

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

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

Date of Report (Date of earliest event reported):  
**April 11, 2014**

**VORNADO REALTY TRUST**

(Exact Name of Registrant as Specified in Charter)

**Maryland**  
(State or Other  
Jurisdiction of  
Incorporation)

**No. 001-11954**  
(Commission  
File Number)

**No. 22-1657560**  
(IRS Employer  
Identification No.)

**VORNADO REALTY L.P.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other  
Jurisdiction of  
Incorporation)

**No. 001-34482**  
(Commission  
File Number)

**No. 13-3925979**  
(IRS Employer  
Identification No.)

**888 Seventh Avenue**  
**New York, New York**  
(Address of Principal Executive offices)

**10019**  
(Zip Code)

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

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.):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- 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.**

Vornado Realty Trust ("Vornado") announced on April 11, 2014 that its Board of Trustees has approved a plan to spin off its shopping center business consisting of 81 strip shopping centers and four malls into a new publicly traded REIT ("SpinCo"). Vornado will retain, for disposition in the near term, 20 small retail assets which do not fit SpinCo's strategy. Further, Vornado will retain Beverly Connection and Springfield Town Center, both of which are under contract for disposition.

The transaction is subject to certain conditions, including the Securities and Exchange Commission declaring that SpinCo's registration statement on Form 10 is effective, filing and approval of SpinCo's listing application, receipt of third party consents, and formal approval and declaration of the distribution by Vornado's Board of Trustees. Vornado may, at any time and for any reason until the proposed transaction is complete, abandon the separation or modify or change its terms.

Vornado will hold a conference call to discuss the transaction at 10:00 a.m. Eastern Time on Monday, April 14, 2014.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference. A copy of Vornado's investor presentation regarding the spin-off will be available on Vornado's website at [www.vno.com](http://www.vno.com) and is being furnished as Exhibit 99.2 to the Current Report on Form 8-K. In accordance with General Instruction B.2 of Form 8-K, the information incorporated by reference in this Item 7.01 or furnished with the Current Report on Form 8-K shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject

to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of Vornado or Vornado Realty L.P., the operating partnership through which Vornado conducts its business, under the Securities Act of 1933, as amended, or the Exchange Act.

**Item 9.01. Financial Statements and Exhibits.**

- (d) Exhibits.
- 99.1 Press release dated April 11, 2014.
- 99.2 Investor presentation dated April 11, 2014.

**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/ Stephen W. Theriot  
Name: Stephen W. Theriot  
Title: Chief Financial Officer, Vornado Realty Trust

Date: April 11, 2014

**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 L.P.**  
(Registrant)

By: VORNADO REALTY TRUST,  
Sole General Partner

By: /s/ Stephen W. Theriot  
Name: Stephen W. Theriot  
Title: Chief Financial Officer, Vornado Realty Trust

Date: April 11, 2014

**EXHIBIT INDEX**

- 99.1 Press release dated April 11, 2014.
- 99.2 Investor presentation dated April 11, 2014.

CONTACT: STEPHEN THERIOT  
(201) 587-1000



210 Route 4 East  
Paramus, NJ 07652

FOR IMMEDIATE RELEASE — April 11, 2014

**Vornado to Spin Off Its Shopping Center Business  
Jeffrey S. Olson will be SpinCo's Chairman and CEO**

PARAMUS, NEW JERSEY.....VORNADO REALTY TRUST (NYSE:VNO) ("Vornado") announced today its Board of Trustees has approved a plan to spin off its shopping center business consisting of 81 strip shopping centers and four malls into a new publicly traded REIT ("SpinCo"). The strip shopping centers are primarily located in the densely populated Northeast. The malls consist of the powerful Bergen Town Center in Paramus, New Jersey, Monmouth Mall in Eatontown, New Jersey and two malls in suburbs of San Juan, Puerto Rico. The 85 retail properties total approximately 16.1 million square feet and had average occupancy of 95.5% at December 31, 2013. SpinCo's 2014 net operating income is estimated to be approximately \$200 million.

Jeffrey S. Olson, currently Chief Executive Officer of Equity One Inc., will be SpinCo's Chairman of the Board and Chief Executive Officer. Robert Minutoli, Executive Vice President of Vornado's existing Retail Segment, will remain with SpinCo as its Chief Operating Officer. Vornado's retail management team and personnel will also remain with SpinCo. Steven Roth, Chairman of the Board and Chief Executive Officer of Vornado, will serve on the Board of Directors of SpinCo.

Vornado believes that SpinCo's portfolio will be well positioned to deliver both internal growth through active asset management and redevelopments and external growth through acquisitions and selective new developments. SpinCo's demographics are among the highest of its peers having average population within 3 miles of 149,000 and average household income of \$71,000. SpinCo's average base rent is \$18.75 per square foot as compared to the peer median of \$15.66 per square foot.

Vornado will retain, for disposition in the near term, 20 small retail assets which do not fit SpinCo's strategy, valued at approximately \$100 million. Further, Vornado will retain Beverly Connection and Springfield Town Center, both of which are under contract for disposition. Vornado's business after these dispositions and the spin-off will be highly concentrated in New York City and Washington, DC, and be comprised of its high quality office portfolios and the largest, most valuable portfolio of Manhattan street retail assets.

The pro rata distribution of SpinCo's shares to Vornado common shareholders and Vornado Realty L.P. common unitholders is intended to be treated as a tax-free spin-off for U.S. federal income tax purposes. Vornado anticipates that its current annualized dividend of \$2.92 per share will be maintained through the combination of Vornado's and SpinCo's dividends.

The initial Form 10 registration statement relating to the spin-off is expected to be filed with the Securities and Exchange Commission ("SEC") in the second quarter of 2014, and the distribution is expected to be completed in the fourth quarter of 2014. The transaction is subject to certain conditions, including the SEC declaring that SpinCo's registration statement is effective, filing and approval of SpinCo's listing application, receipt of third party consents, and formal approval and declaration of the distribution by Vornado's Board of Trustees. Vornado may, at any time and for any reason until the proposed transaction is complete, abandon the separation or modify or change its terms.

Goldman, Sachs & Co. and Morgan Stanley are Vornado's exclusive financial advisors and Sullivan & Cromwell LLP is legal advisor to Vornado in connection with the proposed transaction.

Conference Call Details

Vornado will hold a conference call to discuss the transaction at 10:00 a.m. Eastern Time on Monday, April 14, 2014. The conference call can be accessed by dialing 800-708-4539 (toll free) or 847-619-6396 (international) and entering the passcode 37093999.

