilutive securities:			
Employee stock options and restricted share awards	5,515	—	5,515
Series A convertible preferred shares	457	—	457
Series B-1 and B-2 convertible preferred units	1,102	—	1,102
Series E-1 convertible preferred units	637	—	637
Series F-1 convertible preferred units	183	—	183
Denominator for diluted FFO per units	133,135	—	133,135
FFO per share - diluted	$ 5.63	$ 0.20	$ 5.83

TOYS "R" US, INC.
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED
FINANCIAL INFORMATION

The following unaudited pro forma condensed consolidated financial information of Toys "R" Us, Inc. ("Toys") has been derived by application of pro forma adjustments to the audited historical consolidated financial statements of Toys for the fiscal year ended January 29, 2005 and the unaudited historical condensed consolidated financial statements of Toys as of and for the 26 Weeks Ended July 30, 2005. Management believes that the July 30, 2005 unaudited condensed consolidated balance sheet presents a reasonable basis for the financial position of Toys at July 21, 2005. The unaudited pro forma condensed consolidated balance sheet gives effect to the acquisition as if it had occurred on July 30, 2005. The unaudited pro forma condensed consolidated statements of operations for the 26 weeks ended July 30, 2005 and the fiscal year ended January 29, 2005 give effect to the acquisition as if it had been consummated on February 1, 2004.

The unaudited pro forma condensed consolidated information, including the allocation of the purchase price, is based on estimates and preliminary valuations of the tangible and intangible assets acquired and liabilities assumed. Further refinements to these estimates and related allocation of the purchase price may be made based on final valuations.

The unaudited pro forma condensed consolidated financial information is presented for information purposes only and is not necessarily indicative of what Toys actual results of operations or financial position would have been had the acquisition been consummated on the dates indicated, nor does it purport to represent Toys results of operations or financial position for any future period.

The unaudited pro forma condensed consolidated financial information should be read in conjunction with (i) the consolidated financial statements and notes thereto of Toys as of and for the year ended January 29, 2005 which were filed by Toys with the SEC on April 29, 2005 under Part I, Item 8 of its Annual Report on Form 10-K for its fiscal year ended January 29, 2005, and which are filed as Exhibit 99.1 to this Current Report on this Form 8-K/A; and (ii) the unaudited condensed consolidated financial statements and notes thereto of Toys as of and for the 26 weeks ended July 30, 2005, which were filed by Toys with the SEC on September 14, 2005 under Part I, Item 1 of its Quarterly Report on Form 10-Q for the quarterly period ended July 30, 2005, and which are filed as Exhibit 99.2 to this Current Report on Form 8-K/A.

The unaudited pro forma condensed consolidated financial information for Toys that follows has been prepared solely to enable the Company to prepare its own unaudited pro forma financial information reflecting the application of purchase accounting to its acquisition of an indirect interest in Toys. As a separate reporting company, Toys has informed the Company that it will be preparing and presenting its consolidated financial statements on a historical basis and will not apply purchase accounting.

Toys "R" Us, Inc.
Pro-Forma Condensed Consolidated Balance Sheet
July 30, 2005 (unaudited)

(Amounts in Thousands)	Toys Consolidated Historical (a)	Pro Forma Adjustments	Toys Consolidated Pro Forma Adjusted
ASSETS			
Current Assets:			
Cash and cash equivalents	$ 453,000	$ —	$ 453,000
Accounts and other receivables	201,000	—	201,000
Merchandise inventories	2,007,000	—	2,007,000
Prepaid expenses, derivative assets and other current assets	180,000	—	180,000
Total current assets	2,841,000	—	2,841,000
Property and equipment, net	4,297,000	888,000(b)	5,185,000
Goodwill, net	353,000	368,000(c)	721,000
Intangible assets, net	—	1,613,000(d)	1,613,000
Deferred tax assets	546,000	(546,000)(e)	—
Other assets	395,000	75,000(f),(g)	470,000
	$ 8,432,000	$ 2,398,000	$ 10,830,000
LIABILITIES AND STOCKHOLDERS' (DEFICIT) EQUITY			
Current liabilities:			
Accounts payable	$ 874,000	$ —	$ 874,000
Accrued expenses and other current liabilities	825,000	—	825,000
Income taxes payable	149,000	—	149,000
Deferred tax liabilities current	—	46,000(e)	46,000
Current portion of long-term debt	202,000	—	202,000
Total current liabilities	2,050,000	46,000	2,096,000
Long-term debt	6,105,000	(199,000)(h)	5,906,000
Deferred tax liabilities	534,000	779,000(e)	1,313,000
Deferred rent liability	271,000	(271,000)(i)	—
Other non-current liabilities	201,000	—	201,000
Stockholders' (deficit) equity	(729,000)	2,043,000(j)	1,314,000
	$ 8,432,000	$ 2,398,000	$ 10,830,000

