

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended: JUNE 30, 2000  
-----

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 1-11954  
-----

VORNADO REALTY TRUST

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

MARYLAND

22-1657560

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

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

888 SEVENTH AVENUE, NEW YORK, NEW YORK

10019

-----  
(Address of principal executive offices)

-----  
(Zip Code)

(212) 894-7000

-----  
(Registrant's telephone number, including area code)

PARK 80 WEST, PLAZA II, SADDLE BROOK, NEW JERSEY 07663

-----  
(Former name, former address and former fiscal year, if changed since last  
report)

Indicate by check mark whether the registrant (1) has filed all  
reports required to be filed by Section 13 or 15(d) of the Securities Exchange  
Act of 1934 during the preceding 12 months (or for such shorter period that the  
registrant was required to file such reports), and (2) has been subject to such  
filing requirements for the past 90 days.

Yes  No

As of August 1, 2000 there were 86,687,388 common shares of the registrant's  
shares of beneficial interest outstanding.

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PART I. FINANCIAL INFORMATION  
ITEM 1. FINANCIAL STATEMENTS

VORNADO REALTY TRUST  
CONSOLIDATED BALANCE SHEETS

(amounts in thousands except share amounts)

	JUNE 30, 2000	DECEMBER 31, 1999
	-----	-----
ASSETS		
Real estate, at cost:		
Land.....	\$ 821,652	\$ 826,477
Buildings and improvements.....	3,153,622	3,080,174
Leasehold improvements and equipment.....	17,375	14,856
	-----	-----
Total.....	3,992,649	3,921,507
Less accumulated depreciation and amortization.....	(346,081)	(308,542)
	-----	-----
Real estate, net.....	3,646,568	3,612,965
Cash and cash equivalents, including U.S. government obligations under repurchase agreements of \$20,714 and \$43,675.....		
	99,137	112,630
Escrow deposits and restricted cash.....	34,216	30,571
Marketable securities.....	134,949	106,503
Investments and advances to partially-owned entities, including Alexander's of \$161,837 and \$159,148.....	1,398,093	1,315,387
Due from officers.....	19,398	17,190
Accounts receivable, net of allowance for doubtful accounts of \$7,762 and \$7,292 .....	34,580	36,408
Notes and mortgage loans receivable.....	57,377	49,719
Receivable arising from the straight-lining of rents.....	94,480	79,298
Deposits in connection with real estate acquisitions.....	9,148	8,128
Other assets.....	149,853	110,419
	-----	-----
TOTAL ASSETS Item 2.....	\$ 5,677,799	\$ 5,479,218
	=====	=====

	JUNE 30, 2000	DECEMBER 31, 1999
	-----	-----
LIABILITIES AND SHAREHOLDERS' EQUITY		
Notes and mortgages payable.....	\$ 2,038,952	\$ 1,681,804
Revolving credit facility.....	--	367,000
Accounts payable and accrued expenses.....	98,970	107,036
Officer's compensation payable.....	36,013	34,996
Deferred leasing fee income.....	8,100	8,349
Other liabilities.....	2,628	2,634
	-----	-----
Total liabilities.....	2,184,663	2,201,819
	-----	-----
Minority interest of unitholders in the Operating Partnership.....	1,418,890	1,222,031
	-----	-----
Commitments and contingencies		
Shareholders' equity:		
Preferred shares of beneficial interest:		
No par value per share; authorized, 45,000,000 shares;		
Series A: liquidation preference \$50.00 per share; issued 5,789,239 shares.....	287,070	285,632
Series B: liquidation preference \$25.00 per share; issued 3,400,000 shares.....	81,805	81,805
Series C: liquidation preference \$25.00 per share; issued 4,600,000 shares.....	111,148	111,148

Common shares of beneficial interest: \$.04 par value per share; authorized, 150,000,000 shares; issued and outstanding 86,563,720 and 86,335,741 shares.....	3,462	3,453
Additional capital.....	1,703,414	1,696,557
Accumulated deficit.....	(104,227)	(116,979)
	-----	-----
	2,082,672	2,061,616
Accumulated other comprehensive loss.....	(3,704)	(1,448)
Due from officers for purchase of common shares of beneficial interest.....	(4,722)	(4,800)
	-----	-----
Total shareholders' equity.....	2,074,246	2,055,368
	-----	-----
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY.....	\$ 5,677,799	\$ 5,479,218
	=====	=====

See notes to consolidated financial statements.  
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VORNADO REALTY TRUST  
CONSOLIDATED STATEMENTS OF INCOME

(amounts in thousands except per share amounts)

	FOR THE THREE MONTHS ENDED JUNE 30		FOR THE SIX MONTHS ENDED JUNE 30	
	2000	1999	2000	1999
Revenues:				
Property rentals.....	\$168,575	\$141,724	\$334,580	\$279,883
Expense reimbursements.....	25,604	21,143	50,860	41,871
Other income (including fee income from related parties of \$346 and \$777 in each three month period and \$667 and \$1,185 in each six month period).....	4,566	3,321	8,584	7,998
Total revenues.....	198,745	166,188	394,024	329,752
Expenses:				
Operating.....	74,366	65,925	150,671	130,962
Depreciation and amortization..	24,687	19,585	47,940	38,877
General and administrative.....	10,770	10,169	20,967	19,797
Total expenses.....	109,823	95,679	219,578	189,636
Operating income.....	88,922	70,509	174,446	140,116
Income applicable to Alexander's..	3,113	1,839	6,157	3,341
Income from partially-owned entities.....	24,026	20,978	47,639	39,578
Interest and other investment income.....	4,939	4,900	10,698	8,358
Interest and debt expense.....	(39,335)	(35,284)	(78,682)	(70,901)
Net gain on sale of real estate...	--	--	2,560	--
Minority interest:				
Perpetual preferred unit distributions.....	(14,815)	(2,080)	(27,809)	(3,940)
Minority limited partnership earnings.....	(9,320)	(9,194)	(18,668)	(15,933)
Partially-owned entities.....	(577)	(529)	(1,067)	(1,014)
Income before extraordinary item..	56,953	51,139	115,274	99,605
Extraordinary item.....	--	--	(1,125)	--
Net Income.....	56,953	51,139	114,149	99,605
Preferred stock dividends (including accretion of issuance expenses of \$719 and \$1,438 in each three and six month period).....	(9,672)	(8,381)	(19,345)	(14,093)
NET INCOME applicable to common shares.....	\$ 47,281	\$ 42,758	\$ 94,804	\$ 85,512
NET INCOME PER COMMON SHARE				
-BASIC.....	\$ .55	\$ .50	\$ 1.10	\$ 1.00
NET INCOME PER COMMON SHARE				
-DILUTED.....	\$ .53	\$ .49	\$ 1.08	\$ .98
DIVIDENDS PER COMMON SHARE.....	\$ .48	\$ .44	\$ .96	\$ .88

See notes to consolidated financial statements.  
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VORNADO REALTY TRUST  
CONSOLIDATED STATEMENTS OF CASH FLOWS

(amounts in thousands)

	For The Six Months Ended June 30,	
	2000	1999
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income.....	\$ 114,149	\$ 99,605
Adjustments to reconcile net income to net cash provided by operations:		
Depreciation and amortization (including debt issuance costs).....	47,940	38,877
Straight-lining of rental income.....	(15,182)	(15,393)
Net gain on sale of real estate.....	(2,560)	--
Minority interest.....	47,544	20,887
Extraordinary item.....	1,125	--
Equity in income of Alexander's, including depreciation of \$300 in each period.....	(6,157)	(816)
Equity in net income of partially-owned entities.....	(47,639)	(39,578)
Gain on sale of marketable securities.....	--	(382)
Changes in operating assets and liabilities.....	(34,669)	(16,404)
Net cash provided by operating activities.....	104,551	86,796
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Additions to real estate.....	(73,771)	(86,731)
Acquisitions of real estate and other.....	(6,660)	(45,000)
Proceeds from sale of real estate.....	23,992	--
Investments in partially-owned entities.....	(45,450)	(13,200)
Distributions from partially-owned entities.....	17,705	--
Proceeds from sale of Temperature Controlled Logistics assets.....	--	22,769
Investment in notes and mortgages receivable.....	(7,595)	(60,567)
Repayment of mortgage loans receivable.....	--	19,367
Cash restricted for tenant improvements.....	(3,645)	24,548
Purchases of securities available for sale.....	(24,412)	(3,939)
Proceeds from sale or maturity of securities available for sale.....	--	6,992
Real estate deposits and other.....	(1,020)	(6,559)
Net cash used in investing activities.....	(120,856)	(142,320)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from borrowings.....	590,000	165,000
Repayments of borrowings.....	(619,444)	(306,490)
Debt issuance costs.....	(17,996)	(3,504)
Proceeds from issuance of preferred units.....	195,639	--
Proceeds from issuance of preferred stock.....	--	193,282
Dividends paid on common shares.....	(82,051)	(74,432)
Distributions to minority partners.....	(47,144)	(12,226)
Dividends paid on preferred shares.....	(17,907)	(12,655)
Exercise of stock options.....	1,715	255
Net cash provided by (used in) financing activities.....	2,812	(50,770)
Net decrease in cash and cash equivalents.....	(13,493)	(106,294)
Cash and cash equivalents at beginning of period.....	112,630	167,808
Cash and cash equivalents at end of period.....	\$ 99,137	\$ 61,514
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>		
Cash payments for interest (including capitalized interest of \$5,646 in 2000 and \$1,410 in 1999).....	\$ 82,381	\$ 69,222
<b>NON-CASH TRANSACTIONS:</b>		
Financing assumed in acquisitions.....	\$ 17,640	\$ 55,000
Minority interest in connection with acquisitions.....	1,165	297,800
Unrealized gain on securities available for sale.....	8,039	1,353

See notes to consolidated financial statements.

## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## 1. ORGANIZATION

Vornado Realty Trust is a fully integrated real estate investment trust ("REIT"). Vornado conducts its business through Vornado Realty L.P., a Delaware limited partnership (the "Operating Partnership"). Vornado is the sole general partner of, and owned approximately 86% of the common limited partnership interest in, the Operating Partnership at June 30, 2000. All references to the "Company" and "Vornado" refer to Vornado Realty Trust and its consolidated subsidiaries, including the Operating Partnership.

## 2. BASIS OF PRESENTATION

The consolidated balance sheet as of June 30, 2000, the consolidated statements of income for the three and six months ended June 30, 2000 and 1999 and the consolidated statements of changes in cash flows for the six months ended June 30, 2000 and 1999 are unaudited. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations and changes in cash flows have been made. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in Vornado's annual report on Form 10-K for the year ended December 31, 1999 as filed with the Securities and Exchange Commission. The results of operations for the six months ended June 30, 2000 are not necessarily indicative of the operating results for the full year.

The accompanying consolidated financial statements include the accounts of Vornado Realty Trust and its majority-owned subsidiary, Vornado Realty L.P., as well as equity interests acquired that individually (or in the aggregate with prior interests) exceed a 50% interest and the Company exercises unilateral control. All significant intercompany amounts have been eliminated. Equity interests in partially-owned entities include partnerships, joint ventures and preferred stock affiliates (corporations in which the Company owns all of the preferred stock and none of the common equity) and are accounted for under the equity method of accounting as the Company exercises significant influence. These investments are recorded initially at cost and subsequently adjusted for net equity in income (loss) and cash contributions and distributions. Ownership of the preferred stock entitles the Company to substantially all of the economic benefits in the preferred stock affiliates. The common stock of the preferred stock affiliates is owned by Officers and Trustees of Vornado.

Management has made estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

Certain amounts in the prior year's financial statements have been reclassified to conform to the current year presentation.

## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

## 3. ACQUISITIONS, DISPOSITIONS AND FINANCINGS

## ACQUISITIONS

## Vornado-Ceruzzi Joint Ventures

In the first quarter of 2000, the Company and its joint venture partner acquired 2 fee interests containing 210,000 square feet and 6 leasehold interests containing 567,000 square feet in properties located in Pennsylvania, Virginia, Maryland and Ohio formerly occupied by Hechinger, Inc., a home improvement retailer which was liquidated. The purchase price was \$21,700,000, of which the Company's share was 80%.

## Student Housing Complex

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

## DISPOSITIONS

On March 2, 2000, the Company sold its three Texas shopping center properties containing 221,000 square feet, for \$25,750,000, resulting in a gain of \$2,560,000.