A telephonic replay of the conference call and an online audio playback will be available until May 5, 2014. The telephonic replay can be accessed by dialing 888-843-7419 and entering the passcode 37093999 and the online audio playback can be accessed at [www.vno.com](http://www.vno.com).

Supplemental Materials and Website

An investor presentation for this transaction is available on Vornado's website at [www.vno.com](http://www.vno.com). The investor presentation and this press release have also been furnished to the SEC in a current report on Form 8-K.

Vornado Realty Trust is a fully integrated equity real estate investment trust.

Forward-Looking Statements

Certain statements contained herein constitute forward-looking statements as such term is defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are not guarantees of performance. They represent our intentions, plans, expectations and beliefs and are subject to numerous assumptions, risks and uncertainties. Consequently, the future results, financial condition and business of Vornado Realty Trust ("Vornado") and of the planned spin-off entity ("SpinCo") may differ materially from those expressed in these forward-looking statements. You can find many of these statements by looking for words such as "approximates", "believes", "expects", "anticipates", "estimates", "intends", "plans", "would", "may" or similar expressions in this press release. We also note the following forward-looking statements: in the case of our development and redevelopment projects, the estimated completion date, estimated project cost and cost to complete; and estimates of future capital expenditures, dividends to common and preferred shareholders and operating partnership distributions. Many of the factors that will determine the outcome of these and our other forward-

looking statements are beyond our ability to control or predict. These factors include, among others: uncertainties as to the timing of the spin-off and whether it will be completed, the possibility that various closing conditions to the spin-off may not be satisfied or waived, the expected tax treatment of the spin-off, the composition of the spin-off portfolio, the possibility that third-party consents required to transfer certain properties in the spin-off will not be received, the impact of the spin-off on the businesses of Vornado and SpinCo, the timing of and costs associated with property improvements, financing commitments, and general competitive factors. For further discussion of factors that could materially affect the outcome of our forward-looking statements and other risks and uncertainties, see "Risk Factors" in Vornado's annual and quarterly periodic reports filed with the SEC. 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. All subsequent written and oral forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. We do not undertake any obligation to release publicly any revisions to our forward-looking statements to reflect events or circumstances occurring after the date of this press release.

#### Non-GAAP Measures

This press release includes forward-looking statements regarding the estimated non-GAAP measure of 2014 net operating income ("NOI") for SpinCo, based upon the assets currently expected to be included in SpinCo. NOI is a supplemental non-GAAP measure that aids in the assessment of the unlevered performance of SpinCo's properties and portfolio as it relates to the total return on assets. The most directly comparable GAAP financial measure is operating income. NOI is calculated by adjusting GAAP operating income to add back depreciation and amortization expense, general and administrative expenses, and non-cash ground rent expense, and deduct non-cash rental income resulting from the straight-lining of rents and amortization of acquired below market leases net of above market leases. We believe NOI is a meaningful non-GAAP financial measure because real estate acquisitions and dispositions are evaluated based on, among other considerations, property NOI applied to market capitalization rates. We believe that NOI is helpful to SpinCo investors because it is a widely recognized measure of the performance of real estate investment trusts in the shopping center sector and provides a relevant basis for comparison among REITs in such sector. NOI should not be considered a substitute for operating income or net income and may not be comparable to similarly titled measures employed by others.

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# VORNADO

REALTY TRUST



SHOPPING CENTER BUSINESS SPIN-OFF  
APRIL 11, 2014

Certain statements contained in this investor presentation constitute forward-looking statements as such term is defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are not guarantees of performance. They represent our intentions, plans, expectations and beliefs and are subject to numerous assumptions, risks and uncertainties. Consequently, the future results, financial condition and business of Vornado Realty Trust ("Vornado") and of the planned spin-off entity ("SpinCo") may differ materially from those expressed in these forward-looking statements. You can find many of these statements by looking for words such as "approximates", "believes", "expects", "anticipates", "estimates", "intends", "plans", "would", "may" or similar expressions in this presentation. We also note the following forward-looking statements; in the case of our development and redevelopment projects, the estimated completion date, estimated project cost and cost to complete; and estimates of future capital expenditures, dividends to common and preferred shareholders and operating partnership distributions. Many of the factors that will determine the outcome of these and our other forward-looking statements are beyond our ability to control or predict. These factors include, among others: uncertainties as to the timing of the spin-off and whether it will be completed, the possibility that various closing conditions to the spin-off may not be satisfied or waived, the expected tax treatment of the spin-off, the composition of the spin-off portfolio, the possibility that third-party consents required to transfer certain properties in the spin-off will not be received, the impact of the spin-off on the businesses of Vornado and SpinCo, the timing of and costs associated with property improvements, financing commitments, and general competitive factors. For further discussion of factors that could materially affect the outcome of our forward-looking statements and other risks and uncertainties, see "Risk Factors" in Vornado's annual and quarterly periodic reports filed with the SEC.

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. All subsequent written and oral forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. We do not undertake any obligation to release publicly any revisions to our forward-looking statements to reflect events or circumstances occurring after the date of this presentation.

## Transaction

- Vornado has announced its intention to spin-off its shopping center business in a tax-free transaction
- Vornado will retain 20 small / non-strategic retail assets worth approximately \$100MM, which will be disposed of near-term
- These actions, coupled with previous and pending dispositions (Beverly Connection and Springfield Town Center), will complete Vornado's exit from its non-street retail segment
- Vornado anticipates that its current annualized dividend of \$2.92 per share will be maintained through the combination of Vornado's and SpinCo's dividends
- The spin-off is expected to be completed in the fourth quarter of 2014

## SpinCo

- SpinCo will consist of 85 shopping centers:
  - 81 strip centers totaling 12.6MM square feet concentrated in high barrier-to-entry, Northeast markets
  - 4 malls aggregating 3.5MM square feet with in-line sales averaging \$472 psf and underutilized land available for future development; includes the powerful Outlets at Bergen Town Center
- Jeff Olson will join as SpinCo's Chairman and CEO
- SpinCo is positioned for success
  - Dedicated management team with a strong track record
  - High quality asset base in supply-constrained markets with excellent demographics
  - Substantial embedded growth from lease-up, redevelopment and development
  - Liquidity and balance sheet capacity for growth
- Generated 2013 pro forma EBITDA of approximately \$187MM
- Interim transitional support pursuant to a Transition Services Agreement

## Vornado

- Post spin-off, Vornado will have a concentration of premier assets and a focused strategy of growing its dominant positions in New York City and Washington, D.C. office and Manhattan street retail
- Vornado will receive all consideration from the disposition of Beverly Connection and Springfield Town Center
- No change expected to credit ratings

We believe the spin-off will enhance shareholder value by creating two focused companies executing two distinct business strategies