See notes on following page.

Notes to Unaudited Pro Forma Condensed Consolidated Balance Sheet as of July 30, 2005

(a) Reflects the Unaudited Consolidated Balance Sheet of Toys as of July 30, 2005.

(b) Represents the adjustment to the value of the property and equipment to its fair value.

(c) Represents the residual purchase price over the fair value of assets acquired and liabilities assumed calculated as follows:

		(Amounts in Thousands)
Purchase price	$	6,605,000
Less settlement of equity compensation paid by Toys		(275,000)
Less sponsor and service provider fees		(234,000)
Fair value of options outstanding based upon an option pricing model		13,000
Fair value of Vornado's previously held equity interest in Toys		21,000
Net purchase price of acquisition		6,130,000
Less net assets acquired		(5,409,000)
Goodwill		721,000
Less: Historical carrying amount of goodwill		353,000
Fair value adjustment required	$	368,000

(d) Represents the recognition of the fair value of the following intangible assets:

		Fair Value	Useful Life
Trade Name and Trademarks	$	1,072,000	Indefinite
Babies "R" Us Baby Registry		19,000	1 year
Proprietary Technology		92,000	5 years
Franchise Agreements		402,000	1-15 years
Affinity Program		2,000	7 years
Merchandise Licenses		26,000	8 years
Total Identifiable Intangible Assets	$	1,613,000	

(e) Represents the adjustment to deferred taxes for differences between the fair value and tax basis of acquired assets and liabilities and fair value of net operating loss and tax credit carryforwards.

(f) Reflects an adjustment of $82 million to increase Toys equity investment in Toys "R" Us — Japan to its fair value as determined by its quoted market price.

(g) Reflects the elimination of historical deferred financing costs of $7 million.

(h) Represents the adjustment to record long-term debt at its fair value.

(i) Reflects the elimination of historical deferred rent liability arising from the straight-lining of rents.

(j) Elimination of the accumulated deficit as a result of applying pro forma purchase price accounting; and the new ownership structure of Toys.

Toys "R" Us, Inc.
Pro-Forma Condensed Consolidated Statement of Operations
For the 26 Weeks Ended July 30, 2005 (unaudited)

(Amounts in Thousands)		Toys Consolidated Historical (a)		Pro Forma Adjustments		Toys Consolidated Pro Forma Adjusted
Net sales	$	4,231,000	$	—	$	4,231,000
Cost of sales		2,763,000		—		2,763,000
Gross margin		1,468,000		—		1,468,000
Selling, general and administrative expenses		1,302,000		8,000(b)		1,310,000
Transaction and related costs		400,000		(367,000)(d)		33,000
Depreciation and amortization		183,000		(8,000)(e)		175,000
Restructuring and other charges		5,000		—		5,000
Loss on early extinguishment of debt and contract settlement fees		22,000		(15,000)(c)		7,000
Total operating expenses		1,912,000		(382,000)		1,530,000
Operating income (loss)		(444,000)		382,000		(62,000)
Interest expense		(86,000)		(171,000)(f)		(257,000)
Interest income		20,000		(14,000)(g)		6,000

Income (loss) before income taxes	(510,000)	197,000	(313,000)
Income tax (benefit) expense	(110,000)	42,000(h)	(68,000)
Net income (loss)	$ (400,000)	$ 155,000	$ (245,000)
Vornado's 32.9% interest	$ (131,800)	$ 51,073	$ (80,727)
Reconciliation of Net income (loss) to EBITDA (i):			
Net income (loss)	$ (400,000)	$ 155,000	$ (245,000)
Interest and debt expense	86,000	171,000	257,000
Depreciation and amortization	183,000	(8,000)	175,000
Income tax (benefit) expense	(110,000)	42,000	(68,000)
EBITDA (i)	$ (241,000)	$ 360,000	$ 119,000
Vornado's 32.9% interest	$ (79,410)	$ 118,620	$ 39,210

See notes on following page.