The Company entered into an agreement to sell its Westport, Connecticut property for approximately \$24,000,000. The sale will result in a gain of approximately \$9,000,000 and is expected to be completed in the third quarter, subject to customary closing conditions.

## FINANCINGS

## REMIC Refinancing

On March 1, 2000, the Company completed a \$500,000,000 private placement of 10-year, 7.93% mortgage notes, cross-collateralized by 42 shopping center properties, resulting in net proceeds of approximately \$490,000,000. In connection therewith, the Company repaid \$228,000,000 of existing mortgage debt scheduled to mature on December 1, 2000 and \$262,000,000 outstanding under its revolving credit facility. The Company incurred an extraordinary loss of approximately \$1,125,000 in the three months ended March 31, 2000 due to the write-off of unamortized financing costs in connection with the prepayment of the existing debt.

## Revolving Credit Facility

On March 21, 2000, the Company renewed its \$1,000,000,000 revolving credit facility for an additional three years. The covenants of the facility include, among others, maximum loan to value ratio, minimum debt service coverage and minimum capitalization requirements. Interest is at LIBOR plus .90% (7.55% at June 30, 2000). The Company paid origination fees of \$6,700,000 and pays a commitment fee quarterly, over the remaining term of the facility of .15% per annum on the facility amount.

## Two Park Avenue Refinancing

On March 1, 2000, the Company refinanced its Two Park Avenue office building for \$90,000,000. On such date, the Company received proceeds of \$65,000,000 and repaid the then existing debt in the same amount. The balance of the proceeds was received on April 18, 2000. The new 3-year debt matures on February 28, 2003 and bears interest at LIBOR + 1.45% (8.10 % at June 30, 2000).



## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

## Offerings of Preferred Units

On May 1, 2000, the Company sold an aggregate of \$21,000,000 of 8.25% Series D-6 Cumulative Redeemable Preferred Units in the Operating Partnership to an institutional investor in a private placement, resulting in net proceeds of approximately \$20,475,000. The perpetual preferred units may be called without penalty at the option of the Operating Partnership commencing on May 1, 2005.

On May 25, 2000, the Company sold an aggregate of \$180,000,000 of 8.25% Series D-7 Cumulative Redeemable Units in the Operating Partnership to an institutional investor in a private placement, resulting in net proceeds of approximately \$175,500,000. The perpetual preferred units may be called without penalty at the option of the Operating Partnership commencing on May 25, 2005.

## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

## 4. INVESTMENTS AND ADVANCES TO PARTIALLY-OWNED ENTITIES

The Company's investments and advances to partially-owned entities and income recognized from such investments are as follows:

## Investments and Advances

	June 30, 2000	December 31, 1999
	-----	-----
(amounts in thousands)		
Temperature Controlled Logistics.....	\$ 496,553	\$ 481,808
Charles E. Smith Commercial Realty L.P. ("CESCR").....	322,125	317,812
Alexander's.....	161,837	159,148
Newkirk Joint Ventures.....	146,261	142,670
Hotel Pennsylvania (1).....	62,256	59,176
Partially-Owned Office Buildings.....	65,956	59,510
Fort Lee Development Project.....	25,538	16,663
Park Laurel Development Project.....	40,282	24,695
Other.....	77,285	53,905
	-----	-----
	\$1,398,093	\$1,315,387
	=====	=====

## Income

	Three Months Ended June 30,		Six Months Ended June 30,	
	-----	-----	-----	-----
	2000	1999	2000	1999
	-----	-----	-----	-----
(amounts in thousands)				
Income applicable to Alexander's: (2)				
33.1% share of equity in income.....	\$ 171	\$ 534	\$ 478	\$ 816
Interest Income.....	2,942	1,305	5,679	2,525
	-----	-----	-----	-----
	\$ 3,113	\$ 1,839	\$ 6,157	\$ 3,341
	=====	=====	=====	=====
Temperature Controlled Logistics:				
60% share of equity in net income (3)	\$ 5,585	\$ 7,243	\$ 13,660	\$ 17,857
Management fee (40% of 1% per annum of Total Combined Assets, as defined)	1,357	1,263	2,680	2,639
	-----	-----	-----	-----
	6,942	8,506	16,340	20,496
CESCR (4).....	6,589	5,125	13,318	7,761
Newkirk Joint Ventures (5).....	5,402	3,277	9,738	5,309
Hotel Pennsylvania (1).....	2,886	2,425	3,307	2,568
Partially-Owned Office Buildings.....	978	433	1,678	750
Other.....	1,229	1,212	3,258	2,694
	-----	-----	-----	-----
	\$24,026	\$ 20,978	\$ 47,639	\$ 39,578
	=====	=====	=====	=====

- 
- (1) The Company owns 100% of the commercial portion of the building (retail and office space) and 98% of the hotel portion, which is owned through a preferred stock affiliate.
  - (2) Fee income is included in Other.
  - (3) Subsequent to March 12, 1999 (date the operations of the Temperature Controlled Logistics Companies were sold), the Company reflects its equity in the rental income it receives from the Temperature Controlled Logistics Companies, its tenant. Prior to that date the Company reflected its equity in the operations. At December 31, 1999, the tenant had deferred \$5,400 of rent of which the Company's share was \$3,240. In the quarter ended June 30, 2000, the tenant deferred an additional \$6,700 of rent of which the Company's share was \$4,020. In the quarter ended June 30, 2000, the Company recorded a charge for a rent receivable valuation allowance of \$2,400 in connection with the probable restructuring of the leases.
  - (4) 9.6% interest from January 1999 to March 1999 and 34% interest thereafter.
  - (5) Income for the three and six months ended June 30, 2000 includes the Company's share of an extraordinary gain of \$652 resulting from the prepayment of debt.

## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

## Alexander's

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

At June 30, 2000, the Company has loans receivable from Alexander's aggregating \$95,000,000, including \$50,000,000 loaned to Alexander's on October 20, 1999. The loans, which were scheduled to mature on March 15, 2000 have been extended for one year to March 15, 2001. The interest rate has been reset from 14.18% to 15.72%, reflecting an increase in the underlying Treasury rate.

Alexander's is managed by and its properties are leased by the Company, pursuant to agreements with a one-year term expiring in March of each year which are automatically renewable. Subject to the payments of rents by Alexander's tenants, the Company is due \$546,000 under its leasing agreement with Alexander's which amount is included in Investments in and Advances to Alexander's. Included in Other income is management fee income from Alexander's of \$878,000 and \$1,072,000 for the three months ended June 30, 2000 and 1999 and \$1,753,000 and \$2,214,000 for the six months ended June 30, 2000 and 1999.

## 5. OTHER RELATED PARTY TRANSACTIONS

The Company loaned an executive officer of the Company \$1,000,000 on March 24, 2000 and an additional \$1,000,000 on April 4, 2000 in accordance with the terms of an employment agreement. The loans have a five year term and bear interest, payable quarterly at a rate of 6.63% and 6.55%, respectively (based on the mid-term applicable federal rate provided under the Internal Revenue Code).

The Company currently manages and leases the real estate assets of Interstate Properties pursuant to a management agreement. Management fees earned by the Company pursuant to the management agreement were \$200,000 and \$195,000 for the three months ended June 30, 2000 and 1999 and \$387,000 and \$465,000 for the six months ended June 30, 2000 and 1999.

The Mendik Group owns an entity, which provides cleaning and related services and security services to office properties, including the Company's Manhattan office properties. The Company was charged fees in connection with these contracts of \$11,485,000 and \$8,286,000 for the three months ended June 30, 2000 and 1999 and \$23,418,000 and \$19,297,000 for the six months ended June 30, 2000 and 1999.

## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

## 6. MINORITY INTEREST

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

Unit Series	Outstanding Units at		Per Unit Liquidation Preference	Preferred or Annual Distribution Rate	Conversion Rate Into Class A Units
	June 30, 2000	December 31, 1999			
Class A.....	6,284,004	6,247,829	--	\$ 1.92	(a)
Class D.....	876,169	876,543	--	\$ 2.015	1.0(b)
5.0% B-1 Convertible Preferred.....	899,566	899,566	\$ 50.00	\$ 2.50	.914
8.0% B-2 Convertible Preferred.....	449,783	449,783	\$ 50.00	\$ 4.00	.914
6.5% C-1 Convertible Preferred.....	747,912	747,912	\$ 50.00	\$ 3.25	1.1431
8.5% D-1 Cumulative Redeemable Preferred.....	3,500,000	3,500,000	\$ 25.00	\$ 2.125	(c)
8.375% D-2 Cumulative Redeemable Preferred.....	549,336	549,336	\$ 50.00	\$ 4.1875	(c)
8.25% D-3 Cumulative Redeemable Preferred.....	8,000,000	8,000,000	\$ 25.00	\$ 2.0625	(c)
8.25% D-4 Cumulative Redeemable Preferred.....	5,000,000	5,000,000	\$ 25.00	\$ 2.0625	(c)
8.25% D-5 Cumulative Redeemable Preferred.....	7,480,000	7,480,000	\$ 25.00	\$ 2.0625	(c)
8.25% D-6 Cumulative Redeemable Preferred.....	840,000	--	\$ 25.00	\$ 2.0625	(c)
8.25% D-7 Cumulative Redeemable Preferred.....	7,200,000	--	\$ 25.00	\$ 2.0625	(c)
6.0% E-1 Convertible Preferred.....	4,998,000	4,998,000	\$ 50.00	\$ 3.125(d)	1.1364

- (a) Class A units are redeemable at the option of the holder for cash or, at the Company's option, for one common share of beneficial interest in Vornado.
- (b) Mandatory conversion of Class D units into Class A units will occur after four consecutive quarters of distributions of at least \$.50375 per Class A unit (\$2.015 annually).
- (c) Redeemable for an equivalent of the Company's preferred shares.
- (d) Increases to \$3.25 on March 3, 2001, and fixes at \$3.375 on March 3, 2006.

## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

## 7. COMMITMENTS AND CONTINGENCIES

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

## 8. INCOME PER SHARE

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

	For The Three Months Ended June 30,		For The Six Months Ended June 30,	
	2000	1999	2000	1999
(amounts in thousands except per share amounts)				
Numerator:				
Income before extraordinary item.....	\$ 56,953	\$ 51,139	\$ 115,274	\$ 99,605
Extraordinary item.....	--	--	(1,125)	--
Net income.....	56,953	51,139	114,149	99,605
Preferred stock dividends.....	(9,672)	(8,381)	(19,345)	(14,093)
Numerator for basic and diluted income per share - net income applicable to common shares.....	\$ 47,281	\$ 42,758	\$ 94,804	\$ 85,512
Denominator:				
Denominator for basic income per share - weighted average shares.....	86,399	85,634	86,389	85,362
Effect of dilutive securities:				
Employee stock options.....	2,347	2,189	1,689	1,883
Denominator for diluted income per share - adjusted weighted average shares and assumed conversions.....	88,746	87,823	88,078	87,245
INCOME PER COMMON SHARE - BASIC:				
Income before extraordinary item.....	\$ .55	\$ .50	\$ 1.11	\$ 1.00
Extraordinary item.....	--	--	(.01)	--
Net income per common share.....	\$ .55	\$ .50	\$ 1.10	\$ 1.00
INCOME PER COMMON SHARE - DILUTED:				
Income before extraordinary item.....	\$ .53	\$ .49	\$ 1.09	\$ .98
Extraordinary item.....	--	--	(.01)	--
Net income per common share.....	\$ .53	\$ .49	\$ 1.08	\$ .98

## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

## 9. COMPREHENSIVE INCOME

The following table sets forth the Company's comprehensive income:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2000	1999	2000	1999
(amounts in thousands)				
Net income applicable to common shares.....	\$ 47,281	\$ 42,758	\$ 94,804	\$ 85,512
Other comprehensive (loss)/income.....	(54,456)(1)	2,378	(2,256)(1)	1,353
Comprehensive (loss)/income.....	<u>\$ (7,175)</u>	<u>\$ 45,136</u>	<u>\$ 92,548</u>	<u>\$ 86,865</u>

(1) Primarily reflects the fluctuations in the market value of Vornado's investments in companies that provide fiber-optic networks and broadband access to the Company's Office division tenants. In the first quarter of 2000, the Company was required to record unrealized appreciation on such securities of \$52,779. In the second quarter of this year, the value of these securities decreased by \$54,456, and accordingly, the Company was required to record such decrease.

## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

## 10. SEGMENT INFORMATION

The Company has four business segments: Office, Retail, Merchandise Mart Properties and Temperature Controlled Logistics.