Benefits to Vornado	Mutual Benefits	Benefits to SpinCo
<ul style="list-style-type: none"><li>• Continues simplification</li><li>• Enhances focus on NYC and Washington, D.C. portfolios, which are expected to drive long-term growth</li><li>• Efficient execution with minimal friction costs</li></ul>	<ul style="list-style-type: none"><li>• Improves transparency and better highlights the attributes of both companies</li><li>• Separates two non-synergistic businesses</li><li>• Enables investors to invest in two separate pure-play platforms</li></ul>	<ul style="list-style-type: none"><li>• Creates a focused shopping center company</li><li>• Accelerated growth from a dedicated management team and capital allocation strategy</li><li>• High quality portfolio (urban, supply-constrained locations with superior demographics)</li></ul>

Vornado Common Shareholders / Vornado Realty L.P. Common Unitholders Will Receive Shares of SpinCo in a 1:2 Distribution<sup>(1)</sup>

Premier Office Buildings  
and Manhattan Street Retail

Shopping Center REIT  
Positioned to Outperform

**Note**

(1) Every two common Vornado shares / Vornado Realty L.P. common units will receive one SpinCo share



Following the spin-off, Vornado will be predominantly focused on NYC and Washington, D.C. with ~91% of EBITDA generated by its irreplaceable portfolios in these markets

- Vornado office business includes trophy assets in world-class markets
- Manhattan street retail is some of the most valuable and difficult to acquire real estate in the world; Vornado is the only REIT with significant ownership of Manhattan street retail



New York City



Washington, D.C.



Vornado: Status Quo 2013 Comparable EBITDA (\$1.6Bn) Composition



Vornado: Pro Forma<sup>(2)</sup> 2013 Comparable EBITDA (\$1.4Bn) Composition



**Notes**

- (1) New York City Office segment includes hotel and residential assets
- (2) Pro Forma for spin-off and disposition of held-for-sale retail assets



Exceptionally high quality portfolio of 85 shopping centers concentrated in high barrier-to-entry markets throughout the Northeast

Premier New York metropolitan area market locations represent more than 70% of portfolio value

Majority of the sites would be nearly impossible to replicate today due to land scarcity and formidable entitlement hurdles – many date back to Two Guys from Harrison

Densely populated trade areas with an average population of 149,000 within 3 miles, amongst the highest in the REIT shopping center sector

Supermarket sales averaging \$672 per square foot, the highest productivity reported by any shopping center REIT

Average base rents of \$18.75 per square foot, the third highest in the REIT shopping center sector

Significant growth potential from near-term development and redevelopment opportunities

High quality, proven management team to be led by Jeff Olson, Chairman and CEO, who will come from Equity One, and industry veteran Bob Minutoli, COO, who is currently running the portfolio

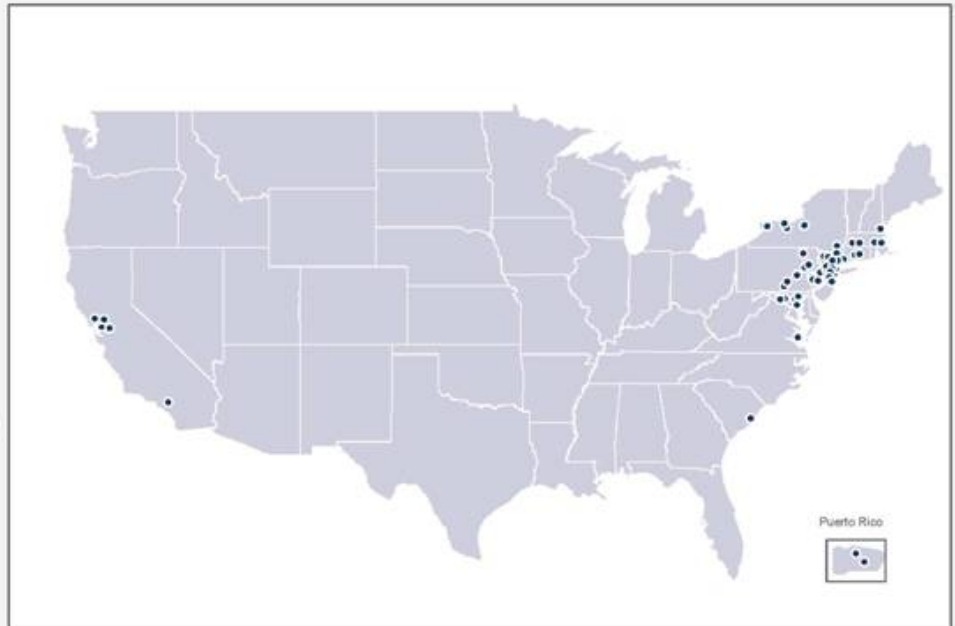
Liquidity and balance sheet capacity for growth

*Irreplaceable portfolio of shopping centers  
concentrated in dense, high barrier-to-entry markets with attractive demographics*

### Portfolio Summary

Number of Assets	85
Total Square Footage (MM)	16.1
Total Owned Square Footage (MM) <sup>(1)</sup>	14.6
Number of States (Incl. PR)	11
Occupancy % <sup>(2)</sup>	95.5%
3 Mile Population <sup>(3)</sup>	149k
3 Mile Median Household Income <sup>(3)</sup>	\$71k
7 Mile Population <sup>(3)</sup>	886k
7 Mile Median Household Income <sup>(3)</sup>	\$67K
2013 Pro Forma EBITDA (\$MMs)	~\$187

### 2013 EBITDA by Geography



#### Notes

- (1) Figure excludes JV interests and land and buildings owned by tenants
- (2) Figure represents total portfolio; owned SF occupancy of 95.6%
- (3) 3 mile represents non-power centers; 7 mile represents power centers. Data per DemographicsNow, a product of Alteryx, Inc.
- (4) Other states include California, Connecticut, Maryland, Massachusetts, New Hampshire, South Carolina and Virginia. Totals may not sum due to rounding

## Well positioned in densely populated and high barrier-to-entry markets

**Non-Power Center Average 3 mile Population (in 000s)<sup>(1)</sup>**



**Non-Power Center Median 3 mile Household Income (in \$000s)<sup>(1)</sup>**



**Power Center Average 7 mile Population (in 000s)<sup>(2)</sup>**



**Power Center Median 7 mile Household Income (in \$000s)<sup>(2)</sup>**



Source: Green Street Advisors March 2014 Strip Sector Update. SpinCo data per DemographicsNow, a product of Alteryx, Inc.