Notes to Unaudited Pro Forma Condensed Consolidated Statement of Operations for the 26 Weeks Ended July 30, 2005:

(a) Reflects the Unaudited Consolidated Statement of Operations of Toys for the 26 Weeks Ended July 30, 2005.

(b) Records the management fee payable by Toys to the acquirors of Toys.

(c) Reflects the reversal of a one time charge of $15 million relating to the early termination of a synthetic lease arrangement for the Toys Global Store Support Center. This transaction was a condition to the acquisition closing.

(d) Represents the reversal of one time charges of $367 million for costs directly attributable to the acquisition, which consists of the following:
(i) direct transaction costs of $109 million,
(ii) compensation expenses relating to stock options and restricted stock of $222 million,
(iii) severance, bonuses and related payroll taxes of $36 million.

(e) Represents the following:
(i) a reduction in depreciation expense of $34 million for property and equipment recorded at its fair value. This decrease is due to a reduction in the value of furniture, fixtures and equipment and leasehold improvements based upon their fair value.
(ii) additional amortization expense of $26 million for acquired definite-lived intangible assets. The intangible assets have been amortized using the straight-line method over their respective estimated useful lives identified above. No amortization expense has been recognized for the Babies "R" Us Baby Registry, which was valued at $19 million, and one franchise agreement, which was valued at $20 million, as these assets will be amortized within a 12 month period and such expense is not indicative of Toys' continuing operations.

(f) Represents the adjustment to interest expense including the $11 million relating to pre-existing debt $5 million from the impact of the adjustment to fair value of such debt and $6 million from the June 2005 termination of interest rate swaps.

	(Amounts in Thousands)
New Debt	
$1.0 billion senior facility, due fiscal 2006-2011 (at LIBOR plus 1.5%) all of which is outstanding	$ 25,000
$800.0 million mortgage loan, due fiscal 2007 (at LIBOR plus 1.3%)	18,000
$2.0 billion credit facility, due fiscal 2010 (at LIBOR plus 1.75% - 3.75%) of which $700.0 million is outstanding	18,000
$1.9 billion bridge loan, due fiscal 2012 (at LIBOR plus 5.25%) all of which is outstanding	76,000
Amortization of debt issuance costs	23,000
	160,000
Pre-existing Debt	
$250M Bonds, due 2006 (6.875%)	1,000
$500M Bonds, due 2011 (7.625%)	3,000
$400M Senior Notes, due 2013 (7.875%)	4,000
$400M Senior Notes, due 2018 (7.375%)	3,000
$200M Debentures, due 2021 (8.75%)	—
	11,000
Total interest adjustment	$ 171,000

(g) Reflects the reversal of interest income earned on cash used in the acquisition.

(h) Represents the tax effect of the pro forma adjustments based on statutory tax rates. The pro forma income tax adjustment excludes $36 million of tax benefit related to permanent differences for direct transaction costs.

(i) See page 3 of Exhibit 99.3 to this Current Report on Form 8-K/A for an explanation of EBITDA.

Toys "R" Us, Inc.
Pro-Forma Funds From Operations ("FFO")
For the 26 Weeks Ended July 30, 2005 (unaudited)

FFO is computed in accordance with the definition adopted by the Board of Governors of the National Association of Real Estate Investment Trusts ("NAREIT"). See page 4 of Exhibit 99.3 to this Current Report on Form 8-K/A for further information.