(amounts in thousands)

	Three Months Ended June 30,					
	2000					
	Total	Office	Retail	Merchandise Mart	Temperature Controlled Logistics	Other(2)
Total revenues.....	\$ 198,745	\$ 112,846	\$ 42,957	\$ 37,760	\$ --	\$ 5,182
Total expenses.....	109,823	62,376	18,481	20,009	--	8,957
Operating income.....	88,922	50,470	24,476	17,751	--	(3,775)
Income applicable to Alexander's.....	3,113	--	--	--	--	3,113
Income from partially-owned entities.....	24,026	7,619	301	1,239	6,942(4)	7,925
Interest and other investment income.....	4,939	251	--	311	--	4,377
Interest and debt expense....	(39,335)	(13,839)	(13,845)	(9,558)	--	(2,093)
Minority interest.....	(24,712)	(15,356)	(3,913)	(3,153)	(2,260)	(30)
Net income.....	56,953	29,145	7,019	6,590	4,682	9,517
Minority interest.....	24,712	15,356	3,913	3,153	2,260	30
Interest and debt expense(3)..	62,962	22,964	14,494	9,558	7,307	8,639
Depreciation and amortization(3).....	40,932	18,343	5,483	5,021	8,005	4,080
Straight-lining of rents(3)..	(6,349)	(3,985)	(709)	(1,485)	(282)	112
Other.....	2,707	--	--	--	294	2,413
EBITDA(1).....	\$ 181,917	\$ 81,823	\$ 30,200	\$ 22,837	\$ 22,266	\$ 24,791

	Three Months Ended June 30,					
	1999					
	Total	Office	Retail	Merchandise Mart	Temperature Controlled Logistics	Other(2)
Total revenues.....	\$166,188	\$ 87,876	\$ 43,009	\$ 33,367	\$ --	\$ 1,936
Total expenses.....	95,679	52,313	17,884	17,853	--	7,629
Operating income.....	70,509	35,563	25,125	15,514	--	(5,693)
Income applicable to Alexander's.....	1,839	--	--	--	--	1,839
Income from partially-owned entities.....	20,978	5,670	223	728	8,506	5,851
Interest and other investment income.....	4,900	318	--	69	--	4,513
Interest and debt expense....	(35,284)	(11,778)	(8,085)	(6,869)	--	(8,552)
Minority interest.....	(11,803)	(5,420)	(3,081)	(1,697)	(1,605)	--
Net income.....	51,139	24,353	14,182	7,745	6,901	(2,042)
Minority interest.....	11,803	5,420	3,081	1,697	1,605	--
Interest and debt expense(3)..	59,338	22,101	8,740	6,869	6,893	14,735
Depreciation and amortization(3).....	33,639	15,640	4,252	4,105	7,615	2,027
Straight-lining of rents(3)..	(7,656)	(4,902)	(682)	(1,172)	(627)	(273)
Other.....	2,755	--	--	--	1,114(5)	1,641
EBITDA(1).....	\$151,018	\$ 62,612	\$ 29,573	\$ 19,244	\$ 23,501	\$ 16,088





## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

(amounts in thousands)

	Six Months Ended June 30, 2000					
	Total	Office	Retail	Merchandise Mart	Temperature Controlled Logistics	Other(2)
Total revenues.....	\$ 394,024	\$ 222,420	\$ 86,695	\$ 74,953	\$ --	\$ 9,956
Total expenses.....	219,578	124,443	37,263	40,109	--	17,763
Operating income.....	174,446	97,977	49,432	34,844	--	(7,807)
Income applicable to Alexander's.....	6,157	--	--	--	--	6,157
Income from partially-owned entities.....	47,639	15,387	669	3,381	16,340(4)	11,862
Interest and other investment income.....	10,698	631	--	400	--	9,667
Interest and debt expense.....	(78,682)	(27,980)	(24,656)	(17,905)	--	(8,141)
Net gain on sale of real estate.....	2,560	--	2,560	--	--	--
Minority interest.....	(47,544)	(27,360)	(8,850)	(6,327)	(4,977)	(30)
Income before extraordinary item.....	115,274	58,655	19,155	14,393	11,363	11,708
Extraordinary item.....	(1,125)	--	(1,125)	--	--	--
Net income.....	114,149	58,655	18,030	14,393	11,363	11,708
Extraordinary item.....	1,125	--	1,125	--	--	--
Minority interest.....	47,544	27,360	8,850	6,327	4,977	30
Net gain on sale of real estate.....	(2,560)	--	(2,560)	--	--	--
Interest and debt expense(3).....	124,622	46,152	25,954	17,905	14,037	20,574
Depreciation and amortization(3).....	80,309	36,299	9,785	10,048	16,334	7,843
Straight-lining of rents(3).....	(13,781)	(9,286)	(1,386)	(2,764)	(809)	464
Other.....	3,981	--	--	--	809(5)	3,172
EBITDA(1).....	\$ 355,389	\$ 159,180	\$ 59,798	\$ 45,909	\$ 46,711	\$ 43,791
	=====	=====	=====	=====	=====	=====
	June 30, 2000					
Balance sheet data:						
Real estate, net.....	\$ 3,646,568	\$2,234,067	\$ 554,622	\$ 757,392	\$ --	\$ 100,487
Investments and advances to partially-owned entities.....	1,398,093	389,595	2,707	41,803	496,553	467,435

	Six Months Ended June 30, 1999					
	Total	Office	Retail	Merchandise Mart	Temperature Controlled Logistics	Other(2)
Total revenues.....	\$ 329,752	\$ 175,152	\$ 84,366	\$ 66,355	\$ --	\$ 3,879
Total expenses.....	189,636	103,797	35,041	36,355	--	14,443
Operating income.....	140,116	71,355	49,325	30,000	--	(10,564)
Income applicable to Alexander's.....	3,341	--	--	--	--	3,341
Income from partially-owned entities.....	39,578	8,584	423	1,904	20,496	8,171
Interest and other investment income.....	8,358	856	--	367	--	7,135
Interest and debt expense.....	(70,901)	(22,259)	(16,117)	(13,165)	--	(19,360)
Net gain on sale of real estate.....	--	--	--	--	--	--

Minority interest.....	(20,887)	(9,354)	(5,296)	(3,010)	(3,227)	--
Income before extraordinary item.....	99,605	49,182	28,335	16,096	17,269	(11,277)
Extraordinary item.....	--	--	--	--	--	--
Net income.....	99,605	49,182	28,335	16,096	17,269	(11,277)
Extraordinary item.....	--	--	--	--	--	--
Minority interest.....	20,887	9,354	5,296	3,010	3,227	--
Net gain on sale of real estate.....	--	--	--	--	--	--
Interest and debt expense(3)..	109,037	36,706	17,429	13,165	13,558	28,179
Depreciation and amortization(3).....	65,850	29,417	8,384	8,178	16,012	3,859
Straight-lining of rents(3)...	(12,533)	(8,615)	(1,317)	(2,280)	(627)	306
Other	101	--	--	--	(3,009)(5)	3,110
EBITDA(1).....	\$ 282,947	\$ 116,044	\$ 58,127	\$ 38,169	\$ 46,430	\$ 24,177

December 31, 1999

Balance sheet data:						
Real estate, net.....	\$ 3,612,965	\$ 2,208,510	\$ 575,633	\$ 753,416	\$ --	\$ 75,406
Investments and advances to partially-owned entities.....	1,315,387	382,417	3,057	32,524	481,808	415,581

See footnotes 1-5 on the next page.

## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

## Notes to segment information:

- (1) EBITDA represents income before interest, taxes, depreciation and amortization, extraordinary or non-recurring items, gains or losses on sales of real estate, the effect of straight-lining of property rentals for rent escalations and minority interest. Management considers EBITDA a supplemental measure for making decisions and assessing the performance of its segments. EBITDA may not be comparable to similarly titled measures employed by other companies.
- (2) Other includes primarily (i) the operations of the Company's warehouse and industrial properties, (ii) investments in the Hotel Pennsylvania, Alexander's, and Newkirk Joint Ventures, (iii) corporate general and administrative expenses and (iv) unallocated investment income and interest and debt expense.
- (3) Interest and debt expense, depreciation and amortization and straight-lining of rents included in the reconciliation of net income to EBITDA reflects amounts which are netted in income from partially-owned entities.
- (4) Includes a charge for a rent receivable valuation allowance of \$2,400 recorded in the quarter ended June 30, 2000 in connection with the probable restructuring of the Temperature Controlled Logistics leases.
- (5) Includes the reversal of income taxes (benefit for the six months ended June 30, 1999) which are considered non-recurring because of the expected conversion of the Temperature Controlled Logistics Companies to REITs.

## 11. SUBSEQUENT EVENTS

On August 1, 2000, the Company provided a \$50,000,000 secured line of credit to Alexander's under the same terms and conditions as Alexander's existing loan from the Company. The maturity date of the existing loan has been extended to March 15, 2002, which is also the maturity date of the line of credit.

On July 20, 2000, the Company entered into an agreement to acquire an office building located in Chicago containing approximately 300,000 square feet for \$35,400,000. The acquisition is expected to be completed in the third quarter, subject to customary closing conditions.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(All of the amounts presented are in thousands, except share amounts and percentages)

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. Certain factors could cause actual results to differ materially from those in the forward-looking statements. Factors that might cause such a material difference include, but are not limited to, (a) changes in the general economic climate, (b) local conditions such as an oversupply of space or a reduction in demand for real estate in the area, (c) conditions of tenants, (d) competition from other available space, (e) increased operating costs and interest expense, (f) the timing of and costs associated with property improvements, (g) changes in taxation or zoning laws, (h) government regulations, (i) failure of Vornado to continue to qualify as a REIT, (j) availability of financing on acceptable terms, (k) potential liability under environmental or other laws or regulations, and (l) general competitive factors.

## RESULTS OF OPERATIONS

THREE MONTHS ENDED JUNE 30, 2000 AND JUNE 30, 1999

Below is a summary of net income and EBITDA by segment for the three months ended June 30, 2000 and 1999:

	For The Three Months Ended June 30, 2000					
	Total	Office	Retail	Merchandise Mart	Temperature Controlled Logistics	Other(4)
Total revenues.....	\$198,745	\$112,846	\$42,957	\$ 37,760	\$ --	\$ 5,182
Total expenses.....	109,823	62,376	18,481	20,009	--	8,957
Operating income.....	88,922	50,470	24,476	17,751	--	(3,775)
Income applicable to Alexander's	3,113	--	--	--	--	3,113
Income from partially-owned entities	24,026	7,619	301	1,239	6,942	7,925
Interest and other investment income	4,939	251	--	311	--	4,377
Interest and debt expense.....	(39,335)	(13,839)	(13,845)	(9,558)	--	(2,093)
Minority interest.....	(24,712)	(15,356)	(3,913)	(3,153)	(2,260)	(30)
Net income.....	56,953	29,145	7,019	6,590	4,682	9,517
Minority interest.....	24,712	15,356	3,913	3,153	2,260	30
Interest and debt expense (2)...	62,962	22,964	14,494	9,558	7,307	8,639
Depreciation and amortization (2)	40,932	18,343	5,483	5,021	8,005	4,080
Straight-lining of rents (2)....	(6,349)	(3,985)	(709)	(1,485)	(282)	112
Other.....	2,707	--	--	--	294	2,413
EBITDA (1).....	\$181,917	\$ 81,823	\$30,200	\$ 22,837	\$ 22,266	\$24,791
	=====	=====	=====	=====	=====	=====
	For The Three Months Ended June 30, 1999					
	Total	Office	Retail	Merchandise Mart	Temperature Controlled Logistics	Other(4)
Total revenues.....	\$166,188	\$ 87,876	\$43,009	\$ 33,367	\$ --	\$ 1,936
Total expenses.....	95,679	52,313	17,884	17,853	--	7,629
Operating income.....	70,509	35,563	25,125	15,514	--	(5,693)
Income applicable to Alexander's	1,839	--	--	--	--	1,839
Income from partially-owned entities	20,978	5,670	223	728	8,506	5,851
Interest and other investment income	4,900	318	--	69	--	4,513
Interest and debt expense.....	(35,284)	(11,778)	(8,085)	(6,869)	--	(8,552)
Minority interest.....	(11,803)	(5,420)	(3,081)	(1,697)	(1,605)	--
Net income.....	51,139	24,353	14,182	7,745	6,901	(2,042)
Minority interest.....	11,803	5,420	3,081	1,697	1,605	--
Interest and debt expense (2)...	59,338	22,101	8,740	6,869	6,893	14,735
Depreciation and amortization (2)	33,639	15,640	4,252	4,105	7,615	2,027
Straight-lining of rents (2)....	(7,656)	(4,902)	(682)	(1,172)	(627)	(273)
Other.....	2,755	--	--	--	1,114(3)	1,641
EBITDA (1).....	\$151,018	\$ 62,612	\$29,573	\$ 19,244	\$23,501	\$16,088
	=====	=====	=====	=====	=====	=====

(1) EBITDA represents income before interest, taxes, depreciation and amortization, extraordinary or non-recurring items, gains or losses on sales of real estate and the effect of straight-lining of property rentals for rent escalations. Management considers EBITDA a supplemental measure for making decisions and assessing the performance of its segments. EBITDA may not be comparable to similarly titled measures employed by other companies.

