

VORNADO REALTY TRUST
Form 10-K
February 27, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

FORM 10-K

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

For the Fiscal Year Ended: **December 31, 2006**

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
(State or other jurisdiction of incorporation or organization)

22-1657560
(I.R.S. Employer Identification Number)

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

10019
(Zip Code)

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

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

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

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

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

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

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

YES NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES NO

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and larger accelerated filer in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer Accelerated Filer Non-Accelerated Filer

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

YES NO

The aggregate market value of the voting and non-voting common shares held by non-affiliates of the registrant, i.e. by persons other than officers and trustees of Vornado Realty Trust, was \$11,503,533,000 at June 30, 2006.

As of February 1, 2007, there were 151,601,052 of the registrant's common shares of beneficial interest outstanding.

Documents Incorporated by Reference

Part III: Portions of Proxy Statement for Annual Meeting of Shareholders to be held on May 17, 2007.

TABLE OF CONTENTS

| | Item | Page | |
|-------------------|--|---|-----|
| Part I. | 1. Business | 4 | |
| | 1A. Risk Factors | 14 | |
| | 1B. Unresolved Staff Comments | 25 | |
| | 2. Properties | 26 | |
| | 3. Legal Proceedings | 52 | |
| Part II. | 4. Submission of Matters to a Vote of Security Holders Executive Officers of the Registrant | 53 | |
| | 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities | 54 | |
| | 6. Selected Financial Data | 56 | |
| | 7. Management's Discussion and Analysis of Financial Condition and Results of Operations | 58 | |
| | 7A. Quantitative and Qualitative Disclosures about Market Risk | 121 | |
| | 8. Financial Statements and Supplementary Data | 122 | |
| | 9. Changes In and Disagreements With Accountants on Accounting and Financial Disclosure | 192 | |
| | 9A. Controls and Procedures | 192 | |
| | 9B. Other Information | 194 | |
| | Part III. | 10. Directors, Executive Officers and Corporate Governance (1) | 194 |
| | | 11. Executive Compensation (1) | 194 |
| | | 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters (1) | 194 |
| | | 13. Certain Relationships and Related Transactions, and Director Independence (1) | 195 |
| | | 14. Principal Accountant Fees and Services (1) | 195 |
| Part IV. | 15. Exhibits and Financial Statement Schedules | 195 | |
| Signatures | | 196 | |

(1) These items are omitted in whole or in part because the registrant will file a definitive Proxy Statement pursuant to Regulation 14A under the Securities Exchange Act of 1934 with the Securities and Exchange Commission not later than 120 days after December 31, 2006, portions of which are incorporated by reference herein. See Executive Officers of the Registrant on page 53 of this Annual Report on Form 10-K for information relating to executive officers.

FORWARD-LOOKING STATEMENTS

Certain statements contained herein constitute forward-looking statements as such term is defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are not guarantees of performance. They involve risks, uncertainties and assumptions. Our future results, financial condition and business may differ materially from those expressed in these forward-looking statements. You can find many of these statements by looking for words such as approximates, believes, expects, anticipates, estimates, intends, plans, would, may or other similar expressions in this Annual Report on Form 10-K. In addition, references to our budgeted amounts are forward-looking statements. These forward-looking statements represent our intentions, plans, expectations and beliefs and are subject to numerous assumptions, risks and uncertainties. Many of the factors that will determine these items are beyond our ability to control or predict. For further discussion of these factors see Item 1A. Risk Factors in this annual report on Form 10-K.

For these statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. You are cautioned not to place undue reliance on our forward-looking statements, which speak only as of the date of this Annual Report on Form 10-K or the date of any document incorporated by reference. All subsequent written and oral forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. We do not undertake any obligation to release publicly any revisions to our forward-looking statements to reflect events or circumstances after the date of this Annual Report on Form 10-K.

PART I

**ITEM 1. BUSINESS
THE COMPANY**

Vornado Realty Trust is a fully-integrated real estate investment trust (REIT) and conducts its business through Vornado Realty L.P., a Delaware limited partnership (the Operating Partnership). All references to we, us, Company and Vornado refer to Vornado Realty Trust and its consolidated subsidiaries, including the Operating Partnership. Vornado is the sole general partner of, and owned approximately 89.9% of the common limited partnership interest in, the Operating Partnership at December 31, 2006.

At December 31, 2006, we own directly or indirectly:

Office Properties:

(i) all or portions of 116 office properties aggregating approximately 31.7 million square feet in the New York City metropolitan area (primarily Manhattan) and in the Washington, DC and Northern Virginia area;

Retail Properties:

(ii) 158 retail properties in 21 states, Washington, DC and Puerto Rico aggregating approximately 19.3 million square feet, including 3.3 million square feet owned by tenants on land leased from us;

Merchandise Mart Properties:

(iii) 9 properties in five states and Washington, DC aggregating approximately 9.2 million square feet of showroom and office space, including the 3.4 million square foot Merchandise Mart in Chicago;

Temperature Controlled Logistics:

(iv) a 47.6% interest in AmeriCold Realty Trust which owns and operates 91 cold storage warehouses nationwide;

Toys R Us, Inc.:

(v) a 32.9% interest in Toys R Us, Inc. which owns and/or operates 1,325 stores worldwide, including 587 toy stores and 248 Babies R Us stores in the United States and 490 toy stores internationally;

Other Real Estate Investments:

(vi) 32.8% of the common stock of Alexander's, Inc. (NYSE: ALX), which has seven properties in the greater New York metropolitan area;

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

(vii) the Hotel Pennsylvania in New York City consisting of a hotel portion containing 1.0 million square feet with 1,700 rooms and a commercial portion containing 400,000 square feet of retail and office space;

(viii) mezzanine loans to real estate related companies; and

(ix) interests in other real estate, including interests in other public companies that own and manage office, industrial and retail properties net leased to major corporations and student and military housing properties throughout the United States; 7 dry warehouse/industrial properties in New Jersey containing approximately 1.5 million square feet; and other investments and marketable securities.

OBJECTIVES AND STRATEGY

Our business objective is to maximize shareholder value. We intend to achieve this objective by continuing to pursue our investment philosophy and executing our operating strategies through:

Maintaining a superior team of operating and investment professionals and an entrepreneurial spirit;

Investing in properties in select markets, such as New York City and Washington, DC, where we believe there is a high likelihood of capital appreciation;

Acquiring quality properties at a discount to replacement cost and where there is a significant potential for higher rents;

Investing in retail properties in select under-stored locations such as the New York City metropolitan area;

Investing in fully-integrated operating companies that have a significant real estate component;

Developing and redeveloping our existing properties to increase returns and maximize value; and

Providing specialty financing to real estate related companies.

We expect to finance our growth, acquisitions and investments using internally generated funds, proceeds from possible asset sales and by accessing the public and private capital markets.

2006/2007 ACQUISITIONS AND INVESTMENTS

San Francisco Bay Area Properties

On January 10, 2006, we acquired four properties for approximately \$72,000,000 in cash. These properties are located in the San Francisco Bay area and contain a total of 189,000 square feet of retail and office space.

Springfield Mall, Virginia

On January 31, 2006, we acquired an option to purchase the Springfield Mall for \$35,600,000, of which we paid \$14,000,000 in cash upon closing and \$10,000,000 in installments during 2006. The remainder of \$11,600,000 will be paid in installments over the next three years. The mall, located on 79 acres at the intersection of Interstate 95 and Franconia Road in Springfield, Virginia, contains 1.4 million square feet and is anchored by Macy's, and J.C. Penney and Target who own their stores aggregating 389,000 square feet. We intend to redevelop, reposition and re-tenant the mall and have committed to spend \$25,000,000 in capital expenditures over a six-year period from the closing of the option agreement. The option becomes exercisable upon the passing of one of the existing principals of the selling entity and may be deferred at our election through November 2012. Upon exercise of the option, we will pay \$80,000,000 to acquire the mall, subject to the existing mortgage of \$180,000,000, which will be amortized to \$149,000,000 at maturity in 2013. Upon closing of this option on January 31, 2006, we acquired effective control of the mall, including management of the mall and right to the mall's net cash flow.

BNA Complex, Washington, DC

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

On February 17, 2006, we entered into an agreement to sell our 277,000 square foot Crystal Mall Two office building, located in Crystal City, Virginia, to The Bureau of National Affairs, Inc. (BNA) for use as its corporate headquarters, subject to the build-out of tenant improvements to agreed-upon specifications. Simultaneously, we agreed to acquire a three building complex from BNA containing approximately 300,000 square feet, which is located in Washington, DC s West End between Georgetown and the Central Business District. We will receive sales proceeds of approximately \$100,000,000 for Crystal Mall Two and recognize a net gain on sale of approximately \$23,000,000. We will pay BNA \$111,000,000 in cash for the three building complex. One of the buildings, containing 130,000 square feet, will remain an office building, while the other two buildings will be redeveloped into residential condominiums or rental properties. These transactions are expected to close in the second half of 2007.

San Jose, California Ground-up Development

On March 29, 2006, a joint venture, in which we have a 45% equity interest and are a co-managing partner, acquired 55 acres of land in San Jose, California for approximately \$59,600,000. The purchase price was funded with \$20,643,000 of cash contributed by the partners, of which our share was \$9,289,000, and \$38,957,000 drawn on a \$117,000,000 acquisition/construction loan. The remainder of the loan will be used to fund the development of 325,000 square feet of retail space and site work for Home Depot and Target who will construct their own stores. Upon completion of the development we have an option to acquire our partner s 55% equity interest at a 7% unlevered yield.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

1925 K Street, Washington, DC

On April 13, 2006, we acquired the 92.65% interest that we did not already own of 1925 K Street for \$52,800,000, consisting of \$34,600,000 in cash and \$18,200,000 of existing mortgage debt. This property is located in the Central Business District of Washington, DC and contains 150,000 square feet of office space. We plan to redevelop the property into a 250,000 square foot Class A office building at a cost of approximately \$90,000,000.

1540 Broadway, New York City

On July 11, 2006, we acquired the retail, signage and parking components of 1540 Broadway for approximately \$260,000,000 in cash. This property is located in Times Square between 45th and 46th Street and contains 154,000 square feet of retail space.

Refrigerated Warehouses

On August 31, 2006, AmeriCold Realty Trust (AmeriCold) entered into a definitive agreement to acquire from ConAgra Foods, Inc. (ConAgra Foods) four refrigerated warehouse facilities and the lease on a fifth facility, with an option to purchase. These five warehouses contain a total of 1.7 million square feet and 48.9 million cubic feet. The aggregate purchase price is approximately \$190,000,000, consisting of \$152,000,000 in cash to ConAgra Foods and \$38,000,000 representing the recording of a capital lease obligation for the fifth facility. During the fourth quarter of 2006, AmeriCold completed the acquisition of two of these facilities and assumed the leasehold on the fifth facility and the related capital lease obligation. In January 2007, AmeriCold completed the acquisition of the third facility. The acquisition of the fourth facility is expected to be completed during the first half of 2007.

Toys R Us Stores

On September 14, 2006, we entered into an agreement to purchase up to 44 previously closed Toys R Us stores for up to \$190,000,000. On October 16, 2006, we completed the first phase of the agreement by acquiring 37 stores for \$171,000,000 in cash. These properties, of which 18 are owned in fee, 8 are ground leased and 11 are space leased, aggregate 1.5 million square feet and are primarily located in seven east coast states, Texas and California. Of these properties, 25 are leased or subleased to other retailers and 12 are currently vacant. All of these stores were part of the store closing program announced by Toys R Us in January 2006.

We expect to purchase six of the remaining stores by the end of the second quarter of 2007, subject to landlords' consent, where applicable, and customary closing conditions. The seventh store we had agreed to purchase was sold by Toys R Us to a third party.

India Real Estate Investments

On December 12, 2006, we contributed \$71,500,000 in cash for a 50% interest in a joint venture that owns 263 acres of land in a special economic zone in the national capital region of India. The venture plans to develop residential, office and retail buildings on the site in three phases over the next nine years. In 2005, we contributed \$16,700,000 in cash for a 25% interest in a joint venture formed for the purpose of investing in, and developing, other real estate properties in India.

350 Park Avenue, New York City

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

On December 14, 2006, we acquired 350 Park Avenue for approximately \$542,000,000 in cash. The building occupies the entire westerly block front on Park Avenue between 51st and 52nd Streets and contains 538,000 square feet of office space. At closing, we completed a \$430,000,000, five-year, interest-only financing secured by the property, which bears interest at 5.48%.

100 West 33rd Street, New York City (the Manhattan Mall)

On January 11, 2007, we acquired the Manhattan Mall for approximately \$689,000,000 in cash. This mixed-use property is located on the entire Sixth Avenue block-front between 32nd and 33rd Streets in Manhattan and contains approximately 1,000,000 square feet, including 812,000 square feet of office space and 164,000 square feet of retail space. Included as part of the transaction are 250,000 square feet of additional air rights. The property is adjacent to our 1,400,000 square foot Hotel Pennsylvania. At closing, we completed a \$232,000,000 financing secured by the property, which bears interest at LIBOR plus 0.55% and matures in two years with three one-year extension options.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Bruckner Plaza, Bronx, New York

On January 11, 2007, we acquired Bruckner Plaza, a 386,000 square foot shopping center, and an adjacent parcel which is ground leased to a third party containing 114,000 square feet, for approximately \$165,000,000 in cash. The property is located on Bruckner Boulevard in the Bronx, New York.

Filene s, Boston, Massachusetts

On January 26, 2007, a joint venture in which we have a 50% interest, acquired the Filene s property located in the Downtown Crossing district of Boston, Massachusetts for approximately \$100,000,000 in cash, of which our share was \$50,000,000. The venture plans to redevelop the property to include over 1,200,000 square feet, consisting of office, retail, condominium apartments and a hotel. The project is subject to governmental approvals.

Other

In addition to the acquisitions described above, from January 1, 2006 through February 1, 2007, we completed \$337,280,000 of other real estate acquisitions and investments in 18 separate transactions, comprised of \$322,780,000 in cash and \$14,500,000 of existing mortgage debt.

Investment in McDonald s Corporation (McDonalds) (NYSE: MCD)

We own 858,000 common shares of McDonalds as of December 31, 2006 which we acquired in July 2005 for \$25,346,000, an average price of \$29.54 per share. These shares are recorded as marketable equity securities on our consolidated balance sheets and are classified as available for sale. Appreciation or depreciation in the fair market value of these shares is recorded as an increase or decrease in accumulated other comprehensive income in the shareholders equity section of our consolidated balance sheet and not recognized in income. At December 31, 2006, based on McDonalds closing stock price of \$44.33 per share, \$12,688,000 of appreciation in the value of these shares is included in accumulated other comprehensive income on our consolidated balance sheet.

During the second half of 2005, we acquired an economic interest in an additional 14,565,500 McDonalds common shares through a series of privately negotiated transactions with a financial institution pursuant to which we purchased a call option and simultaneously sold a put option at the same strike price on McDonalds common shares. These call and put options had an initial weighted-average strike price of \$32.66 per share, or an aggregate of \$475,692,000, expire on various dates between July 30, 2007 and September 10, 2007 and provide for net cash settlement. Under these agreements, the strike price for each pair of options increases at an annual rate of LIBOR plus 45 basis points (up to 95 basis points under certain circumstances) and is credited for the dividends received on the shares. The options provide us with the same economic gain or loss as if we had purchased the underlying common shares and borrowed the aggregate purchase price at an annual rate of LIBOR plus 45 basis points. Because these options are derivatives and do not qualify for hedge accounting treatment, the gains or losses resulting from the mark-to-market of the options at the end of each reporting period are recognized as an increase or decrease in interest and other investment income on our consolidated statements of income.

In the three months ended March 31, 2006, we sold 2,119,500 of the option shares in the derivative position at a weighted average sales price of \$35.49. In the three months ended June 30, 2006, we acquired an additional 1,250,000 option shares at a weighted average purchase price of \$33.08. As of December 31, 2006, there are 13,696,000 option shares in the derivative position with an adjusted weighted average strike price of \$32.70 per share or an aggregate of \$447,822,000. For the year ended December 31, 2006, we recognized a net gain of \$138,815,000,

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

representing the mark-to-market of the shares in the derivative to \$44.33 per share, net of the expense resulting from the LIBOR charges.

Our aggregate net gain from inception of this investment in 2005 through December 31, 2006 is \$168,557,000.

7

2006 DISPOSITIONS

Investment in Sears, Roebuck and Co. (Sears)

In August and September 2004, we acquired an economic interest in 7,916,900 Sears common shares through a series of privately negotiated transactions with a financial institution pursuant to which we purchased a call option and simultaneously sold a put option at the same strike price on Sears common shares. These call and put options had an initial weighted-average strike price of \$39.82 per share, or an aggregate of \$315,250,000. On March 30, 2005, as a result of the merger between Sears and Kmart and pursuant to the terms of the contract, our derivative position representing 7,916,900 Sears common shares became a derivative position representing 2,491,819 common shares of Sears Holdings, Inc. (Sears Holdings) (NYSE: SHLD) valued at \$323,936,000 based on the then closing share price of \$130.00 and \$146,663,000 of cash. As a result, we recognized a net gain of \$58,443,000 based on the fair value of the derivative position on March 30, 2005. In 2005 we sold 402,660 of the option shares at a weighted average sales price of \$124.44 per share. In the first quarter of 2006, we settled the entire derivative position by selling the remaining 2,089,159 option shares at a weighted average sales price of \$125.43, which resulted in a net gain of \$18,611,000, comprised of \$20,673,000 from the remaining option shares sold, partially offset by \$2,062,000 of expense resulting from the increase in strike price for the LIBOR charge.

Our aggregate net gain realized from inception of this investment in 2004 through settlement was \$142,877,000.

Sears Canada, Inc. (Sears Canada)

On April 3, 2006, we tendered the 7,500,000 Sears Canada shares we owned to Sears Holdings at the increased tender price of Cdn. \$18.00 per share (the equivalent at that time of US \$15.68 per share), which resulted in a net gain of \$55,438,000, representing the difference between the tender price, and our carrying amount of \$8.29 per share. Together with income recognized in the fourth quarter of 2005 that resulted from a Sears Canada special dividend, the aggregate net gain from inception in 2005 on our \$143,737,000 investment was \$78,323,000. If at any time on or before December 31, 2008 Sears Canada or any of its affiliates pays more than Cdn. \$18.00 per share to acquire Sears Canada common shares from third parties, we will be entitled to receive the difference as additional consideration for the shares we sold.

424 Sixth Avenue

On March 13, 2006, we sold 424 Sixth Avenue, a 10,000 square foot retail property located in New York City, for \$22,000,000, which resulted in a net gain of \$9,218,000.

33 North Dearborn Street

On March 14, 2006, we sold 33 North Dearborn Street, a 336,000 square foot office building located in Chicago, Illinois, for \$46,000,000, which resulted in a net gain of \$4,835,000.

1919 South Eads Street

On June 22, 2006, we sold 1919 South Eads Street, a 96,000 square foot office building located in Arlington, Virginia, for \$38,400,000, which resulted in a net gain of \$17,609,000.

8

2006 MEZZANINE LOAN ACTIVITY

Equinox Loan

On February 10, 2006, we acquired a 50% interest in a \$115,000,000 note issued by Related Equinox Holdings II, LLC (the Note), for \$57,500,000 in cash. The Note is secured by a pledge of the stock of Related Equinox Holdings II. Related Equinox Holdings II owns Equinox Holdings Inc., which in turn owns all of the assets and obligations, including the fitness clubs, operated under the Equinox brand. The Note is junior to a \$50,000,000 (undrawn) revolving loan and \$280,000,000 of senior unsecured obligations. The Note is senior to \$125,000,000 of cash equity contributed by third parties for their acquisition of the Equinox fitness club business. The Note matures on February 15, 2013 and bears interest at 14% through February 15, 2011, increasing by 3% per annum through maturity. The Note is prepayable at any time after February 15, 2009.

Mervyn's Loans

On April 12, 2006, we acquired a 23.6% interest in two mezzanine loans totaling \$138,136,000, for \$32,560,000 in cash. The loans mature in January 2008 with two one-year extension options and bear interest at LIBOR plus 3.84% (9.16% at December 31, 2006).

LNR Loans

In 2005, we made a \$135,000,000 loan to Riley HoldCo Corp., consisting of a \$60,000,000 mezzanine loan and a \$75,000,000 fixed rate unsecured loan. We received principal payments on the mezzanine loan of \$5,557,000 and \$13,901,000, on February 6, 2006 and June 2, 2006, respectively. On July 12, 2006, the remaining \$40,542,000 balance of the mezzanine loan was repaid with a pre-payment premium of \$972,000, which was recognized as interest and other investment income in the year ended December 31, 2006.

Tharaldson Lodging Companies Loan

On June 16, 2006, we acquired an 81.5% interest in a \$95,968,000 mezzanine loan to Tharaldson Lodging Companies for \$78,166,000 in cash. The loan is secured by a 107 hotel property portfolio with brands including Fairfield Inn, Residence Inn, Comfort Inn and Courtyard by Marriott. The loan is subordinate to \$671,778,000 of debt and is senior to approximately \$192,000,000 of other debt and equity. The loan matures in April 2008, with three one-year extensions, provides for a 0.75% placement fee and bears interest at LIBOR plus 4.3% (9.6% at December 31, 2006).

Drake Hotel Loan

On June 19, 2006, we acquired a 49% interest in a \$37,789,000 mezzanine loan for \$18,517,000 in cash. The loan matures in April 2007, with a six month extension option and bears interest at LIBOR plus 10% (15.3% at December 31, 2006).

280 Park Avenue Loan

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

On June 30, 2006, we made a \$73,750,000 mezzanine loan secured by the equity interests in 280 Park Avenue, a 1.2 million square foot office building, located between 48th and 49th Streets in Manhattan. The loan bears interest at 10.25% and matures in June 2016. The loan is subordinate to \$1.036 billion of other debt and is senior to approximately \$260,000,000 of equity and interest reserves.

Sheffield Loan

On July 7, 2006, we were repaid the \$108,000,000 outstanding balance of the Sheffield mezzanine loan, together with accrued interest of \$1,165,000 and a prepayment premium of \$2,288,000, which was recognized as interest and other investment income in the year ended December 31, 2006.

Fortress Loan

On August 2, 2006, we purchased bonds for \$99,500,000 in cash, representing a 7% interest in two margin loans aggregating \$1.430 billion. The loans were made to two separate funds managed by Fortress Investment Group LLC and are secured by \$4.4 billion (as of December 31, 2006) of publicly traded equity securities. The loans mature in June 2007 with an automatic extension to December 2007 and bear interest at LIBOR plus 3.5% (8.8% at December 31, 2006).

DEVELOPMENT AND REDEVELOPMENT PROJECTS

We are currently engaged in various development/redevelopment projects for which we have budgeted approximately \$1.0 billion. Of this amount, \$101.0 million was expended prior to 2006, \$190.4 million was expended in 2006 and \$476.2 million is estimated to be expended in 2007. Below is a description of these projects.

| (\$ in millions) | Our Share of | | Costs | Estimated Costs to Complete |
|--|---------------------------------|------------------------------|---|-----------------------------------|
| | Estimated Completion Date | Estimated Project Cost | Expended in Year Ended December 31, 2006 | |
| In Progress: | | | | |
| Washington, DC Office: | | | | |
| Crystal City: | | | | |
| (i)Renovation of buildings | 2008 | \$ 73.0 | \$ 16.6 | \$ 21.3 |
| (ii)Cost to retenant | 2008 | 72.0 | 17.8 | 38.5 |
| (iii)Redevelopment of Crystal Plaza Two office space to residential (subject to governmental approvals) | 2009 | 96.0 | 6.1 | 86.5 |
| 1925 K Street office building - demolition of existing 149,000 square foot building and construction of 250,000 square foot office building | 2009 | 90.0 | 1.3 | 88.7 |
| 2101 L Street office building complete rehabilitation of existing building including new curtain wall, mechanical systems and lobbies | 2007 | 89.0 | 8.5 | 80.3 |
| Retail: | | | | |
| Bergen Town Center interior and exterior renovation of existing space, demolition of 300,000 square feet and construction of 640,000 square feet of retail space and a parking deck | 2008 | 211.0 | 22.2 | 175.2 |
| Green Acres Mall interior and exterior renovation, construction of a parking deck and an additional 100,000 square feet of free-standing retail space anchored by Best Buy, and site-work for BJ's Wholesale Club who has constructed its own store | 2007 | 84.0 | 37.9 | 35.0 |
| North Bergen, New Jersey Ground-up Development acquisition of land and construction of 90,000 square feet of retail space and site work for BJ's Wholesale Club and Wal-Mart who will construct their own stores | 2009 | 71.0 | 28.6 | 42.4 |
| San Jose, California Ground-up Development (45% interest) acquisition of land and construction of 350,000 square feet of retail space and site work for Home Depot and Target who will construct their own stores | 2008 | 62.0 | 31.1 | 30.9 |
| Strip shopping centers and malls redevelopment of 17 properties | 2008 | 60.0 | 2.1 | 56.0 |
| Beverly Connection (50% interest) interior and exterior renovations | 2007 | 48.0 | 16.5 | 11.5 |
| Other: | | | | |
| 40 East 66 th Street conversion of 27 rental apartments into residential condominiums, subject to the approval and execution of a condominium offering plan | 2008 | 45.0 | 1.7 | 43.3 |
| | | \$ 1,001.0 | \$ 190.4 | \$ 709.6 |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

In addition to the projects above, on July 19, 2005 a joint venture, in which we have a 50% interest, entered into a Memorandum of Understanding and has been conditionally designated as the developer to convert a portion of the Farley Post Office in Manhattan which occupies the double super block between 31st and 33rd Streets from 8th to 9th Avenues into the new Moynihan Train Station. The plans for the Moynihan Station project involve 300,000 square feet for a new transportation facility to be financed with public funding, as well as 850,000 square feet of commercial space and up to 1 million square feet of air rights intended to be transferred to an adjacent site. We endeavor to expand this project to incorporate the adjacent super block (currently Penn Station, our 1.5 million square foot Two Penn Plaza and Madison Square Garden), adding 5.5 million square feet of multi-use development, which would require Madison Square Garden to relocate to the Farley Post Office building. This project is subject to governmental approvals.

We are evaluating other development opportunities, for which final plans and budgeted costs have yet to be determined, including: (i) plans to demolish the Hotel Pennsylvania and construct an office tower in excess of 2,000,000 square feet on the site (ii) redeveloping certain shopping malls, including the South Hills and Springfield Malls, (iii) redeveloping and expanding retail space and signage in the Penn Plaza area, (iv) redevelopment of the Filene's property (50% interest) located in the Downtown Crossing district of Boston to include over 1,200,000 square feet, consisting of office, retail and condominium apartments, (v) conversion of 220 Central Park South, a residential apartment building, to condominiums, (vi) construction of a 1,300,000 square foot mixed-use project (47.5% interest) containing retail and residential space in Boston's Waterfront District, (vii) construction of an office and retail building in excess of 600,000 square feet located at 125th Street and Park Avenue through a joint venture (40% interest) and (viii) development of condominiums and mixed-use, retail and residential projects in California, Boston and Florida.

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

FINANCING ACTIVITIES

On February 16, 2006, we completed a public offering of \$250,000,000 aggregate principal amount of 5.6% senior unsecured notes due February 15, 2011. Interest on the notes is payable semi-annually on February 15 and August 15, commencing August 16, 2006. The notes were priced at 99.906% of their face amount to yield 5.622%. The net proceeds from this offering, after underwriter's discount, were approximately \$248,000,000.

On May 2, 2006, we sold 1,400,000 6.875% Series D-15 Cumulative Redeemable Preferred Units of the Operating Partnership at a price of \$25.00 per unit. On August 17, 2006 we sold an additional 400,000 Series D-15 Units at a price of \$25.00 per unit, for a combined total of 1,800,000 Series D-15 units and net proceeds of \$43,875,000. We may redeem the Series D-15 Units at a price of \$25.00 per unit after May 2, 2011.

On June 28, 2006, we entered into a \$1.0 billion unsecured revolving credit facility which replaced our previous \$600,000,000 unsecured revolving credit facility that was due to mature in July 2006. The new facility has a four-year term, with a one-year extension option and bears interest at LIBOR plus 0.55% (5.87% as of December 31, 2006). The new facility contains financial covenants similar to the prior facility. At December 31, 2006, this facility has a zero outstanding balance and \$20,732,000 is reserved for outstanding letters of credit.

On July 28, 2006, we called for redemption of the Operating Partnership's 8.25% Series D-9 Cumulative Redeemable Preferred Units. The Preferred Units were redeemed on September 21, 2006 at a redemption price equal to \$25.00 per unit or an aggregate of \$45,000,000 plus accrued distributions. In conjunction with the redemption, we expensed \$1,125,000 of issuance costs in 2006.

On November 20, 2006, we sold \$1 billion aggregate principal amount of 3.625% convertible senior debentures due 2026, pursuant to an effective registration statement. The aggregate net proceeds from this offering, after underwriters' discounts and expenses, were approximately \$980,000,000. The debentures are convertible, under certain circumstances, for common shares of Vornado Realty Trust at an initial conversion rate of 6.5168 common shares per \$1,000 of principal amount of debentures. The initial conversion price of \$153.45 represents a premium of 30% over the November 14, 2006 closing price of \$118.04 for our common shares. The debentures are redeemable at our option beginning in 2011 for the principal amount plus accrued and unpaid interest. Holders of the debentures have the right to require us to repurchase their debentures in 2011, 2016, and 2021 and in the event of a change in control. The net proceeds of the offering were contributed to the Operating Partnership in the form of an inter-company loan and the Operating Partnership guaranteed the payment of the debentures.

On December 11, 2006, we sold 8,100,000 common shares in an underwritten public offering pursuant to an effective registration statement at a price of \$124.05 per share. We received net proceeds of approximately \$1,004,500,000, after offering expenses and contributed the net proceeds to the Operating Partnership in exchange for 8,100,000 Class A units of the Operating Partnership.

During the period from January 1, 2006 through February 1, 2007, we also completed approximately \$4.6 billion of property level financings and repaid approximately \$2.0 billion of existing debt with a portion of the proceeds.

The net proceeds we received from the above financing activities were primarily used to fund 2006 acquisitions and investments and for other general corporate purposes. We may seek to obtain additional capital through equity offerings, debt financings or asset sales, although there is no express policy with respect thereto. We may also offer our shares or Operating Partnership units in exchange for property and may repurchase or otherwise re-acquire our shares or any other securities in the future.

SEASONALITY OF OUR BUSINESS

Our revenues and expenses are subject to seasonality during the year which impacts quarter-by-quarter net earnings, cash flows and funds from operations. The business of Toys R Us is highly seasonal. Historically, Toys R Us fourth quarter net income, which we record on a one-quarter lag basis in our first quarter, accounts for more than 80% of Toys fiscal year net income. The Office and Merchandise Mart segments have historically experienced higher utility costs in the third quarter of the year. The Merchandise Mart segment also has experienced higher earnings in the second and fourth quarters of the year due to major trade shows occurring in those quarters. The Retail segment revenue in the fourth quarter is typically higher due to the recognition of percentage rental income. The Temperature Controlled Logistics segment has experienced higher earnings in the fourth quarter due to higher activity and occupancy in warehouse operations due to the holiday season's impact on the food industry.

TENANTS ACCOUNTING FOR OVER 10% OF REVENUES

None of our tenants represented more than 10% of total revenues for the year ended December 31, 2006.

CERTAIN ACTIVITIES

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

EMPLOYEES

As of December 31, 2006, we have approximately 3,477 employees, including majority owned subsidiaries, of which 287 are corporate staff. The New York Office Properties segment has 106 employees and 1,582 employees of Building Maintenance Services, a wholly-owned subsidiary. The Washington, DC Office Properties, Retail Properties and Merchandise Mart Properties segments have 215, 194 and 572 employees, respectively, and the Hotel Pennsylvania has 521 employees. The foregoing does not include employees of AmeriCold Realty Trust and Toys R Us, Inc., of which we own 47.6% and 32.9%, respectively.

SEGMENT DATA

We operate in the following business segments: New York Office Properties, Washington, DC Office Properties, Retail Properties, Merchandise Mart Properties, Temperature Controlled Logistics and Toys R Us. Financial information related to our business segments for the years 2006, 2005 and 2004 is set forth in Note 20 Segment Information to our consolidated financial statements in this annual report on Form 10-K.

The Merchandise Mart Properties segment has trade show operations in Canada. The Temperature Controlled Logistics segment manages one warehouse in Canada. The Toys R Us segment operates in 490 locations internationally. In addition, we have two partially owned nonconsolidated investments in real estate partnerships located in India, which are included in the Other segment.

PRINCIPAL EXECUTIVE OFFICES

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

MATERIALS AVAILABLE ON OUR WEBSITE

Copies of our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports, as well as Reports on Forms 3, 4 and 5 regarding officers, trustees or 10% beneficial owners of us, filed or furnished pursuant to Section 13(a), 15(d) or 16(a) of the Securities Exchange Act of 1934 are available free of charge through our website (www.vno.com) as soon as reasonably practicable after they are electronically filed with, or furnished to, the Securities and Exchange Commission. We have also made available on our website copies of our Audit Committee Charter, Compensation Committee Charter, Corporate Governance and Nominating Committee Charter, Code of Business Conduct and Ethics and Corporate Governance Guidelines. In the event of any changes to these charters or the code or guidelines, changed copies will also be made available on our website.

ITEM 1A. RISK FACTORS

Set forth below are material factors that may adversely affect our business and operations.

REAL ESTATE INVESTMENTS' VALUE AND INCOME FLUCTUATE DUE TO VARIOUS FACTORS.

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

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

- national, regional and local economic conditions;
- consequences of any armed conflict involving, or terrorist attack against, the United States;
- our ability to secure adequate insurance;
- local conditions such as an oversupply of space or a reduction in demand for real estate in the area;
- competition from other available space;
- whether tenants and users such as customers and shoppers consider a property attractive;
- the financial condition of our tenants, including the extent of tenant bankruptcies or defaults;
- whether we are able to pass some or all of any increased operating costs through to tenants;
- how well we manage our properties;
- fluctuations in interest rates;
- changes in real estate taxes and other expenses;
- changes in market rental rates;
- the timing and costs associated with property improvements and rentals;
- changes in taxation or zoning laws;
- government regulation;
- Vornado Realty Trust's failure to continue to qualify as a real estate investment trust;
- availability of financing on acceptable terms or at all;
- potential liability under environmental or other laws or regulations; and
- general competitive factors.

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

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

Our financial results depend significantly on leasing space in our properties to tenants on economically favorable terms. In addition, because a substantial majority of our income comes from renting of real property, our income, funds available to pay indebtedness and funds available for distribution to our shareholders will decrease if a significant number of our tenants cannot pay their rent or if we are not able to maintain our

levels of occupancy on favorable terms. If a tenant does not pay its rent, we might not be able to enforce our rights as landlord without delays and might incur substantial legal costs.

Bankruptcy or insolvency of tenants may decrease our revenues and available cash.

From time to time, some of our tenants have declared bankruptcy, and other tenants may declare bankruptcy or become insolvent in the future. If a major tenant declares bankruptcy or becomes insolvent, the rental property at which it leases space may have lower revenues and operational difficulties. In the case of our shopping centers, the bankruptcy or insolvency of a major tenant could cause us to have difficulty leasing the remainder of the affected property. Our leases generally do not contain restrictions designed to ensure the creditworthiness of our tenants. As a result, the bankruptcy or insolvency of a major tenant could result in a lower level of net income and funds available for the payment of our indebtedness or for distribution to our shareholders.

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

Although inflation has not materially impacted our operations in the recent past, increased inflation could have a pronounced negative impact on our mortgage and debt interest and general and administrative expenses, as these costs could increase at a rate higher than our rents. Inflation could also have an adverse effect on consumer spending which could impact our tenants' sales and, in turn, our overage rents, where applicable.

Real estate is a competitive business.

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

We may incur costs to comply with environmental laws.

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

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

Some of our potential losses may not be covered by insurance.

We carry commercial liability and all risk property insurance ((i) fire, (ii) flood, (iii) extended coverage, (iv) acts of terrorism as defined in the Terrorism Risk Insurance Extension Act of 2005, which expires in 2007 and (v) rental loss insurance) with respect to our assets. Below is a summary of the current all risk property insurance and terrorism risk insurance in effect through September 2007 for each of the following business segments:

| | Coverage Per Occurrence | |
|----------------------------------|--------------------------------|---|
| | All Risk (1) | Sub-Limits for Acts of Terrorism |
| New York Office | \$1.4 billion | \$750 million |
| Washington, DC Office | \$1.4 billion | \$750 million |
| Retail | \$500 million | \$500 million |
| Merchandise Mart | \$1.4 billion | \$750 million |
| Temperature Controlled Logistics | \$225 million | \$225 million |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

(1) Limited as to terrorism insurance by the sub-limit shown in the adjacent column.

In addition to the coverage above, we carry lesser amounts of coverage for terrorist acts not covered by the Terrorism Risk Insurance Extension Act of 2005. To the extent that we incur losses in excess of our insurance coverage, these losses would be borne by us and could be material.

15

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Our debt instruments, consisting of mortgage loans secured by our properties (which are generally non-recourse to us), senior unsecured loans and our revolving credit agreement, contain customary covenants requiring us to maintain insurance. Although we believe that we have adequate insurance coverage under these agreements, we may not be able to obtain an equivalent amount of coverage at reasonable costs in the future. Further, if lenders insist on greater coverage than we are able to obtain, or if the Terrorism Risk Insurance Extension of 2005 is not extended past 2007, it could adversely affect our ability to finance and/or refinance our properties and expand our portfolio.

Because we operate one hotel property, we face the risks associated with the hospitality industry.

We own the Hotel Pennsylvania in New York City. If the hotel does not generate sufficient receipts, our cash flow would be decreased, which could reduce the amount of cash available for distribution to our shareholders. The following factors, among others, are common to the hotel industry, and may reduce the revenues generated by our hotel property:

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

if there is an increase in operating costs resulting from inflation and other factors, we may not be able to offset such increase by increasing room rates;

our hotel is subject to the fluctuating and seasonal demands of business travelers and tourism;

our hotel is subject to general and local economic and social conditions that may affect demand for travel in general, including war and terrorism; and

physical condition, which may require substantial additional capital.

Because of the ownership structure of our hotel, we face potential adverse effects from changes to the applicable tax laws.

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

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

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

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

OUR INVESTMENTS ARE CONCENTRATED IN THE NEW YORK AND WASHINGTON, DC METROPOLITAN AREAS. CIRCUMSTANCES AFFECTING THESE AREAS GENERALLY COULD ADVERSELY AFFECT OUR BUSINESS.

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

During 2006, approximately 67% of our EBITDA, excluding items that affect comparability, came from properties located in the New York City and Washington, DC metropolitan areas and in New Jersey. In addition, we may continue to concentrate a significant portion of our future acquisitions in these metropolitan areas or in other geographic real estate markets in the United States or abroad. Real estate markets are subject to economic downturns, as they have in the past, and we cannot predict how economic conditions will impact these markets in both the short and long term. Declines in the economy or a decline in the real estate markets in these areas could hurt our financial performance and the value of our properties. The factors affecting economic conditions in these regions include:

- space needs of the United States Government, including the effect of base closures and repositioning under the Defense Base Closure and Realignment Act of 1990, as amended;
- business layoffs or downsizing;
- industry slowdowns;
- relocations of businesses;
- changing demographics;
- increased telecommuting and use of alternative work places;
- financial performance and productivity of the publishing, advertising, financial, technology, retail, insurance and real estate industries;
- infrastructure quality; and
- any oversupply of, or reduced demand for, real estate.

It is impossible for us to assess the future effects of the current uncertain trends in the economic and investment climates of the geographic areas in which we concentrate, and more generally of the United States, or the real estate markets in these areas. If these conditions persist or if there is any local, national or global economic downturn, our businesses and future profitability may be adversely affected.

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

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

WE MAY ACQUIRE OR SELL ADDITIONAL ASSETS OR ENTITIES OR DEVELOP ADDITIONAL PROPERTIES. OUR FAILURE OR INABILITY TO CONSUMMATE THESE TRANSACTIONS OR MANAGE THE RESULTS OF THESE TRANSACTIONS COULD ADVERSELY AFFECT OUR OPERATIONS AND FINANCIAL RESULTS.

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

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

We have experienced rapid growth in recent years, increasing our total assets from approximately \$565 million at December 31, 1997 to approximately \$18.0 billion at December 31, 2006. We may not be able to maintain a similar rate of growth in the future or manage our growth effectively. Our failure to do so may have a material adverse effect on our financial condition and results of operations and ability to pay dividends to our shareholders.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

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

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

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

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

It may be difficult to buy and sell real estate quickly.

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

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

As part of an acquisition of a property, including our January 1, 2002 acquisition of Charles E. Smith Commercial Realty L.P.'s 13.0 million square foot portfolio, we may agree, and in the case of Charles E. Smith Commercial Realty L.P. did agree, with the seller that we will not dispose of the acquired properties or reduce the mortgage indebtedness on them for significant periods of time unless we pay certain of the resulting tax costs of the seller. These agreements could result in our holding on to properties that we would otherwise sell and not pay down or refinance indebtedness that we would otherwise pay down or refinance.

On January 1, 2002, we completed the acquisition of the 66% interest in Charles E. Smith Commercial Realty L.P. that we did not previously own. The terms of the merger restrict our ability to sell or otherwise dispose of, or to finance or refinance, the properties formerly owned by Charles E. Smith Commercial Realty L.P., which could result in our inability to sell these properties at an opportune time and increased costs to us.

Subject to limited exceptions, we are restricted from selling or otherwise transferring or disposing of certain properties located in the Crystal City area of Arlington, Virginia or an interest in our division that manages the majority of our office properties in the Washington, DC metropolitan area, which we refer to as the Washington, DC Office Division, for a period of 12 years with respect to certain properties located in the Crystal City area of Arlington, Virginia or six years with respect to an interest in the Washington, DC Office Division. These restrictions, which currently cover approximately 13.0 million square feet of space, could result in our inability to sell these properties or an interest in the Washington, DC Office Division at an opportune time and increase costs to us.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

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

From time to time we make debt or equity investments in other companies that we may not control or over which we may not have sole control. These investments include but are not limited to: a 32.8% interest in Alexander's, Inc.; a 7.4% interest in The Lexington Master Limited Partnership; a 13.5% interest in GMH Communities L.P.; a 1.2% common equity interest in McDonalds Corporation; and equity and mezzanine investments in other real estate related companies. In addition, on July 21, 2005, a joint venture that we own equally with Bain Capital and Kohlberg Kravis Roberts & Co. acquired Toys 'R Us, Inc. Although these businesses generally have a significant real estate component, several operate in businesses that are different from our primary lines of business including, without limitation, operating or managing toy stores, department stores, fast food restaurants, and student and military housing facilities. Consequently, our investment in these businesses, among other risks, subjects us to the operating and financial risks of industries other than real estate and to the risk that we do not have sole control over the operations of these businesses. From time to time we may make additional investments in or acquire other entities that may subject us to additional similar risks. Our investments in entities over which we do not have sole control, including joint ventures, present additional risks such as our having differing objectives than our partners or the entities in which we invest, or our becoming involved in disputes, or competing with those persons. In addition, we rely on the internal controls and financial reporting controls of these entities and their failure to comply with applicable standards may adversely affect us.

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

A substantial proportion of our properties are in the retail shopping center real estate market and we have a significant investment in retailers such as Toys 'R Us, Inc. See *Our investment in Toys 'R Us, Inc. subjects us to risks different from our other lines of business and may result in increased seasonality and volatility in our reported earnings* below. This means that we are subject to factors that affect the retail environment generally, including the level of consumer spending and consumer confidence, the threat of terrorism and increasing competition from discount retailers, outlet malls, retail websites and catalog companies. These factors could adversely affect the financial condition of our retail tenants and the retailers in which we hold an investment and the willingness of retailers to lease space in our shopping centers.

We depend upon our anchor tenants to attract shoppers.

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

Our investment in Toys 'R Us, Inc. subjects us to risks different from our other lines of business and may result in increased seasonality and volatility in our reported earnings.

On July 21, 2005, a joint venture that we own equally with Bain Capital and Kohlberg Kravis Roberts & Co. acquired Toys 'R Us, Inc. (Toys 'R Us). Because Toys 'R Us is a retailer, its operations subject us to the risks of a retail company that are different than those presented by our other lines of business. The business of Toys 'R Us is highly seasonal. Historically, Toys 'R Us fourth quarter net income accounts for more than 80% of its fiscal year net income. In addition, our fiscal year ends on December 31 whereas, as is common for retailers, Toys 'R Us fiscal year ends on the Saturday nearest to January 31. Therefore, we record our pro-rata share of Toys 'R Us net earnings on a one quarter-lag basis. For example, our financial results for the year ended December 31, 2006 include Toys 'R Us financial results for its first, second and third quarters ended October 28, 2006, as well as Toys 'R Us fourth quarter results of 2005. Because of the seasonality of Toys 'R Us, our reported net income will likely show increased volatility. We may also, in the future and from time to time, invest in other businesses that may report financial results that are more volatile than our historical financial results.

OUR ORGANIZATIONAL AND FINANCIAL STRUCTURE GIVES RISE TO OPERATIONAL AND FINANCIAL RISKS.

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

We depend primarily on external financing to fund the growth of our business. This is because one of the requirements of the Internal Revenue Code of 1986, as amended, for a REIT is that it distribute 90% of its net taxable income, excluding net capital gains, to its shareholders. There is a separate requirement to distribute net capital gains or pay a corporate level tax in lieu thereof. Our access to debt or equity financing depends on the willingness of third parties to lend or make equity investments and on conditions in the capital markets generally. We and other companies in the real estate industry have experienced limited availability of financing from time to time. Although we believe that we will be able to finance any investments we may wish to make in the foreseeable future, new financing may not be available on acceptable terms.

For information about our available sources of funds, see Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources and the notes to the consolidated financial statements in this annual report on Form 10-K.

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

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

Furthermore, the holders of preferred units of the Operating Partnership are entitled to receive preferred distributions before payment of distributions to holders of common units of the Operating Partnership, including Vornado Realty Trust. Thus, Vornado Realty Trust's ability to pay dividends to holders of its shares and satisfy its debt obligations depends on the Operating Partnership's ability first to satisfy its obligations to its creditors and make distributions payable to holders of preferred units and then to make distributions to Vornado Realty Trust. As of December 31, 2006, there were nine series of preferred units of the Operating Partnership not held by Vornado Realty Trust that have preference over Vornado Realty Trust common shares with a total liquidation value of \$419,089,000.

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

We have indebtedness, and this indebtedness, and its cost, may increase.

As of December 31, 2006, we had approximately \$9.6 billion in total debt outstanding. Our ratio of total debt to total enterprise value was approximately 35%. When we say "enterprise value" in the preceding sentence, we mean market equity value of Vornado Realty Trust's common and preferred shares plus total debt outstanding, including our pro rata share of the debt of partially owned entities. In the future, we may incur additional debt, and thus increase our ratio of total debt to total enterprise value, to finance acquisitions or property developments. If our level of indebtedness increases, there may be an increased risk of a credit rating downgrade or a default on our obligations that could adversely affect our

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

financial condition and results of operations. In addition, in a rising interest rate environment, the cost of our existing variable rate debt and any new debt or other market rate security or instrument may increase.

20

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

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

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

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

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

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

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

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

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

We are dependent on the efforts of Steven Roth, the Chairman of the Board of Trustees and Chief Executive Officer of Vornado Realty Trust, and Michael D. Fascitelli, the President of Vornado Realty Trust. While we believe that we could find replacements for these key personnel, the

loss of their services could harm our operations and adversely affect the value of our common shares.

21

VORNADO REALTY TRUST'S CHARTER DOCUMENTS AND APPLICABLE LAW MAY HINDER ANY ATTEMPT TO ACQUIRE US.

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

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

We have a classified Board of Trustees and that may reduce the likelihood of certain takeover transactions.