(Amounts in Thousands)	**Toys Consolidated Historical**	**Pro Forma Adjustments**	**Toys Consolidated Pro Forma Adjusted**
Reconciliation of Net income (loss) to FFO:			
Net (loss) income	$ (400,000)	$ 155,000	$ (245,000)
Depreciation and amortization of real property	75,000	(19,000)	56,000
Net loss on sale of real estate	12,000	—	12,000
Proportionate share of adjustments to equity in income of partially-owned entities to arrive at FFO:			
Depreciation and amortization of real property	9,000	—	9,000
Income tax (benefit) effect of above adjustments	(38,000)	8,000	(30,000)
FFO	$ (342,000)	$ 144,000	$ (198,000)
Vornado's 32.9% interest	$ (112,689)	$ 47,448	$ (65,241)

Toys "R" Us, Inc.
Pro-Forma Condensed Consolidated Statement of Operations
For the Year Ended January 29, 2005

(Amounts in Thousands)	**Toys Consolidated Historical (a)**	**Pro Forma Adjustments**	**Toys Consolidated Pro Forma Adjusted**
Net sales	$ 11,100,000	$ —	$ 11,100,000
Cost of sales	7,506,000	—	7,506,000
Gross margin	3,594,000	—	3,594,000
Selling, general and administrative expenses	2,932,000	16,000(b)	2,948,000
Depreciation and amortization	354,000	(4,000)(c)	350,000
Restructuring and other charges	4,000	—	4,000
Total operating expenses	3,290,000	12,000	3,302,000
Operating income (loss)	304,000	(12,000)	292,000
Interest expense	(130,000)	(403,000)(d)	(533,000)
Interest and other income	19,000	(16,000)(e)	3,000
Income (loss) before income taxes	193,000	(431,000)	(238,000)
Income tax (benefit) expense	(59,000)	(171,000)(f)	(230,000)
Net income (loss)	$ 252,000	$ (260,000)	$ (8,000)
Vornado's 32.9% interest	$ 83,034	$ (85,670)	$ (2,636)
Reconciliation of Net income (loss) to EBITDA (g):			
Net income (loss)	$ 252,000	$ (260,000)	$ (8,000)
Interest and debt expense	130,000	403,000	533,000
Depreciation and amortization	354,000	(4,000)	350,000
Income tax benefit	(59,000)	(171,000)	(230,000)
EBITDA (g)	$ 677,000	$ (32,000)	$ 645,000
Vornado's 32.9% interest	$ 223,072	$ (10,544)	$ 212,528

See notes on following page

Notes to Unaudited Pro Forma Condensed Consolidated Statement of Operations for the Year Ended January 29, 2005:

(a) Reflects the Consolidated Statement of Operations of Toys for the Year Ended January 29, 2005.

(b) Records the management fee payable by Toys to the acquirors of Toys.

(c) Represents the following:

(i) a reduction in depreciation expense of $56 million for property and equipment recorded at its fair value. This decrease is due to a reduction in the value of furniture, fixtures and equipment and leasehold improvements based upon their fair value.

(ii) additional amortization expense of $52 million for acquired definite-lived intangible assets. The intangible assets have been amortized using the straight-line method over their respective estimated useful lives. No amortization expense has been recognized for the Babies "R" Us Baby Registry, which is valued at $19 million, and one franchise agreement, which was valued at $20 million, as these assets will be amortized within a 12 month period and such expense is not indicative of Toys' continuing operations.

(d) Represents the adjustment to interest expense including the $56 million relating to pre-existing debt $12 million from the impact of the adjustment to fair value of such debt and $44 million from the June 2005 termination of interest rate swaps.

		(Amounts in Thousands)
New Debt		
$1.0 billion senior facility, due fiscal 2006-2011 (at LIBOR plus 1.5%) all of which is outstanding	$	55,000
$800.0 million Mortgage loan, due fiscal 2007 (at LIBOR plus 1.3%)		38,000
$2.0 billion credit facility, due fiscal 2010 (at LIBOR plus 1.75% - 3.75%) of which $700.0 million is outstanding		39,000
$1.9 billion bridge loan, due fiscal 2012 (at LIBOR plus 5.25%) all of which is outstanding		165,000
Amortization of debt issuance costs		50,000
		347,000
Pre-existing Debt		
$250M Bonds, due 2006 (6.875%)		6,000
$500M Bonds, due 2011 (7.625%)		22,000
$400M Senior Notes, due 2013 (7.875%)		14,000
$400M Senior Notes, due 2018 (7.375%)		14,000
$200M Debentures, due 2021 (8.75%)		—
		56,000
Total interest adjustment	$	403,000

(e) Reflects the reversal of interest income earned on cash used in the acquisition.