(2) Interest and debt expense, depreciation and amortization and straight-lining of rents included in the reconciliation of net income to EBITDA reflects amounts which are netted in income from partially-owned entities.

(3) Includes the reversal of income taxes which are considered non-recurring because of the expected conversion of the Temperature Controlled Logistics Companies to REITs.

(4) Other includes primarily (i) the operations of the Company's warehouse and industrial properties, (ii) investment in the Hotel Pennsylvania, Alexander's and Newkirk Joint Ventures, (iii) corporate general and administrative expenses and (iv) unallocated investment income and interest and debt expense.



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

	Total	Office	Retail	Merchandise Mart	Temperature Controlled Logistics	Other
	-----	-----	-----	-----	-----	-----
Three months ended						
June 30, 1999.....	\$ 151,018	\$ 62,612	\$ 29,573	\$ 19,244	\$ 23,501	\$ 16,088
2000 Operations:						
Same store operations(1) ..	17,444	11,820	1,177	3,593	(1,235)(2)	2,089
Acquisitions and other....	13,455	7,391	(550)	--	--	6,614
Three months ended						
June 30, 2000.....	\$ 181,917	\$ 81,823	\$ 30,200	\$ 22,837	\$ 22,266	\$ 24,791
% increase in same store operations.....	11.6%	18.9%	4.0%	18.7%	(5.2%)(2)	13.0%

(1) Represents operations, which were owned for the same period in each year.

(2) Subsequent to March 12, 1999 (date the operations of the Temperature Controlled Logistics Companies were sold), the Company reflects its equity in the rental income it receives from the Temperature Controlled Logistics Companies, its tenant. Prior to that date the Company reflected its equity in the operations. At December 31, 1999, the tenant had deferred \$5,400 of rent, of which the Company's share was \$3,240. In the quarter ended June 30, 2000, the tenant deferred an additional \$6,700 of rent of which the Company's share was \$4,020. In the quarter ended June 30, 2000, the Company has recorded a charge for a rent receivable valuation allowance of \$2,400 in connection with the probable restructuring of the leases.

#### Revenues

The Company's revenues, which consist of property rentals, tenant expense reimbursements and other income were \$198,745 in the three months ended June 30, 2000, compared to \$166,188 in the prior year's quarter, an increase of \$32,557. This increase by segment resulted from:

	Date of Acquisition	Total	Office	Retail	Merchandise Mart	Other
	-----	-----	-----	-----	-----	-----
Property Rentals:						
Acquisitions:						
909 Third Avenue.....	July 1999	\$ 8,114	\$ 8,114	\$ --	\$ --	\$ --
595 Madison Avenue.....	September 1999	3,663	3,663	--	--	--
Hotel Pennsylvania.....	August 1999	1,536	--	--	--	1,536
Student Housing Complex.....	January 2000	1,111	--	--	--	1,111
		14,424	11,777	--	--	2,647
Disposition:						
Texas shopping centers.....		(620)	--	(620)	--	--
Leasing activity.....		13,047	8,440	1,071	3,379	157
Total increase in property rentals.....		26,851	20,217	451	3,379	2,804
Tenant expense reimbursements:						
Increase in tenant expense reimbursements due to acquisitions.....		2,549	2,273	--	--	276
Other.....		1,912	1,579	(618)	871	80
Total increase in tenant expense reimbursements.....		4,461	3,852	(618)	871	356
Other income.....		1,245	901	115	143	86
Total increase in revenues.....		\$ 32,557	\$ 24,970	\$ (52)	\$ 4,393	\$ 3,246

See Supplemental Information on page 27.

## Expenses

The Company's expenses were \$109,823 in the three months ended June 30, 2000 compared to \$95,679 in the prior year's quarter, an increase of \$14,144. This increase by segment resulted from:

	Total	Office	Retail	Merchandise Mart	Other
Operating:					
Acquisitions.....	\$ 6,588	\$ 5,348	\$ --	\$ --	\$ 1,240
Same store operations...	2,062	1,710	(489)	765	76
	8,650	7,058	(489)	765	1,316
Depreciation and amortization:					
Acquisitions.....	1,669	1,147	--	--	522
Same store operations...	3,224	1,348	704	916	256
	4,893	2,495	704	916	778
General and administrative	601(1)	510	381	475	\$ (765)
	\$ 14,144	\$ 10,063	\$ 596	\$ 2,156	\$ 1,329

(1) This increase resulted from higher payroll and corporate office expenses, partially offset by lower professional fees.

Income applicable to Alexander's (loan interest income, equity in income and depreciation) was \$3,113 in the three months ended June 30, 2000 compared to \$1,839 in the prior year's quarter, an increase of \$1,274. This increase resulted primarily from interest income on the additional \$50,000 the Company loaned to Alexander's in October 1999.

Income from partially-owned entities was \$24,026 in the three months ended June 30, 2000, compared to \$20,978 in the prior year's quarter, an increase of \$3,048. This increase by segment resulted from:

	Total	Office	Retail	Merchandise Mart	Temperature Controlled Logistics	Other
Increase (decrease) in equity in income:						
Temperature Controlled Logistics.....	\$(1,564)(1)	\$ --	\$ --	\$ --	\$ (1,564)(1)	\$ --
CESCR.....	1,464	1,464	--	--	--	--
Newkirk Joint Ventures.....	2,125(2)	--	--	--	--	2,125(2)
Hotel Pennsylvania....	461(3)	--	--	--	--	461(3)
Partially-owned office buildings.....	545	545	--	--	--	--
Other.....	17	(60)	78	511	--	(512)
	\$ 3,048	\$ 1,949	\$ 78	\$ 511	\$ (1,564)	\$ 2,074

(1) Includes a charge in the quarter ended June 30, 2000 for a rent receivable valuation allowance of \$2,400.

(2) Includes the Company's share of an extraordinary gain of \$652 resulting from the prepayment of debt.

(3) Reflects the elimination of the Company's equity in income of the commercial portion of the Hotel Pennsylvania which was wholly-owned as of August 5, 1999, and accordingly consolidated.

Interest and debt expense was \$39,335 for the three months ended June 30, 2000, compared to \$35,284 in the prior year's quarter, an increase of \$4,051. This increase is primarily due to higher interest rates during the period.

Minority interest was \$24,712 for the three months ended June 30, 2000, compared to \$11,803 in the prior year's quarter, an increase of \$12,909. This increase is primarily due to the issuance of perpetual preferred units.

Preferred stock dividends were \$9,672 for the three months ended June 30, 2000, compared to \$8,381 in the prior year's quarter, an increase of \$1,291. The increase resulted from the issuance of the Company's Series C Cumulative Redeemable Preferred Shares in May 1999.



## SIX MONTHS ENDED JUNE 30, 2000 AND JUNE 30, 1999

## For The Six Months Ended June 30, 2000

	Total	Office	Retail	Merchandise Mart	Temperature Controlled Logistics	Other(4)
Total revenues.....	\$ 394,024	\$ 222,420	\$ 86,695	\$ 74,953	\$ --	\$ 9,956
Total expenses.....	219,578	124,443	37,263	40,109	--	17,763
Operating income.....	174,446	97,977	49,432	34,844	--	(7,807)
Income applicable to Alexander's	6,157	--	--	--	--	6,157
Income from partially-owned entities	47,639	15,387	669	3,381	16,340	11,862
Interest and other investment income	10,698	631	--	400	--	9,667
Interest and debt expense.....	(78,682)	(27,980)	24,656)	(17,905)	--	(8,141)
Net gain on sale of real estate.	2,560	--	2,560	--	--	--
Minority interest.....	(47,544)	(27,360)	(8,850)	(6,327)	(4,583)	(30)
Income before extraordinary item	115,274	58,655	19,155	14,393	11,363	11,708
Extraordinary item.....	(1,125)	--	(1,125)	--	--	--
Net income.....	114,149	58,655	18,030	14,393	11,363	11,708
Extraordinary item.....	1,125	--	1,125	--	--	--
Minority interest.....	47,544	27,360	8,850	6,327	4,977	30
Net gain on sale of real estate.	(2,560)	--	(2,560)	--	--	--
Interest and debt expense (2)...	124,622	46,152	25,954	17,905	14,037	20,574
Depreciation and amortization (2)	80,309	36,299	9,785	10,048	16,334	7,843
Straight-lining of rents (2)....	(13,781)	(9,286)	(1,386)	(2,764)	(809)	464
Other.....	3,981	--	--	--	809	3,172
EBITDA (1).....	\$ 355,389	\$ 159,180	\$ 59,798	\$ 45,909	\$ 46,711	\$ 43,791

## For The Six Months Ended June 30, 1999

	Total	Office	Retail	Merchandise Mart	Temperature Controlled Logistics	Other(4)
Total revenues.....	\$ 329,752	\$ 175,152	\$ 84,366	\$ 66,355	\$ --	\$ 3,879
Total expenses.....	189,636	103,797	35,041	36,355	--	14,443
Operating income.....	140,116	71,355	49,325	30,000	--	(10,564)
Income applicable to Alexander's	3,341	--	--	--	--	3,341
Income from partially-owned entities	39,578	8,584	423	1,904	20,496	8,171
Interest and other investment income	8,358	856	--	367	--	7,135
Interest and debt expense.....	(70,901)	(22,259)	(16,117)	(13,165)	--	(19,360)
Minority interest.....	(20,887)	(9,354)	(5,296)	(3,010)	(3,227)	--
Net income.....	99,605	49,182	28,335	16,096	17,269	(11,277)
Minority interest.....	20,887	9,354	5,296	3,010	3,227	--
Interest and debt expense (2)...	109,037	36,706	17,429	13,165	13,558	28,179
Depreciation and amortization (2)	65,850	29,417	8,384	8,178	16,012	3,859
Straight-lining of rents (2)....	(12,533)	(8,615)	(1,317)	(2,280)	(627)	306
Other.....	101	--	--	--	(3,009) (3)	3,110
EBITDA (1).....	\$ 282,947	\$ 116,044	\$ 58,127	\$ 38,169	\$ 46,430	\$ 24,177

(1) EBITDA represents income before interest, taxes, depreciation and amortization, extraordinary or non-recurring items, gains or losses on sales of real estate and the effect of straight-lining of property rentals for rent escalations. Management considers EBITDA a supplemental measure for making decisions and assessing the performance of its segments. EBITDA may not be comparable to similarly titled measures employed by other companies.

(2) Interest and debt expense, depreciation and amortization and straight-lining of rents included in the reconciliation of net income to EBITDA reflects amounts which are netted in income from partially-owned entities.

(3) Includes the reversal of income taxes (benefit for the six months ended June 30, 1999), which are considered non-recurring because of the expected conversion of the Temperature Controlled Logistics Companies to REITs.

(4) Other includes primarily (i) the operations of the Company's warehouse and industrial properties, (ii) investment in the Hotel Pennsylvania,

Alexander's and Newkirk Joint Ventures, (iii) corporate general and administrative expenses and (iv) unallocated investment income and interest and debt expense.

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

	Total	Office	Retail	Merchandise Mart	Temperature Controlled Logistics	Other
	-----	-----	-----	-----	-----	-----
Six months ended June 30, 1999.....	\$ 282,947	\$ 116,044	\$ 58,127	\$ 38,169	\$ 46,430	\$ 24,177
2000 Operations:						
Same store operations(1).....	30,357	18,936	2,221	7,740	(1,235)(2)	2,695
Acquisitions and other	42,085	24,200	(550)	--	1,516	16,919
	-----	-----	-----	-----	-----	-----
Six months ended June 30, 2000.....	\$ 355,389	\$ 159,180	\$ 59,798	\$ 45,909	\$ 46,711	\$ 43,791
	=====	=====	=====	=====	=====	=====
% increase in same store operations...	10.4%	16.3%	3.8%	20.3%	(2.7%)(2)	11.1%

(1) Represents operations which were owned for the same period in each year.