Vornado Realty Trust's Board of Trustees is divided into three classes of trustees. Trustees of each class are chosen for three-year staggered terms. Staggered terms of trustees may reduce the possibility of a tender offer or an attempt to change control of Vornado Realty Trust, even though a tender offer or change in control might be in the best interest of Vornado Realty Trust's shareholders.

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

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

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

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

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

Under the Maryland General Corporation Law, as amended, which we refer to as the "MGCL," as applicable to real estate investment trusts, certain "business combinations," including certain mergers, consolidations, share exchanges and asset transfers and certain issuances and reclassifications of equity securities, between a Maryland real estate investment trust and any person who beneficially owns ten percent or more of the voting power of the trust's shares or an affiliate or an associate, as defined in the MGCL, of the trust who, at any time within the two-year period before the date in question, was the beneficial owner of ten percent or more of the voting power of the then outstanding voting shares of

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

beneficial interest of the trust, which we refer to as an interested shareholder, or an affiliate of the interested shareholder, are prohibited for five years after the most recent date on which the interested shareholder becomes an interested shareholder. After that five-year period, any business combination of these kinds must be recommended by the board of trustees of the trust and approved by the affirmative vote of at least (a) 80% of the votes entitled to be cast by holders of outstanding shares of beneficial interest of the trust and (b) two-thirds of the votes entitled to be cast by holders of voting shares of the trust other than shares held by the interested shareholder with whom, or with whose affiliate, the business combination is to be effected, unless, among other conditions, the trust's common shareholders receive a minimum price, as defined in the MGCL, for their shares and the consideration is received in cash or in the same form as previously paid by the interested shareholder for its common shares. The provisions of the MGCL do not apply, however, to business combinations that are approved or exempted by the board of trustees of the applicable trust before the interested shareholder becomes an interested shareholder, and a person is not an interested shareholder if the board of trustees approved in advance the transaction by which the person otherwise would have become an interested shareholder.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

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

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

Our operating and financial policies, including our policies with respect to acquisitions of real estate or other companies, growth, operations, indebtedness, capitalization and dividends, are exclusively determined by our Board of Trustees. Accordingly, our shareholders do not control these policies.

OUR OWNERSHIP STRUCTURE AND RELATED-PARTY TRANSACTIONS MAY GIVE RISE TO CONFLICTS OF INTEREST.

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

As of December 31, 2006, Interstate Properties, a New Jersey general partnership, and its partners owned approximately 8.5% of the common shares of Vornado Realty Trust and approximately 27.6% of the common stock of Alexander's, Inc. Steven Roth, David Mandelbaum and Russell B. Wight, Jr. are the three partners of Interstate Properties. Mr. Roth is the Chairman of the Board and Chief Executive Officer of Vornado Realty Trust, the managing general partner of Interstate Properties and the Chairman of the Board and Chief Executive Officer of Alexander's. Messrs. Wight and Mandelbaum are trustees of Vornado Realty Trust and also directors of Alexander's.

As of December 31, 2006, the Operating Partnership owned 32.8% of the outstanding common stock of Alexander's. Alexander's is a REIT engaged in leasing, managing, developing and redeveloping properties, focusing primarily on the locations where its department stores operated before they ceased operations in 1992. Alexander's has seven properties, which are located in the New York City metropolitan area. Mr. Roth and Mr. Fascitelli, the President and a trustee of Vornado Realty Trust, are directors of Alexander's. Messrs. Mandelbaum, West and Wight are trustees of Vornado Realty Trust and are directors of Alexander's.

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

Vornado Realty Trust currently manages and leases the real estate assets of Interstate Properties under a management agreement for which it receives an annual fee equal to 4% of base rent and percentage rent and certain other commissions. The management agreement has a term of one year and is automatically renewable unless terminated by either of the parties on 60 days' notice at the end of the term. Vornado Realty Trust earned \$798,000, \$791,000, and \$726,000 of management fees under the management agreement for the years ended December 31, 2006, 2005 and 2004. Because of the relationship among Vornado Realty Trust, Interstate Properties and Messrs. Roth, Mandelbaum and Wight, as

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

described above, the terms of the management agreement and any future agreements between Vornado Realty Trust and Interstate Properties may not be comparable to those Vornado Realty Trust could have negotiated with an unaffiliated third party.

23

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

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

As of December 31, 2006, the Operating Partnership owned 32.8% of the outstanding common stock of Alexander's. Alexander's is a REIT engaged in leasing, managing, developing and redeveloping properties, focusing primarily on the locations where its department stores operated before they ceased operations in 1992. Alexander's has seven properties. Interstate Properties, which is described above, and its partners owned an additional 27.6% of the outstanding common stock of Alexander's, as of December 31, 2006. Mr. Roth, Chairman of the Board and Chief Executive Officer of Vornado Realty Trust, is Chief Executive Officer, a director of Alexander's and managing general partner of Interstate, and Mr. Fascitelli, President and a trustee of Vornado Realty Trust, is President and a director of Alexander's. Messrs. Mandelbaum, West and Wight, trustees of us, are also directors of Alexander's and general partners of Interstate. Alexander's common stock is listed on the New York Stock Exchange under the symbol ALX.

The Operating Partnership manages, develops and leases the Alexander's properties under management and development agreements and leasing agreements under which the Operating Partnership receives annual fees from Alexander's. These agreements have a one-year term expiring in March of each year and are all automatically renewable. Because Vornado Realty Trust and Alexander's share common senior management and because a majority of the trustees of Vornado Realty Trust also constitute the majority of the directors of Alexander's, the terms of the foregoing agreements and any future agreements between us and Alexander's may not be comparable to those we could have negotiated with an unaffiliated third party.

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

THE NUMBER OF SHARES OF VORNADO REALTY TRUST AND THE MARKET FOR THOSE SHARES GIVE RISE TO VARIOUS RISKS.

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

As of December 31, 2006, we had authorized but unissued, 48,906,627 common shares of beneficial interest, \$.04 par value, and 75,948,365 preferred shares of beneficial interest, no par value, of which 20,241,264 preferred shares have not been reserved and remain available for issuance as a newly-designated class of preferred. We may issue these authorized but unissued shares from time to time in public or private offerings or in connection with acquisitions.

In addition, as of December 31, 2006, 15,419,758 Vornado Realty Trust common shares were reserved for issuance upon redemption of Operating Partnership common units. Some of these shares may be sold in the public market after registration under the Securities Act under registration rights agreements between Vornado Realty Trust and some holders of common units of the Operating Partnership. These shares may also be sold in the public market under Rule 144 under the Securities Act or other available exemptions from registration. In addition, Vornado Realty Trust has reserved a number of common shares for issuance under its employee benefit plans, and these common shares will be available for sale from time to time. Vornado Realty Trust has awarded shares of restricted stock and granted options to purchase additional common shares to some of its executive officers and employees. Of the authorized but unissued common and preferred shares above, 42,744,218 common and 46,889,336 preferred shares, in the aggregate, were reserved for issuance of shares upon the redemption of Operating Partnership units, conversion of outstanding convertible securities, under benefit plans or for other activity not directly under our control.

We cannot predict the effect that future sales of Vornado Realty Trust common and preferred shares or Operating Partnership common and preferred units will have on the market prices of Vornado Realty Trust's outstanding shares.

Changes in market conditions could hurt the market price of Vornado Realty Trust's shares.

The value of our common and preferred shares depends on various market conditions, which may change from time to time. Among the market conditions that may affect the value of our common and preferred shares are the following:

the extent of institutional investor interest in us;

the reputation of REITs generally and the attractiveness of their equity securities in comparison to other equity securities, including securities issued by other real estate companies, and fixed income securities;

our financial condition and performance; and

general financial market conditions.

The stock market in recent years has experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of companies.

Increased market interest rates may hurt the value of Vornado Realty Trust's common and preferred shares.

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

ITEM 1B. UNRESOLVED STAFF COMMENTS

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

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

ITEM 2. PROPERTIES

We own Office, Retail and Merchandise Mart properties and Temperature Controlled Logistics refrigerated warehouses. We also have investments in Toys R Us, Alexander's, The Lexington Master Limited Partnership (formerly The Newkirk Master Limited Partnership), GMH Communities L.P., Hotel Pennsylvania and industrial buildings. Below are the details of our properties by operating segment.

OFFICE SEGMENTS

As of December 31, 2006, we own all or a portion of 116 properties containing approximately 31.7 million square feet. Of these properties, 25 containing 13.7 million square feet are located in the New York City metropolitan area (primarily Manhattan) (the New York Office Properties) and 91 containing 18.0 million square feet are located in the Washington, DC and Northern Virginia area (the Washington, DC Office Properties).

New York Office Properties:

New York Office Properties contain 13.7 million square feet, including 12.7 million square feet of office space, 785,000 square feet of retail space and 183,000 square feet of showroom space. In addition, the New York Office Properties contain six garages totaling 368,000 square feet (1,739 spaces) which are managed by or leased to third parties. The garage space is excluded from the statistics provided in this section.

Occupancy and average annual escalated rent per square foot, excluding garage space:

| As of December 31, | Rentable Square Feet | Occupancy Rate | Average Annual Escalated Rent Per Square Foot (excluding retail space) |
|-----------------------|-------------------------|----------------|---|
| 2006 | 13,692,000 | 97.5% | \$ 46.33 |
| 2005 | 12,972,000 | 96.0% | 43.67 |
| 2004 | 12,989,000 | 95.5% | 42.22 |
| 2003 | 12,829,000 | 95.1% | 40.68 |
| 2002 | 13,546,000 | 95.7% | 37.62 |

2006 New York Office Properties rental revenue by tenants' industry:

| Industry | Percentage |
|---------------------|------------|
| Retail | 14% |
| Publishing | 8% |
| Government | 8% |
| Finance | 7% |
| Legal | 7% |
| Banking | 6% |
| Technology | 5% |
| Pharmaceuticals | 5% |
| Real Estate | 4% |
| Service Contractors | 4% |
| Communications | 4% |
| Not-for-Profit | 3% |
| Insurance | 3% |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

| | |
|-----------------|------|
| Engineering | 3% |
| Advertising | 2% |
| Health Services | 1% |
| Other | 16% |
| | 100% |

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

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Tenants accounting for 2% or more of 2006 New York Office Properties total revenues:

| Tenant | Square Feet Leased | 2006 Revenues | Percentage of New York City Office Revenues | Percentage of Total Company Revenues |
|---|-----------------------|------------------|--|---|
| The McGraw-Hill Companies, Inc. | 536,000 | \$ 22,859,000 | 3.3% | 0.8% |
| VNU Inc. | 515,000 | 20,695,000 | 3.0% | 0.8% |
| Sterling Winthrop, Inc. | 429,000 | 19,398,000 | 2.8% | 0.7% |
| Federated Department Stores | 467,000 | 18,192,000 | 2.7% | 0.7% |
| New York Stock Exchange, Inc. | 348,000 | 15,822,000 | 2.3% | 0.6% |
| Cablevision/Madison Square Garden L.P./ Rainbow Media Holdings, Inc. | 310,000 | 15,416,000 | 2.3% | 0.6% |
| U.S. Government | 639,000 | 14,906,000 | 2.2% | 0.5% |

2006 New York Office Leasing Activity:

| Location | Square Feet | Average Initial Rent Per Square Foot ⁽¹⁾ |
|--|----------------|---|
| 1740 Broadway | 360,000 | \$ 58.08 |
| Two Penn Plaza | 320,000 | 43.82 |
| One Penn Plaza | 294,000 | 47.60 |
| Eleven Penn Plaza | 253,000 | 46.00 |
| 888 Seventh Avenue | 133,000 | 78.39 |
| 866 U.N. Plaza | 65,000 | 48.52 |
| 150 East 58 th Street | 59,000 | 51.11 |
| 595 Madison | 45,000 | 59.57 |
| 90 Park Avenue | 45,000 | 52.22 |
| 909 Third Avenue | 44,000 | 50.84 |
| 330 Madison Avenue (25% interest) | 31,000 | 57.11 |
| 40 Fulton Street | 28,000 | 27.48 |
| 640 Fifth Avenue | 20,000 | 57.50 |
| 57 th Street (50% interest) | 16,000 | 49.73 |
| 20 Broad Street | 10,000 | 29.27 |
| Total | 1,723,000 | 51.76 |
| Vornado's Ownership Interest | 1,693,000 | 51.69 |

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

In addition to the office space noted above, in 2006 we leased 37,000 square feet of retail space contained in the above office buildings at a weighted average initial rent of \$113.31 per square foot.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Lease expirations as of December 31, 2006 assuming none of the tenants exercise renewal options:

| Office Space: | | | | Annual Escalated Rent of Expiring Leases | |
|----------------------|--------------------------------------|---|--------------------|---|--------------------------------|
| | | | | Percentage of New York Office | Per Square Foot |
| Year | Number of Expiring Leases | Square Feet of Expiring Leases | Square Feet | Total | Foot |
| Month to month | 66 | 106,000 | 0.9% | \$3,899,000 | \$ 36.78 |
| 2007 | 93 | 364,000 | 3.0% | 15,507,000 | 42.60 |
| 2008 | 79 | 1,053,000 | (1) 8.7% | 48,953,000 | 46.49 |
| 2009 | 132 | 914,000 | 7.5% | 42,880,000 | 46.91 |
| 2010 | 92 | 1,191,000 | 9.8% | 54,067,000 | 45.40 |
| 2011 | 67 | 863,000 | 7.1% | 44,802,000 | 51.91 |
| 2012 | 48 | 1,009,000 | 8.3% | 40,610,000 | 40.25 |
| 2013 | 22 | 556,000 | 4.6% | 22,122,000 | 39.79 |
| 2014 | 42 | 374,000 | 3.1% | 17,517,000 | 46.84 |
| 2015 | 47 | 2,148,000 | 17.7% | 104,456,000 | 48.63 |
| 2016 | 21 | 772,000 | 6.4% | 35,041,000 | 45.39 |

(1) Excludes 492,000 square feet at 909 Third Avenue leased to the U.S. Post Office through 2038 (including six five-year renewal options) for which the annual escalated rent is \$10.82 per square foot.

Retail Space

(contained in
office buildings):

| | | | | Annual Escalated Rent of Expiring Leases | |
|----------------|--------------------------------------|---|--------------------|---|--------------------------------|
| | | | | Percentage of New York Office | Per Square Foot |
| Year | Number of Expiring Leases | Square Feet of Expiring Leases | Square Feet | Total | Foot |
| Month to month | 6 | 24,000 | 3.1% | \$975,000 | \$ 40.63 |
| 2007 | 3 | 14,000 | 1.8% | 502,000 | 35.86 |
| 2008 | 10 | 33,000 | 4.2% | 2,626,000 | 79.58 |
| 2009 | 4 | 18,000 | 2.3% | 3,058,000 | 169.89 |
| 2010 | 6 | 9,000 | 1.2% | 1,022,000 | 113.56 |
| 2011 | 4 | 19,000 | 2.5% | 935,000 | 49.21 |
| 2012 | 6 | 49,000 | 6.4% | 2,380,000 | 48.57 |
| 2013 | 10 | 40,000 | 5.1% | 4,365,000 | 109.13 |
| 2014 | 10 | 75,000 | 9.7% | 13,417,000 | 178.89 |
| 2015 | 9 | 31,000 | 4.0% | 6,271,000 | 202.29 |
| 2016 | 4 | 319,000 | 41.1% | 15,678,000 | 49.15 |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

New York Office Properties owned by us as of December 31, 2006:

| Location | Approximate Leasable Building Square Feet | Percent Leased | Encumbrances (in thousands) |
|--|--|-------------------|--------------------------------|
| NEW YORK (Manhattan) | | | |
| One Penn Plaza (ground leased through 2098) | 2,402,000 | 99.0% | \$ |
| Two Penn Plaza | 1,561,000 | 98.8% | 296,428 |
| 909 Third Avenue (ground leased through 2063) | 1,313,000 | 100.0% | 220,314 |
| Eleven Penn Plaza | 1,047,000 | 95.1% | 213,651 |
| 770 Broadway | 1,045,000 | 99.8% | 353,000 |
| 90 Park Avenue | 893,000 | 99.8% | |
| 888 Seventh Avenue (ground leased through 2067) | 841,000 | 97.1% | 318,554 |
| 330 Madison Avenue (25% interest) | 789,000 | 96.8% | 60,000 |
| 330 West 34th Street (ground leased through 2148) | 637,000 | 94.7% | |
| 1740 Broadway | 593,000 | 99.4% | |
| 350 Park Avenue | 538,000 | 100.0% | 430,000 |
| 150 East 58th Street (1) | 527,000 | 92.9% | |
| 20 Broad Street (ground leased through 2081) | 468,000 | 86.0% | |
| 866 United Nations Plaza | 348,000 | 93.4% | 45,467 |
| 640 Fifth Avenue | 316,000 | 97.3% | |
| 595 Madison Avenue (Fuller Building) | 311,000 | 97.5% | |
| 40 Fulton Street | 242,000 | 98.9% | |
| 57 th Street (50% interest) | 174,000 | 97.8% | 29,000 |
| 825 Seventh Avenue (50% interest) | 165,000 | 100.0% | 22,159 |
| 689 Fifth Avenue | 87,000 | 96.1% | |
| 40-42 Thompson Street | 28,000 | 100.0% | |
| NEW JERSEY | | | |
| Paramus | 128,000 | 86.5% | |
| Total Office Buildings | 14,453,000 | 97.5% | \$ 1,988,573 |
| Vornado's Ownership Interest | 13,692,000 | 97.5% | \$ 1,917,994 |

(1) Less than 10% of this property is ground leased.

Washington, DC Office Properties:

As of December 31, 2006, we own 91 properties aggregating 18.0 million square feet in the Washington, DC and Northern Virginia area consisting of 70 office buildings, 2 residential properties and a hotel property, and a 50% interest in 18 buildings through our acquisition of H Street Building Corporation. As of December 31, 2006, 3 buildings are out of service for redevelopment. We manage an additional 4.7 million square feet of office and other commercial properties. In addition, the Washington, DC Office Properties portfolio includes 22 garages totaling approximately 7.9 million square feet (27,000 spaces) which are managed by or leased to third parties. The garage space is excluded from the statistics provided in this section.

As of December 31, 2006, 27 percent of the space in the Washington, DC Office Properties portfolio is leased to various agencies of the U.S. government.

Occupancy and average annual escalated rent per square foot:

| As of December 31, | Rentable Square Feet | Occupancy Rate | Average Annual Escalated Rent Per Square Foot |
|-------------------------------|---------------------------------|-----------------------|--|
| 2006 | 18,015,000 | 92.2% | \$ 31.90 |
| 2005 | 17,727,000 | 91.2% | 31.49 |
| 2004 | 14,216,000 | 91.5% | 30.06 |
| 2003 | 13,963,000 | 93.9% | 29.64 |
| 2002 | 13,395,000 | 93.6% | 29.38 |

2006 rental revenue by tenants' industry:

| Industry | Percentage |
|------------------------------|-------------------|
| U.S. Government | 36% |
| Governmental Contractors | 26% |
| Legal Services | 8% |
| Communication | 4% |
| Membership Organizations | 3% |
| Manufacturing | 3% |
| Real Estate | 2% |
| Computer and Data Processing | 2% |
| Health Services | 2% |
| Business Services | 1% |
| Television Services | 1% |
| Education | 1% |
| Other | 11% |
| | 100% |

Washington, DC Office Properties leases are typically for four to seven year terms, and may provide for extension options at either pre-negotiated or market rates. Most leases provide for annual rental escalations throughout the lease term, plus recovery of increases in real estate taxes and certain property operating expenses over a base year. Annual rental escalations are typically based upon either fixed percentage

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

increases or the consumer price index. Leases also typically provide for tenant improvement allowances for all or a portion of the tenant's initial construction costs of its premises.

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

| Tenant | Square Feet Leased | 2006 Revenues | Percentage of Washington, DC Office Revenues | Percentage of Total Company Revenues |
|---|-------------------------------|--------------------------|---|---|
| U.S. Government (127 separate leases) | 4,697,000 | \$ 134,306,000 | 25% | 5.0% |
| Howrey Simon Arnold & White | 317,000 | 18,854,000 | 4% | 0.7% |
| Science Applications International Corp | 440,000 | 12,005,000 | 2% | 0.4% |
| TKC Communications | 309,000 | 11,677,000 | 2% | 0.4% |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

2006 Washington, DC Leasing Activity:

| Location | Square Feet | Average Initial Rent Per Square Foot⁽¹⁾ |
|----------------------------------|--------------------|---|
| Crystal City: | | |
| Crystal Park | 497,000 | \$ 34.45 |
| Crystal Square | 367,000 | 33.29 |
| Crystal Gateway | 172,000 | 34.42 |
| Crystal Plaza | 151,000 | 31.39 |
| Total Crystal City | 1,187,000 | 33.70 |
| Skylines | 370,000 | 28.14 |
| Commerce Executive | 130,000 | 24.23 |
| Tysons Dulles | 81,000 | 29.00 |
| Rosslyn Plaza (46% Interest) | 66,000 | 25.11 |
| Reston Executive | 64,000 | 28.46 |
| Courthouse Plaza | 54,000 | 32.72 |
| Bowen Building | 40,000 | 47.50 |
| 1140 Connecticut Avenue | 32,000 | 35.64 |
| 1101 17th Street | 29,000 | 36.28 |
| 1750 Pennsylvania | 26,000 | 34.59 |
| Democracy Plaza | 25,000 | 32.65 |
| 1730 M Street | 23,000 | 35.46 |
| 1150 17th Street | 10,000 | 35.57 |
| 1726 M Street | 9,000 | 36.57 |
| Arlington Plaza | 8,000 | 32.14 |
| Warner Building | 2,000 | 23.24 |
| Other partially owned properties | 8,000 | 33.00 |
| | 2,164,000 | 31.90 |

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

Lease expirations as of December 31, 2006 assuming none of the tenants exercise renewal options:

| Year | Number of Expiring Leases | Square Feet of Expiring Leases | Percentage of Washington, DC Office Square Feet | Annual Escalated Rent of Expiring Leases | |
|----------------|--|---|--|---|----------------------------|
| | | | | Total | Per Square Foot |
| Month to month | 86 | 541,000 | 3.6% | \$ 15,307,000 | \$ 28.30 |
| 2007 | 274 | 1,519,000 | 10.2% | 48,811,000 | 32.13 |
| 2008 | 211 | 1,493,000 | 10.0% | 46,727,000 | 31.30 |
| 2009 | 194 | 1,669,000 | 11.2% | 51,199,000 | 30.68 |
| 2010 | 159 | 1,490,000 | 10.0% | 47,100,000 | 31.62 |
| 2011 | 138 | 1,994,000 | 13.4% | 63,225,000 | 31.70 |
| 2012 | 55 | 1,049,000 | 7.0% | 34,035,000 | 32.45 |
| 2013 | 36 | 515,000 | 3.5% | 19,115,000 | 37.15 |
| 2014 | 29 | 680,000 | 4.6% | 18,767,000 | 27.60 |
| 2015 | 32 | 968,000 | 6.5% | 27,309,000 | 28.20 |
| 2016 | 20 | 689,000 | 4.6% | 22,438,000 | 32.57 |

Space previously occupied by the U.S. Patent and Trademark Office (PTO)

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

During 2004 and 2005, the PTO vacated 1,939,000 square feet of space at our Crystal City properties. Of this space, Crystal Plaza Two, Three and Four, aggregating 712,000 square feet was taken out of service for redevelopment. During 2006, the redevelopment of Crystal Plaza Three and Four, aggregating 531,000 square feet, was substantially completed, placed into service and re-leased. As of December 31, 2006, we have re-leased a total of 1,247,000 square feet of the former PTO space and 181,000 square feet, representing Crystal Plaza Two, remains out of service for conversion to a 19-story residential tower.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Washington, DC Office Properties owned by us as of December 31, 2006:

| Location/Complex | Number of Buildings | Approximate Leasable Building Square Feet | Percent Leased | Encumbrances (in thousands) |
|--|------------------------|---|-------------------|--------------------------------|
| Crystal City: | | | | |
| Crystal Park | 5 | 2,236,000 | 68.7% | \$ 201,013 |
| Crystal Gateway | 5 | 1,486,000 | 95.2% | 191,909 |
| Crystal Square | 4 | 1,443,000 | 98.5% | 185,239 |
| Crystal Plaza | | | | |
| (including Crystal Plaza Two, containing 181,000 square feet, is under development) | 7 | 1,259,000 | 88.0% | |
| Crystal Mall | | | | |
| (including Crystal Mall Two, containing 236,000 square feet, is under development) | 4 | 1,137,000 | 98.9% | 42,676 |
| Crystal City Hotel | 1 | 266,000 | 100.0% | |
| Crystal Drive Retail | 1 | 57,000 | 88.4% | |
| Total Crystal City | 27 | 7,884,000 | 87.4% | 620,837 |
| Skyline | 7 | 2,100,000 | 98.0% | 93,803 |
| Courthouse Plaza | | | | |
| (ground leased through 2062) | 2 | 624,000 | 97.5% | 74,413 |
| Warner Building | 1 | 603,000 | 93.1% | 292,700 |
| Reston Executive | 3 | 490,000 | 94.4% | 93,000 |
| Tysons Dulles | 3 | 479,000 | 95.6% | |
| One Skyline Tower | 1 | 473,000 | 100.0% | 61,555 |
| Commerce Executive | 3 | 389,000 | 99.8% | 50,522 |
| 2101 L Street | | | | |
| (under development) | 1 | 350,000 | | |
| 1750 Pennsylvania Avenue | 1 | 256,000 | 99.4% | 47,803 |
| Bowen Building | 1 | 232,000 | 99.7% | 115,022 |
| 1150 17th Street | 1 | 230,000 | 96.5% | 30,846 |
| Democracy Plaza I | | | | |
| (ground leased through 2084) | 1 | 211,000 | 96.9% | |
| 1101 17th Street | 1 | 210,000 | 97.1% | 25,545 |
| 1730 M Street | | | | |
| (ground leased through 2061) | 1 | 195,000 | 94.8% | 15,948 |
| Arlington Plaza | 1 | 188,000 | 11.4% | 19,162 |
| 1140 Connecticut Avenue | 1 | 184,000 | 99.3% | 18,893 |
| 1925 K Street, NW | 1 | 149,000 | 100.0% | 19,422 |
| 1726 M Street | 1 | 86,000 | 99.8% | |
| South Capitol | 3 | 56,000 | 100.0% | |
| Partially owned: | | | | |
| H Street equity interests (3.75% to 50% interests): | | | | |
| Owned by H Street | 13 | 1,224,000 | 96.7% | 62,167 |
| Owned by tenant on land leased from H Street | 5 | 814,000 | 100.0% | |
| Total | 18 | 2,038,000 | 98.0% | 62,167 |
| Rosslyn Plaza (46% interest) | 6 | 434,000 | 96.2% | 26,918 |
| Fairfax Square (20% interest) | 3 | 105,000 | 96.7% | 13,036 |
| Kaempfer equity interests | | | | |
| (2.5% to 5.0%) | 3 | 49,000 | 97.4% | 6,241 |
| Total Washington, DC | 91 | 18,015,000 | 92.2% | \$ 1,687,833 |

RETAIL PROPERTIES SEGMENT

As of December 31, 2006, we own 158 retail properties, of which 131 are strip shopping centers located primarily in the Northeast and Mid-Atlantic, and in California; 8 are regional malls located in New York, New Jersey, Virginia and San Juan, Puerto Rico; and 19 are retail properties located in New York City. Our strip shopping centers and malls are generally located on major regional highways in mature, densely populated areas. We believe these properties attract consumers from a regional, rather than a neighborhood market place because of their location on regional highways.

Strip Shopping Centers:

Our strip shopping centers contain an aggregate of 13.0 million square feet and are substantially (over 80%) leased to large stores (over 20,000 square feet). Tenants include destination retailers such as discount department stores, supermarkets, home improvement stores, discount apparel stores and membership warehouse clubs. Tenants typically offer basic consumer necessities such as food, health and beauty aids, moderately priced clothing, building materials and home improvement supplies, and compete primarily on the basis of price and location.

Regional Malls:

The Green Acres Mall in Long Island, New York contains 1.8 million square feet, and is anchored by Sears, J.C. Penney, Macy's and Macy's Furniture Gallery, Wal-Mart and a BJ's Wholesale Club. We are renovating the interior and exterior of the mall and constructing 100,000 square feet of free-standing retail space and parking decks. The expansion and renovation are expected to be completed during 2007.

The Monmouth Mall in Eatontown, New Jersey, owned 50% by us, contains 1.4 million square feet and is anchored by Macy's, Lord & Taylor, J.C. Penney and Boscov's, three of which own their stores aggregating 719,000 square feet. The joint venture plans to construct 80,000 square feet of free-standing retail space in the mall complex, subject to governmental approvals. The expansion is expected to be completed during 2008.

The Springfield Mall in Springfield, Virginia contains 1.4 million square feet and is anchored by Macy's, and J.C. Penney and Target who own their stores aggregating 390,000 square feet. We intend to redevelop, reposition and re-tenant the mall and have committed to spend \$25,000,000 in capital expenditures over a six-year period through January 31, 2012.

The Broadway Mall in Hicksville, Long Island, New York contains 1.1 million square feet and is anchored by Macy's, Ikea, Multiplex Cinema and Target, which owns its store containing 141,000 square feet.

The Bergen Town Center in Paramus, New Jersey, as currently exists, contains 900,000 square feet. We plan to demolish approximately 300,000 square feet and construct approximately 500,000 square feet of retail space, which will bring the total square footage of the mall to approximately 1,100,000, subject to government approvals. As of December 31, 2006, we have taken 510,000 square feet out of service for redevelopment. We have leased 416,000 square feet to Century 21, Whole Foods and Target (ground leased). The expansion and renovations, as planned, are expected to be completed during 2008.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

The South Hills Mall in Poughkeepsie, New York contains 668,000 square feet and is anchored by Kmart and Burlington Coat Factory. We plan to redevelop the property as a strip shopping center, subject to governmental approvals.

The Montehiedra Mall in San Juan, Puerto Rico contains 563,000 square feet and is anchored by Home Depot, Kmart, and Marshalls.

The Las Catalinas Mall in San Juan, Puerto Rico, contains 496,000 square feet and is anchored by Kmart and Sears, which owns its 140,000 square foot store.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Occupancy and average annual base rent per square foot:

At December 31, 2006, the aggregate occupancy rate for the 19,264,000 square feet of Retail Properties was 92.7%.

Strip Centers:

| As of December 31, | Rentable Square Feet | Occupancy Rate | Average Annual Base Rent Per Square Foot |
|--------------------|-------------------------|----------------|--|
| 2006 | 12,933,000 | 92.9% | \$ 13.48 |
| 2005 | 10,750,000 | 95.5% | 12.07 |
| 2004 | 9,931,000 | 94.5% | 12.00 |
| 2003 | 8,798,000 | 92.3% | 11.91 |
| 2002 | 9,295,000 | 85.7% | 11.11 |

Regional Malls:

| As of December 31, | Rentable Square Feet | Occupancy Rate | Average Annual Base Rent Per Square Foot | |
|--------------------|-------------------------|-------------------|---|----------|
| | | | Mall Tenants | Total |
| 2006 | 5,640,000 | 93.4% | \$ 32.64 | \$ 18.12 |
| 2005 | 4,817,000 | 96.2% | 31.83 | 18.24 |
| 2004 | 3,766,000 | 93.1% | 33.05 | 17.32 |
| 2003 | 3,766,000 | 94.1% | 31.08 | 16.41 |
| 2002 | 2,875,000 | 95.4% | 27.79 | 17.15 |

Manhattan Retail:

Manhattan retail is comprised of 19 properties containing 691,000 square feet, which were 83.6% occupied at December 31, 2006.

2006 rental revenue by type of retailer:

| Industry | Percentage |
|---------------------------------------|------------|
| Department Stores | 17% |
| Supermarkets | 11% |
| Family Apparel | 11% |
| Women's Apparel | 7% |
| Home Improvement | 6% |
| Restaurants | 6% |
| Home Entertainment and Electronics | 6% |
| | 5% |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

| | |
|-------------------|------|
| Banking and Other | |
| Business Services | |
| Home Furnishings | 3% |
| Personal services | 3% |
| Sporting Goods | 2% |
| Other | 23% |
| | 100% |

Shopping center lease terms range from five years or less in some instances for smaller tenant spaces to as long as 25 years for major tenants. Leases generally provide for additional rents based on a percentage of tenants' sales and pass through to tenants the tenants' share of all common area charges (including roof and structure in strip shopping centers, unless it is the tenant's direct responsibility), real estate taxes and insurance costs and certain capital expenditures. Percentage rent accounted for less than 1% of total shopping center revenues in 2006. None of the tenants in the Retail segment accounted for more than 10% of our 2006 total revenues.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Tenants accounting for 2% or more of 2006 Retail Properties total revenues:

| Tenant | Square Feet Leased | 2006 Revenues | Percentage of Retail Revenues | Percentage of Total Company Revenues |
|---|-----------------------|------------------|-------------------------------------|---|
| Wal-Mart/Sam's Wholesale | 1,599,000 | \$ 14,887,000 | 3.7% | 0.5% |
| The Home Depot, Inc | 758,000 | 12,793,000 | 3.2% | 0.5% |
| Stop & Shop Companies, Inc. (Stop & Shop) | 320,000 | 9,948,000 | 2.5% | 0.4% |
| Hennes & Mauritz | 83,000 | 9,583,000 | 2.4% | 0.4% |
| Federated Department Stores | 1,031,000 | 9,430,000 | 2.4% | 0.3% |
| The TJX Companies, Inc. | 455,000 | 7,824,000 | 2.0% | 0.3% |

Lease expirations as of December 31, 2006 assuming none of the tenants exercise renewal options:

| Year | Number of Expiring Leases | Square Feet of Expiring Leases | Percentage of Retail Square Feet | Annual Escalated Rent of Expiring Leases Total | Per Square Foot |
|----------------|---------------------------------|--------------------------------------|--|--|--------------------|
| Month to month | 153 | 283,000 | 2.8% | \$ 5,502,000 | \$ 19.48 |
| 2007 | 187 | 702,000 | 6.9% | 15,636,000 | 22.26 |
| 2008 | 181 | 1,389,000 | 13.7% | 23,790,000 | 17.13 |
| 2009 | 152 | 939,000 | 9.3% | 18,186,000 | 19.36 |
| 2010 | 112 | 881,000 | 8.7% | 17,135,000 | 19.44 |
| 2011 | 134 | 1,309,000 | 12.9% | 22,684,000 | 17.34 |
| 2012 | 70 | 748,000 | 7.4% | 11,864,000 | 15.86 |
| 2013 | 96 | 1,094,000 | 10.8% | 19,009,000 | 17.37 |
| 2014 | 80 | 1,038,000 | 10.3% | 18,760,000 | 18.08 |
| 2015 | 93 | 765,000 | 7.6% | 16,108,000 | 21.07 |
| 2016 | 86 | 973,000 | 9.6% | 17,467,000 | 17.95 |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

2006 Retail Properties Leasing Activity:

| Location | Square Feet | Average Initial Rent Per Square Foot ⁽¹⁾ |
|---|--------------------|--|
| North Bergen, NJ | 264,000 | \$ 15.61 |
| Garfield, NJ | 135,000 | 7.41 |
| Bricktown, NJ | 105,000 | 13.22 |
| Springfield Mall, Springfield VA | 62,000 | 20.72 |
| Totowa, NJ | 45,000 | 16.24 |
| Green Acres Mall, Valley Stream, NY | 45,000 | 36.02 |
| York, PA | 38,000 | 7.70 |
| Monmouth Mall, Eatontown, NJ (50%) | 37,000 | 34.22 |
| Montehiedra Mall, Puerto Rico | 34,000 | 49.10 |
| Towson, MD | 34,000 | 19.51 |
| North Plainfield, NJ | 32,000 | 19.82 |
| Allentown, PA | 31,000 | 18.25 |
| Marlton, NJ | 30,000 | 25.51 |
| Gun Hill Road, Bronx, NY | 30,000 | 26.00 |
| Hackensack, NJ | 26,000 | 22.40 |
| Eatontown, NJ | 23,000 | 26.58 |
| Broomall, PA | 20,000 | 18.29 |
| Queens, NY | 20,000 | 28.06 |
| Staten Island, NY | 19,000 | 22.72 |
| South Hills Mall, Poughkeepsie, NY | 15,000 | 10.38 |
| Bergen Town Center, Paramus, NJ | 14,000 | 23.00 |
| Springfield, MA | 13,000 | 13.36 |
| Las Catalinas Mall, Puerto Rico | 12,000 | 60.57 |
| Bensalem, PA | 11,000 | 18.18 |
| Bethlehem, PA | 10,000 | 15.38 |
| Woodbridge, NJ | 10,000 | 32.36 |
| Middletown, NJ | 8,000 | 23.98 |
| Broadway Mall, Hicksville, NY | 7,000 | 45.35 |
| 25 West 14 th Street, New York, NY | 7,000 | 91.89 |
| Rockaway, NJ | 6,000 | 25.69 |
| Cherry Hill, NJ | 5,000 | 19.00 |
| Morris Plains, NJ | 5,000 | 28.67 |
| East Hanover, NJ | 4,000 | 25.78 |
| Inwood, NY | 4,000 | 25.00 |
| Lawnside, NJ | 3,000 | 16.81 |
| Glen Burnie, MD | 3,000 | 9.55 |
| Delran, NJ | 3,000 | 17.07 |
| Jersey City, NJ | 3,000 | 38.00 |
| Watchung, NJ | 3,000 | 15.00 |
| 40 East 66 th Street, New York, NY | 3,000 | 696.32 |
| 828-850 Madison Avenue, New York, NY | 2,000 | 715.83 |
| East Hanover II, NJ | 2,000 | 28.00 |
| Amherst, NY | 1,000 | 21.25 |
| | 1,184,000 | 22.79 |

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

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Retail Properties owned by us as of December 31, 2006:

| Location | Approximate Leasable Building Square Footage | | | Owned by Tenant on Land Leased from Company | Percent Leased | Encumbrances (in thousands) |
|---|---|---------------------|-----------|---|-------------------|--------------------------------|
| | Total Property | Owned by Company | | | | |
| REGIONAL MALLS: | | | | | | |
| Green Acres Mall, Valley Stream, NY (10% ground and building leased through 2039) (excludes 212,000 square feet in development) | 1,620,000 | 1,497,000 | 123,000 | | 92.6% | \$ 140,391 |
| Bergen Town Center, Paramus, NJ (excludes 857,000 square feet in development) | 386,000 | 386,000 | | | 100.0% | |
| Springfield Mall, Springfield, VA (97.5% ownership) | 1,403,000 | (1) 1,013,000 | | | 83.2% | 193,501 |
| Broadway Mall, Hicksville, NY | 1,140,000 | (1) 764,000 | 235,000 | | 95.6% | 99,154 |
| Monmouth Mall, Eatontown, NJ (50% ownership) (excludes 50,000 square feet in development) | 1,422,000 | (1) 703,000 | | | 94.0% | 165,000 |
| South Hills Mall, Poughkeepsie, NY (excludes 291,000 square feet in development) | 377,000 | 377,000 | | | 100.0% | |
| Montehiedra, Puerto Rico | 563,000 | 563,000 | | | 99.5% | 120,000 |
| Las Catalinas, Puerto Rico | 496,000 | (1) 356,000 | | | 95.4% | 63,402 |
| Total Regional Malls | 7,407,000 | 5,659,000 | 358,000 | | 93.6% | \$ 781,448 |
| Vornado's ownership interest | 5,640,000 | 5,282,000 | 358,000 | | 93.4% | \$ 694,110 |
| STRIP SHOPPING CENTERS: | | | | | | |
| NEW JERSEY | | | | | | |
| North Bergen Ground-up Development (Tonnel Avenue) (excludes 410,000 square feet in development) | | | | | | \$ |
| East Hanover I and II | 353,000 | 347,000 | 6,000 | | 100.0% | 25,978 (2) |
| Totowa | 317,000 | 178,000 | 139,000 | | 100.0% | 28,113 (2) |
| Union | 279,000 | 120,000 | 159,000 | | 98.4% | 31,928 (2) |
| Bricktown | 276,000 | 273,000 | 3,000 | | 100.0% | 15,518 (2) |
| Hackensack | 273,000 | 207,000 | 66,000 | | 97.0% | 23,805 (2) |
| Cherry Hill | 264,000 | 58,000 | 206,000 | | 99.2% | 14,272 (2) |
| Jersey City | 236,000 | 66,000 | 170,000 | | 100.0% | 18,224 (2) |
| Middletown | 232,000 | 180,000 | 52,000 | | 98.9% | 15,655 (2) |
| East Brunswick I | 231,000 | 221,000 | 10,000 | | 100.0% | 21,668 (2) |
| Woodbridge | 227,000 | 87,000 | 140,000 | | 100.0% | 21,044 (2) |
| North Plainfield (ground leased through 2060) | 219,000 | 219,000 | | | 89.5% | 10,359 (2) |
| Manalapan | 198,000 | 196,000 | 2,000 | | 100.0% | 11,927 (2) |
| East Brunswick II | 196,000 | 33,000 | 163,000 | | 100.0% | 7,926 (2) |
| Marlton | 181,000 | 174,000 | 7,000 | | 100.0% | 11,597 (2) |
| Bordentown | 179,000 | 179,000 | | | 100.0% | 7,679 (2) |
| Morris Plains | 178,000 | 177,000 | 1,000 | | 97.9% | 11,460 (2) |
| Delran | 171,000 | 168,000 | 3,000 | | 95.5% | 6,117 (2) |
| Lodi (Route 17 North) | 171,000 | 171,000 | | | 100.0% | 8,937 (2) |
| Dover | 167,000 | 167,000 | | | 97.5% | 6,994 (2) |
| Watchung | 166,000 | 50,000 | 116,000 | | 85.8% | 12,882 (2) |
| Lawnside | 145,000 | 142,000 | 3,000 | | 100.0% | 10,084 (2) |
| Kearny | 104,000 | 32,000 | 72,000 | | 100.0% | 3,558 (2) |
| Turnersville | 96,000 | 89,000 | 7,000 | | 100.0% | 3,889 (2) |
| Lodi (Washington Street) | 85,000 | 85,000 | | | 100.0% | 11,522 (2) |
| North Bergen | 63,000 | 7,000 | 56,000 | | 100.0% | 3,773 (2) |
| Eatontown | 30,000 | 30,000 | | | 100.0% | |
| Montclair | 18,000 | 18,000 | | | 100.0% | 1,831 (2) |
| Total New Jersey | 5,055,000 | 3,674,000 | 1,381,000 | | | 346,740 |
| PENNSYLVANIA | | | | | | |
| Allentown | 627,000 | 270,000 | 357,000 | | 100.0% | 22,123 (2) |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

| | | | | | | |
|---|---------|---------|---------|--------|-------|-----|
| Philadelphia (excludes 80,000 square feet in development) | 350,000 | 350,000 | | 96.6% | 8,522 | (2) |
| Lancaster | 228,000 | 58,000 | 170,000 | 100.0% | | |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

| Location | Approximate Leasable Building Square Footage | | | Owned by Tenant on Land Leased from Company | Percent Leased | Encumbrances (in thousands) | |
|---|---|---------------------|---------|---|-------------------|--------------------------------|--|
| | Total Property | Owned by Company | | | | | |
| Bensalem | 184,000 | 176,000 | 8,000 | | 100.0% | 6,113 (2) | |
| Broomall | 169,000 | 147,000 | 22,000 | | 100.0% | 9,303 (2) | |
| Bethlehem | 167,000 | 164,000 | 3,000 | | 99.0% | 3,869 (2) | |
| Upper Moreland | 122,000 | 122,000 | | | 100.0% | 6,614 (2) | |
| York | 110,000 | 110,000 | | | 100.0% | 3,912 (2) | |
| Levittown | 105,000 | 105,000 | | | 100.0% | 3,126 (2) | |
| Glenolden | 102,000 | 10,000 | 92,000 | | 100.0% | 6,978 (2) | |
| Wilkes-Barre (ground and building leased through 2040) | 81,000 | 81,000 | | | 50.1% | | |
| Wyomissing (ground and building leased through 2065) | 79,000 | 79,000 | | | 85.2% | | |
| Total Pennsylvania | 2,324,000 | 1,672,000 | 652,000 | | | 70,560 | |
| NEW YORK | | | | | | | |
| Buffalo (Amherst) (ground leased through 2017) | 297,000 | 185,000 | 112,000 | | 63.9% | 6,669 (2) | |
| Rochester | 205,000 | | 205,000 | | 100.0% | | |
| Freeport (437 East Sunrise Highway) | 167,000 | 167,000 | | | 100.0% | 14,087 (2) | |
| Staten Island | 165,000 | 165,000 | | | 95.6% | 19,232 | |
| Rochester (Henrietta) (ground leased through 2056) | 158,000 | 158,000 | | | 67.1% | | |
| Albany (Menands) | 140,000 | 140,000 | | | 74.0% | 5,918 (2) | |
| New Hyde Park (ground and building leased through 2029) | 101,000 | 101,000 | | | 100.0% | 7,110 (2) | |
| Inwood | 100,000 | 100,000 | | | 94.1% | | |
| North Syracuse (ground and building leased through 2014) | 98,000 | | 98,000 | | 100.0% | | |
| Bronx (excludes 56,000 square feet in development) | 11,000 | 11,000 | | | 100.0% | | |
| Queens | 58,000 | 58,000 | | | 98.7% | | |
| Total New York | 1,500,000 | 1,085,000 | 415,000 | | | 53,016 | |
| MARYLAND | | | | | | | |
| Baltimore (Towson) | 152,000 | 152,000 | | | 71.1% | 10,841 (2) | |
| Annapolis (ground and building leased through 2042) | 128,000 | 128,000 | | | 100.0% | | |
| Glen Burnie | 121,000 | 65,000 | 56,000 | | 100.0% | 5,579 (2) | |
| Rockville | 94,000 | 94,000 | | | 100.0% | 14,883 | |
| Total Maryland | 495,000 | 439,000 | 56,000 | | | 31,303 | |
| MASSACHUSETTS | | | | | | | |
| Chicopee | 156,000 | | 156,000 | | 100.0% | | |
| Springfield | 146,000 | 29,000 | 117,000 | | 100.0% | 2,974 (2) | |
| Milford (ground and building leased through 2019) | 83,000 | 83,000 | | | 100.0% | | |
| Total Massachusetts | 385,000 | 112,000 | 273,000 | | | 2,974 | |
| CALIFORNIA | | | | | | | |
| San Jose (45% ownership) (excludes 646,000 square feet in development) | | | | | | 50,659 | |
| Beverly Connection, Los Angeles (50% ownership) (excludes 47,000 square feet in development) | 191,000 | 191,000 | | | 100.0% | 170,000 | |
| San Francisco (275 Sacramento Street) | 76,000 | 76,000 | | | 100.0% | | |
| San Francisco (340 Pine Street) (95% ownership) | 54,000 | 54,000 | | | 69.9% | | |
| San Francisco (3700 Geary Boulevard) | 30,000 | 30,000 | | | 100.0% | | |
| Walnut Creek | 29,000 | 29,000 | | | 100.0% | | |
| Total California | 380,000 | 380,000 | | | | 220,659 | |
| CONNECTICUT | | | | | | | |
| Newington | 188,000 | 43,000 | 145,000 | | 100.0% | 6,231 (2) | |
| Waterbury | 148,000 | 143,000 | 5,000 | | 100.0% | 5,874 (2) | |
| Total Connecticut | 336,000 | 186,000 | 150,000 | | | 12,105 | |
| VIRGINIA | | | | | | | |
| Norfolk (ground and building leased through 2069) | 114,000 | 114,000 | | | 100.0% | | |
| MICHIGAN | | | | | | | |
| Roseville | 104,000 | 104,000 | | | 100.0% | | |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

| Location | Approximate Leasable Building Square Footage | | Owned by Tenant on Land Leased from | Percent Leased | Encumbrances (in thousands) |
|--|---|---------------------|--|-------------------|--------------------------------|
| | Total Property | Owned by Company | Company | | |
| WASHINGTON, DC 3040 M Street | 42,000 | 42,000 | | 100.0% | |
| NEW HAMPSHIRE Salem (ground leased through 2102) | 37,000 | | 37,000 | 100.0% | |
| CALIFORNIA SUPERMARKETS: | | | | | |
| Colton | 73,000 | 73,000 | | 100.0% | |
| Riverside | 42,000 | 42,000 | | 100.0% | |
| San Bernardino | 40,000 | 40,000 | | 100.0% | |
| Riverside | 39,000 | 39,000 | | 100.0% | |
| Mojave (ground leased through 2079) | 34,000 | 34,000 | | 100.0% | |
| Corona (ground leased through 2079) | 33,000 | 33,000 | | 100.0% | |
| Yucaipa | 31,000 | 31,000 | | 100.0% | |
| Barstow | 30,000 | 30,000 | | 100.0% | |
| Moreno Valley | 30,000 | 30,000 | | 100.0% | |
| San Bernardino | 30,000 | 30,000 | | 100.0% | |
| Beaumont | 29,000 | 29,000 | | 100.0% | |
| Calimesa | 29,000 | 29,000 | | 100.0% | |
| Desert Hot Springs | 29,000 | 29,000 | | 100.0% | |
| Rialto | 29,000 | 29,000 | | 100.0% | |
| Anaheim | 26,000 | 26,000 | | 100.0% | |
| Colton | 26,000 | 26,000 | | 100.0% | |
| Fontana | 26,000 | 26,000 | | 100.0% | |
| Garden Grove | 26,000 | 26,000 | | 100.0% | |
| Orange | 26,000 | 26,000 | | 100.0% | |
| Santa Ana | 26,000 | 26,000 | | 100.0% | |
| Westminster | 26,000 | 26,000 | | 100.0% | |
| Ontario | 24,000 | 24,000 | | 100.0% | |
| Rancho Cucamonga | 24,000 | 24,000 | | 100.0% | |
| Costa Mesa | 18,000 | 18,000 | | 100.0% | |
| Costa Mesa | 17,000 | 17,000 | | 100.0% | |
| Total California Supermarkets | 763,000 | 763,000 | | | |
| PROPERTIES ACQUIRED FROM TOYS R US | | | | | |
| Wheaton, MD (ground leased through 2060) | 66,000 | 66,000 | | 100.0% | |
| San Francisco, CA (2675 Geary Street) (ground and building leased through 2043) | 55,000 | 55,000 | | 100.0% | |
| Coral Springs, FL | 53,000 | 53,000 | | 100.0% | |
| Battle Creek, MI | 47,000 | 47,000 | | | |
| Bourbonnais, IL | 47,000 | 47,000 | | 100.0% | |
| Commack, NY (ground and building leased through 2021) | 47,000 | 47,000 | | 59.0% | |
| Lansing, IL | 47,000 | 47,000 | | | |
| Springdale, OH (ground and building leased through 2046) | 47,000 | 47,000 | | | |
| Arlington Heights, IL (ground and building leased through 2043) | 46,000 | 46,000 | | 100.0% | |
| Dewitt, NY (ground leased through 2041) | 46,000 | 46,000 | | 100.0% | |
| Littleton, CO | 46,000 | 46,000 | | 100.0% | |
| Redding CA | 46,000 | 46,000 | | 49.7% | |
| Abilene, TX | 45,000 | 45,000 | | | |
| Antioch, TN | 45,000 | 45,000 | | 100.0% | |
| Charleston, SC (ground leased through 2063) | 45,000 | 45,000 | | 100.0% | |
| Dorchester, MA | 45,000 | 45,000 | | 100.0% | |
| Federal Way, WA | 45,000 | 45,000 | | | |
| Signal Hill, CA | 45,000 | 45,000 | | 100.0% | |
| Tampa, FL | 45,000 | 45,000 | | | |
| Vallejo, CA (ground leased through 2043) | 45,000 | 45,000 | | 100.0% | |
| San Antonio, TX (ground and building leased through 2041) | 43,000 | 43,000 | | 100.0% | |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

| | | | |
|--|--------|--------|-------|
| Fond Du Lac, WI (ground leased through 2073) | 42,000 | 42,000 | 56.9% |
|--|--------|--------|-------|