(f) Represents the tax effect of the pro forma adjustments based on statutory tax rates.

(g) See page 3 of Exhibit 99.3 to this Current Report on Form 8-K/A for an explanation of EBITDA.

Toys "R" Us, Inc.
Pro-Forma Funds From Operations ("FFO")
For the Year Ended January 29, 2005

FFO is computed in accordance with the definition adopted by the Board of Governors of the National Association of Real Estate Investment Trusts ("NAREIT"). See page 4 of Exhibit 99.3 to this Current Report on Form 8-K/A for further information.

(Amounts in Thousands)		Toys Consolidated Historical		Pro Forma Adjustments		Toys Consolidated Pro Forma Adjusted
Reconciliation of Net income (loss) to FFO:						
Net income (loss)	$	252,000	$	(260,000)	$	(8,000)
Depreciation and amortization of real property		147,000		(35,000)		112,000
Net gains on sale of real estate		(55,000)		—		(55,000)
Proportionate share of adjustments to equity in income of partially-owned entities to arrive at FFO:						
Depreciation and amortization of real property		17,000		—		17,000
Income tax effect of above adjustments		(43,000)		14,000		(29,000)
FFO	$	318,000	$	(281,000)	$	37,000
Vornado's 32.9% interest	$	104,622	$	(92,449)	$	12,173

Exhibit 99.5

UNAUDITED SUPPLEMENTAL
PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION

Vornado Realty Trust (the “Company”) has supplementally furnished the pro forma information below because the business of Toys is highly seasonal. Based on Toys’ annual report for the year ended January 29, 2005, the first quarter ended May 1, 2004 and the third quarter ended October 30, 2004 resulted in net losses, and the second quarter ended July 31, 2004 and the fourth quarter ended January 29, 2005 resulted in net income with the fourth quarter accounting for over 80% of Toys’ net income for the year ended January 29, 2005. Accordingly, the Company’s financial statements will be affected by the seasonality of Toys’ business.

In addition, the Company’s fiscal year ends on December 31 whereas Toys’ fiscal year ends on the Saturday nearest to January 31, therefore, the Company will record its pro-rata share of Toys’ net income (loss) on a one quarter-lag basis. For example, the Company’s financial results for the fourth quarter ended December 31 will include Toys’ financial results for the third quarter ended October 30, and the Company’s financial results for the year ended December 31 will include Toys’ financial results for its first, second and third quarters ended October 30, as well as its fourth quarter results of the prior year. This exhibit presents the Company’s 32.9% equity in Toys’ unaudited pro forma financial results prepared on a one-quarter lag basis for the Company’s third and fourth quarters of 2004 and the first and second quarters of 2005.

	Net Income				FFO(d)		FFO, as adjusted for Comparability(d)	
		Per Share						
(Amounts in thousands, except per share data)	**Total**	**Basic**	**Diluted**	**EBITDA(c)**	**Total**	**Per Share**	**Total**	**Per share**
For Vornado’s quarter ended:								
June 30, 2005 (Toys’ quarter ended April 30, 2005) (a)	$ (29,942)	$ (0.23)	$ (0.21)	$ 20,724	$ (23,323)	$ (0.16)	$ (22,801)	$ (0.17)
March 31, 2005 (Toys’ quarter ended January 29, 2005)	56,942	0.44	0.42	193,806	56,768	0.42	72,661	0.54
December 31, 2004 (Toys’ quarter ended October 30, 2004)	(24,267)	(0.19)	(0.18)	29,689	(25,137)	(0.19)	(23,047)	(0.17)
September 30, 2004 (Toys’ quarter ended July 31, 2004) (b)	(6,562)	(0.05)	(0.05)	(36,172)	(117)	—	10,769	0.08

(a) In the third quarter ended September 30, 2005, the Company will record a net loss of approximately $3,000 ($.02 per share) representing the Company’s 32.9% share of Toys’ net loss in Toys’ second quarter ended July 30, 2005 for the period from July 21, 2005 (the date of the Toys acquisition by the Company) to July 30, 2005. The Company’s FFO will be negatively impacted by approximately $2,000 ($.01 per share) for the same period.