**Note**

(1) Non-power center includes all other assets

(2) Power center defined as 3 or more big boxes including supermarkets

Strong demographic profile and high barrier-to-entry market presence validated by rents

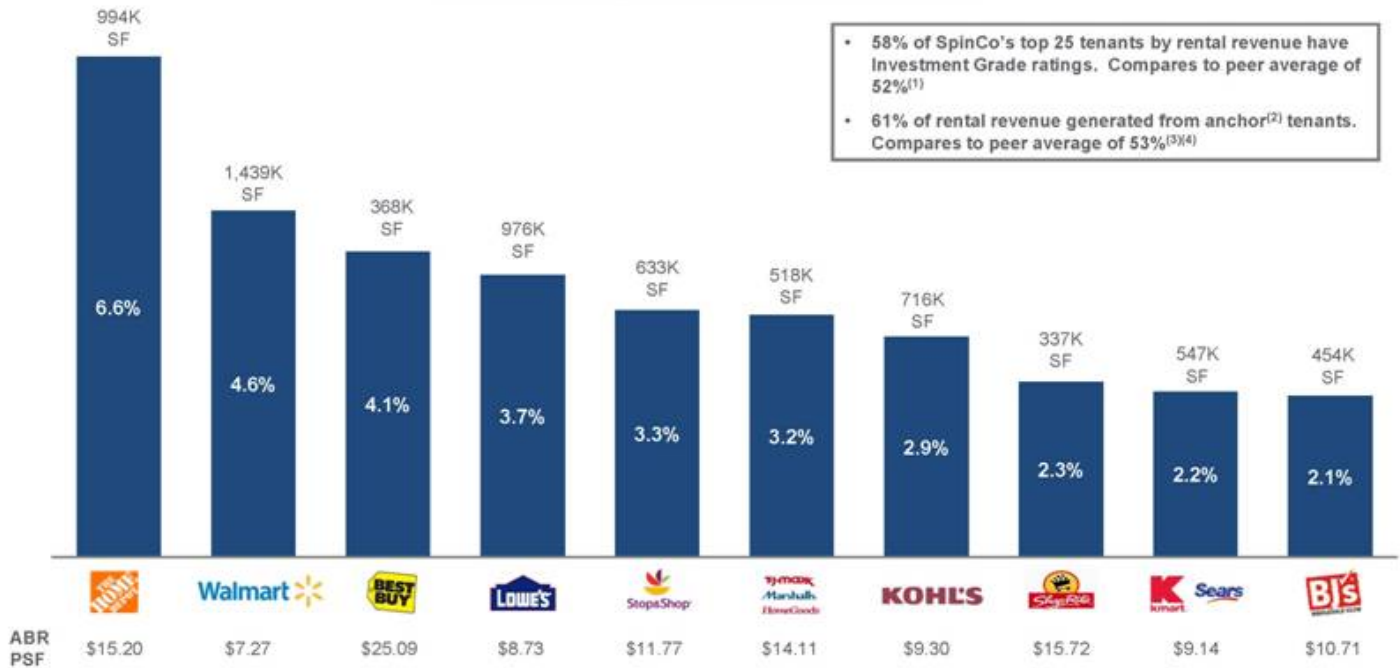
## 2013 Average Base Rent PSF



Source: Comparable data per Green Street Advisors March 2014 Strip Sector Update

Diverse, high quality retailer base

## Top Tenants (% of 2013 Rental Revenue)



- 58% of SpinCo's top 25 tenants by rental revenue have Investment Grade ratings. Compares to peer average of 52%<sup>(1)</sup>
- 61% of rental revenue generated from anchor<sup>(2)</sup> tenants. Compares to peer average of 53%<sup>(3)(4)</sup>

**Notes**

- (1) Represents top 25 tenants by ABR of EQY, BRX, KIM, DDR, WRI, and FRT. Other peers do not disclose required detail for comparison. Percentages are weighted by ABR. Source is SEC filings
- (2) Vornado defines anchor tenants as over 10,000 square feet
- (3) Peer average excludes AKR and RPAI due to lack of detail in filings
- (4) AKR does not define size of anchor tenants, FRT and ROIC define anchor tenants as spaces over 15,000 square feet. All other peers define anchor tenants as spaces over 10,000 square feet

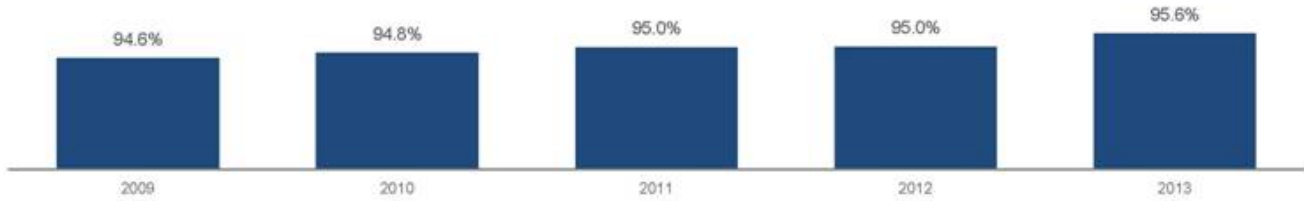
## Select Tenants



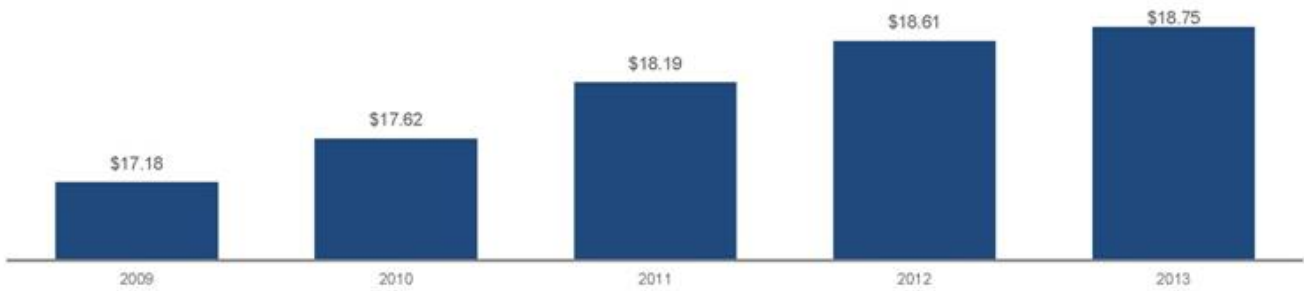


SpinCo's portfolio has delivered consistent, stable performance over the past five years