39

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

| Location | Total Property | Approximate Leasable Building Square Footage | | Percent Leased | Encumbrances (in thousands) |
|---|-------------------|--|--|-------------------|--------------------------------|
| | | Owned by Company | Owned by Tenant on Land Leased from Company | | |
| Chicago, IL | | | | | |
| (ground and building leased through 2051) Springfield, PA | 41,000 | 41,000 | | 100.0% | |
| (ground and building leased through 2025) Tyson s Corner, VA | 41,000 | 41,000 | | 100.0% | |
| (ground and building leased through 2035) Freeport, NY (240 West Sunrise Highway) | 38,000 | 38,000 | | 100.0% | |
| (ground and building leased through 2040) Owensboro, KY | 37,000 | 37,000 | | | |
| (ground and building leased through 2046) Dubuque, IA (ground leased through 2043) | 32,000 | 32,000 | | 100.0% | |
| Grand Junction, CO | 31,000 | 31,000 | | 100.0% | |
| Holland, MI | 31,000 | 31,000 | | 100.0% | |
| Merced, CA | 31,000 | 31,000 | | 86.5% | |
| Midland, MI (ground leased through 2043) | 31,000 | 31,000 | | 74.2% | |
| Texarkana, TX (ground leased through 2043) | 31,000 | 31,000 | | | |
| Victoria, TX | 31,000 | 31,000 | | | |
| Vero Beach, FL | 30,000 | 30,000 | | 100.0% | |
| San Angelo, TX | 23,000 | 23,000 | | | |
| Total Properties Acquired From Toys R Us | 1,497,000 | 1,497,000 | | | |
| Total Strip Centers | 13,032,000 | 10,068,000 | 2,964,000 | 92.9% | \$ 737,357 |
| Vornado s ownership interest | 12,933,000 | 9,969,000 | 2,964,000 | 92.9% | \$ 624,495 |
| NEW YORK CITY RETAIL: | | | | | |
| 4 Union Square South | 198,000 | 198,000 | | 100.0% | \$ |
| 1540 Broadway | 154,000 | 154,000 | | 58.8% | |
| 478-486 Broadway (50% ownership) | 85,000 | 85,000 | | 68.9% | 20,000 |
| 25 West 14 th Street | 62,000 | 62,000 | | 100.0% | |
| 435 Seventh Avenue | 43,000 | 43,000 | | 100.0% | |
| 692 Broadway | 36,000 | 36,000 | | | |
| 1135 Third Avenue | 25,000 | 25,000 | | 100.0% | |
| 715 Lexington Avenue (ground leased thru 2041) | 23,000 | 23,000 | | 100.0% | |
| 7 West 34 th Street | 22,000 | 22,000 | | 100.0% | |
| 828-850 Madison Avenue | 18,000 | 18,000 | | 100.0% | 80,000 |
| 484 Eighth Avenue | 14,000 | 14,000 | | 100.0% | |
| 211-217 Columbus Avenue | 11,000 | 11,000 | | 100.0% | |
| 40 East 66 th Street | 10,000 | 10,000 | | 100.0% | |
| 387 West Broadway | 9,000 | 9,000 | | 100.0% | |
| 677-679 Madison Avenue | 8,000 | 8,000 | | 100.0% | |
| 968 Third Avenue (50% ownership) | 6,000 | 6,000 | | 100.0% | |
| 122-124 Spring Street | 5,000 | 5,000 | | 100.0% | |
| 386 West Broadway | 4,000 | 4,000 | | 100.0% | 4,813 |
| 825 Seventh Avenue | 4,000 | 4,000 | | 100.0% | |
| Total New York City (Manhattan) Retail | 737,000 | 737,000 | | 82.8% | \$ 104,813 |
| Vornado s ownership interest | 691,000 | 691,000 | | 83.6% | \$ 94,813 |
| Total Retail Properties | 21,176,000 | 16,464,000 | 3,322,000 | 92.8% | \$ 1,623,618 |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

| | | | | | |
|-------------------------------------|-------------------|-------------------|------------------|--------------|---------------------|
| Vornado's Ownership Interest | 19,264,000 | 15,942,000 | 3,322,000 | 92.7% | \$ 1,413,418 |
| ASSETS HELD FOR SALE: | | | | | |
| Vineland, New Jersey | 143,000 | 143,000 | | | |

-
- (1) Includes square footage of anchors who own their own land and building.
(2) These encumbrances are cross-collateralized under a blanket mortgage in the amount of \$463,135,000 as of December 31, 2006.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

MERCHANDISE MART PROPERTIES SEGMENT

As of December 31, 2006, we own a portfolio of 9 Merchandise Mart properties containing an aggregate of 9.2 million square feet. The Merchandise Mart properties also contain eight parking garages totaling 1.2 million square feet (3,800 spaces). The garage space is excluded from the statistics provided in this section.

Square feet by location and use as of December 31, 2006.

| (Amounts in thousands) | Showroom | | | | Temporary | |
|-----------------------------------|-----------------|---------------|--------------|------------------|-------------------|---------------|
| | Total | Office | Total | Permanent | Trade Show | Retail |
| Chicago, Illinois | | | | | | |
| Merchandise Mart | 3,449 | 1,041 | 2,345 | 1,959 | 386 | 63 |
| 350 West Mart Center | 1,208 | 1,083 | 125 | 125 | | |
| Other | 19 | | | | | 19 |
| Total Chicago, Illinois | 4,676 | 2,124 | 2,470 | 2,084 | 386 | 82 |
| HighPoint, North Carolina | | | | | | |
| Market Square Complex | 1,750 | 12 | 1,723 | 1,180 | 543 | 15 |
| National Furniture Mart | 259 | | 259 | 259 | | |
| Total HighPoint, North Carolina | 2,009 | 12 | 1,982 | 1,439 | 543 | 15 |
| Washington, DC | | | | | | |
| Washington Design Center | 391 | 70 | 321 | 321 | | |
| Washington Office Center | 398 | 365 | | | | 33 |
| Total Washington, DC | 789 | 435 | 321 | 321 | | 33 |
| Los Angeles, California | | | | | | |
| L.A. Mart | 780 | | 780 | 726 | 54 | |
| Boston, Massachusetts | | | | | | |
| Boston Design Center | 554 | 143 | 405 | 405 | | 6 |
| New York, New York | | | | | | |
| 7 West 34 th Street | 412 | | 412 | 412 | | |
| Total Merchandise Mart Properties | 9,220 | 2,714 | 6,370 | 5,387 | 983 | 136 |
| Occupancy rate | 94.8% | 97.4% | 93.6% | | | 95.4% |

Office Space

Occupancy and average annual escalated rent per square foot:

| As of December 31, | Rentable | Occupancy Rate | Average Annual |
|---------------------------|--------------------------|-----------------------|------------------------|
| 2006 | Square Feet | | Escalated Rent |
| | | | Per Square Foot |
| | 2,714,000 ⁽¹⁾ | 97.4% | \$ 25.64 |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

| | | | |
|------|-----------|-------|-------|
| 2005 | 3,100,000 | 97.0% | 26.42 |
| 2004 | 3,261,000 | 96.5% | 27.59 |
| 2003 | 3,249,000 | 93.6% | 27.73 |
| 2002 | 3,262,000 | 92.8% | 26.32 |

(1) In March 2006, we sold 33 North Dearborn Street, a 336,000 square foot office building located in Chicago, Illinois.

Merchandise Mart Properties 2006 office rental revenues by tenants industry:

| Industry | Percentage |
|--------------------|-------------------|
| Government | 24% |
| Service | 23% |
| Banking | 15% |
| Telecommunications | 13% |
| Education | 7% |
| Publications | 5% |
| Pharmaceutical | 5% |
| Insurance | 4% |
| Other | 4% |
| | 100% |

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

Office tenants accounting for 2% or more of Merchandise Mart Properties' 2006 total revenues:

| Tenant | Square Feet Leased | 2006 Revenues | Percentage of Segment Revenues | Percentage of Total Company Revenues |
|-----------------|-------------------------------|--------------------------|---|---|
| U.S. Government | 359,000 | \$ 12,685,000 | 4.7% | 0.5% |
| SBC Ameritech | 234,000 | 7,244,000 | 2.7% | 0.3% |
| WPP Group | 260,000 | 6,345,000 | 2.3% | 0.2% |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

2006 leasing activity Merchandise Mart Properties office space:

| | Square Feet | Average Initial Rent Per Square Foot (1) |
|--------------------------|-------------|--|
| Boston Design Center | 62,000 | \$ 20.35 |
| 350 West Mart Center | 44,000 | 18.23 |
| Merchandise Mart | 29,000 | 23.04 |
| Washington Office Center | 22,000 | 40.25 |
| Washington Design Center | 15,000 | 38.46 |
| Other | 6,000 | 17.75 |
| Total | 178,000 | 24.24 |

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

Lease expirations for Merchandise Mart Properties office space as of December 31, 2006 assuming none of the tenants exercise renewal options:

| Year | Number of Expiring Leases | Square Feet of Expiring Leases | Percentage of Merchandise Mart Office Square Feet | Annual Escalated Rent of Expiring Leases | |
|----------------|------------------------------|-----------------------------------|---|---|-----------------|
| | | | | Total | Per Square Foot |
| Month to month | 10 | 14,000 | 0.5% | \$ 149,000 | \$ 10.91 |
| 2007 | 10 | 250,000 | 9.5% | 6,312,000 | 25.20 |
| 2008 | 13 | 209,000 | 7.9% | 6,168,000 | 29.58 |
| 2009 | 6 | 216,000 | 8.2% | 7,123,000 | 32.92 |
| 2010 | 11 | 386,000 | 14.6% | 13,031,000 | 33.78 |
| 2011 | 11 | 218,000 | 8.2% | 7,310,000 | 33.56 |
| 2012 | 9 | 101,000 | 3.8% | 2,719,000 | 27.02 |
| 2013 | 7 | 54,000 | 2.0% | 1,761,000 | 32.88 |
| 2014 | 10 | 170,000 | 6.4% | 6,566,000 | 38.54 |
| 2015 | 6 | 128,000 | 4.8% | 2,761,000 | 21.53 |
| 2016 | 5 | 117,000 | 4.4% | 2,729,000 | 23.30 |

Showroom Space

The showrooms provide manufacturers and wholesalers with permanent and temporary space in which to display products for buyers, specifiers and end users. The showrooms are also used for hosting trade shows for the contract furniture, casual furniture, gift, carpet, crafts, apparel and design industries. Merchandise Mart Properties own and operate five of the leading furniture and gift trade shows, including the contract furniture industry's largest trade show, NeoCon, which attracts over 50,000 attendees each June and is hosted at the Merchandise Mart building in Chicago. The Market Square Complex co-hosts the home furniture industry's semi-annual (April and October) market weeks which occupy over 12 million square feet in the High Point, North Carolina region.

Occupancy and average escalated rent per square foot:

| As of December 31, | Rentable Square Feet | Occupancy Rate | Average Annual Escalated Rent Per Square Foot |
|-------------------------------|---------------------------------|-----------------------|--|
| 2006 | 6,370,000 | 93.6% | \$ 25.17 |
| 2005 | 6,290,000 | 94.7% | 24.04 |
| 2004 | 5,589,000 | 97.6% | 23.08 |
| 2003 | 5,640,000 | 95.1% | 22.35 |
| 2002 | 5,528,000 | 95.2% | 21.46 |

2006 showroom revenues by tenants' industry:

| Industry | Percentage |
|------------------------|-------------------|
| Residential Design | 25% |
| Gift | 23% |
| Residential Furnishing | 21% |
| Contract Furnishing | 17% |
| Apparel | 5% |
| Casual Furniture | 5% |
| Building Products | 4% |
| | 100% |

2006 Leasing Activity Merchandise Mart Properties showroom space:

| | Square Feet | Average Initial Rent Per Square Foot (1) |
|--------------------------------|--------------------|---|
| Market Square Complex | 452,000 | \$ 16.94 |
| Merchandise Mart | 272,000 | 33.68 |
| L.A. Mart | 162,000 | 19.30 |
| 7 West 34 th Street | 99,000 | 37.23 |
| 350 West Mart Center | 43,000 | 26.14 |
| Washington Design Center | 42,000 | 33.36 |
| Boston Design Center | 37,000 | 29.31 |
| Total | 1,107,000 | 24.61 |

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

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Lease expirations for the Merchandise Mart Properties showroom space as of December 31, 2006 assuming none of the tenants exercise renewal options:

| Year | Number of Expiring Leases | Square Feet of Expiring Leases | Percentage of Merchandise Mart Showroom Square Feet | Annual Escalated Rent of Expiring Leases | |
|----------------|---------------------------|--------------------------------|---|--|-----------------|
| | | | | Total | Per Square Foot |
| Month to month | 5 | 2,000 | | \$ 38,000 | \$ 16.11 |
| 2007 | 204 | 657,000 | 11.0% | 16,432,000 | 25.01 |
| 2008 | 225 | 634,000 | 10.6% | 17,314,000 | 27.30 |
| 2009 | 289 | 810,000 | 13.6% | 20,955,000 | 25.87 |
| 2010 | 163 | 777,000 | 13.0% | 21,362,000 | 27.51 |
| 2011 | 112 | 676,000 | 11.3% | 16,267,000 | 24.05 |
| 2012 | 32 | 191,000 | 3.2% | 5,063,000 | 26.56 |
| 2013 | 59 | 341,000 | 5.7% | 10,356,000 | 30.34 |
| 2014 | 29 | 214,000 | 3.6% | 5,309,000 | 24.79 |
| 2015 | 47 | 245,000 | 4.1% | 8,132,000 | 33.23 |
| 2016 | 32 | 181,000 | 3.0% | 5,330,000 | 29.46 |

Retail Space

The Merchandise Mart Properties portfolio also contains approximately 136,000 square feet of retail space which was 95.4% occupied at December 31, 2006.

Merchandise Mart Properties owned by us as of December 31, 2006:

| Location | Approximate Leasable Building Square Feet | Percent Leased | Encumbrances (in thousands) |
|---|---|----------------|-----------------------------|
| ILLINOIS | | | |
| Merchandise Mart, Chicago | 3,449,000 | 95.4% | \$ 550,000 |
| 350 West Mart Center, Chicago | 1,208,000 | 96.6% | |
| Other (50% interest) | 19,000 | 93.4% | 12,007 |
| Total Illinois | 4,676,000 | 95.7% | 562,007 |
| HIGH POINT, NORTH CAROLINA | | | |
| Market Square Complex | 1,750,000 | 98.6% | 194,090 |
| National Furniture Mart | 259,000 | 97.2% | 25,910 |
| Total High Point, North Carolina | 2,009,000 | 98.4% | 220,000 |
| WASHINGTON, DC | | | |
| Washington Office Center | 398,000 | 97.6% | |
| Washington Design Center | 391,000 | 95.2% | 46,328 |
| Total Washington, DC | 789,000 | 96.4% | 46,328 |
| CALIFORNIA | | | |
| L.A. Mart | 780,000 | 94.6% | |
| MASSACHUSETTS | | | |
| Boston Design Center (ground leased through 2060) | 554,000 | 94.7% | 72,000 |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

| | | | |
|-----------------------------------|-----------|-------|------------|
| NEW YORK | | | |
| 7 West 34 th Street | 412,000 | 64.1% | |
| Total Merchandise Mart Properties | 9,220,000 | 94.8% | \$ 900,335 |

45

TEMPERATURE CONTROLLED LOGISTICS SEGMENT

As of December 31, 2006, we own a 47.6% interest in AmeriCold Realty Trust (AmeriCold). AmeriCold, headquartered in Atlanta, Georgia, provides the food industry with refrigerated warehousing and transportation management services. Refrigerated warehouses are comprised of production, distribution and public facilities. In addition, AmeriCold manages facilities owned by its customers for which it earns fixed and incentive fees. Production facilities typically serve one or a small number of customers, generally food processors that are located nearby. Customers store large quantities of processed or partially processed products in these facilities until they are shipped to the next stage of production or distribution. Distribution facilities primarily warehouse a wide variety of customers' finished products until future shipment to end-users. Each distribution facility generally services the surrounding regional market. Public facilities generally serve the needs of local and regional customers under short-term agreements. Food manufacturers and processors use these facilities to store capacity overflow from their production facilities or warehouses. AmeriCold's transportation management services include freight routing, dispatching, freight rate negotiation, backhaul coordination, freight bill auditing, network flow management, order consolidation and distribution channel assessment. AmeriCold's temperature controlled logistics expertise and access to both frozen food warehouses and distribution channels enable its customers to respond quickly and efficiently to time-sensitive orders from distributors and retailers.

AmeriCold's customers consist primarily of national, regional and local frozen food manufacturers, distributors, retailers and food service organizations, such as H.J. Heinz, Con-Agra Foods, Altria Group (Kraft Foods), Schwan Corporation, Tyson Foods, General Mills and Sara Lee. Other than H.J. Heinz, which accounted for 17.9% of this segment's total revenue, no other customer accounted for more than 10% of this segment's total revenue.

AmeriCold has \$1.1 billion of outstanding debt at December 31, 2006, which we consolidate into our accounts. Our pro rata share of AmeriCold's debt is \$502,308,000, none of which is recourse to us.

Temperature Controlled Logistics Properties as of December 31, 2006:

| Location | Cubic Feet (in millions) | Square Feet (in thousands) | Location | Cubic Feet (in millions) | Square Feet (in thousands) |
|-----------------|-----------------------------|-------------------------------|---------------|-----------------------------|-------------------------------|
| ALABAMA | | | ILLINOIS | | |
| Montgomery | 2.5 | 142.0 | Rochelle | 10.1 | 254.8 |
| Albertville | 5.2 | 133.0 | East Dubuque | 5.6 | 215.4 |
| Gadsden (1) | 4.0 | 119.0 | Rochelle | 6.0 | 179.7 |
| Birmingham | 2.0 | 85.6 | | 21.7 | 649.9 |
| | 13.7 | 479.6 | INDIANA | | |
| ARIZONA | | | Indianapolis | 9.1 | 311.7 |
| Phoenix | 2.9 | 111.5 | | | |
| | | | IOWA | | |
| ARKANSAS | | | Bettendorf | 8.8 | 336.0 |
| Russellville | 9.5 | 279.4 | Fort Dodge | 3.7 | 155.8 |
| Springdale | 6.6 | 194.1 | | 12.5 | 491.8 |
| West Memphis | 5.3 | 166.4 | KANSAS | | |
| Russellville | 5.6 | 164.7 | Wichita | 2.8 | 126.3 |
| Texarkana | 4.7 | 137.3 | Garden City | 2.2 | 84.6 |
| Fort Smith | 1.4 | 78.2 | | 5.0 | 210.9 |
| | 33.1 | 1,020.1 | KENTUCKY | | |
| CALIFORNIA | | | Sebree | 2.7 | 79.4 |
| Ontario (1) | 8.1 | 279.6 | | | |
| Watsonville (1) | 5.4 | 186.0 | MAINE | | |
| Victorville (1) | 5.8 | 152.5 | Portland | 1.8 | 151.6 |
| Turlock | 3.0 | 138.9 | | | |
| Turlock | 2.5 | 108.4 | MASSACHUSETTS | | |
| Fullerton (1) | 2.8 | 107.7 | Boston | 3.1 | 218.0 |
| Ontario | 1.9 | 55.9 | Gloucester | 2.4 | 126.4 |
| | 29.5 | 1,029.0 | Gloucester | 1.9 | 95.5 |
| COLORADO | | | Gloucester | 2.8 | 95.2 |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Denver

2.8

116.3

10.2

535.1

46

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

| Location | Cubic Feet (in millions) | Square Feet (in thousands) | Location | Cubic Feet (in millions) | Square Feet (in thousands) |
|-----------------------|-----------------------------|-------------------------------|--|-----------------------------|-------------------------------|
| FLORIDA | | | MINNESOTA | | |
| Tampa | 2.9 | 106.0 | Park Rapids (50% interest) | 3.0 | 86.8 |
| Bartow | 1.4 | 56.8 | MISSOURI | | |
| Tampa (1) | 1.0 | 38.5 | Carthage | 42.0 | 2,564.7 |
| Plant City | 0.8 | 30.8 | Marshall | 4.8 | 160.8 |
| Tampa | 0.4 | 22.2 | | 46.8 | 2,725.5 |
| | 6.5 | 254.3 | MISSISSIPPI | | |
| GEORGIA | | | West Point | 4.7 | 180.8 |
| Atlanta | 11.1 | 476.7 | NEBRASKA | | |
| Atlanta | 11.4 | 334.7 | Grand Island | 2.2 | 105.0 |
| Atlanta (1) | 12.3 | 330.6 | Fremont | 2.2 | 84.6 |
| Thomasville | 6.9 | 202.9 | | 4.4 | 189.6 |
| Atlanta | 6.9 | 201.6 | NEW YORK | | |
| Montezuma | 4.2 | 175.8 | Syracuse | 11.8 | 447.2 |
| Atlanta | 2.9 | 157.1 | NORTH CAROLINA | | |
| Atlanta | 5.0 | 125.7 | Charlotte | 4.1 | 164.8 |
| Augusta | 1.1 | 48.3 | Charlotte (1) | 5.1 | 161.6 |
| | 61.8 | 2,053.4 | Tarboro | 4.9 | 147.4 |
| IDAHO | | | Charlotte | 1.0 | 58.9 |
| Burley | 10.7 | 407.2 | | 15.1 | 532.7 |
| Nampa | 8.0 | 364.0 | TEXAS | | |
| | 18.7 | 771.2 | Fort Worth | 9.9 | 253.5 |
| OHIO | | | Amarillo | 3.2 | 123.1 |
| Massillon (1) | 3.4 | 187.3 | Fort Worth | 3.4 | 102.0 |
| Massillon | 5.5 | 163.2 | | 16.5 | 478.6 |
| | 8.9 | 350.5 | UTAH | | |
| OKLAHOMA | | | Clearfield | 8.6 | 358.4 |
| Oklahoma City | 1.4 | 74.1 | VIRGINIA | | |
| OREGON | | | Strasburg | 6.8 | 200.0 |
| Salem | 12.5 | 498.4 | Norfolk | 1.9 | 83.0 |
| Hermiston | 4.0 | 283.2 | | 8.7 | 283.0 |
| Woodburn | 6.3 | 277.4 | WASHINGTON | | |
| Ontario | 8.1 | 238.2 | Moses Lake | 7.3 | 302.4 |
| Milwaukee | 4.7 | 196.6 | Connell | 5.7 | 235.2 |
| | 35.6 | 1,493.8 | Pasco | 6.7 | 209.0 |
| PENNSYLVANIA | | | Burlington | 4.7 | 194.0 |
| Fogelsville | 21.6 | 683.9 | Walla Walla | 3.1 | 140.0 |
| York (1) | 11.6 | 285.1 | Wallula | 1.2 | 40.0 |
| Leesport | 5.8 | 168.9 | | 28.7 | 1,120.6 |
| | 39.0 | 1,137.9 | WISCONSIN | | |
| SOUTH CAROLINA | | | Plover | 9.5 | 358.5 |
| Columbia | 1.6 | 83.7 | Tomah | 4.6 | 161.0 |
| SOUTH DAKOTA | | | Babcock | 3.4 | 111.1 |
| Sioux Falls | 2.9 | 111.5 | | 17.5 | 630.6 |
| TENNESSEE | | | Total Temperature Controlled Logistics Properties | | |
| Memphis | 5.6 | 246.2 | | 497.8 | 18,940.5 |
| Murfreesboro | 4.5 | 106.4 | | | |
| Memphis | 0.5 | 36.8 | | | |
| | 10.6 | 389.4 | | | |

(1) Leasehold interest.

TOYS R US, INC. (TOYS) SEGMENT

On July 21, 2005, a joint venture owned equally by us, Bain Capital and Kohlberg Kravis Roberts & Co. acquired Toys for \$26.75 per share in cash or approximately \$6.6 billion. In connection therewith, we invested \$428,000,000 of the \$1.3 billion of equity in the venture, consisting of \$407,000,000 in cash and \$21,000,000 in Toys common shares held by us. Toys is a worldwide specialty retailer of toys and baby products with a significant real estate component. In the first quarter of 2006, Toys closed 87 toy stores in the United States, of which twelve stores were converted into Babies R Us stores, five leased properties expired and one has been sold. On September 14, 2006, we entered into an agreement to purchase 44 of the closed toy stores. On October 16, 2006, we completed the first phase of this agreement by acquiring 37 of the 44 stores. We expect to purchase six of the remaining stores by the end of the second quarter of 2007. The seventh store we agreed to purchase was sold by Toys to a third party.

The following table sets forth the current number of Toys stores, after giving effect to the store closings announced in January 2006:

| | Total | Owned | Building Owned on Leased Ground | Leased |
|---|--------------|--------------|--|---------------|
| Toys Domestic | 587 | 273 | 139 | 175 |
| Toys International | 490 | 80 | 25 | 385 |
| Babies R Us | 248 | 36 | 91 | 121 |
| Subtotal | 1,325 | 389 | 255 | 681 |
| Franchised stores | 190 | | | |
| Total | 1,515 | | | |
| 2006 Store closing program | 87 | 40 | 15 | 32 |
| Stores sold or under contract with Vornado, of which 27 have been re-leased to third parties | (43) | (20) | (8) | (15) |
| Stores sold to third parties and leases terminated | (17) | (9) | (1) | (7) |
| Stores converted to Babies R Us | (12) | (5) | (3) | (4) |
| Remaining stores to be leased or sold | 15 | 6 | 3 | 6 |

Toys has approximately \$6.9 billion of outstanding debt at December 31, 2006, of which our 32.9% share is approximately \$2.3 billion, none of which is recourse to us.

OTHER INVESTMENTS**Alexander's Inc. (Alexander's)**

As of December 31, 2006, we own 32.8% of Alexander's outstanding common shares.

Properties owned by Alexander's as of December 31, 2006.

| Location | Land Area in Square Feet or Acreage | Building Area | Percent Leased | Significant Tenants | Encumbrances (in thousands) |
|--|--|---------------------------|---------------------------|---|--|
| Operating Properties | | | | | |
| New York: 731 Lexington Avenue Manhattan: Office and Retail | 84,420 SF | 1,059,000 ⁽¹⁾ | 100% | Bloomberg, Citibank, The Home Depot, The Container Store, Hennes & Mauritz | \$ 713,232 |
| Kings Plaza Regional Shopping Center--Brooklyn | 24.3 acres | 759,000 ⁽²⁾⁽³⁾ | 97% | Sears | 207,131 |
| Rego Park I Queens | 4.8 acres | 351,000 ⁽³⁾ | 100% | Sears, Circuit City, Bed, Bath & Beyond Marshalls | 80,135 |
| Flushing--Queens ⁽⁴⁾ | 44,975 SF | 177,000 ⁽³⁾ | 0% | | |
| New Jersey: Paramus--New Jersey | 30.3 acres | 2,346,000 | 100% | IKEA | 68,000 \$ 1,068,498 |
| Property Under Development: | | | | | |
| Rego Park II Queens | 6.6 acres | | | Century 21, The Home Depot Kohl's | |
| Property to be Developed: | | | | | |
| Rego Park III Queens | 3.4 acres | | | | |

(1) Excludes 248,000 square feet of residential space consisting of 105 condominium units, which were sold.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

- (2) Excludes 339,000 square foot Macy's store, owned and operated by Federated Department Stores, Inc.
- (3) Excludes parking garages.
- (4) Leased by Alexander's through January 2037.

49

OTHER INVESTMENTS - continued

Lexington Master Limited Partnership

We own approximately 8,149,592 limited partnership units (representing a 7.4% ownership interest) of Lexington Master Limited Partnership (Lexington MLP) as a result of the acquisition of Newkirk Realty Trust (Newkirk) by Lexington Corporate Properties Trust (Lexington) discussed below.

On December 31, 2006, Newkirk (NYSE: NKT) was acquired in a merger by Lexington (NYSE: LXP), a real estate investment trust. We owned 10,186,991 limited partnership units (representing a 15.8% ownership interest) of Newkirk MLP, which was also acquired by Lexington as a subsidiary, and was renamed Lexington MLP. The units in Newkirk MLP were converted on a 0.80 for 1 basis into limited partnership units of Lexington MLP, which are exchangeable on a one-for-one basis into common shares of Lexington.

The assets of Newkirk MLP consisted of 18.4 million square feet of real estate across 32 states. After completion of the merger, Lexington's total portfolio is comprised of approximately 365 properties containing an aggregate of 58.6 million square feet, located in 44 states and The Netherlands.

In addition, effective as of the effective time of the merger, Newkirk terminated its advisory agreement with NKT Advisors, in which we had a 20.0% interest, for an aggregate payment of \$12,500,000, of which our share was \$2,300,000.

Lexington MLP has approximately \$2.1 billion of debt outstanding as of December 31, 2006, of which our pro rata share is \$155,482,000, none of which is recourse to us.

Hotel Pennsylvania

The Hotel Pennsylvania is located in New York City on Seventh Avenue opposite Madison Square Garden and consists of a hotel portion containing 1,000,000 square feet of hotel space with 1,700 rooms and a commercial portion containing 400,000 square feet of retail and office space. We are also evaluating plans to demolish the Hotel Pennsylvania and construct an office tower in excess of 2,000,000 square feet on the site.

| | Year Ended December 31, | | | | | | | | | |
|-----------------------------|-------------------------|------|-----------|------|----------|---|----------|---|----------|---|
| | 2006 | 2005 | 2004 | 2003 | 2002 | | | | | |
| Rental information: | | | | | | | | | | |
| Hotel: | | | | | | | | | | |
| Average occupancy rate | 82.1 | % | 83.7 | % | 78.9 | % | 63.7 | % | 64.7 | % |
| Average daily rate | \$ 133.33 | | \$ 115.74 | | \$ 97.36 | | \$ 89.12 | | \$ 89.44 | |
| Revenue per available room | \$ 109.53 | | \$ 96.85 | | \$ 77.56 | | \$ 58.00 | | \$ 58.00 | |
| Commercial: | | | | | | | | | | |
| Office space: | | | | | | | | | | |
| Average occupancy rate | 41.2 | % | 38.7 | % | 39.7 | % | 39.7 | % | 47.8 | % |
| Annual rent per square feet | \$ 16.42 | | \$ 10.70 | | \$ 10.04 | | \$ 9.92 | | \$ 13.36 | |
| Retail space: | | | | | | | | | | |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

| | | | | | | | | | | |
|-----------------------------|----------|---|----------|---|----------|---|----------|---|----------|---|
| Average occupancy rate | 79.9 | % | 79.8 | % | 90.7 | % | 89.8 | % | 92.6 | % |
| Annual rent per square feet | \$ 27.54 | | \$ 26.02 | | \$ 29.67 | | \$ 28.11 | | \$ 28.06 | |

OTHER INVESTMENTS - continued**GMH Communities L.P.**

As of December 31, 2006, we own 7,337,857 GMH Communities L.P. (GMH) limited partnership units, which are exchangeable on a one-for-one basis into common shares of GMH Communities Trust (NYSE: GCT) (GCT), and 2,517,247 GCT common shares. Our aggregate ownership interest in GMH is 13.5% at December 31, 2006.

GMH is a partnership through which GCT, a real estate investment trust, conducts its operations which are focused on the student and military housing segments. As of December 31, 2006, GMH owns 66 student housing properties aggregating 15.0 million square feet and manages an additional 18 properties that serve colleges and universities throughout the United States. In addition, GMH manages 9 military housing projects in the U.S. under long-term agreements with the U.S. Government.

GMH has \$957,788,000 of debt outstanding at December 31, 2006, of which our pro-rata share is \$129,302,000, none of which is recourse to us.

Industrial Properties

Our dry warehouse/industrial properties consist of seven buildings in New Jersey containing approximately 1.5 million square feet. The properties are encumbered by two cross-collateralized mortgage loans aggregating \$47,179,000 as of December 31, 2006. Average lease terms range from three to five years. The following table sets forth the occupancy rate and average annual rent per square foot at the end of each of the past five years.

| As of December 31, | Occupancy Rate | Average Annual Rent |
|--------------------|----------------|---------------------|
| | | Per Square Foot |
| 2006 | 96.9% | \$ 4.17 |
| 2005 | 100.0% | 4.19 |
| 2004 | 88.0% | 3.96 |
| 2003 | 88.0% | 3.86 |
| 2002 | 100.0% | 3.89 |

220 Central Park South, New York City

We own a 90% interest in 220 Central Park South. The property contains 122 rental apartments with an aggregate of 133,000 square feet and 5,700 square feet of commercial space. On November 7, 2006, we completed a \$130,000,000 refinancing of the property. The loan has two tranches, the first tranche of \$95,000,000 bears interest at LIBOR (capped at 5.50%) plus 2.35% (7.70% as of December 31, 2006) and the second tranche can be drawn up to \$35,000,000 and bears interest at LIBOR (capped at 5.50%) plus 2.45% (7.80% as of December 31, 2006). As of December 31, 2006 approximately \$27,990,000 has been drawn on the second tranche.

40 East 66th Street, New York City

40 East 66th Street, located at Madison Avenue and East 66th Street, contains 37 rental apartments with an aggregate of 85,000 square feet, and 10,000 square feet of retail space. The rental apartment operations are included in our Other segment and the retail operations are included in the

Retail segment.

51

ITEM 3. LEGAL PROCEEDINGS

We are from time to time involved in legal actions arising in the ordinary course of business. In our opinion, after consultation with legal counsel, the outcome of such matters, including the matters referred to below, are not expected to have a material adverse effect on our financial position, results of operations or cash flows.

Stop & Shop

On January 8, 2003, Stop & Shop filed a complaint with the United States District Court for the District of New Jersey (USDC-NJ) claiming that we had no right to reallocate and therefore continue to collect the \$5,000,000 of annual rent from Stop & Shop pursuant to the Master Agreement and Guaranty, because of the expiration of the East Brunswick, Jersey City, Middletown, Union and Woodbridge leases to which the \$5,000,000 of additional rent was previously allocated. Stop & Shop asserted that a prior order of the Bankruptcy Court for the Southern District of New York dated February 6, 2001, as modified on appeal to the District Court for the Southern District of New York on February 13, 2001, froze our right to re-allocate which effectively terminated our right to collect the additional rent from Stop & Shop. On March 3, 2003, after we moved to dismiss for lack of jurisdiction, Stop & Shop voluntarily withdrew its complaint. On March 26, 2003, Stop & Shop filed a new complaint in New York Supreme Court, asserting substantially the same claims as in its USDC-NJ complaint. We removed the action to the United States District Court for the Southern District of New York. In January 2005 that court remanded the action to the New York Supreme Court. On February 14, 2005, we served an answer in which we asserted a counterclaim seeking a judgment for all the unpaid additional rent accruing through the date of the judgment and a declaration that Stop & Shop will continue to be liable for the additional rent as long as any of the leases subject to the Master Agreement and Guaranty remain in effect. On May 17, 2005, we filed a motion for summary judgment. On July 15, 2005, Stop & Shop opposed our motion and filed a cross-motion for summary judgment. On December 13, 2005, the Court issued its decision denying the motions for summary judgment. Both parties appealed the Court's decision. On December 14, 2006, the Appellate Court division issued a decision affirming the Court's decision. On January 16, 2007, we filed a motion for reconsideration of one aspect of the Appellate Court's decision which has been submitted to the Appellate Court for consideration. We intend to pursue our claims against Stop & Shop vigorously.

H Street Building Corporation (H Street)

On July 22, 2005, two corporations owned 50% by H Street filed a complaint against the Company, H Street and three parties affiliated with the sellers of H Street in the Superior Court of the District of Columbia alleging that we encouraged H Street and the affiliated parties to breach their fiduciary duties to these corporations and interfered with prospective business and contractual relationships. The complaint seeks an unspecified amount of damages and a rescission of our acquisition of H Street. On September 12, 2005, we filed a complaint against each of those corporations and their acting directors seeking a restoration of H Street's full shareholder rights and damages. In addition, on July 29, 2005, a tenant under ground leases for which one of these 50%-owned corporations is landlord brought a separate suit in the Superior Court of the District of Columbia, alleging, among other things, that the acquisition of H Street violated a provision giving them a right of first offer and seeks rescission of our acquisition, the right to acquire H Street for the price paid by us and/or damages. On July 14, 2006, we filed a counterclaim against the tenant asserting that the tenant and the other owner of the 50%-owned ground landlord deliberately excluded H Street from negotiating and executing a purported amendment to the agreement to lease when H Street's consent and execution was required and, consequently, that the amended agreement and the related ground leases are invalid, the tenant is in default under the ground leases and the ground leases are void and without any effect. As of February 1, 2007, discovery is substantially complete and we are awaiting a trial date. We believe that the actions filed against us are without merit and that we will ultimately be successful in defending against them.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

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

No matters were submitted to a vote of security holders during the fourth quarter of the year ended December 31, 2006.

EXECUTIVE OFFICERS OF THE REGISTRANT

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

| Name | Age | Principal Occupation, Position and Office (Current and during past five years with Vornado unless otherwise stated) |
|-----------------------|-----|---|
| Steven Roth | 65 | Chairman of the Board, Chief Executive Officer and Chairman of the Executive Committee of the Board; the Managing General Partner of Interstate Properties, an owner of shopping centers and an investor in securities and partnerships; Chief Executive Officer of Alexander's, Inc. since March 1995, a Director since 1989, and Chairman since May 2004. |
| Michael D. Fascitelli | 50 | President and a Trustee since December 1996; President of Alexander's Inc. since August 2000 and Director since December 1996; Partner at Goldman, Sachs & Co. in charge of its real estate practice from December 1992 to December 1996; and Vice President at Goldman, Sachs & Co., prior to December 1992. |
| Michelle Felman | 44 | Executive Vice President Acquisitions since September 2000; Independent Consultant to Vornado from October 1997 to September 2000; Managing Director Global Acquisitions and Business Development of GE Capital from 1991 to July 1997. |
| David R. Greenbaum | 55 | President of the New York City Office Division since April 1997 (date of our acquisition); President of Mendik Realty (the predecessor to the New York Office division) from 1990 until April 1997. |
| Christopher Kennedy | 43 | President of the Merchandise Mart Division since September 2000; Executive Vice President of the Merchandise Mart Division from April 1998 to September 2000; Executive Vice President of Merchandise Mart Properties, Inc. from 1994 to April 1998. |
| Joseph Macnow | 61 | Executive Vice President Finance and Administration since January 1998 and Chief Financial Officer since March 2001; Vice President and Chief Financial Officer of the Company from 1985 to January 1998; Executive Vice President and Chief Financial Officer of Alexander's, Inc. since August 1995. |
| Sandeep Mathrani | 44 | Executive Vice President Retail Real Estate since March 2002; Executive Vice President, Forest City Ratner from 1994 to February 2002. |
| Mitchell N. Schear | 48 | President of Charles E. Smith Commercial Realty (our Washington, DC Office division) since April 2003; President of the Kaempfer Company from 1998 to April 2003 (date acquired by us). |
| Wendy Silverstein | 46 | Executive Vice President Capital Markets since April 1998; Senior Credit Officer of Citicorp Real Estate and Citibank, N.A. from 1986 to 1998. |
| Robert H. Smith | 78 | |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Chairman of Charles E. Smith Commercial Realty (our Washington, DC Office division) since January 2002 (date acquired by us); Co Chief Executive Officer and Co Chairman of the Board of Charles E. Smith Commercial Realty L.P. (the predecessor to Charles E. Smith Commercial Realty) prior to January 2002.

PART II**ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY. RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

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

Quarterly closing price ranges of the common shares and dividends paid per share for the years ended December 31, 2006 and 2005 were as follows:

| Quarter | Year Ended December 31, 2006 | | | Year Ended December 31, 2005 | | | |
|---------|---------------------------------|----------|-----------|---------------------------------|----------|-----------|-----|
| | High | Low | Dividends | High | Low | Dividends | |
| 1st | \$ 98.46 | \$ 85.62 | \$ 0.80 | \$ 76.00 | \$ 68.70 | \$ 0.81 | (2) |
| 2nd | 97.87 | 88.84 | 0.80 | 81.25 | 69.43 | 0.76 | |
| 3rd | 110.83 | 98.35 | 0.80 | 88.64 | 81.48 | 0.76 | |
| 4th | 129.49 | 108.91 | 1.39 | 87.75 | 78.17 | 1.57 | (3) |

(1) Comprised of a regular quarterly dividend of \$.85 per share and a special capital gain dividend of \$.54 per share.

(2) Comprised of a regular quarterly dividend of \$.76 per share and a special capital gain dividend of \$.05 per share.

(3) Comprised of a regular quarterly dividend of \$.80 per share and a special capital gain dividend of \$.77 per share.

On February 1, 2007, there were 1,405 holders of record of our common shares.

Recent Sales of Unregistered Securities

During 2006, we issued 127,583 common shares upon the redemption of Class A units of the Operating Partnership held by persons who received units in private placements in earlier periods in exchange for their interests in limited partnerships that owned real estate. The common shares were issued without registration under the Securities Act of 1933 in reliance on Section 4 (2) of that Act.

Information relating to compensation plans under which our equity securities are authorized for issuance is set forth under Part III, Item 12 of this annual report on Form 10-K and such information is incorporated herein by reference.