(b) Does not exclude (i) the Company’s $51,653 share of Toys $157,000 inventory markdown recorded in their second quarter ended July 31, 2004 primarily to liquidate selected older toy store inventory which is expected to enhance store productivity and supply chain efficiency and (ii) the Company’s $65,800 share of Toys $200,000 reversal of prior year’s tax reserves in the same quarter.

(c) EBITDA represents "Earnings Before Interest, Taxes, Depreciation and Amortization". See page 3 of this Exhibit 99.5 to this Current Report on Form 8-K/A for further information.

(d) FFO is computed in accordance with the definition adopted by the Board of Governors of the National Association of Real Estate Investment Trusts ("NAREIT"). See page 3 of this Exhibit 99.5 to this Current Report on Form 8-K/A for further information.

Vornado Realty Trust
Supplemental Pro Forma Financial Information
Reflecting Equity in Income (Loss) of Toys “R” Us on a One-Quarter Lag Basis
(Unaudited)

	For the Three Months Ended:			
(Amounts in Thousands, except per share data)	**June 30, 2005**	**March 31, 2005**	**December 31, 2004**	**September 30, 2004**
Details of accounts affected which reconcile historical				
Net income to pro forma Net income:				
(Loss) income from partially-owned entities (a)	$ (31,866)	$ 66,985	$ (26,264)	$ (6,494)
Interest and other investment income (b)	(2,354)	(1,908)	(1,470)	(1,005)
(Loss) income from continuing operations	(34,220)	65,077	(27,734)	(7,499)
Limited partners’ interests in the operating partnership	4,278	(8,135)	3,467	937
Net (loss) income	$ (29,942)	$ 56,942	$ (24,267)	$ (6,562)
Net income per common share - basic	$ (0.23)	$ 0.44	$ (0.19)	$ (0.05)
Net (loss) income per common share - diluted	$ (0.21)	$ 0.42	$ (0.18)	$ (0.05)
Reconciliation of Net income to EBITDA (c):				
Net (loss) income	$ (29,942)	$ 56,942	$ (24,267)	$ (6,562)
Interest and debt expense	43,757	44,086	43,099	43,428
Depreciation and amortization	28,952	28,623	28,952	28,952
Income taxes (benefit) expense	(22,043)	64,155	(18,095)	(101,990)
EBITDA	$ 20,724	$ 193,806	$ 29,689	$ (36,172)

Reconciliation of net (loss) income to FFO (d):				
Net (loss) income	$ (29,942)	$ 56,942	$ (24,267)	$ (6,562)
Proportionate share of adjustments to equity in net income of partially-owned entities to arrive at FFO:				
Depreciation and amortization of real property	9,541	9,212	9,212	9,212
Net (gain) loss on sale of real estate	2,961	(9,541)	(10,856)	2,962
Tax effect of above adjustments	(4,938)	130	650	(4,808)
Limited partners' share of above adjustments	(945)	25	124	(921)
FFO	$ (23,323)	$ 56,768	$ (25,137)	$ (117)
FFO per share - diluted	$ (0.16)	$ 0.42	$ (0.19)	$ —
FFO, as adjusted for Comparability:				
Items that affect comparability:				
Toys "R" Us (32.9% interest):				
Restructuring and other charges	$ 987	$ 658	$ 3,948	$ 10,199
Unclaimed property tax audit	—	—	—	10,364
Tax effect of above adjustments	(390)	(260)	(1,559)	(8,122)
Taxes related to repatriation of prior years foreign earnings	—	17,766	—	—
Limited partners' share of above adjustments	(75)	(2,271)	(299)	(1,555)
	522	15,893	2,090	10,886
FFO, as adjusted for comparability	(22,801)	72,661	(23,047)	10,769(e)
FFO, as adjusted for comparability, per share - diluted	$ (0.17)	$ 0.54	$ (0.17)	$ 0.08(e)

See notes on following page.

Notes to Unaudited Supplemental Pro Forma Financial Information:

(a) Reflects the Company's 32.9% interest in Toys' Net income (loss) accounted for under the equity method and includes the elimination of the Company's 32.9% share of Toys' management fees of $1,744 per quarter.