## Historical Occupancy<sup>(1)</sup>



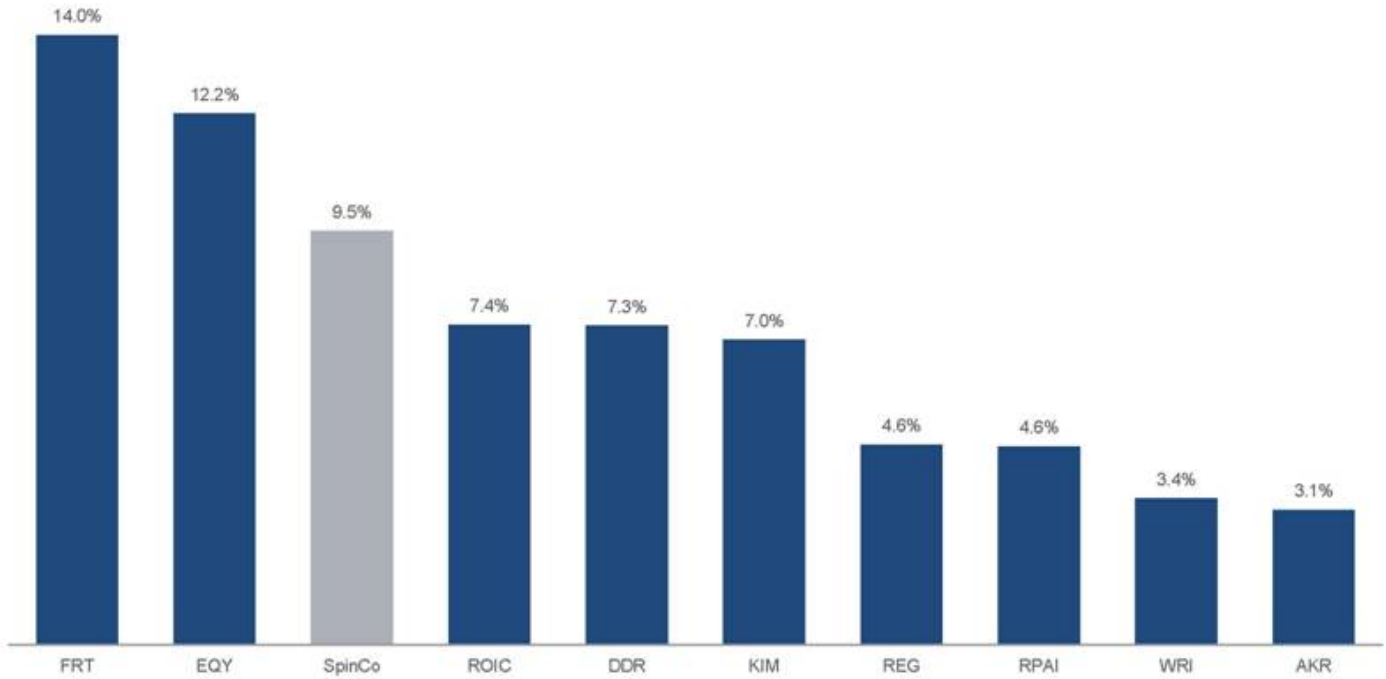
## Historical Average Base Rent PSF<sup>(1)</sup>



**Note**  
(1) Figures represent owned square feet

## Strong Historical Mark-to-Market on Expiring Leases

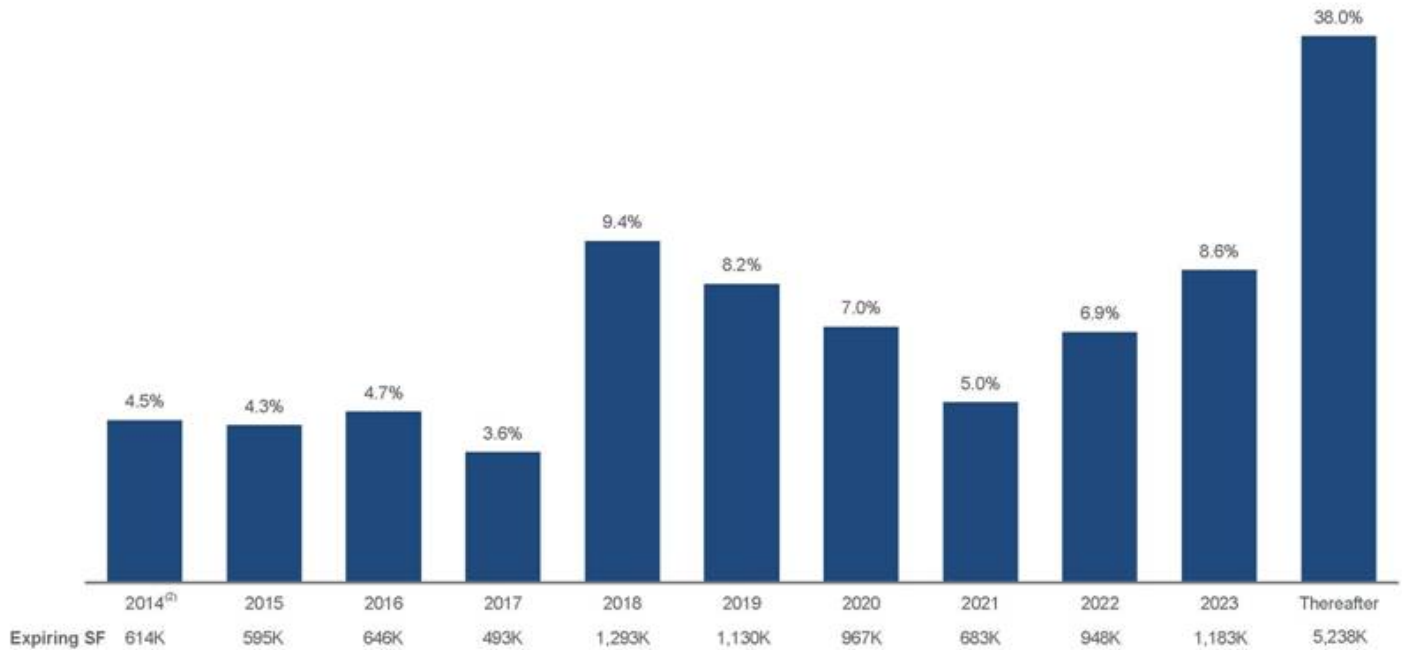
### Three Year Average Cash Leasing Spreads<sup>(1)</sup>