Recent Purchases of Equity Securities

We did not repurchase any of our equity securities during the fourth quarter of 2006, other than an aggregate of \$201,885,000 for common shares redeemed under our Omnibus Share Plans to satisfy withholding tax liabilities resulting from employee and officer stock-based compensation arrangements.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Performance Graph

The following graph is a comparison of the five-year cumulative return of our common shares, the Standard & Poor's 500 Index (the S&P 500 Index) and the National Association of Real Estate Investment Trusts (NAREIT) All Equity Index (excluding health care real estate investment trusts), a peer group index. The graph assumes that \$100 was invested on December 31, 2001 in our common shares, the S&P 500 Index and the NAREIT All Equity Index and that all dividends were reinvested without the payment of any commissions. There can be no assurance that the performance of our shares will continue in line with the same or similar trends depicted in the graph below.

| | 2001 | 2002 | 2003 | 2004 | 2005 | 2006 |
|-----------------------------|-------------|-------------|-------------|-------------|-------------|-------------|
| Vornado Realty Trust | 100 | 96 | 152 | 222 | 253 | 381 |
| S&P 500 Index | 100 | 80 | 119 | 141 | 147 | 174 |
| The NAREIT All Equity Index | 100 | 104 | 142 | 187 | 210 | 284 |

ITEM 6. SELECTED FINANCIAL DATA

| | Year Ended December 31, | | | | |
|--|--------------------------------|------------------|------------------|------------------|------------------|
| | 2006 | 2005 | 2004 | 2003 | 2002 |
| (in thousands, except share and per share amounts) | | | | | |
| Operating Data: | | | | | |
| Revenues: | | | | | |
| Property rentals | \$1,567,888 | \$1,386,013 | \$1,338,555 | \$1,251,145 | \$1,201,321 |
| Temperature Controlled Logistics | 779,110 | 846,881 | 87,428 | | |
| Tenant expense reimbursements | 261,471 | 207,168 | 189,237 | 176,822 | 153,005 |
| Fee and other income | 103,626 | 94,640 | 84,474 | 62,789 | 27,711 |
| Total Revenues | 2,712,095 | 2,534,702 | 1,699,694 | 1,490,756 | 1,382,037 |
| Expenses: | | | | | |
| Operating | 1,366,430 | 1,298,948 | 676,025 | 577,204 | 513,787 |
| Depreciation and amortization | 397,403 | 332,175 | 241,766 | 212,575 | 197,043 |
| General and administrative | 221,356 | 182,809 | 145,040 | 121,758 | 99,896 |
| Amortization of officer's deferred compensation expense | | | | | 27,500 |
| Costs of acquisitions and development not consummated | | | 1,475 | | 6,874 |
| Total Expenses | 1,985,189 | 1,813,932 | 1,064,306 | 911,537 | 845,100 |
| Operating Income | 726,906 | 720,770 | 635,388 | 579,219 | 536,937 |
| (Loss) income applicable to Alexander's | (14,530) | 59,022) | 8,580 | 15,574 | 29,653 |
| Loss applicable to Toys 'R Us | (47,520) | (40,496) | | | |
| Income from partially owned entities | 61,777 | 36,165 | 43,381 | 67,901 | 44,458 |
| Interest and other investment income | 262,188 | 167,220 | 203,998 | 25,399 | 31,675 |
| Interest and debt expense | (477,775) | (339,952) | (242,142) | (228,858) | (232,446) |
| Net gain (loss) on disposition of wholly-owned and partially owned assets other than depreciable real estate | 76,073 | 39,042 | 19,775 | 2,343 | (17,471) |
| Minority interest of partially owned entities | 20,173 | (3,808) | (109) | (1,089) | (3,534) |
| Income from continuing operations | 607,292 | 637,963 | 668,871 | 460,489 | 389,272 |
| Income from discontinued operations | 33,408 | 35,515 | 81,245 | 178,062 | 11,159 |
| Cumulative effect of change in accounting principle | | | | | (30,129) |
| Income before allocation to minority limited partners | 640,700 | 673,478 | 750,116 | 638,551 | 370,302 |
| Minority limited partners' interest in the Operating Partnership | (58,712) | (66,755) | (88,091) | (105,132) | (64,899) |
| Perpetual preferred unit distributions of the Operating Partnership | (21,848) | (67,119) | (69,108) | (72,716) | (72,500) |
| Net income | 560,140 | 539,604 | 592,917 | 460,703 | 232,903 |
| Preferred share dividends | (57,511) | (46,501) | (21,920) | (20,815) | (23,167) |
| Net income applicable to common shares | \$502,629 | \$493,103 | \$570,997 | \$439,888 | \$209,736 |
| Income from continuing operations - basic | \$3.30 | \$3.42 | \$3.91 | \$2.33 | \$2.15 |
| Income from continuing operations - diluted | \$3.13 | \$3.25 | \$3.74 | \$2.27 | \$2.08 |
| Income per share--basic | \$3.54 | \$3.69 | \$4.56 | \$3.92 | \$1.98 |
| Income per share--diluted | \$3.35 | \$3.50 | \$4.35 | \$3.80 | \$1.91 |
| Cash dividends declared for common shares | \$3.79 | \$3.90 | \$3.05 | \$2.91 | \$2.66 |
| Balance Sheet Data: | | | | | |
| Total assets | \$17,954,281 | \$13,637,163 | \$11,580,517 | \$9,518,928 | \$9,018,179 |
| Real estate, at cost | 13,553,488 | 11,367,812 | 9,678,876 | 7,590,877 | 7,180,939 |
| Accumulated depreciation | 1,968,678 | 1,663,777 | 1,401,032 | 864,744 | 699,784 |
| Debt | 9,554,798 | 6,243,126 | 4,939,323 | 4,041,485 | 4,056,300 |
| Shareholders' equity | 6,150,770 | 5,263,510 | 4,012,741 | 3,077,573 | 2,627,356 |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

| (Amounts in thousands) | Year Ended December 31, | | | | |
|---|-------------------------|------------|------------|------------|------------|
| | 2006 | 2005 | 2004 | 2003 | 2002 |
| Other Data: | | | | | |
| Funds From Operations (FFO) (1): | | | | | |
| Net income | \$ 560,140 | \$ 539,604 | \$ 592,917 | \$ 460,703 | \$ 232,903 |
| Depreciation and amortization of real property | 337,730 | 276,921 | 228,298 | 208,624 | 195,808 |
| Net gains on sale of real estate | (33,769) | (31,614) | (75,755) | (161,789) | |
| Cumulative effect of change in accounting principle | | | | | 30,129 |
| Proportionate share of adjustments to equity | | | | | |
| in net income of partially owned entities to | | | | | |
| arrive at FFO: | | | | | |
| Depreciation and amortization of real property | 105,629 | 42,052 | 49,440 | 54,762 | 51,881 |
| Net gains on sale of real estate | (13,166) | (2,918) | (3,048) | (6,733) | (3,431) |
| Income tax effect of Toys R Us adjustments | | | | | |
| included above | (21,038) | (4,613) | | | |
| Minority limited partner s share of above adjustments | (39,809) | (31,990) | (27,991) | (20,080) | (50,498) |
| FFO | 895,717 | 787,442 | 763,861 | 535,487 | 456,792 |
| Preferred dividends | (57,511) | (46,501) | (21,920) | (20,815) | (23,167) |
| FFO applicable to common shares | 838,206 | 740,941 | 741,941 | 514,672 | 433,625 |
| Interest on exchangeable senior debentures | 19,856 | 15,335 | | | |
| Series A convertible preferred dividends | 631 | 943 | 1,068 | 3,570 | 6,150 |
| Series B-1 and B-2 convertible preferred unit distributions | | | 4,710 | | |
| Series E-1 convertible preferred unit distributions | | | 1,581 | | |
| Series F-1 convertible preferred unit distributions | | | 743 | | |
| FFO applicable to common shares | | | | | |
| plus assumed conversions (1) | \$ 858,693 | \$ 757,219 | \$ 750,043 | \$ 518,242 | \$ 439,775 |

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

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

| | Page |
|--|------|
| Overview | 59 |
| Overview Leasing Activity | 74 |
| Critical Accounting Policies | 76 |
| Results of Operations: | |
| Years Ended December 31, 2006 and 2005 | 85 |
| Years Ended December 31, 2005 and 2004 | 93 |
| Supplemental Information: | |
| Summary of Net Income and EBITDA for the Three Months Ended December 31, 2006 and 2005 | 102 |
| Changes by segment in EBITDA for the Three Months Ended December 31, 2006 and 2005 | 104 |
| Changes by segment in EBITDA for the Three Months Ended December 31, 2006 as compared to September 30, 2006 | 105 |
| Related Party Transactions | 106 |
| Liquidity and Capital Resources | 108 |
| Certain Future Cash Requirements | 110 |
| Financing Activities and Contractual Obligations | 111 |
| Cash Flows for the Year Ended December 31, 2006 | 114 |
| Cash Flows for the Year Ended December 31, 2005 | 116 |
| Cash Flows for the Year Ended December 31, 2004 | 118 |
| Funds From Operations for the Years Ended December 31, 2006 and 2005 | 120 |

Overview

We own and operate office, retail and showroom properties with large concentrations of office and retail properties in the New York City metropolitan area and in the Washington, DC and Northern Virginia area. In addition, we have a 47.6% interest in AmeriCold Realty Trust (AmeriCold), which owns and operates 91 cold storage warehouses nationwide and a 32.9% interest in Toys R Us, Inc. (Toys) which has a significant real estate component, as well as other real estate and related investments.

Our business objective is to maximize shareholder value. We measure our success in meeting this objective by the total return to our shareholders. Below is a table comparing our performance to the Morgan Stanley REIT Index (RMS) for the following periods ending December 31, 2006:

| | Total Return ⁽¹⁾ | |
|-------------|------------------------------------|------------|
| | Vornado | RMS |
| One-year | 50.1% | 35.9% |
| Three-years | 149.1% | 100.4% |
| Five-years | 270.0% | 184.0% |
| Ten-years | 656.3% | 282.2% |

(1) Past performance is not necessarily indicative of how we will perform in the future.

We intend to achieve our business objective by continuing to pursue our investment philosophy and executing our operating strategies through:

- Maintaining a superior team of operating and investment professionals and an entrepreneurial spirit;
- Investing in properties in select markets, such as New York City and Washington, DC, where we believe there is high likelihood of capital appreciation;
- Acquiring quality properties at a discount to replacement cost and where there is a significant potential for higher rents;
- Investing in retail properties in select under-stored locations such as the New York City metropolitan area;
- Investing in fully-integrated operating companies that have a significant real estate component;
- Developing and redeveloping our existing properties to increase returns and maximize value; and
- Providing specialty financing to real estate related companies.

We compete with a large number of real estate property owners and developers. Principal factors of competition are rent charged, attractiveness of location and quality and breadth of services provided. Our success depends upon, among other factors, trends of the national, regional and local economies, financial condition and operating results of current and prospective tenants and customers, availability and cost of capital, construction and renovation costs, taxes, governmental regulations, legislation and population trends. Economic growth has been fostered, in part, by low interest rates, Federal tax cuts, and increases in government spending. To the extent economic growth stalls, we may experience lower occupancy rates which may lead to lower initial rental rates, higher leasing costs and a corresponding decrease in net income, funds from operations and cash flow. Alternatively, if economic growth is sustained, we may experience higher occupancy rates leading to higher initial rents and higher interest rates causing an increase in our weighted average cost of capital and a corresponding effect on net income, funds from operations and cash flow. Our net income and funds from operations will also be affected by the seasonality of the Toys business and competition from discount and mass merchandisers.

Overview - continued

Year Ended December 31, 2006 Financial Results Summary

Net income applicable to common shares for the year ended December 31, 2006 was \$502,629,000, or \$3.35 per diluted share, versus \$493,103,000, or \$3.50 per diluted share, for the year ended December 31, 2005. Net income for the year ended December 31, 2006 includes a net loss of \$47,520,000 on our investment in Toys R Us and \$46,935,000 of net gains on sale of real estate. Net income for the year ended December 31, 2005 includes a \$40,496,000 net loss from our investment in Toys for the period from July 21, 2005 (the date of the Toys acquisition) to October 29, 2005 and \$34,532,000 of net gains on sales of real estate. Net income for the years ended December 31, 2006 and 2005 also include certain other items that affect comparability which are listed in the table on page 62. The aggregate of these items, net gains on sale of real estate and our share of Toys net earnings, net of minority interest, increased net income applicable to common shares for the years ended December 31, 2006 and 2005 by \$122,998,000 and \$91,844,000, or \$0.79 and \$0.63 per diluted share, respectively.

Funds from operations applicable to common shares plus assumed conversions (FFO) for the year ended December 31, 2006 was \$858,693,000, or \$5.51 per diluted share, compared to \$757,219,000, or \$5.21 per diluted share, for the prior year. FFO for the year ended December 31, 2006 includes our \$10,289,000 share of Toys negative FFO for the period from October 30, 2005 to October 28, 2006. FFO for the year ended December 31, 2005 includes our \$32,918,000 share of Toys negative FFO for the period from July 21, 2005 (the date of the Toys acquisition) to October 29, 2005. FFO for the year ended December 31, 2006 and 2005 also include certain other items that affect comparability which are listed in the table on page 62. The aggregate of these items and our share of Toys FFO, net of minority interest, increased FFO for the years ended December 31, 2006 and 2005 by \$115,326,000, and \$67,768,000, or \$0.74 and \$0.46 per diluted share, respectively.

Net income per diluted share and FFO per diluted share for the year ended December 31, 2006 were negatively impacted by an increase in weighted average common shares outstanding over the prior year of 9,399,000 and 10,592,000, respectively.

During the year ended December 31, 2006, we did not recognize income on certain assets with an aggregate carrying amount of approximately \$700,000,000, because they were out of service for redevelopment. Assets under development include all or portions of the Bergen Mall, 2101 L Street, Crystal Mall Two, Crystal Plaza Two, 220 Central Park South, 40 East 66th Street, and investments in joint ventures including our Beverly Connection and Wasserman ventures.

The percentage increase (decrease) in the same-store EBITDA of our operating segments for the year ended December 31, 2006 over the previous year ended December 31, 2005 is summarized below.

| | Office | Washington, | | Merchandise | Temperature |
|-----------------------|-----------------|--------------------|---------------|--------------------|--------------------|
| | New York | DC | Retail | Mart | Controlled |
| Year Ended: | | | | | Logistics |
| December 31, 2006 vs. | | | | | |
| December 31, 2005 | 6.1% | 4.3% | 6.8% | 1.9% | (0.2%) |

Calculations of same-store EBITDA, reconciliations of net income to EBITDA and FFO and the reasons we consider these non-GAAP financial measures useful are provided in the following pages of Management's Discussion and Analysis of the Financial Condition and Results of Operations.

60

Overview - continuedQuarter Ended December 31, 2006 Financial Results Summary

Net income applicable to common shares for the quarter ended December 31, 2006 was \$105,427,000, or \$0.69 per diluted share, versus \$105,750,000, or \$0.71 per diluted share, for the quarter ended December 31, 2005. Net income for the quarters ended December 31, 2006 and 2005 include certain other items that affect comparability which are listed in the table on the following page. The aggregate of these items, net of minority interest, increased net income applicable to common shares for the quarters ended December 31, 2006 and 2005 by \$51,115,000 and \$33,662,000, or \$0.32 and \$0.22 per diluted share, respectively.

FFO for the quarter ended December 31, 2006 was \$211,812,000, or \$1.34 per diluted share, compared to \$194,101,000, or \$1.26 per diluted share, for the prior year's quarter. FFO for the quarters ended December 31, 2006 and 2005 include certain other items that affect comparability which are listed in the table on the following page. The aggregate of these items, net of minority interest, increased FFO for the quarters ended December 31, 2006 and 2005 by \$49,014,000 and \$33,662,000, or \$0.31 and \$0.22 per diluted share, respectively.

Net income per diluted share and FFO per diluted share for the quarter ended December 31, 2006 were negatively impacted by an increase in weighted average common shares outstanding over the prior year's quarter of 4,106,000 and 4,134,000, respectively.

The percentage increase (decrease) in the same-store Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA) of our operating segments for the quarter ended December 31, 2006 over the quarter ended December 31, 2005 and the trailing quarter ended September 30, 2006 are summarized below.

| | Office | Washington, | | Merchandise | Temperature |
|-----------------------|-----------------|--------------------|---------------|--------------------|--------------------|
| | New York | DC | Retail | Mart | Controlled |
| | | | | | Logistics |
| Three Months Ended: | | | | | |
| December 31, 2006 vs. | | | | | |
| December 31, 2005 | 7.0% | 5.6% | 8.1% | 1.1% | (1.9%) |
| December 31, 2006 vs. | | | | | |
| September 30, 2006 | 5.5% | 3.3% | 3.5% | 7.3% | 11.1% |

Overview - continued

| (Amounts in thousands) | For the Year Ended | | For the Three Months | |
|--|----------------------|-------------|----------------------------|-------------|
| | December 31, 2006 | 2005 | Ended December 31, 2006 | 2005 |
| Items that affect comparability (income)/expense: | | | | |
| Derivatives: | | | | |
| McDonalds common shares | \$(138,815) | \$(17,254) | \$(78,234) | \$(7,395) |
| Sears Holdings common shares | (18,611) | (41,482) | | 23,744 |
| GMH warrants | 16,370 | (14,080) | | (6,267) |
| Other | (12,153) | | (9,386) | |
| Alexander s: | | | | |
| Stock appreciation rights | 49,043 | 9,104 | 30,687 | (6,324) |
| Net gain on sale of 731 Lexington Avenue condominiums | (4,580) | (30,895) | | (2,761) |
| Newkirk: | | | | |
| Net gain recognized upon Lexington merger | (10,362) | | (10,794) | |
| Net gain on disposition of T-2 assets | | (16,053) | | (16,053) |
| Net losses on early extinguishment of debt and related write-off of deferred financing costs | | 9,455 | | 1,463 |
| Expense from payment of promoted obligation to partner | | 8,470 | | 8,470 |
| Impairment losses | | 6,602 | | |
| Other: | | | | |
| Net gain on sale of Sears Canada common shares (2006) and income from Sears Canada special dividend (2005) | (55,438) | (22,885) | | (22,885) |
| Prepayment penalties and write-off of unamortized financing costs upon refinancing | 21,994 | | 8,513 | |
| H Street litigation costs | 9,592 | 2,134 | 2,998 | 2,134 |
| Senior unsecured notes consent solicitation advisory fees | 1,415 | | | |
| Write-off of perpetual preferred share and unit issuance costs upon their redemption | 1,125 | 22,869 | | 750 |
| Net gain on disposition of preferred investment in 3700 Las Vegas Boulevard | | (12,110) | | (12,110) |
| Net gain on disposition of Prime Group common shares | | (9,017) | | |
| Other, net | 2,586 | (3,642) | 2,000 | |
| | (137,834) | (108,784) | (54,216) | (37,234) |
| Minority limited partners share of above adjustments | 13,204 | 11,612 | 5,202 | 3,572 |
| Total items that affect comparability | \$(124,630) | \$(97,172) | \$(49,014) | \$(33,662) |

Overview - continued

2006/2007 Acquisitions and Investments

New York Office:

350 Park Avenue, New York City

On December 14, 2006, we acquired 350 Park Avenue for approximately \$542,000,000 in cash. The building occupies the entire westerly block front on Park Avenue between 51st and 52nd Streets and contains 538,000 square feet. At closing, we completed a \$430,000,000 five-year, interest-only financing secured by the property, which bears interest at 5.48%. We consolidate the accounts of this property into our consolidated financial statements from the date of acquisition.

100 West 33rd Street, New York City (the Manhattan Mall)

On January 11, 2007, we acquired the Manhattan Mall for approximately \$689,000,000 in cash. This mixed-use property is located on the entire Sixth Avenue block-front between 32nd and 33rd Streets in Manhattan and contains approximately 1,000,000 square feet, including 812,000 square feet of office space and 164,000 square feet of retail space. Included as part of the transaction are 250,000 square feet of additional air rights. The property is adjacent to our 1,400,000 square foot Hotel Pennsylvania. At closing, we completed a \$232,000,000 financing secured by the property, which bears interest at LIBOR plus 0.55% and matures in two years with three one-year extension options. The operations of the office component of the property will be included in the New York Office segment and the operations of the retail component will be included in the Retail segment. We consolidate the accounts of this property into our consolidated financial statements from the date of acquisition.

Washington, DC Office:

BNA Complex, Washington, DC

On February 17, 2006, we entered into an agreement to sell our 277,000 square foot Crystal Mall Two office building, located in Crystal City, Virginia, to The Bureau of National Affairs, Inc. (BNA) for use as its corporate headquarters, subject to the build-out of tenant improvements to agreed-upon specifications. Simultaneously, we agreed to acquire a three building complex from BNA containing approximately 300,000 square feet, located in Washington D.C. s West End between Georgetown and the Central Business District. We will receive sales proceeds of approximately \$100,000,000 for Crystal Mall Two and recognize a net gain on sale of approximately \$23,000,000. We will pay BNA \$111,000,000 in cash for the three building complex. One of the buildings, containing 130,000 square feet, will remain an office building, while the other two buildings will be redeveloped into residential condominiums or apartment rentals. These transactions are expected to close in the second half of 2007.

1925 K Street, Washington, DC

On April 13, 2006, we acquired the 92.65% interest that we did not already own of 1925 K Street for \$52,800,000, consisting of \$34,600,000 in cash and \$18,200,000 of existing mortgage debt. This property is located in the Central Business District of Washington, DC and contains 150,000 square feet of office space. We consolidate the accounts of this property into our consolidated financial statements from the date of

acquisition. We plan to redevelop the property into a 250,000 square foot Class A office building at a cost of approximately \$90,000,000.

Overview continued

Retail:

San Francisco Bay Area Properties

On January 10, 2006, we acquired four properties for approximately \$72,000,000 in cash. These properties are located in the San Francisco Bay area and contain a total of 189,000 square feet of retail and office space. We consolidate the accounts of these properties into our consolidated financial statements from the date of acquisition.

Springfield Mall, Virginia

On January 31, 2006, we acquired an option to purchase the Springfield Mall for \$35,600,000, of which we paid \$14,000,000 in cash upon closing and \$10,000,000 in installments during 2006. The remainder of \$11,600,000 will be paid in installments over the next three years. The mall, located on 79 acres at the intersection of Interstate 95 and Franconia Road in Springfield, Virginia, contains 1.4 million square feet and is anchored by Macy's, and J.C. Penney and Target who own their stores aggregating 389,000 square feet. We intend to redevelop, reposition and re-tenant the mall and have committed to spend \$25,000,000 in capital expenditures over a six-year period from the closing of the option agreement. The option becomes exercisable upon the passing of one of the existing principals of the selling entity and may be deferred at our election through November 2012. Upon exercise of the option, we will pay \$80,000,000 to acquire the mall, subject to the existing mortgage of \$180,000,000, which will be amortized to \$149,000,000 at maturity in 2013. Upon closing of the option on January 31, 2006, we acquired effective control of the mall, including management of the mall and right to the mall's net cash flow. Accordingly, we consolidate the accounts of the mall into our consolidated financial statements pursuant to the provisions of FASB Interpretation No. 46R, *Consolidation of Variable Interest Entities* (FIN 46R). We have a 2.5% minority partner in this transaction.

San Jose, California Ground-up Development

On March 29, 2006, a joint venture, in which we have a 45% equity interest and are a co-managing partner, acquired 55 acres of land in San Jose, California for approximately \$59,600,000. The purchase price was funded with \$20,643,000 of cash contributed by the partners, of which our share was \$9,289,000, and \$38,957,000 drawn on a \$117,000,000 acquisition/construction loan. The remainder of the loan will be used to fund the development of 325,000 square feet of retail space and site work for Home Depot and Target who will construct their own stores. Upon completion of the development we have an option to acquire our partner's 55% equity interest at a 7% unlevered yield.

1540 Broadway, New York City

On July 11, 2006, we acquired the retail, signage and parking components of 1540 Broadway for approximately \$260,000,000 in cash. This property is located in Times Square between 45th and 46th Street and contains 154,000 square feet of retail space. We consolidate the accounts of this property into our consolidated financial statements from the date of acquisition.

Toys R Us Stores

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

On September 14, 2006, we entered into an agreement to purchase up to 44 previously closed Toys R Us stores for up to \$190,000,000. On October 16, 2006, we completed the first phase of the agreement by acquiring 37 stores for \$171,000,000 in cash. These properties, of which 18 are owned in fee, 8 are ground leased and 11 are space leased, aggregate 1.5 million square feet and are primarily located in seven east coast states, Texas and California. Of these properties, 25 are leased or subleased to other retailers and 12 are currently vacant. All of these stores were part of the store closing program announced by Toys in January 2006. We consolidate the accounts of these properties into our consolidated financial statements from the date of acquisition. Our \$9,377,000 share of Toys net gain on this transaction was recorded as an adjustment to the basis of our investment in Toys and was not recorded as income.

We expect to purchase six of the remaining stores by the end of the second quarter of 2007, subject to landlords consent, where applicable, and customary closing conditions. The seventh store we had agreed to purchase was sold by Toys to a third party.

Overview continued

Bruckner Plaza, Bronx, New York

On January 11, 2007, we acquired Bruckner Plaza, a 386,000 square foot shopping center, and an adjacent parcel which is ground leased to a third party containing 114,000 square feet, for approximately \$165,000,000 in cash. The property is located on Bruckner Boulevard in the Bronx, New York. We consolidate the accounts of this property into our consolidated financial statements from the date of acquisition.

Temperature Controlled Logistics:

Refrigerated Warehouses

On August 31, 2006, AmeriCold Realty Trust (AmeriCold) entered into a definitive agreement to acquire from ConAgra Foods, Inc. (ConAgra Foods) four refrigerated warehouse facilities and the lease on a fifth facility, with an option to purchase. These five warehouses contain a total of 1.7 million square feet and 48.9 million cubic feet. The aggregate purchase price is approximately \$190,000,000, consisting of \$152,000,000 in cash to ConAgra Foods and \$38,000,000 representing the recording of a capital lease obligation for the fifth facility. During the fourth quarter of 2006, AmeriCold completed the acquisition of two of these facilities and assumed the leasehold on the fifth facility and the related capital lease obligation. In January 2007, AmeriCold completed the acquisition of the third facility. The acquisition of the fourth facility is expected to be completed during the first half of 2007. We consolidate these properties into our consolidated financial statements from the date of acquisition.

Other:

India Real Estate Investments

On December 12, 2006, we contributed \$71,500,000 in cash for a 50% interest in a joint venture that owns 263 acres of land in a special economic zone in the national capital region of India. The venture plans to develop residential, office and retail buildings on the site in three phases over the next nine years. In 2005, we contributed \$16,700,000 in cash for a 25% interest in a joint venture formed for the purpose of investing in, and developing, other real estate properties in India. These investments are accounted for under the equity method.

Filene s Boston, Massachusetts

On January 26, 2007, a joint venture in which we have a 50% interest, acquired the Filene s property located in the Downtown Crossing district of Boston, Massachusetts for approximately \$100,000,000 in cash, of which our share was \$50,000,000. This investment is accounted for under the equity method. The venture plans to redevelop the property to include over 1,200,000 square feet, consisting of office, retail, condominium apartments and a hotel. The project is subject to governmental approvals.

Other

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

In addition to the acquisitions and investments described above, during 2006 we completed \$337,280,000 of other real estate acquisitions and investments in 18 separate transactions, comprised of \$322,780,000 in cash and \$14,500,000 of existing mortgage debt.

Overview continued

Investment in McDonalds Corporation (McDonalds) (NYSE: MCD)

We own 858,000 common shares of McDonalds as of December 31, 2006 which we acquired in July 2005 for \$25,346,000, an average price of \$29.54 per share. These shares are recorded as marketable equity securities on our consolidated balance sheet and are classified as available for sale. Appreciation or depreciation in the fair market value of these shares is recorded as an increase or decrease in accumulated other comprehensive income in the shareholders equity section of our consolidated balance sheets and not recognized in income. At December 31, 2006, based on McDonalds closing stock price of \$44.33 per share, \$12,688,000 of appreciation in the value of these shares is included in accumulated other comprehensive income on our consolidated balance sheet.

During the second half of 2005, we acquired an economic interest in an additional 14,565,500 McDonalds common shares through a series of privately negotiated transactions with a financial institution pursuant to which we purchased a call option and simultaneously sold a put option at the same strike price on McDonalds common shares. These call and put options had an initial weighted-average strike price of \$32.66 per share, or an aggregate of \$475,692,000, expire on various dates between July 30, 2007 and September 10, 2007 and provide for net cash settlement. Under these agreements, the strike price for each pair of options increases at an annual rate of LIBOR plus 45 basis points (up to 95 basis points under certain circumstances) and is credited for the dividends received on the shares. The options provide us with the same economic gain or loss as if we had purchased the underlying common shares and borrowed the aggregate purchase price at an annual rate of LIBOR plus 45 basis points. Because these options are derivatives and do not qualify for hedge accounting treatment, the gains or losses resulting from the mark-to-market of the options at the end of each reporting period are recognized as an increase or decrease in interest and other investment income on our consolidated statements of income.

In the three months ended March 31, 2006, we sold 2,119,500 of the option shares in the derivative position at a weighted average sales price of \$35.49. In the three months ended June 30, 2006, we acquired an additional 1,250,000 option shares at a weighted average purchase price of \$33.08. As of December 31, 2006, there are 13,696,000 option shares in the derivative position with an adjusted weighted average strike price of \$32.70 per share or an aggregate of \$447,822,000. For the year ended December 31, 2006, we recognized a net gain of \$138,815,000, representing the mark-to-market of the shares in the derivative to \$44.33 per share, net of the expense resulting from the LIBOR charges.

Our aggregate net gain from inception of this investment in 2005 through December 31, 2006 is \$168,557,000.

Overview continued

2006 Dispositions

Investment in Sears, Roebuck and Co. (Sears)

In August and September 2004, we acquired an economic interest in 7,916,900 Sears common shares through a series of privately negotiated transactions with a financial institution pursuant to which we purchased a call option and simultaneously sold a put option at the same strike price on Sears common shares. These call and put options had an initial weighted-average strike price of \$39.82 per share, or an aggregate of \$315,250,000. Under these agreements, the strike price for each pair of options increases at an annual rate of LIBOR plus 45 basis points and is credited for the dividends received on the shares. The options provide us with the same economic gain or loss as if we had purchased the underlying common shares and borrowed the aggregate strike price at an annual rate of LIBOR plus 45 basis points. Because these options are derivatives and do not qualify for hedge accounting treatment, the gains or losses resulting from the mark-to-market of the options at the end of each reporting period are recognized as an increase or decrease in interest and other investment income on our consolidated statements of income.

On March 30, 2005, as a result of the merger between Sears and Kmart and pursuant to the terms of the contract, our derivative position representing 7,916,900 Sears common shares became a derivative position representing 2,491,819 common shares of Sears Holdings, Inc. (Sears Holdings) (NYSE: SHLD) valued at \$323,936,000 based on the then closing share price of \$130.00 and \$146,663,000 of cash. As a result, we recognized a net gain of \$58,443,000 based on the fair value of the derivative position on March 30, 2005. In 2005 we sold 402,660 of the option shares at a weighted average sales price of \$124.44 per share. In the first quarter of 2006, we settled the entire derivative position by selling the remaining 2,089,159 option shares at a weighted average sales price of \$125.43 which resulted in a net gain of \$18,611,000, comprised of \$20,673,000 from the remaining option shares sold, partially offset by \$2,062,000 of expense resulting from the increase in strike price for the LIBOR charge.

Our aggregate net gain realized from inception of this investment in 2004 through settlement was \$142,877,000.

Investment in Sears Canada, Inc. (Sears Canada)

On April 3, 2006, we tendered the 7,500,000 Sears Canada shares we owned to Sears Holdings at the increased tender price of Cdn. \$18.00 per share (the equivalent at that time of US \$15.68 per share), which resulted in a net gain of \$55,438,000 representing the difference between the tender price, and our carrying amount of \$8.29 per share. The net gain is reflected as a component of net gain on disposition of wholly-owned and partially owned assets other than depreciable real estate on our consolidated statement of income. Together with income recognized in the fourth quarter of 2005 that resulted from a Sears Canada special dividend, the aggregate net gain from inception in 2005 on our \$143,737,000 investment was \$78,323,000. If at any time on or before December 31, 2008 Sears Canada or any of its affiliates pays more than Cdn. \$18.00 per share to acquire Sears Canada common shares from third parties, we will be entitled to receive the difference as additional consideration for the shares we sold.

424 Sixth Avenue

On March 13, 2006, we sold 424 Sixth Avenue, a 10,000 square foot retail property located in New York City, for \$22,000,000, which resulted in a net gain of \$9,218,000.

33 North Dearborn Street

On March 14, 2006, we sold 33 North Dearborn Street, a 336,000 square foot office building located in Chicago, Illinois, for \$46,000,000, which resulted in a net gain of \$4,835,000. All of the proceeds from the sale have been reinvested in tax-free like-kind exchange investments in accordance with Section 1031 of the Internal Revenue Code (Section 1031).

1919 South Eads Street

On June 22, 2006, we sold 1919 South Eads Street, a 96,000 square foot office building located in Arlington, Virginia for \$38,400,000, which resulted in a net gain of \$17,609,000. All of the proceeds from the sale have been reinvested in tax-free like-kind exchange investments in accordance with Section 1031.

Overview continued

2006 Mezzanine Loan Activity

Equinox Loan

On February 10, 2006, we acquired a 50% interest in a \$115,000,000 note issued by Related Equinox Holdings II, LLC (the Note), for \$57,500,000 in cash. The Note is secured by a pledge of the stock of Related Equinox Holdings II. Related Equinox Holdings II owns Equinox Holdings Inc., which in turn owns all of the assets and obligations, including the fitness clubs, operated under the Equinox brand. The Note is junior to a \$50,000,000 (undrawn) revolving loan and \$280,000,000 of senior unsecured obligations. The Note is senior to \$125,000,000 of cash equity contributed by third parties for their acquisition of the Equinox fitness club business. The Note matures on February 15, 2013 and bears interest at 14% through February 15, 2011, increasing by 3% per annum through maturity. The Note is prepayable at any time after February 15, 2009.

Mervyn's Loans

On April 12, 2006, we acquired a 23.6% interest in two mezzanine loans totaling \$138,136,000, for \$32,560,000 in cash. The loans mature in January 2008 with two one-year extension options and bear interest at LIBOR plus 3.84% (9.16% at December 31, 2006).

LNR Loans

In 2005, we made a \$135,000,000 loan to Riley HoldCo Corp., consisting of a \$60,000,000 mezzanine loan and a \$75,000,000 fixed rate unsecured loan. We received principal payments on the mezzanine loan of \$5,557,000 and \$13,901,000, on February 6, 2006 and June 2, 2006, respectively. On July 12, 2006, the remaining \$40,542,000 balance of the mezzanine loan was repaid with a pre-payment premium of \$972,000, which was recognized as interest and other investment income in the year ended December 31, 2006.

Tharaldson Lodging Companies Loan

On June 16, 2006, we acquired an 81.5% interest in a \$95,968,000 mezzanine loan to Tharaldson Lodging Companies for \$78,166,000 in cash. The loan is secured by a 107 hotel property portfolio with brands including Fairfield Inn, Residence Inn, Comfort Inn and Courtyard by Marriott. The loan is subordinate to \$671,778,000 of debt and is senior to approximately \$192,000,000 of other debt and equity. The loan matures in April 2008, with three one-year extensions, provides for a 0.75% placement fee and bears interest at LIBOR plus 4.3% (9.6% at December 31, 2006).

Drake Hotel Loan

On June 19, 2006, we acquired a 49% interest in a \$37,789,000 mezzanine loan for \$18,517,000 in cash. The loan matures in April 2007, with a six month extension option and bears interest at LIBOR plus 10% (15.3% at December 31, 2006).

280 Park Avenue Loan

On June 30, 2006, we made a \$73,750,000 mezzanine loan secured by the equity interests in 280 Park Avenue, a 1.2 million square foot office building, located between 48th and 49th Streets in Manhattan. The loan bears interest at 10.25% and matures in June 2016. The loan is subordinate to \$1.036 billion of other debt and is senior to approximately \$260,000,000 of equity and interest reserves.

Sheffield Loan

On July 7, 2006, we were repaid the \$108,000,000 outstanding balance of the Sheffield mezzanine loan, together with accrued interest of \$1,165,000 and a prepayment premium of \$2,288,000, which we recognized as interest and other investment income in the year ended December 31, 2006.

Fortress Loan

On August 2, 2006, we purchased bonds for \$99,500,000 in cash, representing a 7% interest in two margin loans aggregating \$1.430 billion. The loans were made to two separate funds managed by Fortress Investment Group LLC and are secured by \$4.4 billion (as of December 31, 2006) of publicly traded equity securities. The loans mature in June 2007 with an automatic extension to December 2007 and bear interest at LIBOR plus 3.50% (8.8% at December 31, 2006).

Overview continued

2006 Financings

On February 9, 2006, we completed a \$353,000,000 refinancing of 770 Broadway. This interest-only loan bears interest at 5.65% and matures in March 2016. The net proceeds of \$173,000,000, after repaying the existing floating rate loan and closing costs, were used for general corporate purposes.

On February 16, 2006, we completed a public offering of \$250,000,000 aggregate principal amount of 5.6% senior unsecured notes due February 15, 2011. Interest on the notes is payable semi-annually on February 15 and August 15, commencing August 16, 2006. The notes were priced at 99.906% of their face amount to yield 5.622%. The net proceeds of approximately \$248,000,000 were used for general corporate purposes.

On May 2, 2006, we sold 1,400,000 6.875% Series D-15 Cumulative Redeemable Preferred Units of the Operating Partnership at a price of \$25.00 per unit. On August 17, 2006 we sold an additional 400,000 Series D-15 Units at a price of \$25.00 per unit, for a combined total of 1,800,000 Series D-15 units and net proceeds of \$43,875,000. The net proceeds received were used for general corporate purposes. We may redeem the Series D-15 Units at a price of \$25.00 per unit after May 2, 2011.

On May 5, 2006, we repaid the existing debt on the Warner Building and completed an interest-only refinancing of \$292,700,000. The loan bears interest at 6.26% and matures in May 2016. We realized net proceeds of \$133,000,000, after repaying the existing loan, closing costs and a prepayment penalty of \$9,818,000. As part of the purchase price accounting for the December 27, 2005 acquisition of the Warner Building, we accrued a liability for the unfavorable terms of the debt assumed in the acquisition. Accordingly, the prepayment penalty did not result in an expense on our consolidated statement of income.

On May 23, 2006, we completed a \$115,000,000 refinancing of the Bowen Building. This interest-only loan bears interest at 6.14% and matures in June 2016. The net proceeds of \$51,600,000, after repaying the existing floating rate loan and closing costs, were used for general corporate purposes.

On June 9, 2006, we completed a \$120,000,000 refinancing of the Montehiedra Town Center. This interest-only loan bears interest at 6.04% and matures in June 2016. The net proceeds of \$59,000,000, after defeasing the existing loan and closing costs, were used for general corporate purposes. As a result of the defeasance of the existing loan, we incurred a net loss on the early extinguishment of debt of approximately \$2,498,000, which is included in interest and debt expense in the year ended December 31, 2006.

On June 28, 2006, we entered into a \$1.0 billion unsecured revolving credit facility which replaced our previous \$600,000,000 unsecured revolving credit facility that was due to mature in July 2006. The new facility has a four-year term, with a one-year extension option and bears interest at LIBOR plus 0.55% (5.87% as of December 31, 2006). The new facility contains financial covenants similar to the prior facility. As of December 31, 2006, we had a zero outstanding balance on this facility.

On June 9, 2006, AmeriCold completed a \$400,000,000, one-year, interest-only financing, collateralized by 21 of its owned and six of its leased temperature-controlled warehouses. On September 8, 2006 an amendment was executed increasing the amount of the loan to \$430,000,000. Of

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

this loan, \$243,000,000 was drawn on June 9, 2006 to repay the existing mortgage on the same facilities and the remaining \$187,000,000 was drawn on September 27, 2006. The initial interest rate on the loan was LIBOR plus 0.60% and increased to LIBOR plus 1.25% when the remaining balance was drawn, subject to a 6.50% LIBOR cap. On December 12, 2006, AmeriCold completed a 5.45% fixed-rate, interest-only financing in an aggregate principal amount of \$1.05 billion which matures in approximately equal tranches in seven, nine and ten years. The proceeds were used to repay \$449,000,000 of fixed-rate mortgages with a rate of 6.89% and the \$430,000,000 financing described above. The mortgages that were repaid were collateralized by 84 temperature-controlled warehouses which were released upon repayment. The new loan is collateralized by 50 of these warehouses. AmeriCold received net proceeds of \$191,000,000, including the release of escrow reserves and after defeasance and closing costs. Vornado, Crescent and Yucaipa received distributions of \$88,023,000, \$58,682,000 and \$38,295,000, respectively, from a portion of the net proceeds. Included in interest and debt expense for the year ended December 31, 2006 are \$14,496,000 of defeasance costs and a \$7,431,000 write-off of debt issuance costs associated with the old loans, of which our share, after minority interest is \$10,433,000.

Overview continued

On July 28, 2006, we called for redemption of the 8.25% Series D-9 Cumulative Redeemable Preferred Units. The Preferred Units were redeemed on September 21, 2006 at a redemption price equal to \$25.00 per unit or an aggregate of \$45,000,000 plus accrued distributions. In conjunction with the redemption, we expensed \$1,125,000 of issuance costs in 2006.

On August 1, 2006, we repaid the \$31,980,000 balance of the One and Two Skyline Place mortgages. On January 26, 2007, we completed a \$678,000,000 financing of our Skyline Complex in Fairfax, Virginia, consisting of eight office buildings containing 2,560,000 square feet. This loan bears interest-only at 5.74% and matures in February 2017. We retained net proceeds of approximately \$515,000,000 after repaying existing loans and closing costs, including \$6,000,000 of defeasance costs, which will be recognized as interest and debt expense in the first quarter of 2007.

On August 11, 2006, we completed \$195,000,000 of a \$220,000,000 refinancing of the High Point Complex. The remaining \$25,000,000 was completed on October 4, 2006. The loan bears interest at 6.34% and matures in August 2016. We received net proceeds of approximately \$108,500,000 after defeasing the existing loans and closing costs, which were used for general corporate purposes. As a result of the defeasance of the existing loans, we incurred an \$8,548,000 net loss on the early extinguishment of debt, which is included in interest and debt expense in the year ended December 31, 2006.

On November 7, 2006, we completed a \$130,000,000 refinancing of our 220 Central Park South property. The loan has two tranches, the first tranche of \$95,000,000 bears interest at LIBOR (capped at 5.50%) plus 2.35% (7.70% as of December 31, 2006) and the second tranche can be drawn up to \$35,000,000 and bears interest at LIBOR (capped at 5.50%) plus 2.45% (7.80% as of December 31, 2006). As of December 31, 2006 approximately \$27,990,000 has been drawn on the second tranche.

On November 20, 2006, we sold \$1 billion aggregate principal amount of 3.625% convertible senior debentures due 2026, pursuant to an effective registration statement. The aggregate net proceeds from this offering, after underwriters' discounts and expenses, were approximately \$980,000,000. The debentures are convertible, under certain circumstances, for common shares of Vornado Realty Trust at an initial conversion rate of 6.5168 common shares per \$1,000 of principal amount of debentures. The initial conversion price of \$153.45 represents a premium of 30% over the November 14, 2006 closing price of \$118.04 for our common shares. The debentures are redeemable at our option beginning in 2011 for the principal amount plus accrued and unpaid interest. Holders of the debentures have the right to require us to repurchase their debentures in 2011, 2016, and 2021 and in the event of a change in control. The net proceeds of the offering were contributed to the Operating Partnership in the form of an inter-company loan and the Operating Partnership guaranteed the payment of the debentures. The Operating Partnership used the net proceeds primarily for acquisitions and investments and for general corporate purposes.

On November 22, 2006, the Merchandise Mart Division completed a \$550,000,000 interest-only, secured financing, which bears interest at a rate of 5.57% and matures in December 2016. The net proceeds of approximately \$548,000,000 were used for general corporate purposes.

On December 11, 2006, we sold 8,100,000 common shares in an underwritten public offering pursuant to an effective registration statement at a price of \$124.05 per share. We received net proceeds of approximately \$1,004,500,000, after offering expenses and contributed the net proceeds to the Operating Partnership in exchange for 8,100,000 Class A units of the Operating Partnership.

Overview continued
2006 Other Developments

GMH Communities L.P.

On July 20, 2004, we committed to make up to a \$159,000,000 convertible preferred investment in GMH Communities L.P. (GMH), a partnership focused on the student and military housing sectors. Distributions accrued on the full committed balance of the investment, whether or not drawn, from July 20, 2004, at a rate of 16.27%. In connection with this commitment, we received a placement fee of \$3,200,000. We also purchased for \$1,000,000 warrants to acquire GMH common equity. The warrants entitled us to acquire (i) 6,666,667 limited partnership units in GMH at an exercise price of \$7.50 per unit and (ii) 5,496,724 limited partnership units at an exercise price of \$9.10 per unit, through May 2, 2006 and are adjusted for dividends declared by GMH Communities Trust (NYSE: GCT) (GCT). We funded a total of \$113,777,000 of the commitment as of November 3, 2004.

On November 3, 2004, GCT closed its initial public offering (IPO) at a price of \$12.00 per share. GCT is a real estate investment trust that conducts its business through GMH, of which it is the sole general partner. In connection with the IPO, (i) the \$113,777,000 we previously funded under the \$159,000,000 commitment was repaid, together with accrued distributions of \$13,381,000, (ii) we contributed our 90% interest in Campus Club Gainesville, which we acquired in 2000, in exchange for an additional 671,190 GMH limited partnership units and (iii) we exercised our first tranche of warrants to acquire 6,666,667 limited partnership units at a price of \$7.50 per unit, or an aggregate of \$50,000,000, which resulted in a gain of \$29,500,000.

On May 2, 2006, the date our remaining GMH warrants were to expire, we received 1,817,247 GCT common shares through an automatic cashless exercise. The amount of the shares received was equal to the excess of GCT 's average closing share price for the trailing 20-day period ending on May 1, 2006 and the \$8.22 exercise price, divided by GCT 's average closing share price for the trailing 20-day period ending on May 1, 2006, then multiplied by 6,085,180 warrants. For the year ended December 31, 2006, we recognized a net loss of \$16,370,000, the difference between the value of the GCT common shares received on May 2, 2006 and GCT 's closing share price of \$15.51 on December 31, 2005. From inception of our investment in the warrants, including the first tranche of warrants exercised on November 3, 2004, the aggregate net gain recognized was \$51,399,000.

The warrants were accounted for as derivative instruments that did not qualify for hedge accounting treatment. Accordingly, the gains or losses resulting from the mark-to-market of the warrants at the end of each reporting period were recognized as an increase or decrease in interest and other investment income on our consolidated statements of income. In the years ended December 31, 2005 and 2004, we recognized income of \$14,079,000 and \$24,190,000, respectively, from the mark-to-market of these warrants which were valued using a trinomial option pricing model based on GCT 's closing stock price on the NYSE of \$15.51 and \$14.10 per share on December 31, 2005 and 2004, respectively.

As of December 31, 2006, we own 7,337,857 GMH limited partnership units (which are exchangeable on a one-for-one basis into common shares of GCT) and 2,517,247 common shares of GCT (1,817,247 shares were received upon exercise of our warrants discussed below), or 13.5% of the limited partnership interest of GMH.

We account for our investment in GMH on the equity method and record our pro rata share of GMH 's net income or loss on a one-quarter lag basis as we file our consolidated financial statements on Form 10-K and 10-Q prior to the time that GCT files its financial statements. On July 31, 2006 GCT filed its annual report on Form 10-K for the year ended December 31, 2005, which restated the quarterly financial results of each of the first three quarters of 2005. Accordingly, we recognized a net loss of \$1,013,000 during the year ended December 31, 2006 for our share of GMH 's results of operations from October 1, 2005 through September 30, 2006. Of this amount, \$94,000 represents our share of GMH 's 2005 fourth quarter net loss, net of adjustments to restate its first three quarters of 2005.

Overview continued

H Street Building Corporation (H Street).

On July 20, 2005, we acquired H Street for approximately \$246,600,000, consisting of \$194,500,000 in cash and \$52,100,000 for our pro rata share of existing mortgage debt. H Street owns, directly or indirectly through stock ownership in corporations, a 50% interest in real estate assets located in Pentagon City, Virginia, including 34 acres of land leased to various residential and retail operators, a 1,670 unit apartment complex, 10 acres of land and two office buildings located in Washington, DC containing 577,000 square feet. We consolidate the accounts of H Street into our consolidated financial statements from the date of acquisition.

On July 22, 2005, two corporations owned 50% by H Street filed a complaint against the Company, H Street and three parties affiliated with the sellers of H Street in the Superior Court of the District of Columbia alleging that we encouraged H Street and the affiliated parties to breach their fiduciary duties to these corporations and interfered with prospective business and contractual relationships. The complaint seeks an unspecified amount of damages and a rescission of our acquisition of H Street. On September 12, 2005, we filed a complaint against each of those corporations and their acting directors seeking a restoration of H Street's full shareholder rights and damages. In addition, on July 29, 2005, a tenant under ground leases for which one of these 50%-owned corporations is landlord brought a separate suit in the Superior Court of the District of Columbia, alleging, among other things, that the acquisition of H Street violated a provision giving them a right of first offer and seeks rescission of our acquisition, the right to acquire H Street for the price paid by us and/or damages. On July 14, 2006, we filed a counterclaim against the tenant asserting that the tenant and the other owner of the 50%-owned ground landlord deliberately excluded H Street from negotiating and executing a purported amendment to the agreement to lease when H Street's consent and execution was required and, consequently, that the amended agreement and the related ground leases are invalid, the tenant is in default under the ground leases and the ground leases are void and without any effect. These legal actions are currently in the discovery stage. We believe that the actions filed against us are without merit and that we will ultimately be successful in defending against them.

Prior to June 30, 2006, the two 50% owned entities that are contesting our acquisition of H Street impeded access to their financial information and accordingly, we were unable to record our pro rata share of their earnings. During the second half of 2006, based on the financial information they provided to us, we recognized equity in net income of \$11,074,000 from these entities, of which \$3,890,000 represented our 50% share of their earnings for the period from July 20, 2005 (date of acquisition) to December 31, 2005.

The Lexington Master Limited Partnership, formerly The Newkirk Master Limited Partnership

We own approximately 8,149,592 limited partnership units (representing a 7.4% ownership interest) of Lexington Master Limited Partnership (Lexington MLP) as a result of the acquisition of Newkirk Realty Trust (Newkirk) by Lexington Corporate Properties Trust (Lexington) discussed below.