(2) Subsequent to March 12, 1999 (date the operations of the Temperature Controlled Logistics Companies were sold), the Company reflects its equity in the rental income it receives under its leases with the Temperature Controlled Logistics Companies, its tenant. Prior to that date the Company reflected its equity in the operations. At December 31, 1999, the tenant had deferred \$5,400 of rent of which the Company's share was \$3,240. In the quarter ended June 30, 2000, the tenant deferred an additional \$6,700 of rent of which the Company's share was \$4,020. In the quarter ended June 30, 2000, the Company recorded a charge for a rent receivable valuation allowance of \$2,400 in connection with the probable restructuring of the leases.

## Revenues

The Company's revenues, which consist of property rentals, tenant expense reimbursements and other income were \$394,024 in the six months ended June 30, 2000, compared to \$329,752 in the prior year's six months, an increase of \$64,272. This increase by segment resulted from:

	Date of Acquisition	Total	Office	Retail	Merchandise Mart	Other
Property Rentals:						
Acquisitions:						
888 Seventh Avenue	January 1999	\$ 765	\$ 765	\$ --	\$ --	\$ --
909 Third Avenue	July 1999	14,570	14,570	--	--	-
595 Madison Avenue	September 1999	7,192	7,192	--	--	-
Hotel Pennsylvania	August 1999	3,061	--	--	--	3,061
Student Housing Complex	January 2000	1,859	--	--	--	1,859
		27,447	22,527	--	--	4,920
Disposition:						
Texas shopping centers...		(550)	--	(550)	--	--
Leasing activity.....		27,800	18,458	2,614	6,345	383
Total increase in property rentals.....		54,697	40,985	2,064	6,345	5,303
Tenant expense reimbursements:						
Increase in tenant expense reimbursements due to acquisitions.....		4,042	3,539	--	--	503
Other.....		4,947	2,534	305	1,910	198
Total increase in tenant expense reimbursements		8,989	6,073	305	1,910	701
Other income.....		586	210	(40)	343	73
Total increase in revenues		\$ 64,272	\$ 47,268	\$ 2,329	\$ 8,598	\$ 6,077

See Supplemental Information on page 27.

## Expenses

The Company's expenses were \$219,578 in the six months ended June 30, 2000 compared to \$189,636 in the prior year's six months, an increase of \$29,942. This increase by segment resulted from:

	Total	Office	Retail	Merchandise Mart	Other
Operating:					
Acquisitions.....	\$ 12,488	\$ 10,118	\$ --	\$ --	\$ 2,370
Same store operations	7,430	4,936	974	1,607	(87)
	19,918	15,054	974	1,607	2,283
Depreciation and amortization:					
Acquisitions.....	3,781	2,776	--	--	1,005
Same store operations	5,073	2,118	833	1,870	252
	8,854	4,894	833	1,870	1,257
General and administrative	1,170(1)	698	414	277	(219)
	\$ 29,942	\$ 20,646	\$ 2,221	\$ 3,754	\$ 3,321

(1) This increase resulted primarily from higher payroll.

Income applicable to Alexander's (loan interest income, equity in income and depreciation) was \$6,157 in the six months ended June 30, 2000, compared to \$3,341 in the prior year's six months, an increase of \$2,816. This increase resulted primarily from interest income on the additional \$50,000 the Company loaned to Alexander's in October 1999.

Income from partially-owned entities was \$47,639 in the six months ended June 30, 2000, compared to \$39,578 in the prior year's six months, an increase of \$8,061. This increase by segment resulted from:

	Date of Acquisition	Total	Office	Retail	Merchandise Mart	Temperature Controlled Logistics	Other
Acquisitions:							
Newkirk Joint Venture	March 1999	\$ 2,304	\$ --	\$ --	\$ --	\$ --	\$ 2,304
Other	Various	(911)	--	--	--	--	(911)
		1,393	--	--	--	--	1,393
Increase (decrease) in equity in income:							
Temperature Controlled Logistics.....		(4,156)(1)	--	--	--	(4,156)(1)	--
CESCR.....		5,557	5,557	--	--	--	--
Newkirk Joint Ventures		2,125(2)	--	--	--	--	2,125(2)
Hotel Pennsylvania....		739(3)	--	--	--	--	739(3)
Partially-owned office buildings.....		928	928	--	--	--	--
Other.....		1,475	318	246	1,477	--	(566)
		\$ 8,061	\$ 6,803	\$ 246	\$ 1,477	\$ (4,156)	\$ 3,691

(1) The decrease in equity in income results primarily from (i) a charge in the quarter ended June 30, 2000, for a rent receivable valuation allowance of \$2,400 and (ii) an income tax benefit of \$2,390 in the prior year.

(2) Includes the Company's share of an extraordinary gain of \$652 resulting from the prepayment of debt.

(3) Reflects the elimination of the Company's equity in income of the commercial portion of the Hotel Pennsylvania which was wholly-owned as of August 5, 1999 and accordingly consolidated.

Interest and other investment income (interest income on mortgage loans receivable, other interest income, dividend income and net gains on sale of marketable securities) was \$10,698 for the six months ended June 30, 2000, compared to \$8,358 in the prior year's six months, an increase of \$2,340. This increase resulted primarily from higher average investments this year.

Interest and debt expense was \$78,682 for the six months ended June 30, 2000, compared to \$70,901 in the prior year's six months, an increase of \$7,781. This increase resulted primarily from higher average interest rates.

Minority interest was \$47,544 for the six months ended June 30, 2000, compared to \$20,887 in the prior year's six months, an increase of \$26,657. This increase is primarily due to the issuance of perpetual preferred units.

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

Preferred stock dividends were \$19,345 for the six months ended June 30, 2000, compared to \$14,093 in the prior year's six months, an increase of \$5,252. This increase resulted from the issuance of the Company's Series B Cumulative Redeemable Preferred Shares in March 1999 and its Series C Cumulative Redeemable Preferred Shares in May 1999.

## LIQUIDITY AND CAPITAL RESOURCES

Six Months Ended June 30, 2000

Cash flows provided by operating activities of \$104,551 was primarily comprised of (i) income of \$114,149 and (ii) adjustments for non-cash items of \$27,631, offset by (iii) the net change in operating assets and liabilities of \$34,669. The adjustments for non-cash items are primarily comprised of (i) depreciation and amortization of \$47,940 and (ii) minority interest of \$47,544, partially offset by (iii) the effect of straight-lining of rental income of \$15,182 and (iv) equity in net income of partially-owned entities and income applicable to Alexander's of \$53,796.

Net cash used in investing activities of \$120,856 was primarily comprised of (i) capital expenditures of \$73,771 (see detail below), (ii) investment in notes and mortgages receivable of \$7,595 (loan to Vornado Operating Company), (iii) acquisitions of real estate of \$6,660 (see detail below), (iv) investments in partially-owned entities of \$45,450 (see detail below), partially offset by (vi) proceeds from the sale of real estate of \$23,992 and distributions from partially-owned entities of \$17,705.

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

	Cash	Debt Assumed	Investment
	-----	-----	-----
Real Estate:			
Student Housing Complex (90% Interest).....	\$ 6,660	\$ 17,640	\$ 24,300
	=====	=====	=====
Investments in Partially-Owned Entities:			
Vornado Ceruzzi Joint Venture (80% interest)	\$18,220	\$ --	\$ 18,220
Funding of Development Expenditures:			
Fort Lee.....	8,875	--	8,875
Park Laurel.....	15,587	--	15,587
Other.....	2,768	--	2,768
	-----	-----	-----
	\$45,450	\$ --	\$ 45,450
	=====	=====	=====

Capital expenditures were comprised of:

	Total	New York City Office	Retail	Merchandise Mart	Other
	-----	-----	-----	-----	-----
Expenditures to maintain the assets..	\$ 8,068	\$ 5,182	\$ 331	\$ 2,195	\$ 360
Tenant allowances.....	31,672	27,080	2,497	2,095	--
Redevelopment expenditures.....	24,655	13,759	1,585	9,311	--
Corporate (primarily relocation of offices).....	9,376	--	--	--	9,376
	-----	-----	-----	-----	-----
	\$ 73,771	\$ 46,021	\$ 4,413	\$ 13,601	\$ 9,736
	=====	=====	=====	=====	=====

Net cash provided by financing activities of \$2,812 was primarily comprised of (i) proceeds from borrowings of \$590,000, (ii) proceeds from issuance of preferred units of \$195,639, partially offset by, (iii) repayments of borrowings of \$619,444, (iv) dividends paid on common shares of \$82,051 (v) dividends paid on preferred shares of \$17,907, and (vi) distributions to minority partners of \$47,144.

Six Months Ended June 30, 1999

Cash flows provided by operating activities of \$86,796 was primarily comprised of (i) income of \$99,605 and (ii) adjustments for non-cash items of \$3,977, offset by (iii) the net change in operating assets and liabilities of \$16,404. The adjustments for non-cash items are primarily comprised of (i) depreciation and amortization of \$38,877 and (ii) minority interest of \$20,887, partially offset by (iii) the effect of straight-lining of rental income of \$15,393 and (iv) equity in net income of partially-owned entities of \$39,578. The net change in operating assets and liabilities primarily reflects an increase in prepaid expenses of \$29,246.

Net cash used in investing activities of \$142,320 was primarily comprised of (i) capital expenditures of \$86,731 (see detail below), (ii) investment in notes and mortgages receivable of \$60,567 (including \$41,200 loan to CAPI and \$18,587 loan to Vornado Operating Company), (iii) acquisitions of real estate of \$45,000 (see detail below) and (iv) investments in partially-owned entities of \$13,200 (see detail below), partially offset by (v) the use of cash restricted for tenant improvements of \$24,548, (vi) proceeds from sale of Temperature Controlled Logistics assets of \$22,769 and (vii) proceeds from the repayment of mortgage loans receivable of \$19,367 (including \$14,000 from Vornado Operating Company).

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

	Cash	Debt Assumed	Value of Units Issued	Investment
	-----	-----	-----	-----
Real Estate:				
888 Seventh Avenue Office Building.....	\$ 45,000	\$ 55,000	\$ --	\$ 100,000
	=====	=====	=====	=====
Investments in Partially Owned Entities:				
Charles E. Smith Commercial Realty L.P.:				
Additional investment.....	\$ --	\$ --	\$ 242,000	\$ 242,000
Reacquired units from Vornado Operating Company.....	13,200	--	--	13,200
Crystal City hotel land.....	--	--	8,000	8,000
Additional investment in Newkirk Joint Ventures.....	--	--	47,800	47,800
	-----	-----	-----	-----
	\$ 13,200	\$ --	\$ 297,800	\$ 311,000
	=====	=====	=====	=====

Capital expenditures were comprised of:

	Total	New York City Office	Retail	Merchandise Mart	Other
	-----	-----	-----	-----	-----
Expenditures to maintain the assets.....	\$ 9,661	\$ 2,338	\$ 411	\$ 5,433	\$ 1,479
Tenant allowances.....	22,922	12,360	771	9,791	--
Redevelopment expenditures.....	54,148	38,097	16,051	--	--
	-----	-----	-----	-----	-----
	\$ 86,731	\$ 52,795	\$ 17,233	\$ 15,224	\$ 1,479
	=====	=====	=====	=====	=====

Net cash used in financing activities of \$50,770 was primarily comprised of (i) repayments of borrowings of \$306,490, (ii) dividends paid on common shares of \$74,432, (iii) dividends paid on preferred shares of \$12,655, and (iv) distributions to minority partners of \$12,226 partially offset by, (v) proceeds from issuance of preferred shares of \$193,282 and (vi) proceeds from borrowings of \$165,000.