**Note**  
(1) BRX excluded and ROIC and RPAI shown as two year averages due to lack of required disclosure

## Low Level of Near-term Lease Expirations

### SF Expiring by Year<sup>(1)</sup>



**Notes**

- (1) Figures represent owned square feet
- (2) Includes month-to-month leases

## Industry veteran Jeff Olson will join as Chairman and CEO

- Chief Executive Officer of Equity One (EQY) since 2006
- Previously served as President of Kimco Realty Corp's (KIM) Eastern and Western Divisions
- *"Mr. Olson's eight-year tenure at Equity One yielded above-average results as he transformed the company's portfolio from a focus on sleepy Southeastern grocery anchored strip centers to a more urban, high-quality portfolio."*

– Green Street Advisors, March 19, 2014

### Management

- SpinCo will be a self-managed REIT
- Jeff Olson will join as CEO to lead SpinCo's management team
- Bob Minutoli, Vornado's EVP-Retail, will remain with SpinCo as COO along with the existing Vornado shopping center team
- CFO expected to be identified in the near future
- Interim support pursuant to a Transition Services Agreement

### Board of Directors

- Jeff Olson will also serve as SpinCo's Chairman
- Vornado CEO Steven Roth will serve as a Director of SpinCo
- SpinCo Board to consist of a majority of independent Directors

Transaction Timing	Distribution Process	Conditions Precedent	SpinCo REIT Status / Tax Considerations
<ul style="list-style-type: none"> <li>Intend to file initial Form 10 registration statement with SEC in the second quarter of 2014</li> <li>Target completion by end of 2014</li> </ul>	<ul style="list-style-type: none"> <li>The distribution is expected to be made on a pro rata 1:2 basis to Vornado common shareholders and Vornado Realty L.P. common unitholders as of the distribution record date</li> <li>Following the distribution, Vornado common shareholders will own shares in both Vornado and SpinCo and Vornado Realty L.P. common unitholders will hold both common units of Vornado Realty L.P. and shares of SpinCo</li> <li>The number of Vornado common shares owned by each shareholder and the number of Vornado Realty L.P. common units held by each unitholder will not change as a result of this distribution</li> </ul>	<ul style="list-style-type: none"> <li>Declaration by the SEC that SpinCo's registration statement is effective</li> <li>Approval of SpinCo listing by NYSE</li> <li>Final approval and declaration of the distribution by Vornado's Board of Trustees</li> <li>Receipt of third party consents</li> <li>Other customary conditions</li> </ul>	<ul style="list-style-type: none"> <li>In August 2013, Vornado initiated a Private Letter Ruling process in anticipation of this transaction and received a Private Letter Ruling in March 2014</li> <li>Distribution is expected to qualify as tax-free to Vornado shareholders and Vornado Realty L.P. unitholders for U.S. federal income tax purposes, consistent with the Private Letter Ruling</li> <li>SpinCo intends to elect to be treated as a REIT for U.S. federal income tax purposes</li> </ul>



# SpinCo Property List

No.	Property Name	State	City	Ownership %	Weighted Average Rent Per Center <sup>(1)</sup>	Own. Type	% Occupancy	Total Square Feet <sup>(2)</sup>	Retail Anchors and Major Tenants
<b>New Jersey</b>									
1	East Brunswick	NJ	East Brunswick	100%	\$8.90	Fee	100.0%	428,000	Dick's Sporting Goods, Kohl's, P.C. Richard & Son, T.J. Maxx, LA Fitness, Lowe's
2	North Bergen (Tonelle Avenue)	NJ	North Bergen	100%	\$24.30	Fee	100.0%	410,000	BJ's Wholesale Club, Petsmart, Staples, Walmart
3	East Hanover	NJ	East Hanover	100%	\$19.15	Fee	94.5%	343,000	Dick's Sporting Goods, Home Depot, Marshalls
4	Bricktown	NJ	Bricktown	100%	\$18.48	Fee	94.7%	279,000	Kohl's, Marshalls, Old Navy, ShopRite
5	Union Plaza	NJ	Union	100%	\$25.26	Fee	99.4%	276,000	Lowe's, Office Depot, Sleepy's, Toys 'R' Us
6	Hackensack	NJ	Hackensack	100%	\$23.44	Fee	75.4%	275,000	Applebee's, Home Depot, Petco, Sleepy's, Staples
7	Totowa	NJ	Totowa	100%	\$19.28	Fee	100.0%	271,000	Bed Bath & Beyond, Home Depot, Marshalls, Staples
8	Cherry Hill	NJ	Cherry Hill	100%	\$13.97	Fee	98.6%	263,000	Dollar Tree, Toys 'R' Us, Walmart
9	Jersey City	NJ	Jersey City	100%	\$21.79	Fee	100.0%	236,000	Burger King, Lowe's, Party City, P.C. Richard & Son, Sleepy's
10	Union	NJ	Vauxhall	100%	\$17.85	Fee	100.0%	232,000	Home Depot
11	Middletown	NJ	Middletown	100%	\$14.88	Fee	96.3%	231,000	Famous Footwear, Kohl's, Stop & Shop
12	Woodbridge	NJ	Woodbridge	100%	\$22.35	Fee	84.1%	226,000	Dollar Tree, Payless, Walmart
13	Marlton	NJ	Marlton	100%	\$13.33	Fee	100.0%	213,000	Kohl's, Petsmart, ShopRite
14	North Plainfield	NJ	North Plainfield	100%	\$17.75	Ground	85.0%	212,000	Costco
15	Bergen Town Center East	NJ	Paramus	100%	\$36.42	Fee	93.6%	211,000	Lowe's, REI
16	Manalapan	NJ	Manalapan	100%	\$16.56	Fee	99.3%	208,000	A.C. Moore, Babies 'R' Us, Bed Bath & Beyond, Best Buy, Modell's, Panera, Petsmart
17	East Rutherford	NJ	East Rutherford	100%	\$34.34	Fee	100.0%	197,000	Chili's, Lowe's
18	Garfield	NJ	Garfield	100%	\$21.47	Fee	100.0%	195,000	Applebee's, Marshalls, McDonald's, Walmart
19	Morris Plains	NJ	Morris Plains	100%	\$20.71	Fee	95.9%	177,000	Kohl's, Sleepy's
20	Dover	NJ	Rockaway	100%	\$12.02	Fee	96.3%	173,000	Applebee's, Dollar Tree, ShopRite, T.J. Maxx
21	Lodi (Route 17)	NJ	Lodi	100%	\$11.57	Fee	100.0%	171,000	National Wholesale Liquidators
22	Watchung	NJ	Watchung	100%	\$25.40	Fee	96.6%	170,000	BJ's Wholesale Club, Buffalo Wild Wings, Vitamin Shoppe, Qdoba
23	Lawnside	NJ	Lawnside	100%	\$14.11	Fee	100.0%	145,000	Home Depot, Petsmart, Wendy's
24	Hazlet	NJ	Hazlet	100%	\$2.64	Fee	100.0%	123,000	Stop & Shop
25	Kearny	NJ	Kearny	100%	\$16.11	Fee	43.5%	104,000	Applebee's, Burger King, Marshalls
26	Turnersville	NJ	Turnersville	100%	\$6.40	Fee	100.0%	96,000	The Dump
27	Lodi (Washington St.)	NJ	Lodi	100%	\$19.94	Fee	92.1%	85,000	Aldi, Blink Fitness, Burger King, Dollar Tree, USPS