On December 31, 2006, Newkirk (NYSE: NKT) was acquired in a merger by Lexington (NYSE: LXP), a real estate investment trust. We owned 10,186,991 limited partnership units (representing a 15.8% ownership interest) of Newkirk MLP, which was also acquired by Lexington as a subsidiary, and was renamed Lexington MLP. The units in Newkirk MLP were converted on a 0.80 for 1 basis into limited partnership units of Lexington MLP, which are exchangeable on a one-for-one basis into common shares of Lexington. We account for our investment in Lexington MLP on the equity method.

The assets of Newkirk MLP consisted of 18.4 million square feet of real estate across 32 states. After completion of the merger, Lexington's total portfolio is comprised of approximately 365 properties containing an aggregate of 58.6 million square feet, located in 44 states and The Netherlands.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

In addition, effective as of the effective time of the merger, Newkirk terminated its advisory agreement with NKT Advisors, in which we had a 20.0% interest, for an aggregate payment of \$12,500,000, of which our share was \$2,300,000.

On December 31, 2006, we recognized a net gain of \$10,362,000, as a result of the above transactions.

72

Overview continued

Unsecured Notes Consent Solicitation

On May 9, 2006, we executed supplemental indentures with respect to our senior unsecured notes due 2007, 2009 and 2010 (collectively, the Notes), pursuant to our consent solicitation statement dated April 18, 2006, as amended. Holders of approximately 96.7% of the aggregate principal amount of the Notes consented to the solicitation. The supplemental indentures contain modifications of certain covenants and related defined terms governing the terms of the Notes to make them consistent with corresponding provisions of the covenants and defined terms included in the senior unsecured notes due 2011 issued on February 16, 2006. The supplemental indentures also include a new covenant that provides for an increase in the interest rate of the Notes upon certain decreases in the ratings assigned by rating agencies to the Notes. In connection with the consent solicitation we paid an aggregate fee of \$2,241,000 to the consenting note holders, which will be amortized into expense over the remaining term of the Notes. In addition, we incurred advisory and professional fees aggregating \$1,415,000, which were expensed in the second quarter of 2006.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Overview continued

Leasing Activity

The following table summarizes, by business segment, the leasing statistics which we view as key performance indicators.

| (Square feet and cubic feet in thousands) | Office | | | Merchandise Mart | | Temperature |
|---|----------|-------------------|----------|------------------|----------|-------------------------|
| | New York | Washington, DC | Retail | Office | Showroom | Controlled Logistics |
| As of December 31, 2006: | | | | | | |
| Square feet/ cubic feet | 13,692 | 18,015 | 19,264 | 2,714 | 6,370 | 18,941/497,800 |
| Number of properties | 25 | 91 | 158 | 9 | 9 | 91 |
| Occupancy rate | 97.5 | % 92.2 | % 92.7 | %(2) 97.4 | % 93.6 | % 77.4 |
| Leasing Activity: | | | | | | |
| Year ended December 31, 2006: | | | | | | |
| Square feet | 1,693 | 2,164 | 1,184 | 178 | 1,107 | |
| Initial rent (1) | \$ 51.69 | \$ 31.90 | \$ 22.79 | \$ 24.24 | \$ 24.61 | |
| Weighted average lease terms (years) | 9.5 | 6.5 | 11.9 | 8.1 | 5.2 | |
| Rent per square foot on relet space: | | | | | | |
| Square feet | 1,378 | 1,438 | 449 | 178 | 1,107 | |
| Initial Rent (1) | \$ 53.08 | \$ 31.45 | \$ 25.93 | \$ 24.24 | \$ 24.61 | |
| Prior escalated rent | \$ 43.71 | \$ 30.71 | \$ 20.86 | \$ 25.54 | \$ 24.56 | |
| Percentage increase (decrease): | | | | | | |
| Cash basis | 21.4 | % 2.4 | % 24.3 | % (5.1 | %) 0.2 | % |
| Straight-line basis | 30.0 | % 4.8 | % 33.3 | % 1.9 | % 10.0 | % |
| Rent per square foot on space previously vacant: | | | | | | |
| Square feet | 315 | 726 | 735 | | | |
| Initial rent (1) | \$ 45.61 | \$ 32.79 | \$ 20.86 | \$ | \$ | |
| Tenant improvements and leasing commissions: | | | | | | |
| Per square foot | \$ 39.08 | \$ 16.54 | \$ 7.64 | \$ 35.57 | \$ 6.80 | |
| Per square foot per annum | \$ 4.10 | \$ 2.54 | \$ 0.64 | \$ 4.39 | \$ 1.31 | |
| Quarter ended December 31, 2006: | | | | | | |
| Square feet | 244 | 411 | 92 | 72 | 182 | |
| Initial rent (1) | \$ 59.13 | \$ 33.29 | \$ 26.59 | \$ 30.91 | \$ 23.31 | |
| Weighted average lease terms (years) | 8.9 | 5.7 | 7.3 | 6.9 | 4.5 | |
| Rent per square foot on relet space: | | | | | | |
| Square feet | 214 | 292 | 56 | 72 | 182 | |
| Initial Rent (1) | \$ 60.35 | \$ 32.65 | \$ 27.90 | \$ 30.91 | \$ 23.31 | |
| Prior escalated rent | \$ 46.35 | \$ 31.53 | \$ 23.58 | \$ 31.52 | \$ 23.62 | |
| Percentage increase (decrease): | | | | | | |
| Cash basis | 30.2 | % 3.6 | % 18.3 | % (1.9 | %) (1.3 | %) |
| Straight-line basis | 42.6 | % 9.1 | % 28.8 | % (1.8 | %) 5.8 | % |
| Rent per square foot on space previously vacant: | | | | | | |
| Square feet | 30 | 119 | 36 | | | |
| Initial rent (1) | \$ 50.43 | \$ 34.86 | \$ 24.52 | \$ | \$ | |
| Tenant improvements and leasing commissions: | | | | | | |
| Per square foot | \$ 40.71 | \$ 20.43 | \$ 3.46 | \$ 33.38 | \$ 5.94 | |
| Per square foot per annum | \$ 4.57 | \$ 3.58 | \$ 0.47 | \$ 4.84 | \$ 1.32 | |

In addition to the above, the New York City Office division leased the following retail space during the year ended December 31, 2006:

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

| | | |
|--|-----------|---|
| Square feet/ cubic feet | 37 | |
| Initial rent | \$ 113.31 | |
| Percentage increase over prior escalated rent for relet space | 152 | % |

- (1) Most leases include periodic step-ups in rent, which are not reflected in the initial rent per square foot leased.
- (2) Excluding the 37 stores acquired from Toys R Us on October 16, 2006, the Retail occupancy rate would be 94.9% as of December 31, 2006.

74

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Overview continued

| (Square feet and cubic feet in thousands) | Office | | | Merchandise Mart | | | Temperature Controlled | |
|--|----------|----------------|----|------------------|----------|----------|------------------------|---------|
| | New York | Washington, DC | | Retail | Office | Showroom | Logistics | |
| As of December 31, 2005: | | | | | | | | |
| Square feet/ cubic feet | 12,972 | 17,727 | | 16,169 | 3,100 | 6,290 | 17,311/ | 437,200 |
| Number of properties | 20 | 91 | | 111 | 10 | 10 | | 85 |
| Occupancy rate | 96.0 | % 91.2 | % | 95.6 | % 97.0 | % 94.7 | % | 81.7% |
| Leasing Activity: | | | | | | | | |
| Year ended December 31, 2005: | | | | | | | | |
| Square feet | 1,270 | 2,659 | | 864 | 273 | 1,150 | | |
| Initial rent (1) | \$ 45.75 | \$ 30.18 | | \$ 16.30 | \$ 24.17 | \$ 27.58 | | |
| Weighted average lease terms (years) | 7.9 | 5.6 | | 9.2 | 8.1 | 5.4 | | |
| Rent per square foot on relet space: | | | | | | | | |
| Square feet | 947 | 1,639 | | 463 | 199 | 1,150 | | |
| Initial Rent (1) | \$ 44.26 | \$ 30.07 | | \$ 19.42 | \$ 24.78 | \$ 27.58 | | |
| Prior escalated rent | \$ 42.42 | \$ 30.53 | | \$ 16.86 | \$ 29.28 | \$ 26.72 | | |
| Percentage increase (decrease): | | | | | | | | |
| Cash basis | 4.3 | % (1.5 | %) | 15.2 | % (15.4 | %) | 3.2 | % |
| Straight-line basis | 8.2 | % 4.1 | % | 20.0 | % (0.8 | %) | 13.1 | % |
| Rent per square foot on space previously vacant: | | | | | | | | |
| Square feet | 323 | 1,020 | | 401 | 74 | | | |
| Initial rent (1) | \$ 50.12 | \$ 30.34 | | \$ 12.69 | \$ 22.53 | \$ | | |
| Tenant improvements and leasing commissions: | | | | | | | | |
| Per square foot | \$ 30.98 | \$ 9.17 | | \$ 8.04 | \$ 50.41 | \$ 8.30 | | |
| Per square foot per annum | \$ 4.01 | \$ 1.64 | | \$ 0.88 | \$ 6.19 | \$ 1.53 | | |

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

Space previously occupied by the U.S. Patent and Trade Office (PTO)

During 2004 and 2005, the PTO vacated 1,939,000 square feet of space at our Crystal City properties. Of this space, Crystal Plaza Two, Three and Four, aggregating 712,000 square feet was taken out of service for redevelopment. During 2006, the redevelopment of Crystal Plaza Three and Four, aggregating 531,000 square feet, was substantially completed, placed into service and re-leased. As of December 31, 2006, we have re-leased a total of 1,247,000 square feet of the former PTO space and 181,000 square feet, representing Crystal Plaza Two, remains out of service for conversion to a 19-story residential tower.

Critical Accounting Policies

In preparing the consolidated financial statements we have made estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. Set forth below is a summary of the accounting policies that we believe are critical to the preparation of the consolidated financial statements. The summary should be read in conjunction with the more complete discussion of our accounting policies included in Note 2 to the consolidated financial statements in this Annual Report on Form 10-K.

Real Estate

Real estate is carried at cost, net of accumulated depreciation and amortization. As of December 31, 2006 and 2005, the carrying amounts of real estate, net of accumulated depreciation, were \$11.6 billion and \$9.7 billion, respectively. Maintenance and repairs are charged to operations as incurred. Depreciation requires an estimate by management of the useful life of each property and improvement as well as an allocation of the costs associated with a property to its various components. If we do not allocate these costs appropriately or incorrectly estimate the useful lives of our real estate, depreciation expense may be misstated.

Upon the acquisition of real estate, we assess the fair value of acquired assets (including land, buildings and improvements, identified intangibles such as acquired above and below market leases and acquired in-place leases and customer relationships) and acquired liabilities in accordance with Statement of Financial Accounting Standards (SFAS) No. 141: Business Combinations and SFAS No. 142: Goodwill and Other Intangible Assets, and we allocate purchase price based on these assessments. We assess fair value based on estimated cash flow projections that utilize appropriate discount and capitalization rates and available market information. Estimates of future cash flows are based on a number of factors including the historical operating results, known trends, and market/economic conditions. Our properties, including any related intangible assets, are reviewed for impairment if events or circumstances change indicating that the carrying amount of the assets may not be recoverable. If we incorrectly estimate the values at acquisition or the undiscounted cash flows, initial allocations of purchase price and future impairment charges may be different. The impact of our estimates in connection with acquisitions and future impairment analysis could be material to our consolidated financial statements.

Identified Intangible Assets

Upon an acquisition of a business we record intangible assets acquired at their estimated fair value separate and apart from goodwill. We amortize identified intangible assets that are determined to have finite lives which are based on the period over which the assets are expected to contribute directly or indirectly to the future cash flows of the business acquired. Intangible assets subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized if the carrying amount of an intangible asset, including the related real estate when appropriate, is not recoverable and the carrying amount exceeds the estimated fair value.

As of December 31, 2006 and 2005, the carrying amounts of identified intangible assets were \$304,252,000 and \$192,375,000, respectively. Such amounts are included in other assets on our consolidated balance sheets. In addition, we had \$307,809,000 and \$150,892,000, of identified intangible liabilities as of December 31, 2006 and 2005, which are included in deferred credit on our consolidated balance sheets. If these assets are deemed to be impaired, or the estimated useful lives of finite-life intangibles assets or liabilities change, the impact to our consolidated financial statements could be material.

Notes and Mortgage Loans Receivable

We record mortgages and notes receivable at the stated principal amount net of any discount or premium. As of December 31, 2006 and 2005, the carrying amounts of Notes and Mortgage Loans Receivable were \$561,164,000 and \$363,565,000, respectively. We accrete or amortize any discounts or premiums over the life of the related receivable utilizing the effective interest method, or straight-line method if the result is not materially different. We evaluate the collectibility of both interest and principal of each of our loans, if circumstances warrant, to determine whether they are impaired. A loan is impaired when based on current information and events, it is probable that we will be unable to collect all amounts due according to the existing contractual terms. When a loan is impaired, the amount of the loss accrual is calculated by comparing the recorded investment to the value determined by discounting the expected future cash flows at the loan's effective interest rate or, as a practical expedient, to the value of the collateral if the loan is collateral dependent. The impact of our estimates in connection with the collectibility of both interest and principal of our loans could be material to our consolidated financial statements.

Partially Owned Entities

As of December 31, 2006 and 2005, the carrying amounts of investments and advances to partially owned entities, including Alexander's and Toys 'R Us, were \$1.45 billion and \$1.37 billion, respectively. In determining whether we have a controlling interest in a partially owned entity and the requirement to consolidate the accounts of that entity, we consider factors such as ownership interest, board representation, management representation, authority to make decisions, and contractual and substantive participating rights of the partners/members as well as whether the entity is a variable interest entity in which we will absorb the majority of the entity's expected losses, if they occur, or receive the majority of the expected residual returns, if they occur, or both. We account for investments on the equity method when the requirements for consolidation are not met, and we have significant influence over the operations of the investee. Equity method investments are initially recorded at cost and subsequently adjusted for our share of net income or loss and cash contributions and distributions. Investments that do not qualify for consolidation or equity method accounting are accounted for on the cost method.

Our investments in partially owned entities are reviewed for impairment, periodically, if events or circumstances change indicating that the carrying amount of our investments may not be recoverable. The ultimate realization of our investments in partially owned entities is dependent on a number of factors, including the performance of each investment and market conditions. We will record an impairment charge if we determine that a decline in the value of an investment is other than temporary.

Allowance For Doubtful Accounts

We periodically evaluate the collectibility of amounts due from tenants and maintain an allowance for doubtful accounts (\$17,727,000 and \$16,907,000 as of December 31, 2006 and 2005) for estimated losses resulting from the inability of tenants to make required payments under their lease agreements. We also maintain an allowance for receivables arising from the straight-lining of rents (\$2,334,000 and \$6,051,000 as of December 31, 2006 and 2005). This receivable arises from earnings recognized in excess of amounts currently due under the lease agreements. Management exercises judgment in establishing these allowances and considers payment history and current credit status in developing these estimates. These estimates may differ from actual results, which could be material to our consolidated financial statements.

Revenue Recognition

We have the following revenue sources and revenue recognition policies:

Base Rent income arising from tenant leases. These rents are recognized over the non-cancelable term of the related leases on a straight-line basis which includes the effects of rent steps and rent abatements under the leases. We commence rental revenue recognition when the tenant takes possession of the leased space and the leased space is substantially ready for its intended use. In addition, in circumstances where we provide a tenant improvement allowance for improvements that are owned by the tenant, we recognize the allowance as a reduction of rental revenue on a straight-line basis over the term of the lease.

Percentage Rent income arising from retail tenant leases that is contingent upon the sales of the tenant exceeding a defined threshold. These rents are recognized in accordance with Staff Accounting Bulletin No. 104: Revenue Recognition, which states that this income is to be recognized only after the contingency has been removed (i.e., sales thresholds have been achieved).

Hotel Revenue income arising from the operation of the Hotel Pennsylvania which consists of rooms revenue, food and beverage revenue, and banquet revenue. Income is recognized when rooms are occupied. Food and beverage and banquet revenue are recognized when the services have been rendered.

Trade Shows Revenue income arising from the operation of trade shows, including rentals of booths. This revenue is recognized when the trade shows have occurred.

Expense Reimbursements revenue arising from tenant leases which provide for the recovery of all or a portion of the operating expenses and real estate taxes of the respective property. This revenue is accrued in the same periods as the expenses are incurred.

Temperature Controlled Logistics revenue income arising from our investment in AmeriCold. Storage and handling revenue are recognized as services are provided. Transportation fees are recognized upon delivery to customers.

Management, Leasing and Other Fees income arising from contractual agreements with third parties or with partially owned entities. This revenue is recognized as the related services are performed under the respective agreements.

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

Income Taxes

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

Recently Issued Accounting Literature

On December 16, 2004, the FASB issued Statement No. 123(R), *Share-Based Payment* (SFAS No. 123R). SFAS No. 123R replaces SFAS No. 123 and requires that the compensation cost relating to share-based payment transactions be recognized in financial statements and measured based on the fair value of the equity or liability instruments issued. We adopted SFAS No. 123R on the modified prospective method on January 1, 2006. This adoption did not have a material effect on our consolidated financial statements.

In May 2005, the FASB issued Statement No. 154, *Accounting Changes and Error Corrections – A Replacement of APB Opinion No. 20 and SFAS No. 3* (SFAS No. 154). SFAS No. 154 changes the requirements for the accounting and reporting of a change in accounting principle by requiring retrospective application to prior periods financial statements of the change in accounting principle, unless it is impracticable to do so. SFAS No. 154 also requires that a change in depreciation or amortization for long-lived, non-financial assets be accounted for as a change in accounting estimate effected by a change in accounting principle. SFAS No. 154 is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. We adopted SFAS No. 154 on January 1, 2006. This adoption had no effect on our consolidated financial statements.

In February 2006, the FASB issued Statement No. 155, *Accounting for Certain Hybrid Financial Instruments – An Amendment of SFAS No. 133 and No. 140* (SFAS No. 155). The purpose of SFAS No. 155 is to simplify the accounting for certain hybrid financial instruments by permitting fair value re-measurement for any hybrid financial instrument that contains an embedded derivative that otherwise would require bifurcation. SFAS No. 155 also eliminates the restriction on passive derivative instruments that a qualifying special-purpose entity may hold. SFAS No. 155 is effective for all financial instruments acquired or issued after the beginning of an entity's first fiscal year beginning after September 15, 2006. The adoption of this standard on January 1, 2007 did not have a material effect on our consolidated financial statements.

In March 2006, the FASB issued Statement No. 156, *Accounting for Servicing of Financial Assets, an Amendment of SFAS No. 140* (SFAS No. 156). SFAS No. 156 requires separate recognition of a servicing asset and a servicing liability each time an entity undertakes an obligation to service a financial asset by entering into a servicing contract. This statement also requires that servicing assets and liabilities be initially recorded at fair value and subsequently adjusted to the fair value at the end of each reporting period. This statement is effective in fiscal years beginning after September 15, 2006. The adoption of this standard on January 1, 2007 did not have a material effect on our consolidated financial statements.

In July 2006, the FASB issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes, an Interpretation of FASB Statement No. 109* (FIN 48). FIN 48 establishes new evaluation and measurement processes for all income tax positions taken. FIN 48 also requires expanded disclosures of income tax matters. The adoption of this standard on January 1, 2007 did not have a material effect on our consolidated financial statements.

In September 2006, the FASB issued Statement No. 157, *Fair Value Measurements* (SFAS No. 157). SFAS No. 157 provides guidance for using fair value to measure assets and liabilities. This statement clarifies the principle that fair value should be based on the assumptions that market participants would use when pricing the asset or liability. SFAS No. 157 establishes a fair value hierarchy, giving the highest priority to quoted prices in active markets and the lowest priority to unobservable data. SFAS No. 157 applies whenever other standards require assets or liabilities to be measured at fair value. This statement is effective in fiscal years beginning after November 15, 2007. We believe that the adoption of this standard on January 1, 2008 will not have a material effect on our consolidated financial statements.

Recently Issued Accounting Literature - continued

In September 2006, the FASB issued Statement No. 158, *Employer's Accounting for Defined Benefit Pension and Other Postretirement Plans, an Amendment of SFAS No. 87, 88, 106 and 132R* (SFAS No. 158). SFAS No. 158 requires an employer to (i) recognize in its statement of financial position an asset for a plan's over-funded status or a liability for a plan's under-funded status; (ii) measure a plan's assets and its obligations that determine its funded status as of the end of the employer's fiscal year (with limited exceptions); and (iii) recognize changes in the funded status of a defined benefit postretirement plan in the year in which the changes occur. Those changes will be reported in comprehensive income. The adoption of the requirement to recognize the funded status of a benefit plan and the disclosure requirements as of December 31, 2006 did not have a material effect on our consolidated financial statements. The requirement to measure plan assets and benefit obligations to determine the funded status as of the end of the fiscal year and to recognize changes in the funded status in the year in which the changes occur is effective for fiscal years ending after December 15, 2008. The adoption of the measurement date provisions of this standard is not expected to have a material effect on our consolidated financial statements.

In September 2006, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 108 (SAB 108), which becomes effective for the first fiscal period ending after November 15, 2006. SAB 108 provides guidance on the consideration of the effects of prior period misstatements in quantifying current year misstatements for the purpose of a materiality assessment. SAB 108 provides for the quantification of the impact of correcting all misstatements, including both the carryover and reversing effects of prior year misstatements, on the current year financial statements. The adoption of SAB 108 on December 31, 2006 did not have a material effect on our consolidated financial statements.

In February 2007, the FASB issued Statement No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* (SFAS No. 159). SFAS No. 159 expands opportunities to use fair value measurement in financial reporting and permits entities to choose to measure many financial instruments and certain other items at fair value. This Statement is effective for fiscal years beginning after November 15, 2007. We have not decided if we will early adopt SFAS No. 159 or if we will choose to measure any eligible financial assets and liabilities at fair value.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Net income and EBITDA by Segment for the years ended December 31, 2006, 2005 and 2004.

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

| (Amounts in thousands) | For the Year Ended December 31, 2006 | | | | | | | | |
|---|--------------------------------------|-------------------------|----------------|-----------------------|---------------------|--------------------------|------------|----------------------|---------|
| | | Office | | | Merchandise | Temperature | | | |
| | Total | New York ⁽²⁾ | Washington, DC | Retail ⁽²⁾ | Mart ⁽²⁾ | Logistics ⁽³⁾ | Toys | Other ⁽⁴⁾ | |
| Property rentals | \$ 1,481,419 | \$ 487,421 | \$ 405,611 | \$ 264,727 | \$ 236,945 | \$ | \$ | \$ 86,715 | |
| Straight-line rents: | | | | | | | | | |
| Contractual rent increases | 31,552 | 4,431 | 13,341 | 7,908 | 6,038 | | | (166) | |
| Amortization of free rent | 31,103 | 7,245 | 16,181 | 5,080 | 2,597 | | | | |
| Amortization of acquired below- | | | | | | | | | |
| market leases, net | 23,814 | 976 | 4,502 | 15,513 | 43 | | | 2,780 | |
| Total rentals | 1,567,888 | 500,073 | 439,635 | 293,228 | 245,623 | | | 89,329 | |
| Temperature Controlled Logistics | 779,110 | | | | | 779,110 | | | |
| Tenant expense reimbursements | 261,471 | 102,488 | 34,002 | 101,737 | 19,125 | | | 4,119 | |
| Fee and other income: | | | | | | | | | |
| Tenant cleaning fees | 33,779 | 42,317 | | | | | | (8,538) | |
| Management and leasing fees | 10,256 | 1,111 | 7,643 | 1,463 | 39 | | | | |
| Lease termination fees | 29,362 | 25,188 | 2,798 | 371 | 1,005 | | | | |
| Other | 30,229 | 12,307 | 10,167 | 1,588 | 6,082 | | | 85 | |
| Total revenues | 2,712,095 | 683,484 | 494,245 | 398,387 | 271,874 | 779,110 | | 84,995 | |
| Operating expenses | 1,366,430 | 301,583 | 154,890 | 130,520 | 109,020 | 620,833 | | 49,584 | |
| Depreciation and amortization | 397,403 | 98,474 | 109,544 | 50,806 | 44,492 | 73,025 | | 21,062 | |
| General and administrative | 221,356 | 16,942 | 34,876 | 21,683 | 26,074 | 40,885 | | 80,896 | |
| Total expenses | 1,985,189 | 416,999 | 299,310 | 203,009 | 179,586 | 734,743 | | 151,542 | |
| Operating income (loss) | 726,906 | 266,485 | 194,935 | 195,378 | 92,288 | 44,367 | | (66,547) | |
| (Loss) income applicable to | | | | | | | | | |
| Alexander s | (14,530) | 772 | | 716 | | | | (16,018) | |
| Loss applicable to Toys R Us | (47,520) | | | | | | (47,520) | | |
| Income from partially owned entities | 61,777 | 3,844 | 13,302 | 5,950 | 1,076 | 1,422 | | 36,183 | |
| Interest and other investment income | 262,188 | 913 | 1,794 | 812 | 275 | 6,785 | | 251,609 | |
| Interest and debt expense | (477,775) | (84,134) | (99,286) | (79,202) | (28,672) | (81,890) | | (104,591) | |
| Net gain on disposition of wholly owned | | | | | | | | | |
| and partially owned assets other than | | | | | | | | | |
| depreciable real estate | 76,073 | | | | | | | 76,073 | |
| Minority interest of partially owned entities | 20,173 | | | 84 | 5 | 18,810 | | 1,274 | |
| Income (loss) from continuing operations | 607,292 | 187,880 | 110,745 | 123,738 | 64,972 | (10,506) | (47,520) | 177,983 | |
| Income from discontinued operations, net | 33,408 | | 16,401 | 9,206 | 5,682 | 2,107 | | 12 | |
| Income (loss) before allocation to | | | | | | | | | |
| minority limited partners | 640,700 | 187,880 | 127,146 | 132,944 | 70,654 | (8,399) | (47,520) | 177,995 | |
| Minority limited partners interest | | | | | | | | | |
| in the Operating Partnership | (58,712) | | | | | | | (58,712) | |
| Perpetual preferred unit distributions of | | | | | | | | | |
| the Operating Partnership | (21,848) | | | | | | | (21,848) | |
| Net income (loss) | 560,140 | 187,880 | 127,146 | 132,944 | 70,654 | (8,399) | (47,520) | 97,435 | |
| Interest and debt expense ⁽¹⁾ | 692,496 | 86,861 | 107,477 | 89,748 | 29,551 | 38,963 | | 196,259 | 143,637 |
| Depreciation and amortization ⁽¹⁾ | 542,515 | 101,976 | 123,314 | 56,168 | 45,077 | 34,854 | | 137,176 | 43,950 |
| Income tax (benefit) expense ⁽¹⁾ | (11,848) | | 8,842 | | (441) | 873 | | (22,628) | 1,506 |
| EBITDA | \$ 1,783,303 | \$ 376,717 | \$ 366,779 | \$ 278,860 | \$ 144,841 | \$ 66,291 | \$ 263,287 | \$ 286,528 | |
| Percentage of EBITDA by segment | 100.0 | % 21.1 | % 20.6 | % 15.6 | % 8.1 | % 3.7 | % 14.8 | % 16.1 | % |

EBITDA above includes certain items that affect comparability, including (i) \$153,209 of income from derivative instruments, (ii) \$76,082 of net gains on sale of marketable securities, (iii) \$46,935 of net gains on sale of real estate and (iv) \$47,404 of expense, primarily from our share of Alexander s stock appreciation rights compensation expense. Excluding these items, the percentages of EBITDA by segment are 23.9% for New York Office, 22.7% of Washington, DC Office, 17.1% for Retail, 8.8% for Merchandise Mart, 4.1% for Temperature Controlled Logistics,

16.6% for Toys and 6.8% for Other.

See Notes on page 84.

81

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

| (Amounts in thousands) | For the Year Ended December 31, 2005 | | | | | | | |
|---|--------------------------------------|-------------------------|----------------|-----------------------|---------------------|-------------------------------------|-------------|----------------------|
| | | Office | | | Merchandise | | Temperature | |
| | Total | New York ⁽²⁾ | Washington, DC | Retail ⁽²⁾ | Mart ⁽²⁾ | Controlled Logistics ⁽³⁾ | Toys | Other ⁽⁴⁾ |
| Property rentals | \$ 1,322,099 | \$ 460,062 | \$ 375,132 | \$ 199,519 | \$ 215,283 | \$ | \$ | \$ 72,103 |
| Straight-line rents: | | | | | | | | |
| Contractual rent increases | 22,805 | 6,163 | 7,162 | 5,981 | 3,439 | | | 60 |
| Amortization of free rent | 27,136 | 11,280 | 5,306 | 4,030 | 6,520 | | | |
| Amortization of acquired below-market leases, net | 13,973 | | 7,564 | 5,596 | | | | 813 |
| Total rentals | 1,386,013 | 477,505 | 395,164 | 215,126 | 225,242 | | | 72,976 |
| Temperature Controlled Logistics | 846,881 | | | | | 846,881 | | |
| Tenant expense reimbursements | 207,168 | 97,987 | 17,895 | 73,284 | 15,268 | | | 2,734 |
| Fee and other income: | | | | | | | | |
| Tenant cleaning fees | 30,350 | 30,350 | | | | | | |
| Management and leasing fees | 15,433 | 893 | 13,539 | 941 | 60 | | | |
| Lease termination fees | 30,117 | 10,392 | 354 | 2,399 | 16,972 | | | |
| Other | 18,740 | 8,729 | 4,961 | 271 | 4,778 | | | 1 |
| Total revenues | 2,534,702 | 625,856 | 431,913 | 292,021 | 262,320 | 846,881 | | 75,711 |
| Operating expenses | 1,298,948 | 278,234 | 125,032 | 88,690 | 95,931 | 662,703 | | 48,358 |
| Depreciation and amortization | 332,175 | 87,118 | 83,553 | 32,965 | 39,456 | 73,776 | | 15,307 |
| General and administrative | 182,809 | 14,315 | 25,715 | 15,800 | 24,636 | 40,925 | | 61,418 |
| Total expenses | 1,813,932 | 379,667 | 234,300 | 137,455 | 160,023 | 777,404 | | 125,083 |
| Operating income (loss) | 720,770 | 246,189 | 197,613 | 154,566 | 102,297 | 69,477 | | (49,372) |
| Income applicable to Alexander's | 59,022 | 694 | | 695 | | | | 57,633 |
| Loss applicable to Toys R Us | (40,496) | | | | | | (40,496) | |
| Income from partially owned entities | 36,165 | 2,563 | 1,076 | 9,094 | 588 | 1,248 | | 21,596 |
| Interest and other investment income | 167,220 | 713 | 1,106 | 583 | 187 | 2,273 | | 162,358 |
| Interest and debt expense | (339,952) | (58,829) | (81,664) | (60,018) | (10,769) | (56,272) | | (72,400) |
| Net gain on disposition of wholly owned and partially owned assets other than depreciable real estate | 39,042 | 606 | 84 | 896 | | | | 37,456 |
| Minority interest of partially owned entities | (3,808) | | | | 120 | (4,221) | | 293 |
| Income (loss) from continuing operations | 637,963 | 191,936 | 118,215 | 105,816 | 92,423 | 12,505 | (40,496) | 157,564 |
| Income from discontinued operations, net | 35,515 | | 74 | 656 | 2,182 | | | 32,603 |
| Income (loss) before allocation to minority limited partners | 673,478 | 191,936 | 118,289 | 106,472 | 94,605 | 12,505 | (40,496) | 190,167 |
| Minority limited partners interest in the Operating Partnership | (66,755) | | | | | | | (66,755) |
| Perpetual preferred unit distributions of the Operating Partnership | (67,119) | | | | | | | (67,119) |
| Net income (loss) | 539,604 | 191,936 | 118,289 | 106,472 | 94,605 | 12,505 | (40,496) | 56,293 |
| Interest and debt expense ⁽¹⁾ | 415,826 | 60,821 | 84,913 | 68,274 | 11,592 | 26,775 | 46,789 | 116,662 |
| Depreciation and amortization ⁽¹⁾ | 367,260 | 88,844 | 86,376 | 37,954 | 41,757 | 35,211 | 33,939 | 43,179 |
| Income tax (benefit) expense ⁽¹⁾ | (21,062) | | 1,199 | | 1,138 | 1,275 | (25,372) | 698 |
| EBITDA | \$ 1,301,628 | \$ 341,601 | \$ 290,777 | \$ 212,700 | \$ 149,092 | \$ 75,766 | \$ 14,860 | \$ 216,832 |
| Percentage of EBITDA by segment | 100 | % 26.2 | % 22.4 | % 16.3 | % 11.5 | % 5.8 | % 1.1 | % 16.7 |

Included in EBITDA are net gains on sale of real estate of \$31,614, income from the mark-to-market and conversion of derivative instruments of \$72,816 and certain other gains and losses that affect comparability. Excluding these items, the percentages of EBITDA by segment are 29.7% for New York Office, 25.3% for Washington, DC Office, 18.1% for Retail, 12.7% for Merchandise Mart, 6.6% for Temperature Controlled

Logistics, 1.3% for Toys and 6.3% for Other.

See Notes on page 84.

82

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

(Amounts in thousands)

| | For the Year Ended December 31, 2004 | | | | | | |
|---|--------------------------------------|-------------------------|----------------|-----------------------|---------------------|-------------------------------------|----------------------|
| | | Office | | | Merchandise | Temperature | |
| | Total | New York ⁽²⁾ | Washington, DC | Retail ⁽²⁾ | Mart ⁽²⁾ | Controlled Logistics ⁽³⁾ | Other ⁽⁴⁾ |
| Property rentals | \$ 1,262,448 | \$ 435,835 | \$ 389,692 | \$ 163,176 | \$ 210,934 | \$ | \$ 62,811 |
| Straight-line rents: | | | | | | | |
| Contractual rent increases | 35,063 | 15,258 | 11,421 | 5,007 | 3,212 | | 165 |
| Amortization of free rent | 26,059 | 9,665 | (168) | 11,290 | 5,278 | | (6) |
| Amortization of acquired below-market leases, net | 14,985 | | 10,112 | 4,873 | | | |
| Total rentals | 1,338,555 | 460,758 | 411,057 | 184,346 | 219,424 | | 62,970 |
| Temperature Controlled Logistics | 87,428 | | | | | 87,428 | |
| Tenant expense reimbursements | 189,237 | 88,408 | 16,022 | 64,363 | 17,159 | | 3,285 |
| Fee and other income: | | | | | | | |
| Tenant cleaning fees | 31,293 | 31,293 | | | | | |
| Management and leasing fees | 16,754 | 1,039 | 14,462 | 1,084 | 155 | | 14 |
| Lease termination fees | 16,989 | 10,110 | 2,586 | 709 | 3,584 | | |
| Other | 19,438 | 10,392 | 2,998 | 908 | 5,076 | | 64 |
| Total revenues | 1,699,694 | 602,000 | 447,125 | 251,410 | 245,398 | 87,428 | 66,333 |
| Operating expenses | 676,025 | 264,714 | 125,616 | 78,017 | 94,499 | 67,989 | 45,190 |
| Depreciation and amortization | 241,766 | 81,994 | 77,346 | 26,622 | 34,623 | 7,968 | 13,213 |
| General and administrative | 145,040 | 13,602 | 24,746 | 13,145 | 22,449 | 4,264 | 66,834 |
| Cost of acquisitions not consummated | 1,475 | | | | | | 1,475 |
| Total expenses | 1,064,306 | 360,310 | 227,708 | 117,784 | 151,571 | 80,221 | 126,712 |
| Operating income (loss) | 635,388 | 241,690 | 219,417 | 133,626 | 93,827 | 7,207 | (60,379) |
| Income applicable to Alexander's | 8,580 | 433 | | 668 | | | 7,479 |
| Income (loss) from partially owned entities | 43,381 | 2,502 | 226 | (1,678) | 545 | 5,641 | 36,145 |
| Interest and other investment income | 203,998 | 569 | 428 | 397 | 105 | 220 | 202,279 |
| Interest and debt expense | (242,142) | (38,335) | (90,568) | (58,625) | (11,255) | (6,379) | (36,980) |
| Net gain on disposition of wholly owned and partially owned assets other than depreciable real estate | 19,775 | | 369 | | | | 19,406 |
| Minority interest of partially owned entities | (109) | | | | | (158) | 49 |
| Income from continuing operations | 668,871 | 206,859 | 129,872 | 74,388 | 83,222 | 6,531 | 167,999 |
| Income from discontinued operations, net | 81,245 | | 1,175 | 10,999 | 2,112 | | 66,959 |
| Income before allocation to minority limited partners | 750,116 | 206,859 | 131,047 | 85,387 | 85,334 | 6,531 | 234,958 |
| Minority limited partners' interest in the Operating Partnership | (88,091) | | | | | | (88,091) |
| Perpetual preferred unit distributions of the Operating Partnership | (69,108) | | | | | | (69,108) |
| Net income | 592,917 | 206,859 | 131,047 | 85,387 | 85,334 | 6,531 | 77,759 |
| Interest and debt expense ⁽¹⁾ | 313,289 | 40,338 | 93,264 | 61,820 | 12,166 | 30,337 | 75,364 |
| Depreciation and amortization ⁽¹⁾ | 296,980 | 83,492 | 79,483 | 30,619 | 36,578 | 34,567 | 32,241 |
| Income tax expense ⁽¹⁾ | 1,664 | | 406 | | 852 | 79 | 327 |
| EBITDA | \$ 1,204,850 | \$ 330,689 | \$ 304,200 | \$ 177,826 | \$ 134,930 | \$ 71,514 | \$ 185,691 |
| Percentage of EBITDA by segment | 100 | % 27.4 | % 25.3 | % 14.8 | % 11.2 | % 5.9 | % 15.4 |

Included in EBITDA are (i) net gains on sale of real estate of \$75,755, of which and \$9,850 and \$65,905 are in the Retail and Other segments, respectively, and (ii) net gains from the mark-to-market and conversion of derivative instruments of \$135,372 and certain other gains and losses that affect comparability which are in the Other segment. Excluding these items, the percentages of EBITDA by segment are 33.5% for New York Office, 30.6% for Washington, DC Office, 17.3% for Retail, 13.3% for Merchandise Mart, 7.2% for Temperature Controlled Logistics and

(1.9%) for Other.

See Notes on the following page.

83

Notes to the preceding tabular information:

- (1) Interest and debt expense, depreciation and amortization and income tax (benefit) expense included in the reconciliation of net income to EBITDA includes our share of these items from our partially owned entities.
- (2) At December 31, 2004, 7 West 34th Street, a 440,000 square foot New York office building, was 100% occupied by four tenants, of which Health Insurance Plan of New York (HIP) and Fairchild Publications occupied 255,000 and 146,000 square feet, respectively. Effective January 4, 2005, we entered into a lease termination agreement with HIP under which HIP made an initial payment of \$13,362 and is anticipated to make annual payments ranging from \$1,000 to \$2,000 over the remaining six years of the HIP lease contingent upon the level of operating expenses of the building in each year. In connection with the termination of the HIP lease, we expensed the \$2,462 balance of the HIP receivable arising from the straight-lining of rent. In the first quarter of 2005, we began redevelopment of a portion of this property into a permanent showroom building for the giftware industry. As of January 1, 2005, we transferred the operations and financial results related to the office component of this asset from the New York Office division to the Merchandise Mart division for both the current and prior periods presented. The operations and financial results related to the retail component of this asset were transferred to the Retail division for both current and prior periods presented.
- (3) Operating results for the years ended December 31, 2006, 2005 and 2004 reflect the consolidation of our investment in AmeriCold beginning on November 18, 2004. Previously, this investment was accounted for on the equity method.
- (4) Other EBITDA is comprised of:

| (Amounts in thousands) | For the Year Ended December 31, | | |
|---|---------------------------------|-----------|-----------|
| | 2006 | 2005 | 2004 |
| Alexander s | \$ 14,130 | \$ 84,874 | \$ 25,909 |
| Newkirk Master Limited Partnership | 51,737 | 55,126 | 70,517 |
| Hotel Pennsylvania | 27,495 | 22,522 | 15,643 |
| GMH Communities L.P. in 2006 and 2005 and Student Housing in 2004 | 10,737 | 7,955 | 1,440 |
| Industrial warehouses | 5,582 | 5,666 | 5,309 |
| Other investments | 13,253 | 5,319 | |
| | 122,934 | 181,462 | 118,818 |
| Minority limited partners' interest in the Operating Partnership | (58,712) | (66,755) | (88,091) |
| Perpetual preferred unit distributions of the Operating Partnership | (21,848) | (67,119) | (69,108) |
| Corporate general and administrative expenses | (76,071) | (57,221) | (62,854) |
| Investment income and other | 320,225 | 194,851 | 221,021 |
| Net gains on sale of 400 North LaSalle (2005) and Palisades (2004) | | 31,614 | 65,905 |
| | \$286,528 | \$216,832 | \$185,691 |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Results Of Operations - Years Ended December 31, 2006 and December 31, 2005

Revenues

Our revenues, which consist of property rentals, tenant expense reimbursements, Temperature Controlled Logistics revenues, hotel revenues, trade shows revenues, amortization of acquired below market leases net of above market leases pursuant to SFAS No. 141 and 142, and fee income, were \$2,712,095,000 for the year ended December 31, 2006, compared to \$2,534,702,000 in the prior year, an increase of \$177,393,000. Below are the details of the increase (decrease) by segment:

| (Amounts in thousands) | Office | | | | Temperature | | |
|---|---------------|-----------------|-----------------------|---------------|-------------------------|-----------------------------|--------------|
| | Total | New York | Washington, DC | Retail | Merchandise Mart | Controlled Logistics | Other |
| Property rentals: | | | | | | | |
| Increase (decrease) due to: | | | | | | | |
| Acquisitions: | | | | | | | |
| Warner Building | \$ 22,219 | \$ | \$ 22,219 | \$ | \$ | \$ | \$ |
| Springfield Mall | 16,296 | | | 16,296 | | | |
| Broadway Mall | 15,539 | | | 15,539 | | | |
| Boston Design Center | 10,411 | | | | 10,411 | | |
| Bowen Building | 3,575 | | 3,575 | | | | |
| San Francisco properties | 5,607 | | | 5,607 | | | |
| 40 East 66 th Street | 3,901 | | | 2,242 | | | 1,659 |
| Former Toys R Us stores | 3,402 | | | 3,402 | | | |
| 1540 Broadway | 3,007 | 526 | | 2,481 | | | |
| Other | 29,083 | 3,488 | 5,309 | 10,811 | 4,182 | (1) | 5,293 |
| Development/Redevelopment: | | | | | | | |
| Crystal Plaza 3 and 4 placed into service | 8,353 | | 8,353 | | | | |
| 2101 L Street taken out of service | (5,717) | | (5,717) | | | | |
| Bergen Town Ctr partially taken out of service | (577) | | | (577) | | | |
| Amortization of acquired below market leases, net | 9,841 | 976 | (3,062) | 9,917 | 43 | | 1,967 |
| Operations: | | | | | | | |
| Hotel Pennsylvania | 8,037 | | | | | | 8,037 (2) |
| Trade shows | 1,406 | | | | 1,406 | | |
| Leasing activity (see page 74) | 47,492 | 17,578 | 13,794 | 12,384 | 4,339 | | (603) |
| Total increase in property rentals | 181,875 | 22,568 | 44,471 | 78,102 | 20,381 | | 16,353 |
| Temperature Controlled Logistics: | | | | | | | |
| Decrease due to operations | (67,771) | | | | | (67,771) (3) | |
| Tenant expense reimbursements: | | | | | | | |
| Increase due to: | | | | | | | |
| Acquisitions/development | 38,260 | 298 | 13,052 | 21,635 | 3,275 | | |
| Operations | 16,043 | 4,203 | 3,055 | 6,818 | 582 | | 1,385 |
| Total increase in tenant expense reimbursements | 54,303 | 4,501 | 16,107 | 28,453 | 3,857 | | 1,385 |
| Fee and other income: | | | | | | | |
| Increase (decrease) in: | | | | | | | |
| Lease cancellation fee income | (755) | 14,796 (4) | 2,444 | (2,028) | (15,967) (5) | | |
| Management and leasing fees | (5,177) | 218 | (5,896) (6) | 522 | (21) | | |
| BMS Cleaning fees | 3,429 | 11,967 (7) | | | | | (8,538) (7) |
| Other | 11,489 | 3,578 | 5,206 | 1,317 | 1,304 | | 84 |
| Total increase (decrease) in fee and other income | 8,986 | 30,559 | 1,754 | (189) | (14,684) | | (8,454) |
| Total increase (decrease) in revenues | \$ 177,393 | \$ 57,628 | \$ 62,332 | \$ 106,366 | \$ 9,554 | \$ (67,771) | \$ 9,284 |

See notes on following page.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Notes to preceding tabular information:

- (1) From our acquisition of trade show operations in Canada in November 2006.
- (2) Average occupancy and revenue per available room (REVPAR) were 82.1% and \$109.53 for the year ended December 31, 2006, as compared to 83.7% and \$96.85 in the prior year.
- (3) Primarily from \$76,300 of transportation management services revenue in the prior year from a government agency for transportation services in the aftermath of hurricane Katrina, partially offset by a \$10,300 increase in other transportation revenue. See page 88 note (4) for a discussion of AmeriCold's gross margin.
- (4) Primarily from the acceleration of lease termination fees from MONY Life Insurance Company upon the termination of their 289,000 square foot lease at 1740 Broadway.
- (5) Primarily from lease termination income of \$13,362 received from HIP at 7 West 34th Street in January 2005.
- (6) Reflects an increase in rentals and a reduction in leasing and management fees as a result of acquiring the Warner and Bowen buildings, which were previously partially owned and presented as managed for third parties.
- (7) Includes cleaning fees charged by BMS, a wholly-owned subsidiary of the New York Office division, to certain wholly-owned properties included in the Washington, DC Office, Retail and Merchandise Mart divisions. The elimination of these inter-company fees is shown in the Other segment.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Expenses

Our expenses, which consist of operating, depreciation and amortization and general and administrative expenses, were \$1,985,189,000 for the year ended December 31, 2006, compared to \$1,813,932,000 in the prior year, an increase of 171,257,000.

Below are the details of the increase (decrease) by segment:

| (Amounts in thousands) | | Office | | Merchandise | | Temperature | | Other | |
|---|------------|-----------|---------------|-------------|-----------|----------------------|--------------|-------|------------|
| | Total | New York | Washington DC | Retail | Mart | Controlled Logistics | | | |
| Operating: | | | | | | | | | |
| Increase (decrease) due to: | | | | | | | | | |
| Acquisitions: | | | | | | | | | |
| Broadway Mall | \$ 13,841 | \$ | \$ | \$ 13,841 | \$ | \$ | | | \$ |
| Warner Building | 11,931 | | 11,931 | | | | | | |
| Springfield Mall | 9,401 | | | 9,401 | | | | | |
| Bowen Building | 2,245 | | 2,245 | | | | | | |
| Boston Design Center | 6,366 | | | | 6,366 | | | | |
| Former Toys R Us stores | 3,234 | | | 3,234 | | | | | |
| 1540 Broadway | 1,498 | 96 | | 1,402 | | | | | |
| San Francisco properties | 1,773 | | | 1,773 | | | | | |
| Other | 17,511 | 1,523 | 3,141 | 5,204 | 2,077 | (1) | | | 5,566 |
| Development/Redevelopment: | | | | | | | | | |
| Crystal Plaza 3 and 4 placed into service | 3,596 | | 3,596 | | | | | | |
| 2101 L Street taken out of service | (2,003) | | (2,003) | | | | | | |
| Bergen Town Ctr partially taken out of service | 62 | | | 62 | | | | | |
| Hotel activity | 3,057 | | | | | | | | 3,057 |
| Trade shows activity | 4,724 | | | | 4,724 | (2) | | | |
| Operations | (9,754) | 21,730 | 10,948 | 6,913 | (78) | (3) | (41,870) | (4) | (7,397) |
| Total increase (decrease) in operating expenses | 67,482 | 23,349 | 29,858 | 41,830 | 13,089 | | (41,870) | | 1,226 |
| Depreciation and amortization: | | | | | | | | | |
| Increase (decrease) due to: | | | | | | | | | |
| Acquisitions/Development | | | | | | | | | |
| | 36,653 | 844 | 18,001 | 15,167 | 2,641 | | | | |
| Operations (due to additions to buildings and improvements) | | | | | | | | | |
| | 28,575 | 10,512 | 7,990 | 2,674 | 2,395 | | (751) | | 5,755 |
| Total increase (decrease) in depreciation and amortization | 65,228 | 11,356 | 25,991 | 17,841 | 5,036 | | (751) | | 5,755 |
| General and administrative: | | | | | | | | | |
| Increase (decrease) due to: | | | | | | | | | |
| Acquisitions/Development | | | | | | | | | |
| | 10,788 | | 6,763 | 4,032 | (7) | | | | |
| Operations | | | | | | | | | |
| | 27,759 | 2,627 | 2,398 | 1,851 | 1,445 | | (40) | | 19,478 (5) |
| Total increase (decrease) in general and administrative | 38,547 | 2,627 | 9,161 | 5,883 | 1,438 | | (40) | | 19,478 |
| Total increase (decrease) in expenses | \$ 171,257 | \$ 37,332 | \$ 65,010 | \$ 65,554 | \$ 19,563 | | \$ (42,661) | | \$ 26,459 |

(1) From our acquisition of trade show operations in Canada in November 2006.