## SUPPLEMENTAL INFORMATION

The following table sets forth certain information for the properties the Company owns directly or indirectly:

	Office			Merchandise Mart		Temperature Controlled Logistics
	New York City	CESCR	Retail	Office(1)	Showroom(1)	
(square feet and cubic feet in thousands)						
As of June 30, 2000:						
Square feet.....	14,200	3,782	11,960	2,739	4,317	18,073
Cubic feet.....	--	--	--	--	--	454,500
Number of properties.....	22	41	56	7	7	92
Occupancy rate.....	97%	98%	94%	89%(2)	99%	95%
As of March 31, 2000:						
Square feet.....	14,200	3,782	11,960	2,739	4,317(3)	17,770
Cubic feet.....	--	--	--	--	--	455,000
Number of properties.....	22	40	56	7	7	90
Occupancy rate.....	95%	95%	93%	88%(2)	99%	95%
As of December 31, 1999:						
Square feet.....	14,028	3,623	11,960	2,414	4,174	16,998
Cubic feet.....	--	--	--	--	--	428,300
Number of properties.....	22	39	56	7	7	89
Occupancy rate.....	95%	99%	92%	93%	98%	95%
As of June 30, 1999:						
Square feet.....	12,479	3,620	12,133	2,322	4,457	16,687
Cubic feet.....	--	--	--	--	--	423,100
Number of properties.....	21	38	59	7	7	87
Occupancy rate.....	92%	98%	93%	95%	96%	92%
As of March 31, 1999:						
Square feet.....	12,455	3,623	12,131	2,598	3,979	16,632
Cubic feet.....	--	--	--	--	--	416,200
Number of properties.....	21	39	59	7	7	86
Occupancy rate.....	92%	98%	93%	91%	97%	94%

(1) The office and showroom space is contained in the same mixed-use properties.

(2) The decrease in occupancy resulted from the conversion in March of this year of existing vacant showroom space to office space in Chicago.

(3) Reflects the expansion of an existing showroom location in Highpoint, partially offset by the conversion of Showroom space to Office noted above.



Funds from Operations for the Three and Six Months Ended June 30, 2000  
and 1999

Funds from operations was \$83,003 in the three months ended June 30, 2000, compared to \$74,987 in the prior year's quarter, an increase of \$8,016. Funds from operations was \$163,179 in the six months ended June 30, 2000, compared to \$140,414 in the prior year's six months, an increase of \$22,765. The following table reconciles funds from operations and net income:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2000	1999	2000	1999
Net income applicable to common shares.....	\$ 47,281	\$ 42,758	\$ 94,804	\$ 85,512
Extraordinary item.....	--	--	1,125	--
Depreciation and amortization of real property.....	24,263	18,945	47,078	37,697
Straight-lining of property rentals for rent escalations....	(5,999)	(6,555)	(13,037)	(11,850)
Leasing fees received in excess of income recognized.....	485	421	970	801
Appreciation of securities held in officer's deferred compensation trust.....	1,150	747	1,490	1,667
Net gain on sale of real estate.....	--	--	(2,560)	--
Gain on sale of securities available for sale.....	--	(89)	--	(383)
Proportionate share of adjustments to equity in net income of partially-owned entities to arrive at funds from operations.....	14,585	14,490	30,460	23,854
Minority interest in excess of preferential distributions.....	(4,184)	(1,153)	(7,912)	(2,307)
	77,581	69,564	152,334	134,991
Series A preferred shares.....	5,422	5,423	10,845	5,423
	\$ 83,003	\$ 74,987	\$ 163,179	\$ 140,414
	=====	=====	=====	=====

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

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2000	1999	2000	1999
Weighted average shares used for determining diluted income per share.....	88,746	87,823	88,078	87,245
Series A preferred shares.....	8,018	8,018	8,018	4,009
	-----	-----	-----	-----
Shares used for determining diluted funds from operations per share.....	96,764	95,841	96,096	91,254
	=====	=====	=====	=====

Funds from operations does not represent cash generated from operating activities in accordance with generally accepted accounting principles and is not necessarily indicative of cash available to fund cash needs, which is disclosed in the Consolidated Statements of Cash Flows for the applicable periods. There are no material legal or functional restrictions on the use of funds from operations. Funds from operations should not be considered as an alternative to net income as an indicator of the Company's operating performance or as an alternative to cash flows as a measure of liquidity. Management considers funds from operations a supplemental measure of operating performance and along with cash flow from operating activities, financing activities and investing activities, it provides investors with an indication of the ability of the Company to incur and service debt, to make capital expenditures and to fund other cash needs. Funds from operations may not be comparable to similarly titled measures reported by other REITs since a number of REITs, including the Company, calculate funds from operations in a manner different from that used by the National Association of Real Estate Investment Trusts ("NAREIT"). Funds from operations, as defined by NAREIT, represents net income applicable to common shares before depreciation and amortization, extraordinary items and gains or losses on sales of real estate. Funds from operations as disclosed above has been modified from this definition to adjust for (i) the effect of straight-lining of property rentals for rent escalations and leasing fee income (ii) the reversal of income taxes (benefit for the period ended June 30, 1999) which is considered non-recurring because of the expected conversion of the Temperature Controlled Logistics Companies to REITs, (iii) the add-back of Temperature Controlled Logistics non-recurring unification costs, and (iv) the exclusion of a reduction in interest expense in 2000 resulting from the amortization of the excess of fair value of Newkirk Joint Venture limited partnership's debt over its face amount at date of acquisition.

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

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2000	1999	2000	1999
Operating activities.....	\$ 59,302	\$ 66,456	\$ 104,551	\$ 86,796
Investing activities.....	\$ (91,606)	\$ (1,228)	\$ (120,856)	\$ (142,320)
Financing activities.....	\$ 27,153	\$ (83,853)	\$ 2,812	\$ (50,770)

#### Financings

On March 1, 2000, the Company completed a \$500 Million private placement of 10-year, 7.93% mortgage notes, cross-collateralized by 42 shopping center properties, resulting in net proceeds of approximately \$490 million. In connection therewith, the Company repaid \$228 million of existing mortgage debt scheduled to mature on December 1, 2000 and \$262 million outstanding under its revolving credit facility.

On March 1, 2000, the Company refinanced its Two Park Avenue office building for \$90 million. On such date, the Company received proceeds of \$65 million and repaid the then existing debt in the same amount. The balance of the proceeds was received on April 18, 2000. The new 3-year debt matures on February 28, 2003 and bears interest at LIBOR + 1.45% (8.10 % at June 30, 2000).

On March 21, 2000, the Company renewed its \$1 billion revolving credit facility for an additional three years. The covenants of the facility include, among others, maximum loan to value ratio, minimum debt service coverage and minimum capitalization requirements. Interest is at LIBOR plus .90% (7.55% at June 30, 2000). The company paid origination fees of \$6.7 million and pays a commitment fee quarterly, over the remaining term of the facility of .15% per annum on the facility amount.

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

## ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS

At June 30, 2000 the Company's exposure to a change in interest rates on its wholly-owned and partially-owned debt is as follows:

(amounts in thousands except per share amounts)

	Balance	Weighted Average Interest Rate	Effect of 1% Increase In Base Rates
	-----	-----	-----
Wholly-owned debt:			
Variable rate.....	\$ 978,242	8.01%	\$ 9,782
Fixed rate.....	1,060,710	7.61%	--
	-----		-----
	\$ 2,038,952		9,782
	=====		-----
Partially-owned debt:			
Variable rate.....	\$ 93,161	8.25%	932
Fixed rate.....	1,051,027	7.78%	--
	-----		-----
	\$1,144,188		932
	=====		-----
Minority interest.....			(1,559)
			-----
Total decrease in the Company's annual net income...			\$ 9,155
			=====
Per share-diluted.....			\$ .10
			=====

## PART II. OTHER INFORMATION

## ITEM 1. LEGAL PROCEEDINGS

The Company is from time to time involved in legal actions arising in the ordinary course of its business. In the opinion of management, after consultation with legal counsel, the outcome of such matters will not have a material adverse effect on the Company's financial condition, results of operations or cash flows.

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

On May 31, 2000, the Company held its annual meeting of shareholders. The matters on which the shareholders voted, in person or by proxy, were (i) for the election of three nominees to serve on the Board of Trustees for a term of three years or until their respective successors are duly elected and qualified and (ii) an amendment to Vornado's Omnibus Share Plan (the "Plan") to authorize the allocation of an additional 3,500,000 common shares of beneficial interest to be reserved for issuance under the Plan. The nominees were elected and the amendment to the Plan was approved. The results of the voting are shown below:

Election of Trustees:		
Trustee	Votes Cast For	Votes Cast Against or Withheld
-----	-----	-----
Steven Roth	71,599,039	1,718,797
Michael D. Fascitelli	71,595,062	1,722,774
Russell B. Wight, Jr.	71,577,859	1,739,977
Amendment to Omnibus Share Plan:		
	Votes Cast For	Votes Cast Against or Withheld
	-----	-----
	51,577,859	21,739,977

## ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

- (a) Exhibits required by Item 601 of Regulation S-K are incorporated herein by reference and are listed in the attached Exhibit Index.
- (b) Reports on Form 8-K

During the quarter ended June 30, 2000, Vornado Realty Trust filed the following reports on Form 8-K.

Date of Report (Date of Earliest Event Report)	Item Reported	Date Filed
-----	-----	-----
May 1, 2000	Issuance of Series D-6 Preferred Units by Vornado Realty L.P.	May 19, 2000
May 25, 2000	Issuance of Series D-7 Preferred Units by Vornado Realty L.P.	June 16, 2000

SIGNATURES

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

VORNADO REALTY TRUST

-----  
(Registrant)

Date: August 2, 2000

By: /s/ Irwin Goldberg

-----  
IRWIN GOLDBERG  
Vice President, Chief Financial Officer

## EXHIBIT INDEX

EXHIBIT NO. -----		
3.1	--	Amended and Restated Declaration of Trust of Vornado, amended April 3, 1997--Incorporated by reference to Exhibit 3.1 of Vornado's Registration Statement on Form S-8 (File No. 333-29011), filed on June 12, 1997..... *
3.2	--	Articles of Amendment of Declaration of Trust of Vornado, as filed with the State Department of Assessments and Taxation of Maryland on October 14, 1997 - Incorporated by reference to Exhibit 3.2 of Vornado's Registration Statement on Form S-3 (File No. 333-36080), filed on May 2, 2000..... *
3.3	--	Articles of Amendment of Declaration of Trust of Vornado, as filed with the State Department of Assessments and Taxation of Maryland on April 22, 1998 - Incorporated by reference to Exhibit 3.1 of Vornado's Current Report on Form 8-K, dated April 22, 1998 (File No. 001-11954), filed on April 28, 1998.. *
3.4	--	Articles of Amendment of Declaration of Trust of Vornado, as filed with the State Department of Assessments and Taxation of Maryland on November 24, 1999 - Incorporated by reference to Exhibit 3.4 of Vornado's Registration Statement on Form S-3 (File No. 333-36080), filed on May 2, 2000..... *
3.5	--	Articles of Amendment of Declaration of Trust of Vornado, as filed with the State Department of Assessments and Taxation of Maryland on April 20, 2000 - Incorporated by reference to Exhibit 3.5 of Vornado's Registration Statement on Form S-3 (File No. 333-36080), filed on May 2, 2000..... *
3.6	--	Articles Supplementary Classifying Vornado's \$3.25 Series A Preferred Shares of Beneficial Interest, liquidation preference \$50.00 per share - Incorporated by reference to Exhibit 4.1 of Vornado's Current Report on Form 8-K, dated April 3, 1997 (File No. 001-11954), filed on April 8, 1997..... *
3.7	--	Articles Supplementary Classifying Vornado's Series D-1 8.5% Cumulative Redeemable Preferred Shares of Beneficial Interest, no par value (the "Series D-1 Preferred Shares") - Incorporated by reference to Exhibit 3.1 of Vornado's Current Report on Form 8-K, dated November 12, 1998 (File No. 001-11954), filed on November 30, 1998..... *
3.8	--	Articles Supplementary Classifying Additional Series D-1 Preferred Shares - Incorporated by reference to Exhibit 3.2 of Vornado's Current Report on Form 8-K/A, dated November 12, 1998 (File No. 001-11954), filed on February 9, 1999..... *
3.9	--	Articles Supplementary Classifying 8.5% Series B Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value - Incorporated by reference to Exhibit 3.3 of Vornado's Current Report on Form 8-K, dated March 3, 1999 (File No. 001-11954), filed on March 17, 1999..... *
3.10	--	Articles Supplementary Classifying Vornado's Series C Preferred Shares - Incorporated by reference to Exhibit 3.7 of Vornado's Registration Statement on Form 8-A (File No. 001-11954), filed on May 19, 1999..... *

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\* Incorporated by reference

EXHIBIT  
NO.