(b) Reflects the reduction of interest income on the cash consideration paid in connection with the acquisition.

(c) EBITDA represents "Earnings Before Interest, Taxes, Depreciation and Amortization". Management considers EBITDA a supplemental measure for making decisions and assessing the unlevered performance of its segments as it relates to the total return on assets as opposed to the levered return on equity. As properties are bought and sold based on a multiple of EBITDA, management utilizes this measure to make investment decisions as well as to compare the performance of its assets to that of its peers. EBITDA may not be comparable to similarly titled measures employed by other companies.

(d) FFO is computed in accordance with the definition adopted by the Board of Governors of the National Association of Real Estate Investment Trusts ("NAREIT"). NAREIT defines FFO as net income or loss determined in accordance with Generally Accepted Accounting Principles ("GAAP"), excluding extraordinary items as defined under GAAP and gains or losses from sales of previously depreciated operating real estate assets, plus specified non-cash items, such as real estate asset depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures. FFO and FFO per diluted share are used by management, investors and industry analysts as supplemental measures of operating performance of equity REITs. FFO and FFO per diluted share should be evaluated along with GAAP net income and income per diluted share (the most directly comparable GAAP measures), as well as cash flow from operating activities, investing activities and financing activities, in evaluating the operating performance of equity REITs. Management believes that FFO and FFO per diluted share are helpful to investors as supplemental performance measures because these measures exclude the effect of depreciation, amortization and gains or losses from sales of real estate, all of which are based on historical costs which implicitly assumes that the value of real estate diminishes predictably over time. Since real estate values instead have historically risen or fallen with market conditions, these non-GAAP measures can facilitate comparisons of operating performance between periods and among other equity REITs. FFO does not represent cash generated from operating activities in accordance with GAAP and is not necessarily indicative of cash available to fund cash needs as disclosed in the Company's Consolidated Statements of Cash Flows. FFO 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.

(e) Does not exclude (i) the Company's $51,653 share of Toys' $157,000 inventory markdown recorded in their second quarter ended July 31, 2004 primarily to liquidate selected older toy store inventory which is expected to enhance store productivity and supply chain efficiency, and (ii) the Company's $65,800 share of Toys' $200,000 reversal of prior years tax reserve in the same quarter.

Exhibit 99.6

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Vornado Realty Trust Registration Statements:

- Registration Statement No. 333-09159 on Form S-8
- Registration Statement No. 333-29011 on Form S-8
- Registration Statement No. 333-50095 on Form S-3
- Registration Statement No. 333-52573 on Form S-8
- Registration Statement No. 333-64015 on Form S-3
- Registration Statement No. 333-76327 on Form S-3
- Registration Statement No. 333-81497 on Form S-8
- Registration Statement No. 333-89667 on Form S-3
- Registration Statement No. 333-36080 on Form S-3
- Registration Statement No. 333-68462 on Form S-8
- Registration Statement No. 333-102216 on Form S-8
- Registration Statement No. 333-102215 on Form S-3
- Registration Statement No. 333-102217 on Form S-3
- Registration Statement No. 333-105838 on Form S-3
- Registration Statement No. 333-107024 on Form S-3
- Registration Statement No. 333-109661 on Form S-3
- Registration Statement No. 333-114146 on Form S-3
- Registration Statement No. 333-114807 on Form S-3
- Registration Statement No. 333-120384 on Form S-3
- Registration Statement No. 333-121929 on Form S-3
- Registration Statement No. 333-126963 on Form S-3

and in the following joint registration statements of Vornado Realty Trust and Vornado Realty L.P.:

- Registration Statement Nos. 333-29013 and 333-29013-01 on Form S-3
- Registration Statement Nos. 333-40787 and 333-40787-01 on Form S-3
- Registration Statement Nos. 333-108138 and 333-108138-01 on Form S-3
- Registration Statement Nos. 333-122306 and 333-122306-01 on Form S-3

of our report dated April 28, 2005, with respect to the consolidated financial statements of Toys “R” Us., Inc., included in the Form 8-K/A of Vornado Realty Trust dated July 21, 2005, filed with Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, New York
October 3, 2005