(2) Primarily from higher marketing expenses for trade shows held in 2006.

(3) Primarily from a reversal of \$3,040 in allowance for doubtful accounts for receivables arising from the straight-lining of rents due to a change in estimate during the second quarter of 2006.

(4) Primarily from \$60,300 of transportation management services operating expenses in 2005 related to the services provided to a government agency in the aftermath of hurricane Katrina, partially offset by a \$16,000 increase in warehouse operating expenses, primarily due to an

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

increase in utility rates. AmeriCold's gross margin from owned warehouses was \$150,000, or 31.2% for 2006, compared to \$159,900, or 33.7% for 2005. The decrease in gross margin from owned warehouses was primarily due to higher facility costs as noted above. Gross margin from transportation management services, managed warehouses and other non-warehouse activities was \$8,400, or 2.8% for 2006, compared to \$24,300, or 6.5% for 2005, a \$15,900 decrease. This decrease was primarily due to higher transportation revenues last year as noted above.

- (5) The increase in corporate general and administrative expense results primarily from (i) \$7,405 of amortization of stock-based compensation, including the 2006 Out-Performance Plan, stock option awards and restricted stock awards, (ii) \$5,800 for our share of medicare taxes resulting from stock option exercises and the termination of a rabbi trust, (iii) an increase of \$2,267 in professional fees, (iv) \$2,299 from write-offs of acquisitions not consummated and (v) an increase of \$1,218 in deferred compensation expense due to an increase in the value of the deferred compensation plan, which is offset by an equal amount of investment income.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

(Loss) Income Applicable to Alexander s

Loss applicable to Alexander s (loan interest income, management, leasing, development and commitment fees, and equity in income) was \$14,530,000 for the year ended December 31, 2006, compared to income of \$59,022,000 for the prior year, a decrease of \$73,552,000. The decrease is primarily due to (i) a reduction in Alexander s net gain on sale of 731 Lexington Avenue condominiums, of which our share is \$26,315,000, as all of the condominium units have been sold and closed, (ii) an increase in Alexander s stock appreciation rights compensation (SAR) expense, of which our share is \$39,939,000, (iii) a \$5,517,000 reduction in development and guarantee fees, primarily because 731 Lexington Avenue project was completed in 2005, and (iv) \$6,122,000 of interest income in the prior year on loans to Alexander s that were repaid to us in July 2005, partially offset by, (v) an increase in Alexander s operating income, of which our share is \$3,452,000.

Loss Applicable to Toys

In the first quarter of 2006, Toys closed 87 Toys R Us stores in the United States as a result of its store-closing program. Toys incurred restructuring and other charges aggregating approximately \$127,000,000 before tax, which includes \$44,000,000 for the cost of liquidating the inventory. Of this amount, \$94,000,000 was recognized in Toys fourth quarter ending January 28, 2006 and \$33,000,000 was recorded in Toys first quarter ending April 29, 2006. Our 32.9% share of the \$127,000,000 charge is \$42,000,000, of which \$27,300,000 had no income statement effect as a result of purchase price accounting and the remaining portion relating to the cost of liquidating inventory of approximately \$9,100,000 after-tax, was recognized as an expense as part of our equity in Toys net income in the first quarter of 2006.

We recorded a net loss of \$47,520,000 from our investment in Toys for the year ended December 31, 2006, as compared to a net loss of \$40,496,000 in the prior year. The net loss in the current year consisted of (i) our \$56,219,000 share of Toys net loss for the period from October 30, 2005 to October 28, 2006, which excludes our \$9,377,000 share of the net gain recognized by Toys on the sale of 37 Toys R Us stores to us on October 16, 2006, which was recorded as an adjustment to the basis of our investment, partially offset by, (ii) \$5,731,000 of interest income from our share of Toys senior unsecured bridge loan and (iii) \$2,968,000 of management fees. The net loss in the prior year consisted of (i) our \$46,789,000 share of Toys net loss for the period ended July 21, 2005 (date of our acquisition) to October 29, 2005, partially offset by (ii) \$5,043,000 of interest from our share of Toys senior unsecured bridge loan and (iii) \$1,250,000 of management fees.

The unaudited information set forth below presents our pro forma condensed consolidated statement of income for the year ended December 31, 2005 (including Toys results for the twelve months ended October 29, 2005) as if the above transaction occurred on February 1, 2004. The unaudited pro forma information below is not necessarily indicative of what our actual results would have been had the Toys transaction been consummated on February 1, 2004, nor does it represent the results of operations for any future periods. In our opinion, all adjustments necessary to reflect this transaction have been made.

| Condensed Consolidated Statements of Income (in thousands, except per share amounts) | For the Year | |
|--|---------------------------|---------------------------|
| | Ended December 31, | |
| | Actual 2006 | Pro Forma 2005 |
| Revenues | \$ 2,712,095 | \$ 2,534,702 |
| Income before allocation to minority limited partners | \$ 640,700 | \$ 656,924 |
| Minority limited partners interest in the Operating Partnership | (58,712) | (64,686) |
| Perpetual preferred unit distributions of the Operating Partnership | (21,848) | (67,119) |
| Net income | 560,140 | 525,119 |
| Preferred share dividends | (57,511) | (46,501) |
| Net income applicable to common shares | \$ 502,629 | \$ 478,618 |
| Net income per common share basic | \$ 3.54 | \$ 3.58 |
| Net income per common share diluted | \$ 3.35 | \$ 3.40 |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Income from Partially Owned Entities

Summarized below are the components of income from partially owned entities for the years ended December 31, 2006 and 2005.

| Equity in Net Income (Loss): (Amounts in thousands) | For The Year Ended December 31, | |
|---|--|--------------------------|
| | 2006 | 2005 |
| Newkirk MLP: | | |
| 15.8% share of equity in net income | \$ 34,459 ⁽¹⁾ | \$ 10,196 ⁽¹⁾ |
| Interest and other income | | 9,154 ⁽²⁾ |
| | 34,459 | 19,350 |
| H Street: | | |
| 50% share of equity in income | 11,074 ⁽³⁾ | |
| Beverly Connection: | | |
| 50% share of equity in net loss | (8,567) | (4,790) |
| Interest and fee income | 10,837 | 8,303 |
| | 2,270 | 3,513 |
| GMH Communities L.P: | | |
| 13.5% in 2006 and 12.08% in 2005 share of equity in net (loss) income | (1,013) ⁽⁴⁾ | 1,528 |
| Other ⁽⁵⁾ | 14,987 | 11,774 ⁽⁶⁾ |
| | \$ 61,777 | \$ 36,165 |

-
- (1) 2006 includes (i) a \$10,362 net gain recognized as a result of the acquisition of Newkirk by Lexington and (ii) \$10,842 for our share of net gains on sale of real estate. 2005 includes (i) \$9,445 for our share of losses on the early extinguishment of debt and write-off of related deferred financing costs, (ii) \$6,602 for our share of impairment losses, partially offset by (iii) \$4,236 for our share of net gains on sale of real estate. Excluding the above items, our share of Newkirk MLP's net income was \$8,750 lower than the prior year, primarily as a result of asset sales.
- (2) 2005 includes \$16,053 for our share of net gains on disposition of T-2 assets, partially offset by \$8,470 for our share of expense from payment of promoted obligations to partner.
- (3) We account for H Street partially owned entities on the equity method on a one-quarter lag basis. Prior to the quarter ended June 30, 2006, two 50% owned entities that are contesting our acquisition of H Street impeded access to their financial information and accordingly, we were unable to record our pro rata share of their earnings. During the year ended December 31, 2006, based on the financial information provided to us, we recognized equity in net income of \$11,074 from these entities, of which \$3,890 represents our 50% share of their earnings for the period from July 20, 2005 (date of acquisition) to December 31, 2005.
- (4) We account for our investment in GMH on the equity method and record our pro rata share of GMH's net income or loss on a one-quarter lag basis as we file our consolidated financial statements on Form 10-K and 10-Q prior to the time that GCT files its financial statements. On July 31, 2006 GCT filed its annual report on Form 10-K for the year ended December 31, 2005, which restated the quarterly financial results of each of the first three quarters of 2005. Accordingly, we recognized a net loss of \$1,013 the year ended December 31, 2006 for our share of GMH's earnings from October 1, 2005 through September 30, 2006. Of this amount, \$94 represents our share of GMH's 2005 fourth quarter net loss, net of adjustments to restate its first three quarters of 2005.
- (5) Includes our equity in net earnings of partially owned entities including, partially owned office buildings in New York and Washington, DC, the Monmouth Mall, Dune Capital LP, Verde Group LLC, and others.
- (6) Includes \$2,173 for a prepayment penalty from the Monmouth Mall venture in August 2005 upon the repayment of our initial preferred equity investment.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Interest and Other Investment Income

Interest and other investment income (interest income on mortgage loans receivable, other interest income and dividend income) was \$262,188,000 for the year ended December 31, 2006, compared to \$167,220,000 in the year ended December 31, 2005, an increase of \$94,968,000. This increase resulted from the following:

(Amounts in thousands)

Increase (decrease) due to:

| | |
|--|------------|
| McDonalds derivative position net gain of \$138,815 this year compared to \$17,254 in the prior year | \$ 121,561 |
| GMH warrants derivative position net loss of \$16,370 this year compared to a net gain of \$14,080 in the prior year | (30,450) |
| Sears Holding derivative position and common shares net gain of \$18,611 this year compared to \$41,482 in the prior year (investment sold in the first quarter of 2006) | (22,871) |
| Sears Canada income in 2005 as a result of special dividend | (22,885) |
| Mezzanine loans income of \$56,496 this year compared to \$39,548 in the prior year primarily as a result of new loans in 2006 aggregating \$360,000, partially offset by the repayment of an aggregate of \$168,000 during 2006 | 16,948 |
| Other derivatives net gain of \$12,153 this year | 12,153 |
| Other, net primarily due to interest earned on higher average cash balances | 20,512 |
| | \$ 94,968 |

Interest and Debt Expense

Interest and debt expense was \$477,775,000 for the year ended December 31, 2006, compared to \$339,952,000 in the year ended December 31, 2005, an increase of \$137,823,000. This increase was primarily due to (i) \$69,200,000 from a \$3.2 billion increase in outstanding debt due to property acquisitions and refinancings, (ii) \$13,000,000 from a 117 basis point increase in the weighted average interest rate on variable rate of debt, (iii) \$12,300,000 from the February 16, 2006 issuance of \$250,000,000 unsecured notes due 2011, (iv) \$33,400,000 for loan defeasance costs and the write-off of unamortized debt issuance costs, partially offset by, (v) \$10,614,000 of an increase in the amount of capitalized interest relating to a larger amount of assets under development this year.

Net Gain on Disposition of Wholly Owned and Partially Owned Assets other than Depreciable Real Estate

Net gain on disposition of wholly owned and partially owned assets other than depreciable real estate of \$76,073,000 for the year ended December 31, 2006 consists primarily of net gains on sale of marketable equity securities. Net gain on disposition of wholly owned and partially owned assets other than depreciable real estate of \$39,042,000 for the year ended December 31, 2005 is comprised of (i) \$25,346,000 of net gains on sales of marketable equity securities, of which \$9,017,000 relates to the disposition of the Prime Group common shares, (ii) \$12,110,000 for the net gain on disposition of the Company's senior preferred equity investment in 3700 Las Vegas Boulevard and (iii) \$1,586,000 relates to net gains on sale of land parcels.

Minority Interest of Partially Owned Entities

Minority interest of partially owned entities represents the minority partners' pro rata share of the net income or loss of consolidated partially owned entities, including AmeriCold, 220 Central Park South, Wasserman and the Springfield Mall. Minority interest of partially owned entities was income of \$20,173,000 for the year ended December 31, 2006, compared to expense of \$3,808,000 in the prior year, a change of \$23,981,000. This change relates primarily to AmeriCold, which had a net loss for the year ended December 31, 2006, as compared to net income for the year ended December 31, 2005.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Discontinued Operations

The combined results of operations of the assets related to discontinued operations for the years ended December 31, 2006 and 2005 include the operating results of Vineland, New Jersey; 33 North Dearborn Street in Chicago, Illinois, which was sold on March 14, 2006; 424 Sixth Avenue in New York City, which was sold on March 13, 2006 and 1919 South Eads Street in Arlington, Virginia, which was sold on June 22, 2006.

| (Amounts in thousands) | December 31, | |
|-------------------------------------|--------------|----------|
| | 2006 | 2005 |
| Total revenues | \$2,464 | \$15,374 |
| Total expenses | 2,825 | 11,473 |
| Net (loss) income | (361) | 3,901 |
| Net gains on sale of real estate | 33,769 | 31,614 |
| Income from discontinued operations | \$33,408 | \$35,515 |

On March 13, 2006, we sold 424 Sixth Avenue, a 10,000 square foot retail property located in New York City, for \$22,000,000, which resulted in a net gain of \$9,218,000.

On March 14, 2006, we sold 33 North Dearborn Street, a 336,000 square foot office building located in Chicago, Illinois, for \$46,000,000, which resulted in a net gain of \$4,835,000.

On June 22, 2006, we sold 1919 South Eads Street, a 96,000 square foot office building located in Arlington, Virginia for \$38,400,000, which resulted in a net gain of \$17,609,000.

On April 21, 2005, we, through our 85% joint venture, sold 400 North LaSalle, a 452-unit high-rise residential tower in Chicago, Illinois, for \$126,000,000, which resulted in a net gain on sale after closing costs of \$31,614,000.

Perpetual Preferred Unit Distributions of the Operating Partnership

Perpetual preferred unit distributions of the Operating Partnership were \$21,848,000 for the year ended December 31, 2006, compared to \$67,119,000 for the prior year, a decrease of \$45,271,000. This decrease resulted primarily from the redemption of an aggregate of \$742,000,000 8.25% Series D preferred units (Series D-3 through D-9) during 2005 and 2006, partially offset by the issuance of \$100,000,000 6.75% D-14 units in September 2005 and the issuance of the \$45,000,000 6.875% D-15 units in May and August 2006. See preferred share dividends discussion below for details of aggregate amounts outstanding.

Minority Limited Partners' Interest in the Operating Partnership

Minority limited partners' interest in the Operating Partnership was \$58,712,000 for the year ended December 31, 2006 compared to \$66,755,000 for the prior year, a decrease of \$8,043,000. This decrease results primarily from a lower minority limited partnership ownership interest due to the conversion of Class A operating partnership units into our common shares during 2006 and 2005.

Preferred Share Dividends

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Preferred share dividends were \$57,511,000 for the year ended December 31, 2006, compared to \$46,501,000 for the prior year, an increase of \$11,010,000. This increase resulted primarily from dividends paid on the 6.75% Series H and 6.625% Series I Cumulative Redeemable Preferred Shares which were issued in June 2005 and August 2005, respectively, partially offset by a \$3,852,000 write-off of issuance costs in the first quarter of 2005 related to the redemption of the Series C preferred shares.

We have an aggregate of \$1.2 billion perpetual preferred shares and Operating Partnership units outstanding with a weighted average rate of 6.6% as of December 31, 2006, as compared to an aggregate of \$1.2 billion with a weighted average rate of 6.6% as of December 31, 2005, and \$1.5 billion with a weighted average rate of 7.5% as of December 31, 2004.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

EBITDA

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

| (Amounts in thousands) | Office | | | | Temperature | | | | Other |
|--|--------------|------------|-------------------|------------|---------------------|-------------------------|------------|------------|-------|
| | Total | New York | Washington, DC | Retail | Merchandise Mart | Controlled Logistics | Toys | | |
| Year ended December 31, 2005 | \$ 1,301,628 | \$ 341,601 | \$ 290,777 | \$ 212,700 | \$ 149,092 | \$ 75,766 | \$ 14,860 | \$ 216,832 | |
| 2006 Operations: | | | | | | | | | |
| Same store operations ⁽¹⁾ | | 21,260 | 12,844 | 13,863 | 2,841 | (148) |) | | |
| Acquisitions, dispositions and non-same store income and expenses | | 13,856 | 63,158 | 52,297 | (7,092) |) (9,327) |) | | |
| Year ended December 31, 2006 | \$ 1,783,303 | \$ 376,717 | \$ 366,779 | \$ 278,860 | \$ 144,841 | \$ 66,291 | \$ 263,287 | \$ 286,528 | |
| % increase (decrease) in same store operations | | 6.1% | 4.3% | 6.8% | 1.9% | (0.2%) |) | | |

-
- (1) Represents the increase (decrease) in property-level operations which were owned for the same period in each year and excludes the effect of property acquisitions, dispositions and other non-operating items that affect comparability, including divisional general and administrative expenses. Beginning on January 1, 2006, we have revised our definition of same store operations to exclude divisional general and administrative expenses. We utilize this measure to make decisions on whether to buy or sell properties as well as to compare the performance of our properties to that of our peers. Same store operations may not be comparable to similarly titled measures employed by other companies.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Results of Operations - Years Ended December 31, 2005 and December 31, 2004

Revenues

Our revenues, which consist of property rentals, tenant expense reimbursements, hotel revenues, trade shows revenues, amortization of acquired below market leases net of above market leases pursuant to SFAS No. 141 and 142, and fee income, were \$2,534,702,000 for the year ended December 31, 2005, compared to \$1,699,694,000 in the prior year, an increase of \$835,008,000. Below are the details of the increase (decrease) by segment:

(Amounts in thousands)

| | Total | Office | | Retail | Merchandise Mart | Temperature Controlled | |
|--|------------|-------------|-------------------|-----------|---------------------|---------------------------|--------------|
| | | New York | Washington, DC | | | Logistics | Other |
| Property rentals: | | | | | | | |
| Increase (decrease) due to: | | | | | | | |
| Acquisitions: | | | | | | | |
| Bowen Building | \$ 4,985 | \$ | \$ 4,985 | \$ | \$ | \$ | \$ |
| Westbury Retail Condominium | 4,181 | | | 4,181 | | | |
| So. California Supermarkets | 3,044 | | | 3,044 | | | |
| 40 East 66 th Street | 2,481 | | | 1,246 | | | 1,235 |
| Crystal City Marriott | 2,386 | | 2,386 | | | | |
| Burnside Plaza Shopping Center | 1,819 | | | 1,819 | | | |
| Rockville Town Center | 1,811 | | | 1,811 | | | |
| 386 and 387 W. Broadway | 1,623 | | | 1,623 | | | |
| Lodi Shopping Center | 1,603 | | | 1,603 | | | |
| 220 Central Park South | 1,248 | | | | | | 1,248 |
| H Street | 1,180 | | 1,180 | | | | |
| South Hills Mall | 1,146 | | | 1,146 | | | |
| Starwood Ceruzzi Venture - effect of consolidating from August 8, 2005 vs. equity method prior | 919 | | | 919 | | | |
| Other | 4,632 | 426 | 492 | 3,555 | 159 | | |
| Development/Redevelopment: | | | | | | | |
| Crystal Plaza 2, 3 and 4 - taken out of service | (10,415) | | (10,415) | | | | |
| 4 Union Square South - placed into service | 4,042 | | | 4,042 | | | |
| 7 West 34 th Street - conversion from office space to showroom space | (2,234) | | | | (2,234) | | |
| 715 Lexington Avenue - placed into service | 1,484 | | | 1,484 | | | |
| Bergen Town Ctr - partially taken out of service | (1,300) | | | (1,300) | | | |
| East Brunswick - placed into service | 820 | | | 820 | | | |
| Crystal Drive Retail - placed into service | 814 | | 814 | | | | |
| Amortization of acquired below market leases, net | (1,152) | | (2,688) | 723 | | | 813 |
| Hotel activity | 11,309 | | | | | | 11,309 (1) |
| Trade shows activity | 3,204 | | | | 3,204 | (2) | |
| Leasing activity (see page 75) | 7,828 | 16,321 | (12,647) (3) | 4,064 | 4,689 | | (4,599) (4) |
| Total increase (decrease) in property rentals | 47,458 | 16,747 | (15,893) | 30,780 | 5,818 | | 10,006 |
| Tenant expense reimbursements: | | | | | | | |
| Increase (decrease) due to: | | | | | | | |
| Acquisitions/development | 1,755 | 24 | 1,565 | 2,332 | (2,166) | | |
| Operations | 16,176 | 9,555 | 308 | 6,589 | 275 | | (551) |
| Total increase (decrease) in tenant expense reimbursements | 17,931 | 9,579 | 1,873 | 8,921 | (1,891) | | (551) |
| Temperature Controlled Logistics | | | | | | | |
| (effect of consolidating from November 18, 2004 vs. equity method prior) | 759,453 | | | | | | 759,453 |
| Fee and other income: | | | | | | | |
| Increase (decrease) in: | | | | | | | |
| Lease cancellation fee income | 13,128 | 282 | (2,232) | 1,690 | 13,388 | (5) | |
| Management and leasing fees | (1,321) | (145) | (922) | (143) | (95) | | (16) |
| BMS Cleaning fees | (943) | (943) | | | | | |
| Other | (698) | (1,664) | 1,962 | (637) | (298) | | (61) |
| Total increase (decrease) in fee and other income | 10,166 | (2,470) | (1,192) | 910 | 12,995 | | (77) |
| Total increase (decrease) in revenues | \$ 835,008 | \$ 23,856 | \$ (15,212) | \$ 40,611 | \$ 16,922 | \$ 759,453 | \$ 9,378 |

See notes on following page.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Notes to preceding tabular information:

- (1) Average occupancy and revenue per available room (REVPAR) were 83.7% and \$96.85 for the year ended December 31, 2005, as compared to 78.9% and \$77.56 in the prior year.
- (2) Primarily from an increase in booth sales at several of the trade shows held in 2005.
- (3) Primarily from the PTO leases expiring at our Crystal City properties. See Overview Leasing Activity for details.
- (4) Primarily from the contribution, in November 2004, of the Company s 90% interest in Student Housing (Campus Club Gainesville LLC) in exchange for limited partnership units in GMH Communities L.P. The investment in Student Housing was consolidated into the accounts of the Company whereas the investment in GMH Communities L.P. is accounted for on the equity method.
- (5) Primarily from lease termination income of \$13,362 received from HIP at 7 West 34th Street in January 2005.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Expenses

Our expenses were \$1,813,932,000 for the year ended December 31, 2005, compared to \$1,064,306,000 in the prior year, an increase of \$749,626,000.

Below are the details of the increase (decrease) by segment:

| (Amounts in thousands) | Office | | | | Merchandise | | Temperature | |
|--|-------------------|------------------|----------------------|------------------|--------------------|-------------------|---------------------|--|
| | Total | New York | Washington DC | Retail | Mart | Logistics | Other | |
| Operating: | | | | | | | | |
| Increase (decrease) due to: | | | | | | | | |
| AmeriCold effect of consolidating from November 18, 2004 vs. equity method prior | \$ 594,714 | | | \$ | \$ | \$ 594,714 | \$ | |
| Acquisitions: | | | | | | | | |
| Bowen Building | 1,769 | | 1,769 | | | | | |
| Starwood Ceruzzi Venture effect of consolidating from August 8, 2005 vs. equity method prior | 1,314 | | | 1,314 | | | | |
| 40 East 66 th Street | 1,229 | | | 376 | | | 853 | |
| 220 Central Park South | 1,152 | | | | | | 1,152 | |
| South Hills Mall | 979 | | | 979 | | | | |
| Burnside Plaza Shopping Center | 931 | | | 931 | | | | |
| Westbury Retail Condominium | 928 | | | 928 | | | | |
| H Street | 717 | | 717 | | | | | |
| Rockville Town Center | 518 | | | 518 | | | | |
| Lodi Shopping Center | 469 | | | 469 | | | | |
| Other | 1,745 | 99 | 299 | 1,283 | 64 | | | |
| Development/Redevelopment: | | | | | | | | |
| Bergen Town Ctr partially taken out of service | (2,785) | | | (2,785) | | | | |
| Crystal Plaza 2, 3 and 4 taken out of service | (2,536) | | (2,536) | | | | | |
| 7 West 34 th Street conversion from office space to showroom space | 1,898 | | | | 1,898 | | | |
| 4 Union Square South - placed into service | 1,344 | | | 1,344 | | | | |
| 715 Lexington Avenue - placed into service | 609 | | | 609 | | | | |
| Crystal Drive Retail - placed into service | 559 | | 559 | | | | | |
| East Brunswick - placed into service | (189) | | | (189) | | | | |
| Hotel activity | 3,843 | | | | | | 3,843 | |
| Trade shows activity | 1,254 | | | | 1,254 | (1) | | |
| Operations | 12,461 | 13,421 (2) | (1,392) | 4,896 | (1,784) | (3) | (2,680) | |
| Total increase (decrease) in operating expenses | 622,923 | 13,520 | (584) | 10,673 | 1,432 | 594,714 | 3,168 | |
| Depreciation and amortization: | | | | | | | | |
| Increase (decrease) due to: | | | | | | | | |
| AmeriCold effect of consolidating from November 18, 2004 vs. equity method prior | 65,808 | | | | | 65,808 | | |
| Acquisitions/Development | 9,626 | 127 | 1,730 | 6,620 | 1,149 | | | |
| Operations (due to additions to buildings and improvements) | 14,975 | 4,997 | 4,477 | (277) | 3,684 | | 2,094 | |
| Total increase in depreciation and amortization | 90,409 | 5,124 | 6,207 | 6,343 | 4,833 | 65,808 | 2,094 | |
| General and administrative: | | | | | | | | |
| Increase (decrease) due to: | | | | | | | | |
| AmeriCold effect of consolidating from November 18, 2004 vs. equity method prior | 36,661 | | | | | 36,661 | | |
| Acquisitions | 3,240 | 4 | 2,613 | 400 | 223 | | | |
| Operations | (2,132) | 709 | (1,644) | 2,255 (4) | 1,964 | (5) | (5,416) (6) | |
| Total increase (decrease) in general and administrative | 37,769 | 713 | 969 | 2,655 | 2,187 | 36,661 | (5,416) | |
| Costs of acquisition not consummated | (1,475) | | | | | | (1,475) (7) | |
| Total increase (decrease) in expenses | \$ 749,626 | \$ 19,357 | \$ 6,592 | \$ 19,671 | \$ 8,452 | \$ 697,183 | \$ (1,629) | |

See notes on following page.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Notes to preceding tabular information:

- (1) Primarily from an increase in trade show marketing expenses.
- (2) From increases in operating expenses, including \$7,588 in real estate taxes and \$10,155 in utility costs, net of a \$5,376 reduction in bad debt expense and other expenses.
- (3) Primarily due to a \$3,000 reduction in bad debt expense, partially offset by an increase in utilities expense of \$904.
- (4) Primarily from the increase in payroll and benefits resulting from the growth in this segment.
- (5) Primarily from (i) a \$547 increase in payroll and benefits, (ii) a \$401 write-off of pre-acquisition costs, (iii) \$354 for costs incurred in connection with a tenant escalation dispute settled in our favor and (iv) a \$286 increase in income tax expense.
- (6) The decrease in general and administrative expenses results from:

| | |
|---|------------|
| Bonuses to four executive vice presidents in connection with the successful leasing, development and financing of Alexander s in 2004 | \$(6,500) |
| Cost of Vornado Operating Company litigation in 2004 | (4,643) |
| Increase in payroll and fringes in 2005 | 3,244 |
| Charitable contributions in 2005 | 1,119 |
| Other, net | 1,364 |
| | \$(5,416) |

- (7) Costs expensed in 2004 as a result of an acquisition not consummated.

Income Applicable to Alexander s

Income applicable to Alexander s (loan interest income, management, leasing, development and commitment fees, and equity in income) was \$59,022,000 for the year ended December 31, 2005, compared to \$8,580,000 for the prior year, an increase of \$50,442,000. The increase is primarily due to (i) \$30,895,000 for our share of Alexander s after-tax net gain on sale of condominiums in 2005, (ii) a decrease in Alexander s stock appreciation rights compensation (SAR) expense, of which our share is \$16,236,000, (iii) income from Alexander s 731 Lexington Avenue property which was placed into service subsequent to the third quarter of 2004, (iv) an increase of \$2,465,000 in development and guarantee fees, (v) an increase of \$1,399,000 in management and leasing fees, partially offset by, (vi) a decrease of \$2,520,000 in interest income on our loans to Alexander s which were repaid in July 2005 and (vii) \$1,274,000 for our share of a gain on sale of land parcel in 2004.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Loss Applicable to Toys R Us

The business of Toys is highly seasonal. Historically, Toys fourth quarter net income accounts for more than 80% of its fiscal year net income. Because Toys' fiscal year ends on the Saturday nearest January 31, we record our 32.9% share of Toys net income or loss on a one-quarter lag basis. Accordingly, we recorded our share of Toys' fourth quarter net income in our first quarter of 2006. Equity in net loss from Toys for the period from July 21, 2005 (date of acquisition) through December 31, 2005 was \$40,496,000 which consisted of (i) our \$1,977,000 share of Toys net loss in Toys' second quarter ended July 30, 2005 for the period from July 21, 2005 (date of acquisition) through July 30, 2005, (ii) our \$44,812,000 share of Toys net loss in Toys' third quarter ended October 29, 2005, partially offset by, (iii) \$5,043,000 of interest income on our senior unsecured bridge loan and (iv) \$1,250,000 of management fees.

The unaudited pro forma information set forth below presents our condensed consolidated statements of income for the years ended December 31, 2005 and 2004 (including Toys' results for the twelve months ended October 29, 2005 and October 30, 2004, respectively) as if the above transactions had occurred on November 1, 2003. The unaudited pro forma information below is not necessarily indicative of what our actual results would have been had the Toys transactions been consummated on November 1, 2003, nor does it represent the results of operations for any future periods. In our opinion, all adjustments necessary to reflect these transactions have been made.

| Pro Forma Condensed Consolidated Statements of Income (in thousands, except per share amounts) | For the Year Ended December 31, | |
|--|--|---------------------------|
| | Pro Forma 2005 | Pro Forma 2004 |
| Revenues | \$ 2,534,702 | \$ 1,699,694 |
| Income before allocation to minority limited partners | \$ 656,924 | \$ 717,891 |
| Minority limited partners' interest in the Operating Partnership | (64,686) | (84,063) |
| Perpetual preferred unit distributions of the Operating Partnership | (67,119) | (69,108) |
| Net income | 525,119 | 564,720 |
| Preferred share dividends | (46,501) | (21,920) |
| Net income applicable to common shares | \$ 478,618 | \$ 542,800 |
| Net income per common share - basic | \$ 3.58 | \$ 4.33 |
| Net income per common share - diluted | \$ 3.40 | \$ 4.08 |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Income from Partially Owned Entities

Summarized below are the components of income from partially owned entities for the years ended December 31, 2005 and 2004.

| Equity in Net Income (Loss): (Amounts in thousands) | For The Years | | Ended December 31, | |
|---|----------------------|-----|---------------------------|-----|
| | 2005 | | 2004 | |
| Newkirk MLP: | | | | |
| 15.8% in 2005 and 22.4% in 2004 share of equity in net income | \$ 10,196 | (2) | \$ 24,041 | (3) |
| Interest and other income | 9,154 | | 11,396 | |
| | 19,350 | | 35,437 | |
| Beverly Connection (acquired in March 2005): | | | | |
| 50% share of equity in net loss | (4,790 |) | | |
| Interest and fee income | 8,303 | | | |
| | 3,513 | | | |
| GMH Communities L.P.: | | | | |
| 11.3% share of equity in net income | 1,528 | | | |
| Other (1) | 11,774 | (4) | 7,944 | (5) |
| | \$ 36,165 | | \$ 43,381 | |

(1) Includes our equity in net earnings of partially owned entities including, partially owned office buildings in New York and Washington, DC, the Monmouth Mall, Dune Capital L.P., Verde Group LLC, and others.

(2) 2005 includes (i) \$16,053 for our share of net gains on disposition of T-2 assets, (ii) \$9,445 for our share of losses on the early extinguishment of debt and write-off of related deferred financing costs, (iii) \$6,602 for our share of impairment losses, (iv) \$8,470 for our share of expense from the payment of promoted obligations to partner, partially offset by, (v) \$4,236 for our share of net gains on sale of real estate.

(3) 2004 includes (i) \$7,494 for our share of net gain on sale of Newkirk MLP option units, (ii) \$2,705 for our share of net gains on sale of real estate, partially offset by, (iii) \$2,901 for our share of impairment losses. In addition, we have excluded our \$7,119 share of the gain recognized by Newkirk MLP on the sale of its Stater Brothers real estate portfolio to us on July 29, 2004, which was reflected as an adjustment to the basis of our investment in Newkirk MLP.

(4) Includes \$2,173 for a prepayment penalty from the Monmouth Mall venture in August 2005 upon the repayment of our initial preferred equity investment and \$1,351 of income recognized from our \$50,000 investment in Dune Capital L.P. made in 2005.

(5) Includes our \$3,833 share of Starwood Ceruzzi's impairment loss.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Interest and Other Investment Income

Interest and other investment income (interest income on mortgage loans receivable, other interest income and dividend income) was \$167,220,000 for the year ended December 31, 2005, compared to \$203,998,000 in the year ended December 31, 2004, a decrease of \$36,778,000. This decrease resulted from the following:

(Amounts in thousands)

Increase (decrease) due to:

| | |
|--|--------------|
| Income of \$81,730 from the mark-to-market of Sears derivative position in 2004, partially offset by income of \$14,968 in 2005 from the net gain on conversion of Sears derivative position to Sears Holdings derivative position on March 30, 2005 and mark-to-market adjustments through 2005 | \$ (66,762) |
| Net gain on exercise of GMH warrants in 2004 | (29,452) |
| Net gain on conversion of Sears common shares to Sears Holdings common shares and sale in 2005 | 26,514 |
| Income recognized as a result of Sears Canada special dividend in 2005 | 22,885 |
| Income from the mark-to-market of McDonalds derivative position in 2005 | 17,254 |
| Interest on \$159,000 commitment to GMH in 2004, which was satisfied in November 2004 | (16,581) |
| Income of \$24,190 from the mark-to-market of GMH warrants in 2004, partially offset by income of \$14,080 from the mark-to-market of the warrants in through 2005 | (10,110) |
| Other, net primarily due to higher yields on higher average amounts invested | 19,474 |
| | \$ (36,778) |

Interest and Debt Expense

Interest and debt expense was \$339,952,000 for the year ended December 31, 2005, compared to \$242,142,000 in the year ended December 31, 2004, an increase of \$97,810,000. This increase is primarily due to (i) \$49,893,000 resulting from the consolidation of our investment in AmeriCold from November 18, 2004 versus accounting for the investment on the equity method previously, (ii) \$26,199,000 from a 2.27% increase in the weighted average interest rate on variable rate debt, (iii) \$15,335,000 of interest expense on the \$500,000,000 exchangeable senior debentures issued in March 2005 and (iv) \$6,881,000 of additional interest expense on the \$250,000,000 senior unsecured notes due 2009, which were issued in August 2004.

Net Gain on Disposition of Wholly Owned and Partially Owned Assets other than Depreciable Real Estate

Net gain on disposition of wholly owned and partially owned assets other than depreciable real estate of \$39,042,000 for the year ended December 31, 2005 is comprised of (i) \$25,346,000 of net gains on sales of marketable equity securities, of which \$9,017,000 relates to the disposition of Prime Group common shares, (ii) \$12,110,000 for the net gain on disposition of our senior preferred equity investment in 3700 Las Vegas Boulevard and (iii) \$1,586,000 relates to net gains on sale of land parcels. Net gain on disposition of wholly owned and partially owned assets other than depreciable real estate of \$19,775,000 for the year ended December 31, 2004 primarily represents an \$18,789,000 net gain on sale of a portion of our investment in AmeriCold to Yucaipa in November 2004.

Minority Interest of Partially Owned Entities

Minority interest expense of partially owned entities was \$3,808,000 for the year ended December 31, 2005, compared to \$109,000 in the prior year, an increase of \$3,699,000. This increase resulted primarily from the consolidation of our investment in AmeriCold beginning on November 18, 2004 versus accounting for the investment on the equity method in the prior year.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Discontinued Operations

Assets related to discontinued operations consist primarily of real estate, net of accumulated depreciation. The following table sets forth the balances of the assets related to discontinued operations as of December 31, 2005 and 2004.

| (Amounts in thousands) | December 31, | |
|--------------------------|---------------------|------------------|
| | 2005 | 2004 |
| 400 North LaSalle | \$ | \$82,624 |
| Vineland | 908 | 908 |
| 424 Sixth Avenue | 11,870 | 11,949 |
| 33 North Dearborn Street | 43,148 | 40,742 |
| 1919 South Eads Street | 20,435 | 21,392 |
| | \$76,361 | \$157,615 |

The following table sets forth the balances of the liabilities related to discontinued operations (primarily mortgage notes payable) as of December 31, 2005 and 2004.

| (Amounts in thousands) | December 31, | |
|--------------------------|---------------------|-----------------|
| | 2005 | 2004 |
| 400 North LaSalle | \$ | \$5,187 |
| 33 North Dearborn Street | 1,050 | |
| 1919 South Eads Street | 11,781 | 12,059 |
| | \$12,831 | \$17,246 |

The combined results of operations of the assets related to discontinued operations for the years ended December 31, 2005 and 2004 are as follows:

| (Amounts in thousands) | December 31, | |
|-------------------------------------|---------------------|-----------------|
| | 2005 | 2004 |
| Total revenues | \$15,374 | \$27,364 |
| Total expenses | 11,473 | 21,874 |
| Net income | 3,901 | 5,490 |
| Net gains on sale of real estate | 31,614 | 75,755 |
| Income from discontinued operations | \$35,515 | \$81,245 |

On April 21, 2005, we, through our 85% joint venture, sold 400 North LaSalle, a 452-unit high-rise residential tower in Chicago, Illinois, for \$126,000,000, which resulted in a net gain on sale after closing costs of \$31,614,000. All of the proceeds from the sale were reinvested in tax-free like-kind exchange investments in accordance with Section 1031 of the Internal Revenue Code.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

In anticipation of selling the Palisades Residential Complex, on February 27, 2004, we acquired the remaining 25% interest in the Palisades venture that we did not previously own for approximately \$17,000,000 in cash. On June 29, 2004, we sold the Palisades for \$222,500,000, which resulted in a net gain on sale after closing costs of \$65,905,000.

On August 12, 2004, we sold our Dundalk, Maryland shopping center for \$12,900,000, which resulted in a net gain on sale after closing costs of \$9,850,000.

Perpetual Preferred Unit Distributions of the Operating Partnership

Perpetual preferred unit distributions of the Operating Partnership were \$67,119,000 for the year ended December 31, 2005, compared to \$69,108,000 for the prior year, a decrease of \$1,989,000. This decrease resulted primarily from the redemption of (i) \$80,000,000 of the 8.25% Series D-3 preferred units in January 2005, (ii) \$245,000,000 of the remaining 8.25% Series D-3 and D-4 preferred units in July 2005, (iii) \$342,000,000 of the 8.25% Series D-5 and D-7 preferred units in September 2005 and (iv) \$30,000,000 of the 8.25% Series D-6 and D-8 preferred units in December 2005, partially offset by, (v) a \$19,017,000 write-off of the issuance costs of the preferred units redeemed in 2005, and (vi) distributions to holders of the 7.20% Series D-11 and 6.55% Series D-12 units issued in May and December 2004.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Minority Limited Partners Interest in the Operating Partnership

Minority limited partners interest in the Operating Partnership was \$66,755,000 for the year ended December 31, 2005 compared to \$88,091,000 for the prior year, a decrease of \$21,336,000. This decrease results primarily from a lower minority limited partnership ownership interest due to the conversion of Class A Operating Partnership units into Vornado common shares during 2004 and 2005, and lower net income subject to allocation to the minority limited partners.

EBITDA

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

| (Amounts in thousands) | Total | Office | | Merchandise | | Temperature | | |
|---|--------------|------------|----------------|-------------|------------|----------------------|-----------|------------|
| | | New York | Washington, DC | Retail | Mart | Controlled Logistics | Toys | Other |
| Year ended December 31, 2004 | \$ 1,204,850 | \$ 330,689 | \$ 304,200 | \$ 177,826 | \$ 134,930 | \$ 71,514 | \$ | \$ 185,691 |
| 2005 Operations: | | | | | | | | |
| Same store operations ⁽¹⁾ | | 13,811 | (13,521) | 4,977 | 5,788 | | | |
| Acquisitions, dispositions and non-same store income and expenses | | (2,899) | 98 | 29,897 | 8,374 | 4,252 | 14,860 | (4) |
| Year ended December 31, 2005 | \$ 1,301,628 | \$ 341,601 | \$ 290,777 | \$ 212,700 | \$ 149,092 | \$ 75,766 | \$ 14,860 | \$ 216,832 |
| % increase (decrease) in same store operations | | 4.3% | (4.7%) | 3.2% | 4.7% | (2) N/A | (3) | |

-
- (1) Represents operations which were owned for the same period in each year and excludes non-recurring income and expenses which are included in acquisitions, dispositions and non-same store income and expenses above.
 - (2) EBITDA and the same store percentage increase reflect the commencement of the WPP Group leases (228 square feet) in the third quarter of 2004 and the Chicago Sun Times lease (127 square feet) in the second quarter of 2004. The same store percentage increase in EBITDA exclusive of these leases was 0.9%.
 - (3) Not comparable because prior to November 4, 2004, (the date the operations of AmeriCold Logistics were combined with AmeriCold Realty Trust), we reflected our equity in the rent AmeriCold received from AmeriCold Logistics. Subsequent thereto, we consolidate the operations of the combined company.
 - (4) The business of Toys is highly seasonal. Historically, Toys fourth quarter net income accounts for more than 80% of its fiscal year net income. Because Toys fiscal year ends on the Saturday nearest January 31, we record our 32.9% share of Toys net income or loss on a one-quarter lag basis. Accordingly, we recorded our share of Toys fourth quarter net income in our first quarter of 2006. Toys EBITDA above includes (i) our share of Toys EBITDA for the period from July 21, 2005 (date of acquisition) through October 29, 2005, (ii) \$5,043 of interest income on our senior unsecured bridge loan and (iii) \$1,250 of management fees.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Supplemental Information

Three Months Ended December 31, 2006 and December 31, 2005

Below is a summary of Net Income and EBITDA by segment for the three months ended December 31, 2006 and 2005.

| (Amounts in thousands) | For the Three Months Ended December 31, 2006 | | | | | | | | Other ⁽²⁾ |
|--------------------------------------|--|--------------------|-------------------|-----------|---------------------|--|-----------|-----------|----------------------|
| | Total | Office New York | Washington, DC | Retail | Merchandise Mart | Temperature Controlled Logistics | Toys | | |
| Property rentals | \$ 391,512 | \$ 124,861 | \$ 102,255 | \$ 74,096 | \$ 65,021 | \$ | \$ | \$ 25,279 | |
| Straight-line rents: | | | | | | | | | |
| Contractual rent increases | 7,018 | 996 | 3,138 | 1,424 | 1,459 | | | 1 | |
| Amortization of free rent | 7,949 | 2,449 | 3,558 | 864 | 1,078 | | | | |
| Amortization of acquired below- | | | | | | | | | |
| market leases, net | 8,256 | 932 | 1,298 | 5,515 | 16 | | | 495 | |
| Total rentals | 414,735 | 129,238 | 110,249 | 81,899 | 67,574 | | | 25,775 | |
| Temperature Controlled Logistics | 205,933 | | | | | 205,933 | | | |
| Tenant expense reimbursements | 70,225 | 24,944 | 10,801 | 28,606 | 3,880 | | | 1,994 | |
| Fee and other income: | | | | | | | | | |
| Tenant cleaning fees | 9,308 | 11,428 | | | | | | (2,120) | |
| Management and leasing fees | 2,423 | 293 | 1,956 | 279 | (105) | | | | |
| Lease termination fees | 11,451 | 11,277 | 188 | | (14) | | | | |
| Other | 9,177 | 3,762 | 3,581 | 298 | 1,454 | | | 82 | |
| Total revenues | 723,252 | 180,942 | 126,775 | 111,082 | 72,789 | 205,933 | | 25,731 | |
| Operating expenses | 366,922 | 75,140 | 41,224 | 38,013 | 30,322 | 168,328 | | 13,895 | |
| Depreciation and amortization | 105,925 | 29,597 | 27,202 | 13,657 | 11,611 | 19,384 | | 4,474 | |
| General and administrative | 70,611 | 4,542 | 9,333 | 6,403 | 6,065 | 12,752 | | 31,516 | |
| Total expenses | 543,458 | 109,279 | 77,759 | 58,073 | 47,998 | 200,464 | | 49,885 | |
| Operating income (loss) | 179,794 | 71,663 | 49,016 | 53,009 | 24,791 | 5,469 | | (24,154) | |
| (Loss) income applicable to | | | | | | | | | |
| Alexander s | (22,099) | 186 | | 181 | | | | (22,466) | |
| Loss applicable to Toys R Us | (51,697) | | | | | | (51,697) | | |
| Income from partially owned entities | 18,081 | 992 | 2,727 | 1,915 | 91 | 373 | | 11,983 | |
| Interest and other investment income | 124,994 | 435 | 719 | 165 | 66 | 3,996 | | 119,613 | |
| Interest and debt expense | (137,312) | (22,183) | (23,681) | (17,728) | (8,648) | (35,132) | | (29,940) | |
| Net gain on disposition of wholly- | | | | | | | | | |
| owned and partially owned | | | | | | | | | |
| assets other than depreciable | | | | | | | | | |
| real estate | 10,546 | | | | | | | 10,546 | |
| Minority interest of partially owned | | | | | | | | | |
| entities | 14,795 | | | 18 | 1 | 14,395 | | 381 | |
| Income (loss) from continuing | | | | | | | | | |
| operations | 137,102 | 51,093 | 28,781 | 37,560 | 16,301 | (10,899) | (51,697) | 65,963 | |
| (Loss) income from discontinued | | | | | | | | | |
| operations, net | (97) | | (7) | (41) | (62) | | | 13 | |
| Income (loss) before allocation to | | | | | | | | | |
| minority limited partners | 137,005 | 51,093 | 28,774 | 37,519 | 16,239 | (10,899) | (51,697) | 65,976 | |
| Minority limited partners interest | | | | | | | | | |
| in the Operating Partnership | (12,411) | | | | | | | (12,411) | |
| Perpetual preferred unit | | | | | | | | | |
| distributions of the | | | | | | | | | |
| Operating Partnership | (4,818) | | | | | | | (4,818) | |
| Net income (loss) | 119,776 | 51,093 | 28,774 | 37,519 | 16,239 | (10,899) | (51,697) | 48,747 | |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

| | | | | | | | | |
|--|------------|------------|-----------|-----------|-----------|-----------|-----------|-----------|
| Interest and debt expense ⁽¹⁾ | 181,393 | 22,861 | 25,304 | 20,038 | 8,865 | 16,716 | 47,462 | 40,147 |
| Depreciation and amortization ⁽¹⁾ | 142,501 | 30,583 | 30,694 | 14,465 | 11,769 | 9,253 | 35,539 | 10,198 |
| Income tax (benefit) expense ⁽¹⁾ | (8,561) | | 1,902 | | (775) | 278 | (10,316) | 350 |
| EBITDA | \$ 435,109 | \$ 104,537 | \$ 86,674 | \$ 72,022 | \$ 36,098 | \$ 15,348 | \$ 20,988 | \$ 99,442 |

See notes on page 104.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

(Amounts in thousands)

For the Three Months Ended December 31, 2005

| | Office | | | | Merchandise Mart | Temperature Controlled | | | Other ⁽²⁾ |
|---|------------|-------------|-------------------|-----------|---------------------|---------------------------|----------|-----------|----------------------|
| | Total | New York | Washington, DC | Retail | | Logistics | Toys | | |
| Property rentals | \$ 344,223 | \$ 118,423 | \$ 94,782 | \$ 52,542 | \$ 56,376 | \$ | \$ | \$ 22,100 | |
| Straight-line rents: | | | | | | | | | |
| Contractual rent increases | 8,927 | 1,478 | 3,161 | 1,609 | 2,672 | | | 7 | |
| Amortization of free rent | 5,904 | 1,850 | 2,489 | 2,185 | (620) |) | | | |
| Amortization of acquired below-market leases, net | 4,828 | | 2,190 | 1,911 | | | | 727 | |
| Total rentals | 363,882 | 121,751 | 102,622 | 58,247 | 58,428 | | | 22,834 | |
| Temperature Controlled Logistics | 253,987 | | | | | 253,987 | | | |
| Tenant expense reimbursements | 54,057 | 25,546 | 5,596 | 18,534 | 3,693 | | | 688 | |
| Fee and other income: | | | | | | | | | |
| Tenant cleaning fees | 7,130 | 7,130 | | | | | | | |
| Management and leasing fees | 4,820 | 225 | 4,359 | 224 | 12 | | | | |
| Lease termination fees | 5,385 | 3,693 | 111 | | 1,581 | | | | |
| Other | 5,253 | 3,291 | 746 | 67 | 1,149 | | | | |
| Total revenues | 694,514 | 161,636 | 113,434 | 77,072 | 64,863 | 253,987 | | 23,522 | |
| Operating expenses | 368,703 | 69,285 | 34,373 | 24,265 | 26,080 | 201,319 | | 13,381 | |
| Depreciation and amortization | 89,624 | 22,791 | 22,609 | 9,158 | 11,770 | 18,125 | | 5,171 | |
| General and administrative | 48,303 | 3,823 | 8,022 | 4,623 | 6,290 | 9,867 | | 15,678 | |
| Total expenses | 506,630 | 95,899 | 65,004 | 38,046 | 44,140 | 229,311 | | 34,230 | |
| Operating income (loss) | 187,884 | 65,737 | 48,430 | 39,026 | 20,723 | 24,676 | | (10,708) | |
| Income applicable to Alexander's | 16,907 | 315 | | 173 | | | | 16,419 | |
| Loss applicable to Toys R Us | (39,966) | | | | | | | (39,966) | |
| Income from partially owned entities | 15,643 | 440 | 436 | 2,144 | 112 | 571 | | 11,940 | |
| Interest and other investment | | | | | | | | | |
| income | 31,762 | 275 | 449 | 174 | 46 | 981 | | 29,837 | |
| Interest and debt expense | (90,821) | (15,900) | (20,909) | (15,370) | (2,718) | (14,511) | | (21,413) | |
| Net gain on disposition of | | | | | | | | | |
| wholly-owned and | | | | | | | | | |
| partially owned assets other | | | | | | | | | |
| than depreciable real estate | 22,106 | | 84 | | | | | 22,022 | |
| Minority interest of partially | | | | | | | | | |
| owned entities | (4,770) | | | | 14 | (5,007) | | 223 | |
| Income (loss) from continuing | | | | | | | | | |
| operations | 138,745 | 50,867 | 28,490 | 26,147 | 18,177 | 6,710 | (39,966) | 48,320 | |
| (Loss) income from discontinued | | | | | | | | | |
| operations, net | (330) | | (714) | 164 | 220 | | | | |
| Income (loss) before allocation to | | | | | | | | | |
| minority limited partners | 138,415 | 50,867 | 27,776 | 26,311 | 18,397 | 6,710 | (39,966) | 48,320 | |
| Minority limited partners' interest | | | | | | | | | |
| in the Operating Partnership | (12,243) | | | | | | | (12,243) | |
| Perpetual preferred unit | | | | | | | | | |
| distributions of the | | | | | | | | | |
| Operating Partnership | (6,211) | | | | | | | (6,211) | |
| Net income (loss) | 119,961 | 50,867 | 27,776 | 26,311 | 18,397 | 6,710 | (39,966) | 29,866 | |
| Interest and debt expense ⁽¹⁾ | 140,505 | 16,399 | 21,920 | 17,797 | 2,868 | 6,905 | 42,176 | 32,440 | |
| Depreciation and amortization ⁽¹⁾ | 124,053 | 23,202 | 23,440 | 11,286 | 12,499 | 8,652 | 30,644 | 14,330 | |
| Income tax (benefit) expense ⁽¹⁾ | (24,031) | | 253 | | 81 | (191) | (24,383) | 209 | |
| EBITDA | \$ 360,488 | \$ 90,468 | \$ 73,389 | \$ 55,394 | \$ 33,845 | \$ 22,076 | \$ 8,471 | \$ 76,845 | |

See notes on following page.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Notes to preceding tabular information:

- (1) Interest and debt expense, depreciation and amortization and income tax (benefit) expense included in the reconciliation of net income to EBITDA reflects amounts which are netted in income from partially owned entities.
 (2) Other EBITDA is comprised of:

| (Amounts in thousands) | For the Three Months | |
|---|-----------------------------|------------------|
| | Ended December 31, | |
| | 2006 | 2005 |
| Alexander s | \$ (15,108) | \$ 23,909 |
| Newkirk MLP | 16,933 | 18,743 |
| Hotel Pennsylvania | 10,488 | 8,372 |
| GMH Communities L.P. | 2,310 | 2,626 |
| Industrial warehouses | 1,415 | 1,629 |
| Other investments | 2,828 | 4,621 |
| | 18,866 | 59,900 |
| Minority limited partners' interest in the Operating Partnership | (12,411) | (12,243) |
| Perpetual preferred unit distributions of the Operating Partnership | (4,818) | (6,211) |
| Corporate general and administrative expense (1) | (30,275) | (14,604) |
| Investment income and other | 128,080 | 50,003 |
| | \$ 99,442 | \$ 76,845 |

- (1) The increase in corporate general and administrative expense results primarily from (i) \$5,800 for our share of medicare taxes resulting from stock option exercises and the termination of a rabbi trust, (ii) \$4,921 of amortization of stock-based compensation, including the 2006 Out-Performance Plan, stock option awards and restricted stock awards, (iii) \$1,906 of an increase in professional fees and (iv) \$523 of an increase in deferred compensation expense due to an increase in the value of the deferred compensation plan, which is offset by an equal amount of investment income.