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- 3.11 -- Articles Supplementary Classifying Vornado Realty Trust's Series D-2 Preferred Shares, dated as of May 27, 1999, as filed with the State Department of Assessments and Taxation of Maryland on May 27, 1999 - Incorporated by reference to Exhibit 3.1 of Vornado's Current Report on Form 8-K, dated May 27, 1999 (File No. 001-11954), filed on July 7, 1999..... \*
- 3.12 -- Articles Supplementary Classifying Vornado's Series D-3 Preferred Shares, dated September 3, 1999, as filed with the State Department of Assessments and Taxation of Maryland on September 3, 1999 - Incorporated by reference to Exhibit 3.1 of Vornado's Current Report on Form 8-K, dated September 3, 1999 (File No. 001-11954), filed on October 25, 1999..... \*
- 3.13 -- Articles Supplementary Classifying Vornado's Series D-4 Preferred Shares, dated September 3, 1999, as filed with the State Department of Assessments and Taxation of Maryland on September 3, 1999 - Incorporated by reference to Exhibit 3.2 of Vornado's Current Report on Form 8-K, dated September 3, 1999 (File No. 001-11954), filed on October 25, 1999..... \*
- 3.14 -- Articles Supplementary Classifying Vornado's Series D-5 Preferred Shares - Incorporated by reference to Exhibit 3.1 of Vornado's Current Report on Form 8-K, dated November 24, 1999 (File No. 001-11954), filed on December 23, 1999..... \*
- 3.15 -- Articles Supplementary to Declaration of Trust of Vornado Realty Trust with respect to the Series D-6 Preferred Shares, dated May 1, 2000, as filed with the State Department of Assessments and Taxation of Maryland on May 1, 2000 - Incorporated by reference to Exhibit 3.1 of Vornado's Current Report on Form 8-K, dated May 1, 2000 (File No. 001-11954), filed May 19, 2000... \*
- 3.16 -- Articles Supplementary to Declaration of Trust of Vornado Realty Trust with respect to the Series D-7 Preferred Shares, dated May 25, 2000, as filed with the State Department of Assessments and Taxation of Maryland on June 1, 2000 - Incorporated by reference to Exhibit 3.1 of Vornado's Current Report on Form 8-K, dated May 25, 2000 (File No. 001-11954) filed on June 16, 2000..... \*
- 3.17 -- Amended and Restated Bylaws of Vornado, as amended on March 2, 2000 - Incorporated by reference to Exhibit 3.12 of Vornado's Annual Report on Form 10-K for the period ended December 31, 1999 (File No. 1-11954), filed on March 9, 2000..... \*
- 3.18 -- Second Amended and Restated Agreement of Limited Partnership of the Operating Partnership, dated as of October 20, 1997 - Incorporated by reference to Exhibit 3.4 of Vornado's Annual Report on Form 10-K for the year ended December 31, 1997 filed on March 31, 1998 (the "1997 10-K")..... \*
- 3.19 -- Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of December 16, 1997--Incorporated by reference to Exhibit 3.5 of the 1997 10-K..... \*
- 3.20 -- Second Amendment to Second Amendment and Restated Agreement of Limited Partnership of the Operating Partnership of the Operating Partnership, dated as of April 1, 1998 - Incorporated by reference to Exhibit 3.5 of Vornado's Registration Statement on Form S-3 (File No. 333-50095), filed on April 14, 1998..... \*
- 3.21 -- Third Amendment to Second Amended and Restated Agreement of Limited \* Partnership of the Operating Partnership, dated as of November 12, 1998 - Incorporated Incorporated by reference to Exhibit 3.2 of Vornado's Current Report on Form by 8-K, dated November 12, 1998 (File No. 001-11954), filed on November 30, 1998..... \*

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\* Incorporated by reference

EXHIBIT  
NO.

- 3.22 -- Fourth Amendment to Second Amended and Restated Agreement of Limited Partnership of the Operating Partnership, dated as of November 30, 1998 - Incorporated by reference to Exhibit 3.1 of Vornado's Current Report on Form 8-K, dated December 1, 1998 (File No. 001-11954), filed on February 9, 1999..... \*
- 3.23 -- Exhibit A, dated as of December 22, 1998, to Second Amended and Restated \* Agreement of Limited Partnership of the Operating Partnership - Incorporated Incorporated by reference to Exhibit 3.4 of Vornado's Current Report on Form 8-K/A, dated by November 12, 1998 (File No. 001-11954), filed on February 9, 1999..... \*
- 3.24 -- Fifth Amendment to Second Amended and Restated Agreement of Limited Partnership of the Operating Partnership, dated as of March 3, 1999 - Incorporated by reference to Exhibit 3.1 of Vornado's Current Report on Form 8-K, dated March 3, 1999 (File No. 001-11954), filed on March 17, 1999..... \*
- 3.25 -- Exhibit A to Second Amended and Restated Agreement of Limited Partnership of the Operating Partnership, dated as of March 11, 1999 - Incorporated by reference to Exhibit 3.2 of Vornado's Current Report on Form 8-K, dated March 3, 1999 (File No. 001-11954), filed on March 17, 1999..... \*
- 3.26 -- Sixth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of March 17 1999 - Incorporated by reference to Exhibit 3.2 of Vornado's Current Report on Form 8-K, dated May 27, 1999 (File No. 001-11954), filed on July 7, 1999..... \*
- 3.27 -- Seventh Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of May 20, 1999 - Incorporated by reference to Exhibit 3.3 of Vornado's Current Report on Form 8-K, dated May 27, 1999 (File No. 001-11954), filed on July 7, 1999..... \*
- 3.28 -- Eighth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of May 20, 1999 - Incorporated by reference to Exhibit 3.4 of Vornado's Current Report on Form 8-K, dated May 27, 1999 (File No. 001-11954), filed on July 7, 1999..... \*
- 3.29 -- Ninth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of September 3, 1999 - Incorporated by reference to Exhibit 3.3 of Vornado's Current Report on Form 8-K, dated September 3, 1999 (File No. 001-11954), filed on October 25, 1999..... \*
- 3.30 -- Tenth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of September 3, 1999 - Incorporated by reference to Exhibit 3.4 of Vornado's Current Report on Form 8-K, dated September 3, 1999 (File No. 001-11954), filed on October 25, 1999..... \*
- 3.31 -- Eleventh Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of November 24, 1999 - Incorporated by reference to Exhibit 3.2 of Vornado's Current Report on Form 8-K, dated November 24, 1999 (File No. 001-11954), filed on December 23, 1999..... \*

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\* Incorporated by reference



EXHIBIT  
NO.

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- 3.32 -- Twelfth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of May 1, 2000 - Incorporated by reference to Exhibit 3.2 of Vornado's Current Report of Form 8-K, dated May 1, 2000 (File No. 001-11954), filed on May 19, 2000..... \*
- 3.33 -- Thirteenth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of May 25, 2000 - Incorporated by reference to Exhibit 3.2 of Vornado's Current Report on Form 8-K, dated May 25, 2000 (File No. 001-11954), filed on June 16, 2000..... \*
- 4.1 -- Instruments defining the rights of security holders (see Exhibits 3.1 through 3.33 of this Quarterly Report on Form 10-Q)
- 4.2 -- Indenture dated as of November 24, 1993 between Vornado Finance Corp. and Bankers Trust Company, as Trustee - Incorporated by reference to Vornado's current Report on Form 8-K dated November 24, 1993 (File No. 001-11954), filed December 1, 1993..... \*
- 4.3 -- Specimen certificate representing Vornado's Common Shares of Beneficial Interest, par value \$0.04 per share - Incorporated by reference to Exhibit 4.1 of Amendment No. 1 to Registration Statement on Form S-3 (File No. 33-62395), filed on October 26, 1995..... \*
- 4.4 -- Specimen certificate representing Vornado's \$3.25 Series A Preferred Shares of Beneficial Interest, liquidation preference \$50.00 per share - Incorporated by reference to Exhibit 4.2 of Vornado's Current Report on Form 8-K, dated April 3, 1997 (File No. 001-11954), filed on April 8, 1997..... \*
- 4.5 -- Specimen certificate evidencing Vornado's Series B 8.5% Cumulative Redeemable Preferred Shares of Beneficial Interest - Incorporated by reference to Exhibit 4.2 of Vornado's Registration Statement on Form 8-A (File No. 001-11954), filed on March 15, 1999..... \*
- 4.6 -- Specimen certificate evidencing Vornado's 8.5% Series C Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preferences \$25.00 per share, no par value - Incorporated by reference to Exhibit 4.2 of Vornado's Registration Statement on Form 8-A (File No. 001-11954), filed May 19, 1999..... \*
- 10.1 -- Second Amendment, dated as of June 12, 1997, to Vornado's 1993 Omnibus Share Plan, as amended - Incorporated by reference to Vornado's Registration Statement on Form S-8 (File No. 333-29011) filed on June 12, 1997..... \*
- 10.2 -- Master Agreement and Guaranty, between Vornado, Inc. and Bradlees New Jersey, Inc. dated as of May 1, 1992 - Incorporated by reference to Vornado's Quarterly Report on Form 10-Q for quarter ended March 31, 1992 (File No. 001-11954), filed May 8, 1992..... \*
- 10.3\*\* -- Mortgage, Security Agreement, Assignment of Leases and Rents and Fixture Filing dated as of November 24, 1993 made by each of the entities listed therein, as mortgagors to Vornado Finance Corp., as mortgagee - Incorporated by reference to Vornado's Current Report on Form 8-K dated November 24, 1993 (File No. 001-11954), filed December 1, 1993..... \*
- 10.4\*\* -- 1985 Stock Option Plan as amended - Incorporated by reference to Vornado's Quarterly Report on Form 10-Q for quarter ended May 2, 1987 (File No. 001-11954), filed June 9, 1987..... \*

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\* Incorporated by reference

\*\* Management contract or compensatory plan

EXHIBIT  
NO.

10.5**	--	Form of Stock Option Agreement for use in connection with incentive stock options issued pursuant to Vornado, Inc. 1985 Stock Option Plan - Incorporated by reference to Vornado's Quarterly Report on Form 10-Q for quarter ended October 26, 1985 (File No. 001-11954), filed December 9, 1985.	*
10.6**	--	Form of Stock Option Agreement for use in connection with incentive stock options issued pursuant to Vornado, Inc. 1985 Stock Option Plan--Incorporated by reference to Vornado's Quarterly Report on Form 10-Q for quarter ended May 2, 1987 (File No. 001-11954), filed June 9, 1987.....	*
10.7**	--	Form of Stock Option Agreement for use in connection with incentive stock options issued pursuant to Vornado, Inc. 1985 Stock Option Plan--Incorporated by reference to Vornado's Quarterly Report on Form 10-Q for quarter ended October 26, 1985 (File No. 001-11954), filed December 9, 1985.....	*
10.8**	--	Employment Agreement between Vornado Realty Trust and Joseph Macnow dated January 1, 1998 - Incorporated by reference to Exhibit 10.7 of Vornado's Quarterly Report on Form 10-Q for the quarter ended September 30, 1998 (File No. 001-11954), filed November 12, 1998.....	*
10.9**	--	Employment Agreement between Vornado Realty Trust and Richard Rowan dated January 1, 1998 - Incorporated by reference to Exhibit 10.8 of Vornado's Quarterly Report on Form 10-Q for the quarter ended September 30, 1998 (File No. 001-11954), filed November 12, 1998.....	*
10.10**	--	Employment Agreement between Vornado Realty Trust and Irwin Goldberg, dated December 11, 1997 - Incorporated by reference to Exhibit 10.10 of Vornado's Annual Report on Form 10-K/A for the year ended December 31, 1997 (File No. 001-11954), filed on April 14, 1998.....	*
10.11**	--	Employment Agreement between Vornado Realty Trust and Michael D. Fascitelli dated December 2, 1996 - Incorporated by reference to Vornado's Annual Report on Form 10-K for the year ended December 31, 1996 (File No. 001-11954), filed March 13, 1997.....	*
10.12	--	Promissory Notes from Steven Roth to Vornado, Inc. dated December 29, 1992 and January 15, 1993 - Incorporated by reference to Vornado's Annual Report on Form 10-K for the year ended December 31, 1992 (File No. 001-11954), filed February 16, 1993.....	*
10.13	--	Registration Rights Agreement between Vornado, Inc. and Steven Roth Dated December 29, 1992 - Incorporated by reference to Vornado's Annual Report on Form 10-K for the year ended December 31, 1992 (File No. 001-11954), filed February 16, 1993.....	*
10.14	--	Stock Pledge Agreement between Vornado, Inc. and Steven Roth dated December 29, 1992 - Incorporated by reference to Vornado's Annual Report on Form 10-K for the year ended December 31, 1992 (File No. 001-11954), filed February 16, 1993.....	*
10.15	--	Promissory Note from Steven Roth to Vornado Realty Trust dated April 15, 1993 and June 17, 1993 - Incorporated by reference to Vornado's Annual Report on Form 10-K for the year ended December 31, 1993 (File No. 001-11954), filed March 24, 1994.....	*
10.16	--	Promissory Note from Richard Rowan to Vornado Realty Trust - Incorporated by reference to Vornado's Annual Report on Form 10-K for the year ended December 31, 1993 (File No. 001-11954), filed March 24, 1994.....	*

\* Incorporated by reference

\*\* Management contract or compensatory plan

EXHIBIT  
NO.