# SpinCo Property List (cont'd)

No.	Property Name	State	City	Ownership %	Weighted Average Rent Per Center <sup>(1)</sup>	Own. Type	Occupancy %	Total Square Feet <sup>(2)</sup>	Retail Anchors and Major Tenants
28	Carlstadt	NJ	Carlstadt	100%	\$21.60	Ground	95.2%	78,000	Burger King, Stop & Shop
29	Paramus	NJ	Paramus	100%	\$42.23	Ground	100.0%	63,000	24 Hour Fitness, Miller's Ale House
30	North Bergen (Kennedy Boulevard)	NJ	North Bergen	100%	\$26.76	Fee	100.0%	62,000	Food Basics, Payless
31	South Plainfield	NJ	South Plainfield	100%	\$21.68	Ground	85.9%	56,000	Party City, Red Lobster, Staples
32	Englewood	NJ	Englewood	100%	\$24.79	Fee	79.7%	41,000	Jos A Bank, New York Sports Club
33	Eatontown	NJ	Eatontown	100%	\$28.09	Fee	100.0%	30,000	Petco
34	East Hanover REI	NJ	East Hanover	100%	\$32.00	Fee	94.0%	26,000	REI
35	Montclair	NJ	Montclair	100%	\$23.34	Fee	100.0%	18,000	Whole Foods
<b>New York</b>									
36	Bruckner Plaza	NY	Bronx	100%	\$21.22	Fee	91.3%	501,000	Key Food, Kmart, Rite Aid, Toys 'R' Us
37	Buffalo	NY	Amherst	100%	\$8.94	Fee	100.0%	311,000	BJ's Wholesale Club, DSW, Home Goods, LA Fitness, TJ Maxx, Toys 'R' Us
38	Big H Shopping Center	NY	Huntington	100%	\$14.78	Fee	97.9%	209,000	Burger King, Famous Footwear, Kmart, Marshalls, Old Navy, Outback Steakhouse, Petco
39	Rochester	NY	Rochester	100%	-	Fee	100.0%	205,000	Walmart
40	Mt. Kisco Commons	NY	Mt. Kisco	100%	\$22.20	Fee	100.0%	189,000	A&P, Applebee's, Target
41	Freeport East	NY	Freeport	100%	\$18.61	Fee	100.0%	173,000	Home Depot, Optimum, Staples
42	Rochester	NY	Henrietta	100%	\$3.81	Ground	96.2%	165,000	Kohl's, Lumber Liquidators, Ollie's
43	Forest Plaza	NY	Staten Island	100%	\$21.63	Fee	96.3%	165,000	Dollar Tree, Lumber Liquidators, Planet Fitness, Western Beef
44	New Hyde Park	NY	New Hyde Park	100%	\$18.73	Space	100.0%	101,000	Stop & Shop
45	Burnside Plaza	NY	Inwood	100%	\$20.29	Fee	88.8%	100,000	Stop & Shop
46	Hubbards Path Shopping Center	NY	West Babylon	100%	\$17.47	Fee	83.4%	79,000	Best Market, Rite Aid
47	Bronx (Gun Hill Road)	NY	Bronx	100%	\$32.22	Fee	90.7%	77,000	Aldi, Dollar Tree, Duane Reade, Planet Fitness, TGIF
48	Commack	NY	Commack	100%	\$21.45	Space	100.0%	47,000	Ace Hardware, Petsmart
49	Dewitt	NY	Dewitt	100%	\$20.46	Ground	100.0%	46,000	Best Buy
50	Freeport West	NY	Freeport	100%	\$20.28	Space	100.0%	44,000	Bob's Discount Furniture
51	Oceanside	NY	Oceanside	100%	\$27.63	Fee	100.0%	16,000	Party City



# SpinCo Property List (cont'd)

No.	Property Name	State	City	Ownership %	Weighted Average Rent Per Center <sup>(1)</sup>	Own. Type	% Occupancy	Total Square Feet <sup>(2)</sup>	Retail Anchors and Major Tenants
<b>Pennsylvania</b>									
52	Allentown	PA	Allentown	100%	\$15.24	Fee	90.3%	627,000	A.C. Moore, Burlington Coat Factory, Dick's Sporting Goods, Giant Foods, TJ Maxx, Petco
53	Wilkes-Barre	PA	Wilkes-Barre	100%	\$13.28	Fee	83.2%	329,000	Babies R' Us, Marshalls, Petco, Ross, Target, Tractor Supply Co.
54	Lancaster	PA	Lancaster	100%	\$15.33	Fee	82.1%	228,000	Lowe's, Sleepy's
55	Bensalem	PA	Bensalem	100%	\$11.50	Fee	98.9%	185,000	Kohl's, Petco, Ross, Staples
56	Broomall	PA	Broomall	100%	\$11.09	Fee	100.0%	169,000	A.C. Moore, Giant Food, Petsmart, Planet Fitness
57	Bethlehem	PA	Bethlehem	100%	\$7.29	Fee	95.3%	167,000	Family Dollar, Giant Food, Petco
58	York	PA	York	100%	\$9.06	Fee	100.0%	110,000	Aldi, Ashley Furniture Home Store, Petco
59	Glenolden	PA	Glenolden	100%	\$25.84	Fee	100.0%	102,000	Walmart
60	Wyomissing	PA	Wyomissing	100%	\$15.56	Ground	93.2%	76,000	LA Fitness, Petsmart
61	Springfield	PA	Springfield	100%	\$20.90	Space	100.0%	41,000	Petsmart
<b>California</b>									
62	San Francisco	CA	San Francisco	100%	\$50.34	Space	100.0%	55,000	Best Buy
63	Signal Hill	CA	Signal Hill	100%	\$24.06	Fee	100.0%	45,000	Best Buy
64	Vallejo	CA	Vallejo	100%	\$17.51	Ground	100.0%	45,000	Best Buy
65	Walnut Creek (South Main Street)	CA	Walnut Creek	100%	\$45.11	Fee	100.0%	29,000	Barnes & Noble
66	Walnut Creek (Mt. Diablo)	CA	Walnut Creek	95%	\$70.00	Fee	100.0%	7,000	Anthropologie
<b>Massachusetts</b>									
67	Chicopee	MA	Chicopee	100%	-	Fee	100.0%	224,000	Walmart
68	Springfield	MA	Springfield	100%	\$16.39	Fee	97.8%	182,000	Dollar Tree, Walmart
69	Milford Plaza	MA	Milford	100%	\$8.01	Space	100.0%	83,000	Kohl's
70	Cambridge	MA	Cambridge	100%	\$21.83	Space	100.0%	48,000	Model's, Petsmart