Below are the details of the changes by segment in EBITDA for the three months ended December 31, 2006 compared to the three months ended December 31, 2005.

| (Amounts in thousands) | Total | Office | | Retail | Mart | Temperature Controlled | | |
|---|--------------|-----------------|-----------------------|---------------|-------------|-------------------------------|-------------|--------------|
| | | New York | Washington, DC | | | Logistics | Toys | Other |
| For the three months ended | | | | | | | | |
| December 31, 2005 | \$ 360,488 | \$ 90,468 | \$ 73,389 | \$ 55,394 | \$ 33,845 | \$ 22,076 | \$ 8,471 | \$ 76,845 |
| 2006 Operations: | | | | | | | | |
| Same store operations ⁽¹⁾ | | 6,390 | 4,247 | 4,454 | 390 | (411) | | |
| Acquisitions, dispositions and non-same store income and expenses | | 7,679 | 9,038 | 12,174 | 1,863 | (6,317) | | |
| For the three months ended | | | | | | | | |
| December 31, 2006 | \$ 435,109 | \$ 104,537 | \$ 86,674 | \$ 72,022 | \$ 36,098 | \$ 15,348 | \$ 20,988 | \$ 99,442 |
| % increase (decrease) in same store operations | | 7.0% | 5.6% | 8.1% | 1.1% | (1.9%) | | |

- (1) Represents operations which were owned for the same period in each year and excludes non-recurring income and expenses which are included in acquisitions, dispositions and non same store income and expenses above.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Our revenues and expenses are subject to seasonality during the year which impacts quarter-by-quarter net earnings, cash flows and funds from operations. The business of Toys is highly seasonal. Historically, Toys' fourth quarter net income, which we recorded on a one-quarter lag basis in our first quarter, accounts for more than 80% of Toys' fiscal year net income. The Office and Merchandise Mart segments have historically experienced higher utility costs in the third quarter of the year. The Merchandise Mart segment also has experienced higher earnings in the second and fourth quarters of the year due to major trade shows occurring in those quarters. The Retail segment revenue in the fourth quarter is typically higher due to the recognition of percentage rental income. The Temperature Controlled Logistics segment has experienced higher earnings in the fourth quarter due to higher activity and occupancy in its warehouse operations due to the holiday season's impact on the food industry.

Below are the details of the changes by segment in EBITDA for the three months ended December 31, 2006 compared to the three months ended September 30, 2006:

| (Amounts in thousands) | Total | Office | | Retail | Merchandise Mart | Temperature Controlled Logistics | Toys | Other |
|---|------------|------------|----------------|-----------|------------------|----------------------------------|-----------|------------|
| | | New York | Washington, DC | | | | | |
| For the three months ended | | | | | | | | |
| September 30, 2006 | \$ 437,670 | \$ 92,483 | \$ 89,957 | \$ 67,985 | \$ 31,481 | \$ 16,011 | \$ 32,844 | \$ 106,909 |
| 2006 Operations: | | | | | | | | |
| Same store operations ⁽¹⁾ | | 5,120 | 2,772 | 2,412 | 2,722 | 2,195 | | |
| Acquisitions, dispositions and non-same store income and expenses | | 6,934 | (6,055) | 1,625 | 1,895 | (2,858) | | |
| For the three months ended | | | | | | | | |
| December 31, 2006 | \$ 435,109 | \$ 104,537 | \$ 86,674 | \$ 72,022 | \$ 36,098 | \$ 15,348 | \$ 20,988 | \$ 99,442 |
| % increase (decrease) in same store operations | | 5.5% | 3.3% | 3.5% | 7.3% | 11.1% | | |

(1) Represents the increase (decrease) in property-level operations which were owned for the same period in each year and excludes the effect of property acquisitions, dispositions and other non-operating items that affect comparability, including divisional general and administrative expenses. Beginning on January 1, 2006, we have revised our definition of same store operations to exclude divisional general and administrative expenses. We utilize this measure to make decisions on whether to buy or sell properties as well as to compare the performance of our properties to that of our peers. Same store operations may not be comparable to similarly titled measures employed by other companies.

Below is a reconciliation of net income and EBITDA for the three months ended September 30, 2006.

| (Amounts in thousands) | Total | Office | | Retail | Merchandise Mart | Temperature Controlled Logistics | Toys | Other |
|--|------------|-----------|----------------|-----------|------------------|----------------------------------|-------------|-----------|
| | | New York | Washington, DC | | | | | |
| Net income (loss) for the three months ended | | | | | | | | |
| September 30, 2006 | \$ 127,983 | \$ 46,738 | \$ 27,861 | \$ 32,594 | \$ 7,264 | \$ 323 | \$ (40,699) | \$ 53,902 |
| Interest and debt expense | 168,864 | 21,566 | 27,774 | 20,254 | 13,175 | 6,682 | 43,348 | 36,065 |
| Depreciation and amortization | 141,206 | 24,179 | 31,235 | 15,137 | 10,827 | 8,900 | 34,951 | 15,977 |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

| | | | | | | | | |
|----------------------|------------|-----------|-----------|-----------|-----------|-----------|-----------|--------------|
| Income tax (benefit) | | | | | | | | |
| expense | (383) | | 3,087 | | 215 | | 106 | (4,756) 965 |
| EBITDA for the three | | | | | | | | |
| months ended | | | | | | | | |
| September 30, 2006 | \$ 437,670 | \$ 92,483 | \$ 89,957 | \$ 67,985 | \$ 31,481 | \$ 16,011 | \$ 32,844 | \$ 106,909 |

105

Related Party Transactions

Loans and Compensation Agreements

On November 30, 2006, Michael Fascitelli, our President, repaid to the Company his \$8,600,000 outstanding loan which was scheduled to mature in December 2006. The loan was made to him in 1996 pursuant to his employment agreement.

On December 31, 2006, 1,546,106 shares held in a rabbi trust, established for deferred compensation purposes as part of Mr. Fascitelli's 1996 and 2001 employment agreements, were distributed to Mr. Fascitelli, net of 739,130 shares which were used to satisfy the resulting tax withholding obligation. The shares we received for the tax liability were retired upon receipt.

On December 22, 2005, Steven Roth, our Chief Executive Officer, repaid to the Company his \$13,122,500 outstanding loan which was scheduled to mature in January 2006. Pursuant to a credit agreement dated November 1999, Mr. Roth may draw up to \$15,000,000 of loans from the Company on a revolving basis. Each loan bears interest, payable quarterly, at the applicable Federal rate on the date the loan is made and matures on the sixth anniversary of such loan. Loans are collateralized by assets with a value of not less than two times the amount outstanding. On December 23, 2005, Mr. Roth borrowed \$13,122,500 under this facility, which bears interest at 4.45% per annum and matures on December 23, 2011.

On February 22, 2005, we entered into a new employment agreement with Sandeep Mathrani, Executive Vice President - Retail Division. Pursuant to the agreement, the Compensation Committee granted Mr. Mathrani (i) 16,836 restricted shares of our stock, (ii) stock options to acquire 300,000 of our common shares at an exercise price of \$71.275 per share and (iii) the right to receive 200,000 stock options over the next two years at the then prevailing market price. In addition, Mr. Mathrani repaid the \$500,000 loan we provided him under his prior employment agreement.

On March 11, 2004, we loaned \$2,000,000 to Melvyn Blum, an executive officer, pursuant to the revolving credit facility contained in his January 2000 employment agreement. Melvyn Blum resigned effective July 15, 2005. In accordance with the terms of his employment agreement, his \$2,000,000 outstanding loan was repaid in August 2005.

Pursuant to our annual compensation review in February 2002 with Joseph Macnow, our Chief Financial Officer, the Compensation Committee approved a \$2,000,000 loan to Mr. Macnow, which bears interest at the applicable federal rate of 4.65% per annum and matures in June 2007. The loan was funded on July 23, 2002 and is collateralized by assets with a value of not less than two times the loan amount.

Transactions with Affiliates and Officers and Trustees

Alexander's

We own 32.8% of Alexander's. Steven Roth, our Chairman of the Board and Chief Executive Officer, and Michael D. Fascitelli, our President, are officers and directors of Alexander's. We provide various services to Alexander's in accordance with management, development and leasing

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

agreements. These agreements are described in Note 6 - Investments in Partially Owned Entities to our consolidated financial statements in this annual report on Form 10-K.

On December 29, 2005, Michael Fascitelli, our President and President of Alexander's, exercised 350,000 of his Alexander's stock appreciation rights (SARs) which were scheduled to expire in December 2006 and received \$173.82 for each SAR exercised, representing the difference between Alexander's stock price of \$247.70 (the average of the high and low market price) on the date of exercise and the exercise price of \$73.88. This exercise was consistent with Alexander's tax planning.

On January 10, 2006, the Omnibus Stock Plan Committee of the Board of Directors of Alexander's granted Mr. Fascitelli a SAR covering 350,000 shares of Alexander's common stock. The exercise price of the SAR is \$243.83 per share of common stock, which was the average of the high and low trading price of Alexander's common stock on date of grant. The SAR became exercisable on July 10, 2006, provided Mr. Fascitelli is employed with Alexander's on such date, and will expire on March 14, 2007. Mr. Fascitelli's early exercise and Alexander's related tax consequences were factors in Alexander's decision to make the new grant to him.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Interstate Properties (Interstate)

Interstate is a general partnership in which Steven Roth, our Chairman of the Board and Chief Executive Officer, is the managing general partner. David Mandelbaum and Russell B. Wight, Jr., Trustees of Vornado and Directors of Alexander's, are Interstate's two other partners. As of December 31, 2006, Interstate and its partners beneficially owned approximately 8.5% of the common shares of beneficial interest of Vornado and 27.6% of Alexander's common stock.

We manage and lease the real estate assets of Interstate pursuant to a management agreement for which we receive an annual fee equal to 4% of annual base rent and percentage rent. The management agreement has a term of one year and is automatically renewable unless terminated by either of the parties on sixty days' notice at the end of the term. We believe based upon comparable fees charged by other real estate companies that the management agreement terms are fair to us. We earned \$798,000, \$791,000 and \$726,000 of management fees under the agreement for the years ended December 31, 2006, 2005 and 2004.

Vornado Operating Company (Vornado Operating)

In October 1998, Vornado Operating was spun off from Vornado in order to own assets that we could not own and conduct activities that we could not conduct as a REIT. Vornado Operating's primary asset was its 60% investment in AmeriCold Logistics, which leased 88 refrigerated warehouses from AmeriCold, owned 60% by us. On November 4, 2004, AmeriCold purchased its tenant, AmeriCold Logistics, for \$47,700,000 in cash. As part of this transaction, Vornado Operating repaid the \$21,989,000 balance of its loan to us as well as \$4,771,000 of unpaid interest. Because we fully reserved for the interest income on this loan beginning in January 2002, we recognized \$4,771,000 of income upon collection in 2004.

In November 2004, a class action shareholder derivative lawsuit was brought in the Delaware Court of Chancery against Vornado Operating, its directors and Vornado. The lawsuit sought to enjoin the dissolution of Vornado Operating, rescind the previously completed sale of AmeriCold Logistics (owned 60% by Vornado Operating) to AmeriCold (owned 60% by us) and damages. In addition, the plaintiffs claimed that the Vornado Operating directors breached their fiduciary duties. On November 24, 2004, a stipulation of settlement was entered into under which we agreed to settle the lawsuit with a payment of approximately \$4,500,000 or about \$1 per Vornado Operating share or partnership unit before litigation expenses. We accrued the proposed settlement payment and related legal costs as part of general and administrative expense in 2004. On March 22, 2005, the Court approved the settlement.

Other

On December 20, 2005, we acquired a 46% partnership interest in, and became co-general partner of, partnerships that own a complex in Rosslyn, Virginia, containing four office buildings with an aggregate of 714,000 square feet and two apartment buildings containing 195 rental units. The consideration for the acquisition consisted of 734,486 newly issued Operating Partnership units (valued at \$61,814,000 at acquisition) and \$27,300,000 for our pro-rata share of existing debt. Of the partnership interest acquired, 19% was from Robert H. Smith and Robert P. Kogod, trustees of Vornado, and their family members, representing all of their interest in the partnership.

On April 13, 2006, we acquired the 92.65% interest that we did not already own of 1925 K Street, a 150,000 square foot office building located in the Central Business District of Washington, DC. The purchase price for the 92.65% interest was \$52,800,000, consisting of \$34,600,000 in cash and \$18,200,000 of existing mortgage debt. Mitchell N. Schear, President of our Washington, DC Office division, received \$3,675,000 for his share of the proceeds as a partner of the selling entity.

LIQUIDITY AND CAPITAL RESOURCES

We anticipate that cash flow from continuing operations over the next twelve months will be adequate to fund our business operations, distributions to unitholders of the Operating Partnership, dividends to shareholders, debt amortization and recurring capital expenditures. Capital requirements for significant acquisitions and development expenditures may require funding from borrowings and/or equity offerings.

Acquisitions and Investments

We completed approximately \$1.8 billion of real estate acquisitions and investments in 2006 and \$2.4 billion in 2005. In addition, we made \$356,000,000 of mezzanine loans during 2006 and \$308,534,000 in 2005. These acquisitions and investments were consummated through our subsidiaries. The related assets, liabilities and results of operations are included in our consolidated financial statements from their respective dates of acquisition. The pro forma effect of the individual acquisitions and in the aggregate were not material to our historical consolidated financial statements.

See 2006 Acquisitions in the Overview of Management's Discussion and Analysis of Financial Condition and Results of Operations for the details of our 2006 acquisitions and investments. Details of our 2005 acquisitions and investments are summarized below.

Washington, DC Office:

Bowen Building, Washington, DC

On June 13, 2005, we acquired the 90% that we did not already own of the Bowen Building for \$119,000,000, consisting of \$63,000,000 in cash and \$56,000,000 of existing mortgage debt. This class A office building is located at 875 15th Street N.W. in the Central Business District of Washington, DC and contains 231,000 square feet of office space. We consolidate the accounts of the Bowen Building into our consolidated financial statements from the date of this acquisition.

H Street Building Corporation (H Street)

On July 20, 2005, we acquired H Street for approximately \$246,600,000, consisting of \$194,500,000 in cash and \$52,100,000 for our pro rata share of existing mortgage debt. H Street owns, directly or indirectly through stock ownership in corporations, a 50% interest in real estate assets located in Pentagon City, Virginia, including 34 acres of land leased to various residential and retail operators, a 1,670 unit apartment complex, 10 acres of land and two office buildings located in Washington, DC containing 577,000 square feet. We consolidate the accounts of H Street into our consolidated financial statements from the date of acquisition.

Rosslyn Plaza, Rosslyn, Virginia

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

On December 20, 2005, we acquired a 46% partnership interest in, and became co-general partner of, partnerships that own a complex in Rosslyn, Virginia, containing four office buildings with an aggregate of 714,000 square feet and two apartment buildings containing 195 rental units. The consideration for the acquisition consisted of 734,486 newly issued Operating Partnership units (valued at \$61,814,000 at acquisition) and \$27,300,000 for our pro-rata share of existing debt. Of the partnership interest acquired, 19% was from Robert H. Smith and Robert P. Kogod, trustees of Vornado, and their family members, representing all of their interest in the partnership. We account for our investment in Rosslyn Plaza under the equity method of accounting.

Warner Building, Washington, DC

On December 27, 2005, we acquired the 95% interest that we did not already own in the Warner Building for \$319,000,000, consisting of \$170,000,000 in cash and \$149,000,000 of existing mortgage and other debt. This Class A property is located at 1299 Pennsylvania Avenue three blocks from the White House and contains 560,000 square feet of office space. We consolidate the accounts of the Warner Building into our consolidated financial statements from the date of acquisition.

Retail:

Beverly Connection

On March 5, 2005, we acquired a 50% interest in a venture that owns Beverly Connection, a two-level urban shopping center, containing 322,000 square feet, located in Los Angeles, California for \$10,700,000 in cash. We also provided the venture with a \$59,500,000 first mortgage loan which bore interest at 10% through its scheduled maturity in February 2006 and \$35,000,000 of preferred equity yielding 13.5% for up to a three-year term, which is subordinate to \$37,200,000 of other preferred equity and debt. On February 11, 2006, \$35,000,000 of our loan to the venture was converted to additional preferred equity on the same terms as our existing preferred equity and the maturity date of the loan was extended. On June 30, 2006, the venture completed a \$100,000,000 refinancing and repaid to us the remaining \$24,500,000 balance of the loan. The venture's new loan bears interest at LIBOR (capped at 5.5%) plus 2.20% (7.5% as of December 31, 2006) and matures in July 2008 with 3 one-year extension options. The venture is redeveloping the existing retail and plans, subject to governmental approvals, to develop residential condominiums and assisted living facilities. This investment is accounted for under the equity method.

Westbury Retail Condominium, New York City

On May 20, 2005, we acquired the retail condominium of the former Westbury Hotel in Manhattan for \$113,000,000 in cash. Simultaneously with the closing, we completed an \$80,000,000 mortgage financing secured by the property, which bears interest at 5.292% and matures in 2018. The property contains approximately 17,000 square feet of retail space. We consolidate the accounts of this property into our consolidated financial statements from the date of acquisition.

40 East 66th Street, New York City

On July 25, 2005, we acquired 40 East 66th Street for \$158,000,000 in cash. The property is located at Madison Avenue and East 66th Street in Manhattan and contains 37 rental apartments with an aggregate of 85,000 square feet, and 10,000 square feet of retail space. We consolidate the accounts of East 66th Street into our consolidated financial statements from the date of acquisition. The rental apartment operations are included in the Other segment and the retail operations are included in the Retail segment.

Broadway Mall, New York

On December 27, 2005, we acquired the Broadway Mall for \$152,500,000, consisting of \$57,600,000 in cash and a \$94,900,000 existing mortgage. The mall is located on Route 106 in Hicksville, Long Island, New York, contains 1.2 million square feet, of which we own 1.0 million square feet, and is anchored by Macy's, Ikea, Multiplex Cinemas and Target. We consolidate the accounts of the Broadway Mall into our consolidated financial statements from the date of acquisition.

Merchandise Mart:

Boston Design Center, Boston, Massachusetts

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

On December 28, 2005, we acquired the Boston Design Center for \$96,000,000, consisting of \$24,000,000 in cash and \$72,000,000 of existing mortgage debt. This property is located in South Boston, Massachusetts and contains 552,500 square feet. We consolidate the accounts of the Boston Design Center into our consolidated financial statements from the date of acquisition.

Toys R Us (Toys):

On July 21, 2005, a joint venture owned equally by us, Bain Capital and Kohlberg Kravis Roberts & Co. acquired Toys for \$26.75 per share in cash or approximately \$6.6 billion. In connection therewith, we invested \$428,000,000 of the \$1.3 billion of equity in the venture, consisting of \$407,000,000 in cash and \$21,000,000 in Toys common stock held by us. This investment is accounted for under the equity method of accounting. See footnote 6 Investments in Partially Owned Entities for further details.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Other:

220 Central Park South, New York City

On August 26, 2005, a joint venture in which we have a 90% interest, acquired 220 Central Park South for \$136,550,000. We and our partner invested cash of \$43,400,000 and \$4,800,000, respectively, in the venture to acquire the property. The venture obtained a \$95,000,000 mortgage loan which bore interest at LIBOR plus 3.50%. On November 7, 2006, we completed a \$130,000,000 refinancing of our 220 Central Park South property. The loan has two tranches, the first tranche of \$95,000,000 bears interest at LIBOR (capped at 5.50%) plus 2.35% (7.67% as of December 31, 2006) and the second tranche can be drawn up to \$35,000,000 and bears interest at LIBOR (capped at 5.50%) plus 2.45% (7.77% as of December 31, 2006). As of December 31, 2006 approximately \$27,990,000 has been drawn on the second tranche. The property contains 122 rental apartments with an aggregate of 133,000 square feet and 5,700 square feet of commercial space. We consolidate the accounts of the venture into our consolidated financial statements from the date of acquisition.

In addition to the acquisitions and investments described above, we made \$285,600,000 of other acquisitions and investments during 2005 in 14 separate transactions, comprised of \$269,500,000 in cash and \$16,100,000 of existing mortgage debt.

Certain Future Cash Requirements

For 2007 we have budgeted approximately \$173,700,000 for capital expenditures excluding acquisitions as follows:

| | | Office | | | | |
|---|---------|----------|------------------|---------|---------------------|--------------|
| | Total | New York | Washington DC | Retail | Merchandise Mart | Other (1) |
| (Amounts in millions except square foot data) | | | | | | |
| Expenditures to maintain assets | \$66.7 | \$ 15.0 | \$ 19.0 | \$2.0 | \$11.5 | \$19.2 |
| Tenant improvements | 84.5 | 10.4 | 47.5 | 3.3 | 23.3 | |
| Leasing commissions | 22.5 | 5.2 | 10.9 | 2.6 | 3.8 | |
| Total Tenant Improvements and Leasing | | | | | | |
| Commissions | 107.0 | 15.6 | 58.4 | 5.9 | 27.1 | |
| <i>Per square foot</i> | | \$ 33.00 | \$ 23.00 | \$12.00 | \$19.00 | (2)\$ |
| <i>Per square foot per annum</i> | | \$ 3.50 | \$ 3.50 | \$1.50 | \$3.00 | (2)\$ |
| Total Capital Expenditures and Leasing | | | | | | |
| Commissions | \$173.7 | \$ 30.6 | \$ 77.4 | \$7.9 | \$38.6 | \$19.2 |
| <i>Square feet budgeted to be leased</i> | | | | | | |
| <i>(in thousands)</i> | | 472 | 2,525 | 492 | 1,415 | |
| <i>Weighted average lease term</i> | | 9.5 | 6.2 | 8.7 | 6.1 | |

(1) AmeriCold, Hotel Pennsylvania, and Warehouses.

(2) Tenant improvements and leasing commissions per square foot budgeted for 2007 leasing activity are \$54.35 (\$5.44 per annum) and \$8.90 (\$1.78 per annum) for Merchandise Mart office and showroom space, respectively.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

In addition to the capital expenditures reflected above, we are currently engaged in certain development and redevelopment projects for which we have budgeted approximately \$1.0 billion, of which \$476,200,000 is estimated to be expended in 2007.

The table above excludes the anticipated 2007 capital expenditures of Alexander's, Toys 'R Us or any other partially owned entity that we do not consolidate, as these entities are expected to fund their own cash requirements without additional equity contributions from us.

110

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Financing Activities and Contractual Obligations

See 2006 Financings in the Overview of Management's Discussion and Analysis of Financial Condition and Results of Operations for the details of our 2006 financing activities. Details of our 2005 financing activities are summarized below.

On January 19, 2005, we redeemed all of our 8.5% Series C Cumulative Redeemable Preferred Shares at their stated liquidation preference of \$25.00 per share or \$115,000,000. In addition, we redeemed a portion of the Series D-3 Perpetual Preferred Units of the Operating Partnership at their stated liquidation preference of \$25.00 per unit or \$80,000,000. The redemption amounts exceeded the carrying amounts by \$6,052,000, representing the original issuance costs. Upon redemption, we wrote off these issuance costs as a reduction to earnings in 2005.

On March 29, 2005, we completed a public offering of \$500,000,000 principal amount of 3.875% exchangeable senior debentures due 2025 pursuant to an effective registration statement. The notes were sold at 98.0% of their principal amount. The net proceeds from this offering, after the underwriters' discount, were approximately \$490,000,000. The debentures are exchangeable, under certain circumstances, for our common shares at an initial exchange rate of 10.9589 (current exchange rate of 11.1184, as adjusted for excess dividends paid in 2005 and 2006) common shares per \$1,000 of principal amount of debentures. The initial exchange price of \$91.25 represented a premium of 30% to the closing price for Vornado common shares on March 22, 2005 of \$70.25. We may elect to settle any exchange right in cash. The debentures permit us to increase our common dividend 5% per annum, cumulatively, without an increase to the exchange rate. The debentures are redeemable at our option beginning in 2012 for the principal amount plus accrued and unpaid interest. Holders of the debentures have the right to require us to repurchase their debentures in 2012, 2015 and 2020 and in the event of a change in control.

On June 17, 2005, we completed a public offering of \$112,500,000 6.75% Series H Cumulative Redeemable Preferred Shares, at a price of \$25.00 per share, pursuant to an effective registration statement. We may redeem the Series H Preferred Shares at their stated liquidation preference of \$25.00 per share after June 17, 2010. We used the net proceeds of the offering of \$108,956,000, together with existing cash balances, to redeem the remaining \$120,000,000 8.25% Series D-3 Perpetual Preferred Units and the \$125,000,000 8.25% Series D-4 Perpetual Preferred Units on July 14, 2005 at their stated liquidation preference of \$25.00 per unit. In conjunction with the redemptions, we wrote off approximately \$6,400,000 of issuance costs as a reduction to earnings in 2005.

On August 10, 2005, we sold 9,000,000 common shares in an underwritten public offering pursuant to an effective registration statement at a price of \$86.75 per share. We received net proceeds of \$779,806,000, after offering expenses and contributed the net proceeds to the Operating Partnership in exchange for 9,000,000 Class A units of the Operating Partnership.

On August 23, 2005, we completed a public offering of \$175,000,000 6.625% Series I Cumulative Redeemable Preferred Shares at a price of \$25.00 per share, pursuant to an effective registration statement. We may redeem the Series I preferred shares at their stated liquidation preference of \$25.00 per share after August 31, 2010. In addition, on August 31, 2005, the underwriters exercised their option and purchased \$10,000,000 Series I preferred shares to cover over-allotments. On September 12, 2005, we sold an additional \$85,000,000 Series I preferred shares at a price of \$25.00 per share, in a public offering pursuant to an effective registration statement. Combined with the earlier sales, we sold a total of 10,800,000 Series I preferred shares for net proceeds of \$262,898,000. The net proceeds were used primarily to redeem outstanding perpetual preferred units.

On September 12, 2005, we sold \$100,000,000 of 6.75% Series D-14 Cumulative Redeemable Preferred Units of the Operating Partnership to an institutional investor in a private placement. The perpetual preferred units may be called without penalty at our option commencing in September 2010. The proceeds were used primarily to redeem outstanding perpetual preferred units.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

On September 19, 2005, we redeemed all of the Operating Partnership's 8.25% Series D-5 and D-7 Cumulative Redeemable Preferred Units at their stated liquidation preference of \$25.00 per unit for an aggregate of \$342,000,000. In conjunction with the redemptions, we wrote off \$9,642,000 of issuance costs as a reduction to earnings in 2005.

On December 30, 2005, we redeemed the 8.25% Series D-6 and D-8 Cumulative Redeemable Preferred Units of the Operating Partnership at their stated liquidation preference of \$25.00 per unit for an aggregate of \$30,000,000. In conjunction with these redemptions, we wrote off \$750,000 of issuance costs as a reduction to earnings in 2005.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

In addition to the financing activities above, we completed \$716,600,000 of property level financings during 2005.

The net proceeds we received from the above financings were primarily used to fund 2005 acquisitions and investments and for general corporate purposes, unless otherwise noted.

We believe that we have complied with the financial covenants required by our revolving credit facility and our senior unsecured notes, and that as of December 31, 2006 we have the ability to incur a substantial amount of additional indebtedness. We have an effective shelf registration for the offering of our equity securities and debt securities that is not limited in amount due to our status as a well-known seasoned issuer.

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

Below is a schedule of our contractual obligations and commitments at December 31, 2006.

| (Amounts in thousands) | | Less than | | | |
|--|---------------------|--------------------|--------------------|--------------------|--------------------|
| Contractual Cash Obligations (principal and interest): | Total | 1 Year | 1 3 Years | 3 5 Years | Thereafter |
| Mortgages and Notes Payable | \$9,440,882 | \$740,232 | \$1,741,747 | \$1,717,961 | \$5,240,942 |
| Senior Unsecured Notes due 2007 | 515,325 | 515,325 | | | |
| Senior Unsecured Notes due 2009 | 278,125 | 11,250 | 266,875 | | |
| Senior Unsecured Notes due 2010 | 238,000 | 9,500 | 19,000 | 209,500 | |
| Senior Unsecured Notes due 2011 | 313,000 | 14,000 | 28,000 | 271,000 | |
| Exchangeable Senior Debentures due 2025 | 856,833 | 19,375 | 38,750 | 38,750 | 759,958 |
| Convertible Senior Debentures due 2026 | 1,729,531 | 40,781 | 72,500 | 72,500 | 1,543,750 |
| Operating leases | 198,261 | 20,836 | 39,777 | 29,121 | 108,527 |
| Purchase obligations, primarily construction commitments | 133,130 | 122,730 | 10,400 | | |
| Capital lease obligations | 116,386 | 11,902 | 21,570 | 18,084 | 64,830 |
| Total Contractual Cash Obligations | \$13,819,473 | \$1,505,931 | \$2,238,619 | \$2,356,916 | \$7,718,007 |
| Commitments: | | | | | |
| Capital commitments to partially owned entities | \$73,560 | \$48,560 | \$25,000 | \$ | \$ |
| Standby letters of credit | 39,143 | 39,143 | | | |
| Mezzanine loan commitments | 29,547 | 29,547 | | | |
| Other Guarantees | | | | | |
| Total Commitments | \$142,250 | \$117,250 | \$25,000 | \$ | \$ |

Revolving Credit Facilities

On June 28, 2006, we entered into a \$1.0 billion unsecured revolving credit facility which replaced our previous \$600,000,000 unsecured revolving credit facility which was due to mature in July 2006. The new facility has a four-year term, with a one-year extension option and bears interest at LIBOR plus 0.55% (5.87% as of December 31, 2006). The new facility contains financial covenants similar to the prior facility but have been modified to more accurately reflect the current market conditions in the real estate industry. As of December 31, 2006, we had a zero outstanding balance on this facility.

At December 31, 2006, our \$1 billion revolving credit facility had a zero outstanding balance and \$20,732,000 was reserved for outstanding letters of credit. This facility contains financial covenants, which require us to maintain minimum interest coverage and maximum debt to market capitalization, and provides for higher interest rates in the event of a decline in our ratings below Baa3/BBB. At December 31, 2006, AmeriCold's \$30,000,000 revolving credit facility had a zero outstanding balance and \$17,000,000 was reserved for outstanding letters of credit. This facility requires AmeriCold to maintain, on a trailing four-quarter basis, a minimum of \$30,000,000 of free cash flow, as defined. Both of these facilities contain customary conditions precedent to borrowing, including representations and warranties and also contain customary events of default that could give rise to accelerated repayment, including such items as failure to pay interest or principal.

The Yucaipa Companies (Yucaipa) Earn-out

Pursuant to the November 18, 2004 sale by Vornado and Crescent Real Estate Equities Company (CEI), of 20.7% of AmeriCold to Yucaipa for \$145,000,000, Yucaipa is entitled to receive up to 20% of the increase in the value of AmeriCold, realized through the sale of a portion of our and CEI's interest in AmeriCold subject to limitations, provided that AmeriCold's Threshold EBITDA, as defined, exceeds \$133,500,000 for the year ending December 31, 2007.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Other Commitments and Contingencies

We carry commercial liability and all risk property insurance ((i) fire, (ii) flood, (iii) extended coverage, (iv) acts of terrorism as defined in the Terrorism Risk Insurance Extension Act of 2005 which expires in 2007 and (v) rental loss insurance) with respect to our assets. Below is a summary of the current all risk property insurance and terrorism risk insurance in effect through September 2007 for each of the following business segments:

| | Coverage Per Occurrence | |
|----------------------------------|--------------------------------|---|
| | All Risk (1) | Sub-Limits for Acts of Terrorism |
| New York Office | \$1.4 billion | \$750 million |
| Washington, DC Office | \$1.4 billion | \$750 million |
| Retail | \$500 million | \$500 million |
| Merchandise Mart | \$1.4 billion | \$750 million |
| Temperature Controlled Logistics | \$225 million | \$225 million |

(1) Limited as to terrorism insurance by the sub-limit shown in the adjacent column.

In addition to the coverage above, we carry lesser amounts of coverage for terrorist acts not covered by the Terrorism Risk Insurance Extension Act of 2005.

Our debt instruments, consisting of mortgage loans secured by our properties (which are generally non-recourse to us), our senior unsecured notes, exchangeable senior debentures, convertible senior debentures and revolving credit agreements, contain customary covenants requiring us to maintain insurance. Although we believe that we have adequate insurance coverage under these agreements, we may not be able to obtain an equivalent amount of coverage at reasonable costs in the future. Further, if lenders insist on greater coverage than we are able to obtain, or if the Terrorism Risk Insurance Extension Act of 2005 is not extended past 2007, it could adversely affect our ability to finance and/or refinance our properties and expand our portfolio.

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

From time to time, we have disposed of substantial amounts of real estate to third parties for which, as to certain properties, we remain contingently liable for rent payments or mortgage indebtedness that we cannot quantify.

On January 8, 2003, Stop & Shop filed a complaint with the United States District Court for the District of New Jersey claiming we had no right to reallocate and therefore continue to collect \$5,000,000 of annual rent from Stop & Shop pursuant to the Master Agreement and Guaranty. On May 17, 2005, we filed a motion for summary judgment. On July 15, 2005, Stop & Shop opposed our motion and filed a cross-motion for summary judgment. On December 13, 2005, the Court issued its decision denying the motions for summary judgment. Both parties appealed the Court's decision. On December 14, 2006, the Appellate Court division issued a decision affirming the Court's decision. On January 16, 2007, we filed a motion for reconsideration of one aspect of the Appellate Court's decision which has been submitted to the Appellate Court for consideration. We intend to pursue our claims against Stop & Shop vigorously. There are various other legal actions against us in the ordinary course of business. In our opinion, after consultation with legal counsel, the outcome of such matters will not have a material effect on our financial condition, results of operations or cash flows.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

We are committed to fund additional capital aggregating \$73,560,000, related to our acquisitions and investments in partially owned entities. Of this amount, \$25,000,000 relates to capital expenditures to be funded over the next six years at the Springfield Mall, in which we have a 97.5% interest.

On November 10, 2005, we committed to fund up to \$30,530,000 of the junior portion of a \$173,000,000 construction loan to an entity developing a mix-use building complex in Boston, Massachusetts, at the north end of the Boston Harbor. We will earn current-pay interest at 30-day LIBOR plus 11%. The loan will mature in November 2008, with a one-year extension option. As of December 31, 2006, we have funded \$2,288,000 of this commitment.

We enter into agreements for the purchase and resale of U.S. government obligations for periods of up to one week. The obligations purchased under these agreements are held in safekeeping in our name by various money center banks. We have the right to demand additional collateral or return of these invested funds at any time the collateral value is less than 102% of the invested funds plus any accrued earnings thereon. We had \$219,990,000 and \$177,650,000 of cash invested in these agreements at December 31, 2006 and 2005, respectively.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Cash Flows for the Year Ended December 31, 2006

Our cash and cash equivalents was \$2,233,317,000 at December 31, 2006, a \$1,938,813,000 increase over the balance at December 31, 2005. This increase resulted from \$824,668,000 of net cash provided by operating activities, \$3,030,655,000 of net cash provided by financing activities, partially offset by \$1,916,510,000 of net cash used in investing activities. Property rental income represents our primary source of net cash provided by operating activities. Our property rental income is primarily dependent upon the occupancy and rental rates of our properties. Other sources of liquidity to fund our cash requirements include proceeds from debt financings, including mortgage loans and corporate level unsecured borrowings; our \$1 billion revolving credit facility; proceeds from the issuance of common and preferred equity; and asset sales. Our cash requirements include property operating expenses, capital improvements, tenant improvements, leasing commissions, distributions to unitholders of the Operating Partnership and distributions to common and preferred shareholders, as well as acquisition and development costs.

Our consolidated outstanding debt was \$9,554,798,000 at December 31, 2006, a \$3,311,672,000 increase over the balance at December 31, 2005. This increase resulted primarily from debt associated with asset acquisitions, property financings and refinancings and from the issuance of \$1.0 billion of senior unsecured convertible debentures during 2006. As of December 31, 2006 and 2005, our revolving credit facility had a zero outstanding balance. During 2007 and 2008, \$778,482,000 and \$358,403,000 of our outstanding debt matures, respectively. We may refinance such debt or choose to repay all or a portion, using existing cash balances or our revolving credit facility.

Our share of debt of unconsolidated subsidiaries was \$3,323,007,000 at December 31, 2006, a \$311,355,000 increase over the balance at December 31, 2005. This increase resulted primarily from our \$89,630,000 share of an increase in Toys R Us outstanding debt and from debt associated with asset acquisitions and refinancings.

Cash flows provided by operating activities of \$824,668,000 was primarily comprised of (i) net income of \$560,140,000, (ii) adjustments for non-cash items of \$159,858,000, (iii) distributions of income from partially owned entities of \$35,911,000 and (iv) a net change in operating assets and liabilities of \$68,759,000. The adjustments for non-cash items were primarily comprised of (i) depreciation and amortization of \$413,162,000, (ii) minority limited partners' interest in the Operating Partnership of \$58,712,000, (iii) perpetual preferred unit distributions of the Operating Partnership of \$21,848,000, which includes the write-off of perpetual preferred unit issuance costs upon their redemption of \$1,125,000, (iv) net loss on early extinguishment of debt and write-off of unamortized financing costs of \$33,488,000, partially offset by (v) net gains on mark-to-market of derivatives of \$153,208,000 (Sears, McDonald's and GMH warrants), (vi) equity in net income of partially owned entities, including Alexander's and Toys, of \$273,000, (vii) the effect of straight-lining of rental income of \$62,655,000, (viii) net gains on sale of real estate of \$33,769,000, (ix) net gains on dispositions of wholly-owned and partially owned assets other than real estate of \$76,073,000 and (x) amortization of below market leases, net of above market leases of \$23,814,000.

Net cash used in investing activities of \$1,916,510,000 was primarily comprised of (i) acquisitions of real estate and other of \$1,399,326,000, (ii) investments in partially owned entities of \$233,651,000, (iii) investment in notes and mortgages receivable of \$363,374,000, (iv) purchases of marketable securities of \$153,914,000, (v) development and redevelopment expenditures of \$233,492,000 (see details on the following page), (vi) capital expenditures of \$198,215,000, (vii) deposits in connection with real estate acquisitions and pre-acquisition costs aggregating \$82,753,000, partially offset by (viii) repayments received on notes receivable of \$172,445,000, (ix) distributions of capital from partially owned entities of \$114,041,000, (x) proceeds from the sale of marketable securities of \$173,027,000, (xi) proceeds from the sale of real estate of \$110,388,000 and (xii) proceeds from settlement of derivative positions of \$135,028,000.

Net cash provided by financing activities of \$3,030,655,000 was primarily comprised of (i) proceeds from borrowings of \$5,151,952,000, (ii) proceeds from the issuance of common shares of \$1,004,394,000, (iii) proceeds from the issuance of preferred shares and units of \$43,819,000, (iv) proceeds from the exercise of employee share options of \$77,873,000, partially offset by, (v) repayments of borrowings of \$1,544,076,000, (vi) purchases of marketable securities in connection with the legal defeasance or mortgage notes payable of \$636,293,000, (vii) dividends paid on common shares of \$537,298,000, (viii) repurchase of shares related to stock compensation arrangements and associated employee tax withholdings of \$201,866,000, (ix) distributions to minority partners of \$188,052,000, (x) dividends paid on preferred shares of \$57,606,000, (xi) redemption of perpetual preferred shares and units of \$45,000,000 and (xii) debt issuance costs of \$37,192,000.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Below are the details of capital expenditures, leasing commissions and development and redevelopment expenditures and a reconciliation of total expenditures on an accrual basis to the cash expended in the year ended December 31, 2006.

| (Amounts in thousands) | Total | Office New York | Washington, DC | Retail | Merchandise Mart | Temperature Controlled Logistics | Other |
|--|------------|--------------------|-------------------|------------|---------------------|--|-----------|
| Capital Expenditures (Accrual basis): | | | | | | | |
| Expenditures to maintain the assets: | | | | | | | |
| Recurring | \$ 59,188 | \$ 12,446 | \$ 16,355 | \$ 1,269 | \$ 10,174 | \$ 15,032 | \$ 3,912 |
| Non-recurring | 2,708 | | 2,259 | 449 | | | |
| | 61,896 | 12,446 | 18,614 | 1,718 | 10,174 | 15,032 | 3,912 |
| Tenant improvements: | | | | | | | |
| Recurring | 88,064 | 44,251 | 27,961 | 3,219 | 12,633 | | |
| Non-recurring | 1,824 | | 89 | 1,735 | | | |
| Total | 89,888 | 44,251 | 28,050 | 4,954 | 12,633 | | |
| Leasing Commissions: | | | | | | | |
| Recurring | 32,181 | 22,178 | 6,744 | 2,024 | 1,235 | | |
| Non-recurring | 290 | | 32 | 258 | | | |
| | 32,471 | 22,178 | 6,776 | 2,282 | 1,235 | | |
| Tenant improvements and leasing commissions: | | | | | | | |
| Per square foot | \$ 19.74 | \$ 39.08 | \$ 16.54 | \$ 7.64 | \$ 10.79 | \$ | \$ |
| Per square foot per annum | \$ 2.44 | \$ 4.10 | \$ 2.54 | \$ 0.64 | \$ 1.74 | \$ | \$ |
| Total Capital Expenditures and Leasing Commissions (accrual basis) | \$ 184,255 | \$ 78,875 | \$ 53,440 | \$ 8,954 | \$ 24,042 | \$ 15,032 | \$ 3,912 |
| Adjustments to reconcile accrual basis to cash basis: | | | | | | | |
| Expenditures in the current year applicable to prior periods | 51,830 | 22,377 | 20,949 | 3,638 | 4,866 | | |
| Expenditures to be made in future periods for the current period | (55,964) | (33,195) | (17,480) | (4,916) | (373) | | |
| Total Capital Expenditures and Leasing Commissions (Cash basis) | \$ 180,121 | \$ 68,057 | \$ 56,909 | \$ 7,676 | \$ 28,535 | \$ 15,032 | \$ 3,912 |
| Development and Redevelopment Expenditures (1): | | | | | | | |
| Green Acres Mall | \$ 37,927 | \$ | \$ | \$ 37,927 | \$ | \$ | \$ |
| Wasserman venture | 32,572 | | | | | | 32,572 |
| North Bergen, New Jersey (Ground-up development) | 28,564 | | | 28,564 | | | |
| Crystal Park (PTO) | 27,294 | | 27,294 | | | | |
| Bergen Town Center | 22,179 | | | 22,179 | | | |
| Crystal Plazas (PTO) | 12,229 | | 12,229 | | | | |
| 220 Central Park South | 12,055 | | | | | | 12,055 |
| 1740 Broadway | 9,921 | 9,921 | | | | | |
| 7 W. 34 th Street | 9,436 | | | | 9,436 | | |
| 2101 L Street | 10,447 | | 10,447 | | | | |
| Crystal Mall Two | 6,497 | | 6,497 | | | | |
| 640 Fifth Avenue | 1,937 | 1,937 | | | | | |
| Other | 22,434 | 1,330 | 4,217 | 12,126 | | | 4,761 |
| | \$ 233,492 | \$ 13,188 | \$ 60,684 | \$ 100,796 | \$ 9,436 | \$ | \$ 49,388 |

(1) Excludes development expenditures of partially owned non-consolidated investments.