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- 10.17 -- Promissory Note from Joseph Macnow to Vornado Realty Trust - Incorporated by reference to Vornado's Annual Report on Form 10-K for the year ended December 31, 1993 (File No. 001-11954), filed March 24, 1994..... \*
- 10.18 -- Management Agreement between Interstate Properties and Vornado, Inc. dated July 13, 1992 -Incorporated by reference to Vornado's Annual Report on Form 10-K for the year ended December 31, 1992 (File No. 001-11954), filed February 16, 1993..... \*
- 10.19 -- Real Estate Retention Agreement between Vornado, Inc., Keen Realty Consultants, Inc. and Alexander's, Inc., dated as of July 20, 1992 - Incorporated by reference to Vornado's Annual Report on Form 10-K for the year ended December 31, 1992 (File No. 001-11954), filed February 16, 1993... \*
- 10.20 -- Amendment to Real Estate Retention Agreement dated February 6, 1995 - Incorporated by reference to Vornado's Annual Report on Form 10-K for the year ended December 31, 1994 (File No. 001-11954), filed March 23, 1995..... \*
- 10.21 -- Stipulation between Keen Realty Consultants Inc. and Vornado Realty Trust re: Alexander's Retention Agreement - Incorporated by reference to Vornado's annual Report on Form 10-K for the year ended December 31, 1993 (File No. 001-11954), filed March 24, 1994..... \*
- 10.22 -- Stock Purchase Agreement, dated February 6, 1995, among Vornado Realty Trust and Citibank, N.A. Incorporated by reference to Vornado's Current Report on Form 8-K dated February 6, 1995 (File No. 001-11954), filed February 21, 1995 \*
- 10.23 -- Management and Development Agreement, dated as of February 6, 1995 - Incorporated by reference to Vornado's Current Report on Form 8-K dated February 6, 1995 (File No. 001-11954), filed February 21, 1995..... \*
- 10.24 -- Standstill and Corporate Governance Agreement, dated as of February 6, 1995 - Incorporated by reference to Vornado's Current Report on Form 8-K dated February 6, 1995 (File No. 001-11954), filed February 21, 1995..... \*
- 10.25 -- Credit Agreement, dated as of March 15, 1995, among Alexander's Inc., as borrower, and Vornado Lending Corp., as lender - Incorporated by reference from Annual Report on Form 10-K for the year ended December 31, 1994 (File No. 001 - 11954), filed March 23, 1995..... \*
- 10.26 -- Subordination and Intercreditor Agreement, dated as of March 15, 1995 among Vornado Lending Corp., Vornado Realty Trust and First Fidelity Bank, National Association - Incorporated by reference to Vornado's Annual Report on Form 10-K for the year ended December 31, 1994 (File No. 001-11954), filed March 23, 1995..... \*
- 10.28 -- Form of Intercompany Agreement between Vornado Realty L.P. and Vornado Operating, Inc. -Incorporated by reference to Exhibit 10.1 of Amendment No. 1 to Vornado Operating, Inc.'s Registration Statement on Form S-11 (File No. 333-40701), filed on January 23, 1998..... \*
- 10.29 -- Form of Revolving Credit Agreement between Vornado Realty L.P. and Vornado Operating, Inc., together with related form of Note - Incorporated by reference to Exhibit 10.2 of Amendment No. 1 to Vornado Operating, Inc.'s Registration Statement on Form S-11 (File No.333-40701)..... \*

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\* Incorporated by reference

EXHIBIT  
NO.

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- 10.31 -- Registration Rights Agreement, dated as of April 15, 1997, between Vornado Realty Trust and the holders of Units listed on Schedule A thereto - Incorporated by reference to Exhibit 10.2 of Vornado's Current Report on Form 8-K (File No. 001-11954), filed on April 30, 1997..... \*
- 10.32 -- Noncompetition Agreement, dated as of April 15, 1997, by and among Vornado Realty Trust, the Mendik Company, L.P., and Bernard H. Mendik - Incorporated by reference to Exhibit 10.3 of Vornado's Current Report on Form 8-K (File No. 001-11954), filed on April 30, 1997..... \*
- 10.33 -- Employment Agreement, dated as of April 15, 1997, by and among Vornado Realty Trust, The Mendik Company, L.P. and David R. Greenbaum - Incorporated by reference to Exhibit 10.4 of Vornado's Current Report on Form 8-K (File No. 001-11954), filed on April 30, 1997..... \*
- 10.34 -- Agreement, dated September 28, 1997, between Atlanta Parent Incorporated, Portland Parent Incorporated and Crescent Real Estate Equities, Limited Partnership - Incorporated by reference to Exhibit 99.6 of Vornado's Current Report on Form 8-K (File No. 001-11954), filed on October 8, 1997..... \*
- 10.35 -- Contribution Agreement between Vornado Realty Trust, Vornado Realty L.P. and The Contributors Signatory - thereto - Merchandise Mart Properties, Inc. (DE) and Merchandise Mart Enterprises, Inc. Incorporated by reference to Exhibit 10.34 of Vornado's Annual Report on Form 10-K/A for the year ended December 31, 1997 (File No. 001-11954), filed on April 8, 1998..... \*
- 10.36 -- Sale Agreement executed November 18, 1997, and effective December 19, 1997, between MidCity Associates, a New York partnership, as Seller, and One Penn Plaza LLC, a New York Limited liability company; as purchaser. Incorporated by reference to Exhibit 10.35 of Vornado's Annual Report on Form 10-K/A for the year ended December 31, 1997 (File No. 001-11954), filed on April 8, 1998..... \*
- 10.37 -- Promissory Notes from Michael D. Fascitelli to Vornado Realty Trust dated March 2, 1998 and April 30, 1998. Incorporated by reference to Exhibit 10.37 of Vornado's Quarterly Report on Form 10-Q for the quarter ended March 31, 1998 (File No. 001-11954), filed May 13, 1998..... \*
- 10.38 -- Credit Agreement dated as of June 22, 1998 among One Penn Plaza, LLC, as Borrower, The Lenders Party Hereto, The Chase Manhattan Bank, as Administrative Agent Incorporated by reference to Exhibit 10 of Vornado's Quarterly Report on Form 10-Q for the quarter ended June 30, 1998 (File No. 001-11954), filed August 13, 1998..... \*
- 10.39 -- Registration Rights Agreement, dated as of April 1, 1998 between Vornado and the Unit Holders named herein - Incorporated by reference to Exhibit 10.2 of Amendment No. 1 to Vornado's Registration Statement on Form S-3 (File No. 333-50095), filed on May 6, 1998..... \*
- 10.40 -- Underwriting Agreement, dated April 9, 1998, among Vornado, Vornado Realty L.P. and Goldman, Sachs & Co. - Incorporated by reference to Exhibit 1.1 of Vornado's Current Report on Form 8-K, dated April 9, 1998 (File No. 001-11954), filed on April 16, 1998..... \*
- 10.41 -- Pricing Agreement, dated April 9, 1998, between Vornado and Goldman, Sachs & Co. - Incorporated by reference to Exhibit 1.2 of Vornado's Current Report on Form 8-K, dated April 9, 1998 (File No. 001-11954), filed on April 16, 1998... \*
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\* Incorporated by reference

EXHIBIT  
NO.

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10.42	--	Underwriting Agreement, dated April 23, 1998, among Vornado, Vornado Realty L.P. and Merrill Lynch, Pierce, Fenner & Smith Incorporated - Incorporated by reference to Exhibit 1.1 of Vornado's Current Report on Form 8-K, dated April 22, 1998 (File No. 001-11954), filed on April 28, 1998.....	*
10.43	--	Registration Rights Agreement, dated as of August 5, 1998 between Vornado and the Unit Holders named therein - Incorporated by reference to Exhibit 10.1 of Vornado's Registration Statement on Form S-3 (File No. 333-89667), filed on October 25, 1999.....	*
10.44	--	Registration Rights Agreement, dated as of July 23, 1998 between Vornado and the Unit Holders named therein - Incorporated by reference to Exhibit 10.2 of Vornado's Registration Statement on Form S-3 (File No. 333-89667), filed on October 25, 1999.....	*
10.45	--	Underwriting Agreement, dated March 12, 1999, among Vornado, Vornado Realty L.P., Merrill Lynch, Pierce, Fenner & Smith Incorporated - Incorporated by reference to Exhibit 1.1 of Vornado's Current Report on Form 8-K, dated March 3, 1999 (File No. 001-11954), filed on March 17, 1999.....	*
10.46	--	Underwriting Agreement, dated May 17, 1999, among Vornado Realty Trust, Vornado Realty L.P., Salomon Smith Barney Inc. and the other underwriters named therein - Incorporated by reference to Exhibit 1.1 of Vornado's Current Report on Form 8-K, dated May 17, 1999 (File No. 001-11954), filed on May 26, 1999.....	*
10.47	--	Consolidated and Restated Mortgage, Security Agreement, Assignment of Leases and Rents and Fixture Filing, dated as of March 1, 2000, between Entities named therein (as Mortgagors) and Vornado (as Mortgagee) - Incorporated by reference to Vornado's Annual Report on Form 10-K for the year ended December 31, 1999 (File No. 001-11954), filed on March 9, 2000.....	*
10.48	--	Indenture and Servicing Agreement, dated as of March 1, 2000, among Vornado, Lasalle Bank National Association, ABN Amro Bank N.V. and Midland Loan Services, Inc. - Incorporated by reference to Vornado's Annual Report on Form 10-K for the year ended December 31, 1999 (File No. 001-11954), filed on March 9, 2000.....	*
10.49	--	Employment Agreement, dated January 22, 2000, between Vornado Realty Trust and Melvyn Blum - Incorporated by reference to Vornado's Annual Report on Form 10-K for the year ended December 31, 1999 (File No. 001-11954), filed on March 9, 2000.....	*
10.50	--	First Amended and Restated Promissory Note of Steven Roth, dated November 16, 1999 - Incorporated by reference to Vornado's Annual Report on Form 10-K for the year ended December 31, 1999 (File No. 001-11954), filed on March 9, 2000	*
10.51	--	Letter agreement, dated November 16, 1999, between Steven Roth and Vornado Realty Trust - Incorporated by reference to Vornado's Annual Report on Form 10-K for the year ended December 31, 1999 (File No. 001-11954), filed on March 9, 2000.....	*
10.52	--	Promissory Note of Melvyn Blum, dated March 24, 2000 - Incorporated by reference to Vornado's Quarterly Report on Form 10-Q for the quarter ended March 31, 2000 (File No. 001-11954) filed on May 5, 2000.....	*
10.53	--	Promissory Note of Melvyn Blum, dated April 4, 2000 - Incorporated by reference to Vornado's Quarterly Report on Form 10-Q for the quarter ended March 31, 2000 (File No. 001-11954) filed on May 5, 2000.....	*

EXHIBIT

NO.

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- 10.54 -- Revolving Credit Agreement dated as of March 21, 2000 among Vornado Realty L.P., as borrower, Vornado Realty Trust, as general partner, and UBS AG, as Bank - Incorporated by reference to Vornado's Quarterly Report on Form 10-Q for the quarter ended March 31, 2000 (File No. 001-11954) filed on May 5, 2000..... \*
- 27 -- Financial Data Schedule

This schedule contains summary financial information extracted from the Company's unaudited financial statements for the six months ended June 30, 2000 and is qualified in its entirety by reference to such financial statements.

6-MOS		
	DEC-31-2000	
	JUN-30-2000	
		133,353
		134,949
		42,342
		(7,762)
		0
		302,882
		3,992,440
		(346,081)
		5,676,011
101,598		2,038,952
		0
		480,023
		3,462
		1,589,109
5,676,011		0
		394,024
		0
		219,787
		68,907
		1,230
		(78,682)
		113,622
		0
113,622		0
		(1,125)
		0
		93,152
		1.08
		1.06