# SpinCo Property List (cont'd)

No.	Property Name	State	City	Ownership %	Weighted Average Rent Per Center <sup>(1)</sup>	Own. Type	Occupancy %	Total Square Feet <sup>(2)</sup>	Retail Anchors and Major Tenants
<b>Maryland</b>									
71	Baltimore	MD	Towson	100%	\$16.21	Fee	100.0%	155,000	Corner Bakery, DXL, HH Gregg, Home Goods, Shoppers Food, Staples
72	Forest Plaza	MD	Annapolis	100%	\$8.99	Space	100.0%	128,000	Home Depot
73	Glen Burnie	MD	Glen Burnie	100%	\$11.67	Fee	90.5%	121,000	Gavigan's, Pep Boys
74	Rockville Town Center	MD	Rockville	100%	\$24.61	Fee	100.0%	94,000	Regal Cinemas
75	Wheaton	MD	Wheaton	100%	\$14.94	Ground	100.0%	66,000	Best Buy
<b>Other</b>									
76	Newington	CT	Newington	100%	\$18.61	Fee	100.0%	188,000	Panera, Staples, Walmart
77	Waterbury	CT	Waterbury	100%	\$15.19	Fee	97.6%	148,000	ShopRite, Sleepy's
78	Norfolk	VA	Norfolk	100%	\$6.44	Space	100.0%	114,000	BJ's Wholesale Club
79	Tyson's Corner	VA	Tyson's Corner	100%	\$39.13	Space	100.0%	38,000	Best Buy
80	Charleston	SC	Charleston	100%	\$14.19	Ground	100.0%	45,000	Best Buy
81	Salem	NH	Salem	100%	-	Ground	100.0%	37,000	Babies 'R' Us
<b>Total Strip Centers</b>					<b>\$17.37</b>		<b>95.6%</b>	<b>12,638,000</b>	
<b>SpinCo's Ownership Interest</b>					<b>\$17.37</b>		<b>95.6%</b>	<b>12,259,000</b>	

# SpinCo Property List (cont'd)

No.	Property Name	State	City	Ownership %	Weighted Average Rent Per Center <sup>(1)</sup>	Own. Type	Occupancy %	Total Square Feet <sup>(2)</sup>	Retail Anchors and Major Tenants
<b>Malls</b>									
82	Monmouth Mall	NJ	Eatontown	50%	\$35.23 <sup>(3)</sup>	Fee	93.9%	1,464,000	Boscov's, Macy's, JCPenney, Lord & Taylor, Loews Theatre, Barnes & Noble, Forever 21
83	Bergen Town Center	NJ	Paramus	100%	\$43.01 <sup>(2)</sup>	Fee	99.5%	951,000	Bloomingdale's Rack, Century 21, Home Goods, Neiman Marcus Last Call, Saks Off 5th, Target, Whole Foods
84	The Outlets at Montehiedra	PR	San Juan	100%	\$38.52 <sup>(2)</sup>	Fee	91.0%	542,000	Home Depot, Kmart, Marshalls, Nike, Romano's Macaroni Grill
85	Las Catalinas Mall	PR	Caguas	100%	\$57.78 <sup>(2)</sup>	Fee	93.1%	494,000	Kmart, Sears, P.F. Chang's (coming)
<b>Total Malls</b>					<b>\$42.13</b>		<b>95.1%</b>	<b>3,451,000</b>	
<b>SpinCo's Ownership Interest</b>					<b>\$43.83</b>		<b>95.4%</b>	<b>2,352,000<sup>(4)</sup></b>	
<b>Total Shopping Center Space</b>									
							<b>95.5%</b>	<b>16,089,000</b>	
<b>SpinCo's Ownership Interest</b>							<b>95.6%</b>	<b>14,611,000</b>	
<b>Total Fee Owned</b>									
								<b>14,501,000</b>	
<b>Total Ground Leased</b>									
								<b>889,000</b>	
<b>Total Space Leased</b>									
								<b>699,000</b>	
<b>Total Shopping Center Space</b>									
								<b>16,089,000</b>	

**Notes**

(1) Weighted average rent excludes ground rent, storage rent and garages

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

(3) Weighted average rent for malls represents in-line tenants only. Blended average base rent for anchor and in-line mall tenants is \$25.95

(4) Square footage not owned by Vornado is primarily at Monmouth Mall

This investor presentation contains Earnings Before Interest, Taxes, Depreciation and Amortization ("EBITDA"), a non-GAAP measure.

EBITDA is presented before non-controlling interests, discontinued operations, gains on sale or real estate and non-recurring items. We consider EBITDA a supplemental measure for making decisions and assessing the unlevered performance of our segments as it relates to the total return on assets as opposed to the levered return on equity. As properties are bought and sold based on a multiple of EBITDA, we utilize this measure to make investment decisions as well as to compare the performance of our assets to that of our peers. EBITDA should not be considered a substitute for net income. EBITDA may not be comparable to similarly titled measures employed by other companies. A description of this measure and a reconciliation to the most directly comparable GAAP measure is provided on the following page.

Reconciliation of Net Income to EBITDA, Comparable EBITDA and Pro Forma Comparable EBITDA  
For the Year Ended December 31, 2013

\$ in thousands	Total	Retail Properties
Net Income	475,971	415,644
Interest and debt expense	758,781	50,901
Depreciation and amortization	732,757	72,161
Income tax expense	26,371	2,311
EBITDA	1,993,880	541,017
Non-comparable items:		
Gains on sale of real estate (wholly-owned)	(411,593)	(284,081)
Gains on sale of real estate (partially-owned)	(465)	-
Impairment losses	43,722	35,656
EBITDA from discontinued operations	(35,037)	(25,450)
Lease termination income pursuant to settlement agreement with Stop & Shop	(59,599)	(59,599)
Other	87,114	(1,877)
Comparable EBITDA	1,618,022	205,666
Less Comparable EBITDA of SpinCo	(199,594)	-
Less Comparable EBITDA of 20 held for sale properties	(6,072)	(6,072)
Less estimated incremental overhead to create a public company	N/A	(13,000)
Pro Forma Comparable EBITDA	1,412,356	186,594