115

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Capital expenditures in the table above are categorized as follows:

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

Non-recurring -- capital improvements completed in the year of acquisition and the following two years which were planned at the time of acquisition and tenant improvements and leasing commissions for space which was vacant at the time of acquisition of a property.

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

Cash Flows for the Year Ended December 31, 2005

Our cash and cash equivalents was \$294,504,000 at December 31, 2005, a \$304,778,000 decrease from the balance at December 31, 2004 of \$599,282,000. This decrease resulted from \$1,751,284,000 of net cash used in investing activities, partially offset by, \$762,678,000 of net cash provided by operating activities and \$683,828,000 of net cash provided by financing activities. Our investing activities consisted primarily of real estate asset acquisitions, investments in partially owned entities, loans made to real estate related entities and marketable securities purchases, including the McDonald's derivative during 2005. Property rental income represents our primary source of net cash provided by operating activities. Our property rental income is primarily dependent upon the occupancy and rental rates of our properties. Other sources of liquidity to fund our cash requirements include proceeds from debt financings, including mortgage loans and corporate level unsecured borrowings; our revolving credit facility; proceeds from the issuance of common and preferred equity; and asset sales. Our cash requirements include property operating expenses, capital improvements, tenant improvements, leasing commissions, distributions to unitholders of the Operating Partnership and distributions to common and preferred shareholders, as well as acquisition and development costs.

Our consolidated outstanding debt was \$6,243,126,000 at December 31, 2005, a \$1,303,803,000 increase over the balance at December 31, 2004 of \$4,939,323,000. This increase resulted primarily from debt associated with asset acquisitions and property refinancings during 2005. As of December 31, 2005 and 2004, our revolving credit facility had a zero outstanding balance. Our share of debt of unconsolidated subsidiaries was \$3,002,346,000 at December 31, 2005, a \$2,332,404,000 increase over the balance at December 31, 2004 of \$669,942,000. This increase resulted primarily from our \$2,181,291,000 share of Toys 'R Us outstanding debt as a result of our 32.9% acquisition in July 2005 and from debt associated with other asset acquisitions and refinancings.

Cash flows provided by operating activities of \$762,678,000 was primarily comprised of (i) net income of \$539,604,000, (ii) adjustments for non-cash items of \$221,296,000, (iii) distributions of income from partially owned entities of \$40,152,000, partially offset by (iv) a net change in operating assets and liabilities of \$38,374,000. The adjustments for non-cash items were primarily comprised of (i) depreciation and amortization of \$346,775,000, (ii) minority limited partners' interest in the Operating Partnership of \$66,755,000, (iii) perpetual preferred unit distributions of the Operating Partnership of \$48,102,000, which includes the write-off of perpetual preferred unit issuance costs upon their redemption of \$19,017,000, partially offset by (iv) net gains on mark-to-market of derivatives of \$73,953,000 (Sears, McDonald's and GMH warrants), (v) equity in net income of partially owned entities, including Alexander's and Toys, of \$54,691,000, (vi) the effect of straight-lining of rental income of \$50,064,000 (vii) net gains on sale of real estate of \$31,614,000, (viii) net gains on dispositions of wholly-owned and partially owned assets other than real estate of \$39,042,000, and (ix) amortization of below market leases, net of above market leases of \$13,797,000.

Net cash used in investing activities of \$1,751,284,000 was primarily comprised of (i) investments in partially owned entities of \$971,358,000, (ii) acquisitions of real estate and other of \$889,369,000, (iii) investment in notes and mortgages receivable of \$307,050,000, (iv) purchases of

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

marketable securities, including McDonalds derivative position, of \$242,617,000, (v) development and redevelopment expenditures of \$176,486,000 (see details below), (vi) capital expenditures of \$68,443,000, partially offset by, (vii) repayments received on notes receivable of \$383,050,000, (viii) distributions of capital from partially owned entities of \$260,764,000, including a \$124,000,000 repayment of our loan to Alexander's and a \$73,184,000 repayment of a bridge loan to Toys R Us, (ix) proceeds from the sale of marketable securities of \$115,974,000, and (x) proceeds from the sale of real estate of \$126,584,000.

Net cash provided by financing activities of \$683,828,000 was primarily comprised of (i) proceeds from borrowings of \$1,310,630,000, (ii) proceeds from the issuance of common shares of \$780,750,000, (iii) proceeds from the issuance of preferred shares and units of \$470,934,000, (iv) proceeds from the exercise of employee share options of \$52,760,000, partially offset by, (v) redemption of perpetual preferred shares and units of \$812,000,000, (vi) dividends paid on common shares of \$524,163,000, (vii) distributions to minority partners of \$146,139,000, (viii) repayments of borrowings of \$398,957,000 and (ix) dividends paid on preferred shares of \$34,553,000.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Below are the details of capital expenditures, leasing commissions and development and redevelopment expenditures and a reconciliation of total expenditures on an accrual basis to the cash expended in the year ended December 31, 2005.

| (Amounts in thousands) | Total | Office New York | Washington, DC | Retail | Merchandise Mart | Temperature Controlled Logistics | Other |
|--|------------|--------------------|-------------------|-----------|---------------------|--|-----------|
| Capital Expenditures (Accrual basis): | | | | | | | |
| Expenditures to maintain the assets: | | | | | | | |
| Recurring | \$ 53,613 | \$ 13,090 | \$ 13,688 | \$ 500 | \$ 10,961 | \$ 14,953 | \$ 421 |
| Non-recurring | | | | | | | |
| | 53,613 | 13,090 | 13,688 | 500 | 10,961 | 14,953 | 421 |
| Tenant improvements: | | | | | | | |
| Recurring | 70,194 | 32,843 | 17,129 | 6,735 | 13,487 | | |
| Non-recurring | 1,938 | | 1,938 | | | | |
| Total | 72,132 | 32,843 | 19,067 | 6,735 | 13,487 | | |
| Leasing Commissions: | | | | | | | |
| Recurring | 17,259 | 7,611 | 5,014 | 902 | 3,732 | | |
| Non-recurring | 294 | | 294 | | | | |
| | 17,553 | 7,611 | 5,308 | 902 | 3,732 | | |
| Tenant improvements and leasing commissions: | | | | | | | |
| Per square foot | | \$ 30.98 | \$ 9.17 | \$ 8.04 | \$ 16.38 | \$ | \$ |
| Per square foot per annum | | \$ 4.01 | \$ 1.64 | \$ 0.88 | \$ 2.42 | \$ | \$ |
| Total Capital Expenditures and Leasing Commissions (accrual basis) | 143,298 | 53,544 | 38,063 | 8,137 | 28,180 | 14,953 | 421 |
| Adjustments to reconcile accrual basis to cash basis: | | | | | | | |
| Expenditures in the current year applicable to prior periods | 63,258 | 23,725 | 19,394 | 2,094 | 18,045 | | |
| Expenditures to be made in future periods for the current period | (36,106) | (22,389) | (8,221) | (4,815) | (681) | | |
| Total Capital Expenditures and Leasing Commissions (Cash basis) | \$ 170,450 | \$ 54,880 | \$ 49,236 | \$ 5,416 | \$ 45,544 | \$ 14,953 | \$ 421 |
| Development and Redevelopment: | | | | | | | |
| Expenditures: | | | | | | | |
| Crystal Plazas (PTO) | \$ 48,748 | \$ | \$ 48,748 | \$ | \$ | \$ | \$ |
| 7 W. 34 th Street | 19,529 | | | | 19,529 | | |
| Bergen Town Center | 11,727 | | | 11,727 | | | |
| 640 Fifth Avenue | 9,244 | 9,244 | | | | | |
| Green Acres Mall | 8,735 | | | 8,735 | | | |
| 715 Lexington Avenue | 8,180 | | | 8,180 | | | |
| Farley Post Office | 7,176 | 7,176 | | | | | |
| Other | 63,147 | 2,768 | 2,711 | 26,026 | 11,841 | | 19,801 |
| | \$ 176,486 | \$ 19,188 | \$ 51,459 | \$ 54,668 | \$ 31,370 | \$ | \$ 19,801 |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Cash Flows for the Year Ended December 31, 2004

Cash and cash equivalents were \$599,282,000 at December 31, 2004, as compared to \$320,542,000 at December 31, 2003, an increase of \$278,740,000.

Cash flows provided by operating activities of \$681,433,000 was primarily comprised of (i) net income of \$592,917,000, (ii) adjustments for non-cash items of \$53,699,000, (iii) distributions of income from partially owned entities of \$16,740,000, and (iv) a net change in operating assets and liabilities of \$18,077,000. The adjustments for non-cash items were primarily comprised of (i) depreciation and amortization of \$253,822,000, (ii) minority limited partners' interest in the Operating Partnership of \$88,091,000, (iii) perpetual preferred unit distributions of the Operating Partnership of \$68,408,000, partially offset by (iv) net gains on mark-to-market of derivatives of \$135,372,000 (Sears option shares and GMH warrants), (v) net gains on sale of real estate of \$75,755,000, (vi) net gains on dispositions of wholly-owned and partially owned assets other than real estate of \$19,775,000, (vii) the effect of straight-lining of rental income of \$61,473,000, (viii) equity in net income of partially owned entities and income applicable to Alexander's of \$51,961,000, and (ix) amortization of below market leases, net of \$14,570,000.

Net cash used in investing activities of \$367,469,000 was primarily comprised of (i) capital expenditures of \$117,942,000, (ii) development and redevelopment expenditures of \$139,669,000, (iii) investment in notes and mortgages receivable of \$330,101,000, (iv) investments in partially owned entities of \$158,467,000, (v) acquisitions of real estate and other of \$286,310,000, (vi) purchases of marketable securities of \$59,714,000 partially offset by, (vii) proceeds from the sale of real estate of \$233,005,000 (viii) distributions of capital from partially owned entities of \$287,005,000, (ix) repayments on notes receivable of \$174,276,000, (x) cash received upon consolidation of AmeriCold of \$21,694,000 and (xi) cash restricted primarily for mortgage escrows of \$8,754,000.

Net cash used in financing activities of \$35,224,000 was primarily comprised of (i) dividends paid on common shares of \$379,480,000, (ii) dividends paid on preferred shares of \$21,920,000, (iii) distributions to minority partners of \$131,142,000, (iv) repayments of borrowings of \$702,823,000, (v) redemption of perpetual preferred shares and units of \$112,467,000, partially offset by, proceeds from (vi) borrowings of \$745,255,000, (vii) proceeds from the issuance of preferred shares and units of \$510,439,000 and (viii) the exercise of employee share options of \$61,935,000.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Below are the details of 2004 capital expenditures, leasing commissions and development and redevelopment expenditures.

| (Amounts in thousands) | Office | | | | | |
|--|---------------|-----------------|---------------------------|---------------|-----------------------------|--------------|
| | Total | New York | Washington, DC | Retail | Merchandise Mart | Other |
| Capital Expenditures (Accrual basis): | | | | | | |
| Expenditures to maintain the assets: | | | | | | |
| Recurring | \$ 50,963 | \$ 11,673 | \$ 16,272 | \$ 2,344 | \$ 18,881 | \$ 1,793 |
| Non-recurring | | | | | | |
| | 50,963 | 11,673 | 16,272 | 2,344 | 18,881 | 1,793 |
| Tenant improvements: | | | | | | |
| Recurring | 101,026 | 41,007 | 22,112 | 3,346 | 34,561 | |
| Non-recurring | 7,548 | | 7,548 | | | |
| Total | 108,574 | 41,007 | 29,660 | 3,346 | 34,561 | |
| Leasing Commissions: | | | | | | |
| Recurring | 33,118 | 18,013 | 6,157 | 671 | 8,277 | |
| Non-recurring | 1,706 | | 1,706 | | | |
| | 34,824 | 18,013 | 7,863 | 671 | 8,277 | |
| Total Capital Expenditures and Leasing Commissions (accrual basis) | 194,361 | 70,693 | 53,795 | 6,361 | 61,719 | 1,793 |
| Adjustments to reconcile accrual basis to cash basis: | | | | | | |
| Expenditures in the current year applicable to prior periods | 61,137 | 29,660 | 26,463 | 1,518 | 3,496 | |
| Expenditures to be made in future periods for the current period | (68,648) | (27,562) | (22,186) | (2,172) | (16,728) |) |
| Total Capital Expenditures and Leasing Commissions (Cash basis) | \$ 186,850 | \$ 72,791 | \$ 58,072 | \$ 5,707 | \$ 48,487 | \$ 1,793 |
| Development and Redevelopment: | | | | | | |
| Expenditures: | | | | | | |
| Crystal Plazas (PTO) | \$ 10,993 | \$ | \$ 10,993 | \$ | \$ | \$ |
| 640 Fifth Avenue | 15,067 | 15,067 | | | | |
| 4 Union Square South | 28,536 | | | 28,536 | | |
| Crystal Drive Retail | 25,465 | | 25,465 | | | |
| Other | 59,608 | 4,027 | 220 | 33,851 | 21,262 | 248 |
| | \$ 139,669 | \$ 19,094 | \$ 36,678 | \$ 62,387 | \$ 21,262 | \$ 248 |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Funds From Operations (FFO)

FFO is computed in accordance with the definition adopted by the Board of Governors of the National Association of Real Estate Investment Trusts (NAREIT). NAREIT defines FFO as net income or loss determined in accordance with Generally Accepted Accounting Principles (GAAP), excluding extraordinary items as defined under GAAP and gains or losses from sales of previously depreciated operating real estate assets, plus specified non-cash items, such as real estate asset depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures. FFO and FFO per diluted share are used by management, investors and industry analysts as supplemental measures of operating performance of equity REITs. FFO and FFO per diluted share should be evaluated along with GAAP net income and income per diluted share (the most directly comparable GAAP measures), as well as cash flow from operating activities, investing activities and financing activities, in evaluating the operating performance of equity REITs. Management believes that FFO and FFO per diluted share are helpful to investors as supplemental performance measures because these measures exclude the effect of depreciation, amortization and gains or losses from sales of real estate, all of which are based on historical costs which implicitly assumes that the value of real estate diminishes predictably over time. Since real estate values instead have historically risen or fallen with market conditions, these non-GAAP measures can facilitate comparisons of operating performance between periods and among other equity REITs. FFO does not represent cash generated from operating activities in accordance with GAAP and is not necessarily indicative of cash available to fund cash needs as disclosed in Our Statements of Cash Flows. FFO should not be considered as an alternative to net income as an indicator of our operating performance or as an alternative to cash flows as a measure of liquidity. The calculations of both the numerator and denominator used in the computation of income per share are disclosed in Note 17 - Income per Share, in our notes to consolidated financial statements on page 186 of this annual report on Form 10-K.

FFO applicable to common shares plus assumed conversions was \$858,693,000, or \$5.51 per diluted share for the year ended December 31, 2006, compared to \$757,219,000, or \$5.21 per diluted share for the year ended December 31, 2005. FFO applicable to common shares plus assumed conversions was \$211,812,000 or \$1.34 per diluted share for the three months ended December 31, 2006, compared to \$194,101,000, or \$1.26 per diluted share for the three months ended December 31, 2005.

| | For The Year | | For The Three Months | |
|--|---------------------------|-------------|-----------------------------|-------------|
| | Ended December 31, | | Ended December 31, | |
| | 2006 | 2005 | 2006 | 2005 |
| (Amounts in thousands except per share amounts) | | | | |
| Reconciliation of Net Income to FFO: | | | | |
| Net income | \$ 560,140 | \$ 539,604 | \$ 119,776 | \$ 119,961 |
| Depreciation and amortization of real property | 337,730 | 276,921 | 90,896 | 76,463 |
| Net gains on sale of real estate | (33,769) | (31,614) | | |
| Proportionate share of adjustments to equity in net income of partially owned entities to arrive at FFO: | | | | |
| Depreciation and amortization of real property | 105,629 | 42,052 | 30,083 | 20,474 |
| Net (gains) losses on sale of real estate | (13,166) | (2,918) | (2,324) | 476 |
| Income tax effect of Toys adjustments included above | (21,038) | (4,613) | (5,007) | (4,284) |
| Minority limited partners share of above adjustments | (39,809) | (31,990) | (11,960) | (9,663) |
| FFO | 895,717 | 787,442 | 221,464 | 203,427 |
| Preferred dividends | (57,511) | (46,501) | (14,349) | (14,211) |
| FFO applicable to common shares | 838,206 | 740,941 | 207,115 | 189,216 |
| Interest on 3.875% exchangeable senior debentures | 19,856 | 15,335 | 4,575 | 4,663 |
| Series A convertible preferred dividends | 631 | 943 | 122 | 222 |
| FFO applicable to common shares plus assumed conversions | \$ 858,693 | \$ 757,219 | \$ 211,812 | \$ 194,101 |
| Reconciliation of Weighted Average Shares: | | | | |
| Weighted average common shares outstanding | 142,145 | 133,768 | 144,319 | 140,695 |
| Effect of dilutive securities: | | | | |
| Employee stock options and restricted share awards | 7,829 | 6,842 | 7,809 | 7,158 |
| 3.875% exchangeable senior debentures | 5,559 | 4,198 | 5,559 | 5,531 |
| Series A convertible preferred shares | 269 | 402 | 210 | 379 |
| Denominator for diluted FFO per share | 155,802 | 145,210 | 157,897 | 153,763 |
| Diluted FFO per share | \$ 5.51 | \$ 5.21 | \$ 1.34 | \$ 1.26 |

ITEM 7A. Quantitative and Qualitative Disclosures About Market Risk

We have exposure to fluctuations in market interest rates. Market interest rates are highly sensitive to many factors that are beyond our control. Our exposure to a change in interest rates on our consolidated and non-consolidated debt (all of which arises out of non-trading activity) is as follows:

| (Amounts in thousands, except per share amounts) | 2006 | | | 2005 | | |
|---|-------------------------|--------------------------------------|--|-------------------------|--------------------------------------|--|
| | December 31, Balance | Weighted Average Interest Rate | Effect of 1 % Change In Base Rates | December 31, Balance | Weighted Average Interest Rate | |
| Consolidated debt: | | | | | | |
| Variable rate ⁽¹⁾ | \$ 728,363 | 6.48% | \$ 7,281 | \$ 1,150,333 | 5.98% | |
| Fixed rate | 8,826,435 | 5.56% | | 5,104,550 | 6.06% | |
| | \$ 9,554,798 | 5.63% | 7,281 | \$ 6,254,883 | 6.04% | |
| Pro-rata share of debt of non-consolidated entities (non-recourse): | | | | | | |
| Variable rate excluding Toys | \$ 162,254 | 7.31% | 1,623 | \$ 199,273 | 5.64% | |
| Variable rate Toys | 1,213,479 | 7.03% | 13,134 | 1,623,447 | 7.02% | |
| Fixed rate (including \$1,057,422, and \$557,844 of Toys debt in 2006 and 2005) | 1,947,274 | 6.95% | | 1,179,626 | 7.23% | |
| | \$ 3,323,007 | 7.00% | 14,757 | \$ 3,002,346 | 7.01% | |
| Minority limited partners share of above | | | (2,226) | | | |
| Total change in annual net income | | | \$ 19,812 | | | |
| Per share-diluted | | | \$ 0.13 | | | |

(1) Includes \$498,562 for our senior unsecured notes due 2007, as we entered into an interest rate swap that effectively converted the interest rate from a fixed rate of 5.625% to a floating rate of LIBOR plus 0.7725%, based upon the trailing three month LIBOR rate (6.13% if set on December 31, 2006). In accordance with SFAS No. 133, as amended, we are required to record the fair value of this derivative instrument at each reporting period. At December 31, 2006, the fair value adjustment was a reduction of (\$1,111), and is included in the balance of the senior unsecured notes above.

We may utilize various financial instruments to mitigate the impact of interest rate fluctuations on our cash flows and earnings, including hedging strategies, depending on our analysis of the interest rate environment and the costs and risks of such strategies. As of December 31, 2006, we have a cap of 5.50% on the LIBOR component of outstanding variable rate debt with a notional amount of \$130,000,000. We also have a reverse swap agreement as described in footnote (1) to the table above.

As of December 31, 2006, we have notes and mortgage loans receivable aggregating \$270,000,000, which are based on variable rates and partially mitigate our exposure to a change in interest rates.

Fair Value of Our Debt

The carrying amount of our debt exceeds its aggregate fair value, based on discounted cash flows at the current rate at which similar loans would be made to borrowers with similar credit ratings for the remaining term of such debt, by approximately \$90,356,000 at December 31, 2006.

Derivative Instruments

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

We have, and may in the future enter into, derivative positions that do not qualify for hedge accounting treatment, including an economic interest in McDonalds common shares. In addition, during the year ended December 31, 2006, we settled our derivative position in the common shares of Sears Holdings and exercised our warrants to purchase common shares of GMH Communities Trust. Because these derivatives do not qualify for hedge accounting treatment, the gains or losses resulting from their mark-to-market at the end of each reporting period are recognized as an increase or decrease in interest and other investment income on our consolidated statements of income. In addition, we are, and may in the future be, subject to additional expense based on the notional amount of the derivative positions and a specified spread over LIBOR. Because the market value of these instruments can vary significantly between periods, we may experience significant fluctuations in the amount of our investment income or expense. During 2006, 2005 and 2004 we recognized net gains aggregating approximately \$153,209,000, \$46,302,000 and \$135,372,000, respectively, from these positions.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

INDEX TO FINANCIAL STATEMENTS

| | Page |
|---|-------------|
| Report of Independent Registered Public Accounting Firm | 123 |
| Consolidated Balance Sheets at December 31, 2006 and 2005 | 124 |
| Consolidated Statements of Income for the years ended December 31, 2006, 2005, and 2004 | 125 |
| Consolidated Statements of Shareholders' Equity for the years ended December 31, 2006, 2005, and 2004 | 126 |
| Consolidated Statements of Cash Flows for the years ended December 31, 2006, 2005, and 2004 | 129 |
| Notes to Consolidated Financial Statements | 131 |

122

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Shareholders and Board of Trustees

Vornado Realty Trust

New York, New York

We have audited the accompanying consolidated balance sheets of Vornado Realty Trust (the Company) as of December 31, 2006 and 2005, and the related consolidated statements of income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2006. Our audits also included the financial statement schedules included as part of this Annual Report on Form 10-K at Item 15. These financial statements and financial statement schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements and financial statement schedules based on our audits.

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

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Vornado Realty Trust at December 31, 2006 and 2005, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2006, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedules, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of the Company's internal control over financial reporting as of December 31, 2006, based on the criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 27, 2007 expressed an unqualified opinion on management's assessment of the effectiveness of the Company's internal control over financial reporting and an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ DELOITTE & TOUCHE LLP

Parsippany, New Jersey

February 27, 2007

VORNADO REALTY TRUST

CONSOLIDATED BALANCE SHEETS

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

| | December 31, | |
|---|---------------------|---------------|
| | 2006 | 2005 |
| ASSETS | | |
| Real estate, at cost: | | |
| Land | \$ 2,795,970 | \$ 2,337,878 |
| Buildings and improvements | 9,967,415 | 8,467,973 |
| Development costs and construction in progress | 417,671 | 235,347 |
| Leasehold improvements and equipment | 372,432 | 326,614 |
| Total | 13,553,488 | 11,367,812 |
| Less accumulated depreciation and amortization | (1,968,678) | (1,663,777) |
| Real estate, net | 11,584,810 | 9,704,035 |
| Cash and cash equivalents | 2,233,317 | 294,504 |
| Escrow deposits and restricted cash | 140,351 | 192,619 |
| Marketable securities | 316,727 | 276,146 |
| Investments and advances to partially owned entities, including | | |
| Alexander's of \$82,114 and \$105,241 | 1,135,669 | 944,023 |
| Investment in Toys 'R Us, including a \$76,816 participation in a senior unsecured bank | | |
| loan bridge facility at December 31, 2005 | 317,145 | 425,830 |
| Due from officers | 15,197 | 23,790 |
| Accounts receivable, net of allowance for doubtful accounts of \$17,727 and \$16,907 | 230,908 | 238,351 |
| Notes and mortgage loans receivable | 561,164 | 363,565 |
| Receivable arising from the straight-lining of rents, net of allowance of \$2,334 and \$6,051 | 441,982 | 375,547 |
| Other assets | 976,103 | 722,392 |
| Assets related to discontinued operations | 908 | 76,361 |
| | \$ 17,954,281 | \$ 13,637,163 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Notes and mortgages payable | \$ 6,886,884 | \$ 4,794,411 |
| Senior unsecured notes | 1,196,600 | 948,889 |
| Convertible senior debentures | 980,083 | |
| Exchangeable senior debentures | 491,231 | 490,750 |
| AmeriCold Realty Trust revolving credit facility | | 9,076 |
| Accounts payable and accrued expenses | 531,977 | 476,523 |
| Deferred credit | 342,733 | 184,206 |
| Other liabilities | 184,844 | 148,506 |
| Officers compensation payable | 60,955 | 52,020 |
| Liabilities related to discontinued operations | | 12,831 |
| Total liabilities | 10,675,307 | 7,117,212 |
| Minority interest, including unitholders in the Operating Partnership | 1,128,204 | 1,256,441 |
| Commitments and contingencies | | |
| Shareholders' equity: | | |
| Preferred shares of beneficial interest: no par value per share; authorized 110,000,000 | | |
| shares; issued and outstanding 34,051,635 and 34,169,572 shares | 828,660 | 834,527 |
| Common shares of beneficial interest: \$.04 par value per share; authorized, | | |
| 200,000,000 shares; issued and outstanding 151,093,373 and 141,153,430 shares | 6,083 | 5,675 |
| Additional capital | 5,287,923 | 4,233,047 |
| Earnings (less than) in excess of distributions | (69,188) | 103,061 |
| Accumulated other comprehensive income | 92,963 | 83,406 |
| Deferred compensation shares earned but not yet delivered | 4,329 | 69,547 |
| Common shares issued to officer's trust | | (65,753) |
| Total shareholders' equity | 6,150,770 | 5,263,510 |

\$ 17,954,281 \$ 13,637,163

See notes to consolidated financial statements.

124

VORNADO REALTY TRUST

CONSOLIDATED STATEMENTS OF INCOME

| | Year Ended December 31, | | |
|--|--------------------------------|-------------------|-------------------|
| | 2006 | 2005 | 2004 |
| (Amounts in thousands, except per share amounts) | | | |
| REVENUES: | | | |
| Property rentals | \$ 1,567,888 | \$ 1,386,013 | \$ 1,338,555 |
| Temperature Controlled Logistics | 779,110 | 846,881 | 87,428 |
| Tenant expense reimbursements | 261,471 | 207,168 | 189,237 |
| Fee and other income | 103,626 | 94,640 | 84,474 |
| Total revenues | 2,712,095 | 2,534,702 | 1,699,694 |
| EXPENSES: | | | |
| Operating | 1,366,430 | 1,298,948 | 676,025 |
| Depreciation and amortization | 397,403 | 332,175 | 241,766 |
| General and administrative | 221,356 | 182,809 | 145,040 |
| Costs of acquisitions and development not consummated | | | 1,475 |
| Total expenses | 1,985,189 | 1,813,932 | 1,064,306 |
| Operating income | 726,906 | 720,770 | 635,388 |
| (Loss) income applicable to Alexander's | (14,530) | 59,022 | 8,580 |
| Loss applicable to Toys 'R Us | (47,520) | (40,496) | |
| Income from partially owned entities | 61,777 | 36,165 | 43,381 |
| Interest and other investment income | 262,188 | 167,220 | 203,998 |
| Interest and debt expense (including amortization of deferred financing costs of \$15,250, \$11,814 and \$7,072) | (477,775) | (339,952) | (242,142) |
| Net gain on disposition of wholly-owned and partially owned assets other than depreciable real estate | 76,073 | 39,042 | 19,775 |
| Minority interest of partially owned entities | 20,173 | (3,808) | (109) |
| Income from continuing operations | 607,292 | 637,963 | 668,871 |
| Income from discontinued operations, net of minority interest | 33,408 | 35,515 | 81,245 |
| Income before allocation to minority limited partners | 640,700 | 673,478 | 750,116 |
| Minority limited partners' interest in the Operating Partnership | (58,712) | (66,755) | (88,091) |
| Perpetual preferred unit distributions of the Operating Partnership | (21,848) | (67,119) | (69,108) |
| Net income | 560,140 | 539,604 | 592,917 |
| Preferred share dividends | (57,511) | (46,501) | (21,920) |
| NET INCOME applicable to common shares | \$ 502,629 | \$ 493,103 | \$ 570,997 |
| INCOME PER COMMON SHARE BASIC: | | | |
| Income from continuing operations | \$ 3.30 | \$ 3.42 | \$ 3.91 |
| Income from discontinued operations | .24 | .27 | .65 |
| Net income per common share | \$ 3.54 | \$ 3.69 | \$ 4.56 |
| INCOME PER COMMON SHARE DILUTED: | | | |
| Income from continuing operations | \$ 3.13 | \$ 3.25 | \$ 3.74 |
| Income from discontinued operations | .22 | .25 | .61 |
| Net income per common share | \$ 3.35 | \$ 3.50 | \$ 4.35 |

See notes to consolidated financial statements.

VORNADO REALTY TRUST

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

| | Preferred Shares | Common Shares | Additional Capital | Earnings in Excess of (less than) Distributions | Accumulated Other Comprehensive Income (Loss) | Other | Shareholders Equity | Comprehensive Income(Loss) |
|---|---------------------|------------------|-----------------------|--|--|--------|------------------------|-------------------------------|
| (Amounts in thousands, except per share amounts) | | | | | | | | |
| Balance January 1, 2004 | \$ 250,992 | \$ 4,739 | \$ 2,875,784 | \$ (57,618) | \$ 3,524 | \$ 152 | \$ 3,077,573 | \$ 592,917 |
| Net Income | | | | 592,917 | | | 592,917 | \$ 592,917 |
| Dividends paid on common shares (\$3.05 per share, including \$.16 special cash dividend) | | | | (379,480) | | | (379,480) | |
| Dividends paid on Preferred Shares: | | | | | | | | |
| Series A Preferred Shares (\$3.25 per share) | | | | (1,066) | | | (1,066) | |
| Series B Preferred Shares (\$2.125 per share) | | | | (1,525) | | | (1,525) | |
| Series C Preferred Shares (\$2.125 per share) | | | | (9,775) | | | (9,775) | |
| Series D-10 preferred Shares (\$1.75 per share) | | | | (2,800) | | | (2,800) | |
| Series E Preferred Shares (\$1.75 per share) | | | | (1,925) | | | (1,925) | |
| Series F Preferred Shares (\$1.6875 per share) | | | | (1,266) | | | (1,266) | |
| Series G Preferred Shares (\$1.65625 per share) | | | | (368) | | | (368) | |
| Redemption of Class A partnership units for common shares | | 294 | 308,038 | | | | 308,332 | |
| Redemption of Series B Preferred Shares | (81,805) | | | (3,195) | | | (85,000) | |
| Proceeds from issuance of Series E, F and G Preferred Shares | 410,272 | | | | | | 410,272 | |
| Conversion of Series A Preferred shares to common shares | (2,005) | 2 | 2,003 | | | | | |
| Deferred compensation shares | | 24 | 4,606 | | | | 4,630 | |
| Common shares issued under employees share option plan | | 67 | 55,042 | | | | 55,109 | |
| Common shares issued in connection with dividend reinvestment plan | | 2 | 2,109 | | | | 2,111 | |
| Change in unrealized net gain on securities available for sale | | | | | 45,003 | | 45,003 | 45,003 |
| Shelf registration costs reclassified to other assets | | | 626 | | | | 626 | |
| Other primarily changes in deferred compensation plan | | | | | (745) | 118 | (627) | (745) |
| Balance, December 31, 2004 | \$ 577,454 | \$ 5,128 | \$ 3,248,208 | \$ 133,899 | \$ 47,782 | \$ 270 | \$ 4,012,741 | \$ 637,175 |

See notes to consolidated financial statements.

VORNADO REALTY TRUST

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY- CONTINUED

| | Preferred Shares | Common Shares | Additional Capital | Earnings in Excess of (less than) Distributions | Accumulated Other Comprehensive Income (Loss) | Other | Shareholders Equity | Comprehensive Income(Loss) |
|---|---------------------|------------------|-----------------------|--|--|--------|------------------------|-------------------------------|
| (Amounts in thousands, except per share amounts) | | | | | | | | |
| Balance, December 31, 2004 | \$ 577,454 | \$ 5,128 | \$ 3,248,208 | \$ 133,899 | \$ 47,782 | \$ 270 | \$ 4,012,741 | |
| Net Income | | | | 539,604 | | | 539,604 | \$ 539,604 |
| Dividends paid on common shares (\$3.90 per share, including \$.82 in special cash dividends) | | | | (523,941) |) | | (523,941) |) |
| Dividends paid on Preferred Shares: Series A Preferred Shares (\$3.25 per share) | | | | (930) |) | | (930) |) |
| Series C Preferred Shares (\$2.125 per share) | | | | (489) |) | | (489) |) |
| Series D-10 preferred shares (\$1.75 per share) | | | | (2,800) |) | | (2,800) |) |
| Series E Preferred Shares (\$1.75 per share) | | | | (5,250) |) | | (5,250) |) |
| Series F Preferred Shares (\$1.6875 per share) | | | | (10,097) |) | | (10,097) |) |
| Series G Preferred Shares (\$1.65625 per share) | | | | (13,213) |) | | (13,213) |) |
| Series H Preferred Shares (\$1.6875 per share) | | | | (4,092) |) | | (4,092) |) |
| Series I Preferred Shares (\$1.65625 per share) | | | | (5,778) |) | | (5,778) |) |
| Redemption of Series C Preferred Shares | (111,148) |) | | (3,852) |) | | (115,000) |) |
| Proceeds from the issuance of common shares | | 360 | 780,390 | | | | 780,750 | |
| Proceeds from issuance of Series H and I Preferred Shares | 370,960 | | | | | | 370,960 | |
| Conversion of Series A Preferred shares to common shares | (2,552) |) 3 | 2,549 | | | | | |
| Deferred compensation shares and options | | 7 | 5,723 | | | | 5,730 | |
| Common shares issued under employees' share option plan | | 42 | 45,404 | | | | 45,446 | |
| Redemption of Class A partnership units for common shares | | 133 | 149,008 | | | | 149,141 | |
| Common shares issued in connection with dividend reinvestment plan | | 2 | 2,710 | | | | 2,712 | |
| | | | | | 36,654 | | 36,654 | 36,654 |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

| | | | | | | | | | | |
|---|-----------|---------|-------------|-----------|----------|---------|-------------|-----------|------|---|
| Change in unrealized net gain on securities available for sale | | | | | | | | | | |
| Common share offering costs | | | (945 |) | | | (945 |) | | |
| Change in deferred compensation plan | | | | | 2,172 | | 2,172 | 2,172 | | |
| Change in pension plans | | | | | (2,697 |) | (2,697 |) (2,697 |) | |
| Other | (187 |) | | | (505 |) | 3,524 | 2,832 | (505 |) |
| Balance, December 31, 2005 | \$834,527 | \$5,675 | \$4,233,047 | \$103,061 | \$83,406 | \$3,794 | \$5,263,510 | \$575,228 | | |
| See notes to consolidated financial statements. | | | | | | | | | | |

127

VORNADO REALTY TRUST

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY - CONTINUED

| | Preferred Shares | Common Shares | Additional Capital | Earnings in Excess of (less than) Distributions | Accumulated Other Comprehensive Income (Loss) | Other | Shareholders Equity | Comprehensive Income (Loss) |
|--|---------------------|------------------|-----------------------|--|--|----------|------------------------|--------------------------------|
| (Amounts in thousands, except per share amounts) | | | | | | | | |
| Balance, December 31, 2005 | \$ 834,527 | \$ 5,675 | \$ 4,233,047 | \$ 103,061 | \$ 83,406 | \$ 3,794 | \$ 5,263,510 | |
| Net Income | | | | 560,140 | | | 560,140 | \$ 560,140 |
| Dividends paid on common shares (\$3.79 per share, including \$.54 in special cash dividends) | | | | (537,298) | | | (537,298) | |
| Dividends paid on Preferred Shares: | | | | | | | | |
| Series A Preferred Shares (\$3.25 per share) | | | | (604) | | | (604) | |
| Series D-10 preferred shares (\$1.75 per share) | | | | (2,800) | | | (2,800) | |
| Series E Preferred Shares (\$1.75 per share) | | | | (5,250) | | | (5,250) | |
| Series F Preferred Shares (\$1.6875 per share) | | | | (10,125) | | | (10,125) | |
| Series G Preferred Shares (\$1.65625 per share) | | | | (13,250) | | | (13,250) | |
| Series H Preferred Shares (\$1.6875 per share) | | | | (7,594) | | | (7,594) | |
| Series I Preferred Shares (\$1.65625 per share) | | | | (17,888) | | | (17,888) | |
| Proceeds from the issuance of common shares | | 324 | 1,004,481 | | | | 1,004,805 | |
| Conversion of Series A Preferred shares to common shares | (5,897) | 7 | 5,890 | | | | | |
| Deferred compensation shares and options | | (57) | (59,209) | (137,580) | | | (196,846) | |
| Common shares issued under employees' share option plan | | 110 | 75,555 | | | | 75,665 | |
| Redemption of Class A partnership units for common shares | | 23 | 26,363 | | | | 26,386 | |
| Common shares issued in connection with dividend reinvestment plan | | 1 | 2,207 | | | | 2,208 | |
| Change in unrealized net gain on securities available for sale | | | | | 70,416 | | 70,416 | 70,416 |
| Sale of securities available for sale | | | | | (69,863) | | (69,863) | |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

| | | | | | | | | | | |
|--------------------------------------|------------|----------|--------------|------------|---|-----------|----------|--------------|------------|---|
| Common share offering costs | | | | (411 |) | | (411 |) | | |
| Change in deferred compensation plan | | | | 7,332 | | | 7,332 | | 7,332 | |
| Change in pension plans | | | | 2,269 | | | 2,269 | | 2,269 | |
| Other | 30 | | | (597 |) | 535 | (32 |) | (597 |) |
| Balance, December 31, 2006 | \$ 828,660 | \$ 6,083 | \$ 5,287,923 | \$ (69,188 |) | \$ 92,963 | \$ 4,329 | \$ 6,150,770 | \$ 639,560 | |

See notes to consolidated financial statements.

VORNADO REALTY TRUST

CONSOLIDATED STATEMENTS OF CASH FLOWS

| (Amounts in thousands) | Year Ended December 31, | | |
|---|--------------------------------|--------------|-------------|
| | 2006 | 2005 | 2004 |
| Cash Flows from Operating Activities: | | | |
| Net income | \$ 560,140 | \$ 539,604 | \$ 592,917 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | |
| Depreciation and amortization (including amortization of debt issuance costs) | 413,162 | 346,775 | 253,822 |
| Net gains from derivative positions, including (Sears Holdings, McDonalds and GMH) | (153,208) | (73,953) | (135,372) |
| Net gains on dispositions of wholly owned and partially owned assets other than depreciable real estate | (76,073) | (39,042) | (19,775) |
| Straight-lining of rental income | (62,655) | (50,064) | (61,473) |
| Minority limited partners' interest in the Operating Partnership | 58,700 | 66,755 | 88,091 |
| Distributions of income from partially owned entities | 35,911 | 40,152 | 16,740 |
| Net gains on sale of real estate | (33,769) | (31,614) | (75,755) |
| Loss on early extinguishment of debt and write-off of unamortized financing costs | 33,488 | | |
| Amortization of below market leases, net | (23,814) | (13,797) | (14,570) |
| Perpetual preferred unit distributions of the Operating Partnership | 21,848 | 48,102 | 68,408 |
| Minority interest of partially owned entities | (20,173) | 3,808 | 109 |
| Write-off of issuance costs of preferred units redeemed | 1,125 | 19,017 | 700 |
| Other non-cash adjustments | 954 | | |
| Equity in income of partially owned entities, including Alexander's and Toys | 273 | (54,691) | (51,961) |
| Costs of acquisitions and development not consummated | | | 1,475 |
| Changes in operating assets and liabilities: | | | |
| Accounts receivable, net | 24,373 | (45,023) | (5,954) |
| Accounts payable and accrued expenses | 60,348 | 54,808 | 87,346 |
| Other assets | (62,224) | (44,934) | (77,974) |
| Other liabilities | 46,262 | (3,225) | 14,659 |
| Net cash provided by operating activities | 824,668 | 762,678 | 681,433 |
| Cash Flows from Investing Activities: | | | |
| Acquisitions of real estate and other | (1,399,326) | (889,369) | (286,310) |
| Investments in notes and mortgage loans receivable | (363,374) | (307,050) | (330,101) |
| Investments in partially owned entities | (233,651) | (971,358) | (158,467) |
| Development costs and construction in progress | (233,492) | (176,486) | (139,669) |
| Additions to real estate | (198,215) | (68,443) | (117,942) |
| Proceeds from sales of, and return of investment in, marketable securities | 173,027 | 115,974 | |
| Proceeds received from repayment of notes and mortgage loans receivable | 172,445 | 383,050 | 174,276 |
| Purchases of marketable securities | (153,914) | (242,617) | (59,714) |
| Proceeds received on settlement of derivatives (primarily Sears Holdings) | 135,028 | | |
| Distributions of capital from partially owned entities | 114,041 | 136,764 | 287,005 |
| Proceeds from sales of real estate | 110,388 | 126,584 | 233,005 |
| Deposits in connection with real estate acquisitions, including pre-acquisition costs | (82,753) | (18,991) | |
| Cash restricted, including mortgage escrows | 52,268 | 36,658 | 8,754 |
| Acquisition of trade shows | (17,582) | | |
| Repayment of officers' loans | 8,600 | | |
| Proceeds from Alexander's loan repayment | | 124,000 | |
| Cash recorded upon consolidation of AmeriCold Realty Trust | | | 21,694 |
| Net cash used in investing activities | (1,916,510) | (1,751,284) | (367,469) |
| See notes to consolidated financial statements. | | | |

VORNADO REALTY TRUST

CONSOLIDATED STATEMENTS OF CASH FLOWS - CONTINUED

| (Amounts in thousands) | Year Ended December 31, | | |
|--|--------------------------------|-------------|-------------|
| | 2006 | 2005 | 2004 |
| Cash Flows from Financing Activities: | | | |
| Proceeds from borrowings | 5,151,952 | 1,310,630 | 745,255 |
| Repayments of borrowings | (1,544,076) | (398,957) | (702,823) |
| Proceeds from issuance of common shares | 1,004,394 | 780,750 | |
| Purchase of marketable securities in connection with the legal defeasance of mortgage notes payable | (636,293) | | |
| Dividends paid on common shares | (537,298) | (524,163) | (379,480) |
| Repurchase of shares related to stock compensation arrangements and associated employee tax withholdings | (201,866) | | |
| Distributions to minority limited partners | (188,052) | (146,139) | (131,142) |
| Proceeds received from exercise of employee share options | 77,873 | 52,760 | 61,935 |
| Dividends paid on preferred shares | (57,606) | (34,553) | (21,920) |
| Redemption of perpetual preferred shares and units | (45,000) | (812,000) | (112,467) |
| Proceeds from issuance of preferred shares and units | 43,819 | 470,934 | 510,439 |
| Debt issuance costs | (37,192) | (15,434) | (5,021) |
| Net cash provided by (used in) financing activities | 3,030,655 | 683,828 | (35,224) |
| Net increase (decrease) in cash and cash equivalents | 1,938,813 | (304,778) | 278,740 |
| Cash and cash equivalents at beginning of year | 294,504 | 599,282 | 320,542 |
| Cash and cash equivalents at end of year | \$ 2,233,317 | \$ 294,504 | \$ 599,282 |
| Supplemental Disclosure of Cash Flow Information: | | | |
| Cash payments for interest (including capitalized interest of \$26,195, \$15,582, and \$8,718) | \$ 454,391 | \$ 349,331 | \$ 253,791 |
| Non-Cash Transactions: | | | |
| Financing assumed in acquisitions | \$ 303,703 | \$ 402,865 | \$ 34,100 |
| Marketable securities transferred in connection with the legal defeasance of mortgage notes payable | (636,293) | | |
| Mortgage notes payable legally defeased | 612,270 | | |
| Conversion of Class A operating partnership units to common shares | 26,386 | 149,141 | 308,332 |
| Unrealized gain on securities available for sale | | 85,444 | 45,003 |
| Class A units issued in connection with acquisitions | | 62,418 | |
| Increases in assets and liabilities on November 18, 2004 resulting from the consolidation of our investment in AmeriCold Realty Trust: | | | |
| Real estate, net | | | 1,177,160 |
| Accounts receivable, net | | | 74,657 |
| Other assets | | | 68,735 |
| Notes and mortgages payable | | | 733,740 |
| Accounts payable and accrued expenses | | | 100,554 |
| Other liabilities | | | 47,362 |
| Minority interest | | | 284,764 |

See notes to consolidated financial statements.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Organization and Business

Vornado Realty Trust is a fully-integrated real estate investment trust (REIT) and conducts its business through Vornado Realty L.P., a Delaware limited partnership (the Operating Partnership). All references to we, us, Company and Vornado refer to Vornado Realty Trust and its consolidated subsidiaries, including the Operating Partnership. Vornado is the sole general partner of, and owned approximately 89.9% of the common limited partnership interest in, the Operating Partnership at December 31, 2006.

At December 31, 2006, we own directly or indirectly:

Office Properties:

(i) all or portions of 116 office properties aggregating approximately 31.7 million square feet in the New York City metropolitan area (primarily Manhattan) and in the Washington, DC and Northern Virginia area;

Retail Properties:

(ii) 158 retail properties in 21 states, Washington, DC and Puerto Rico aggregating approximately 19.3 million square feet, including 3.3 million square feet owned by tenants on land leased from us;

Merchandise Mart Properties:

(iii) 9 properties in five states and Washington, DC aggregating approximately 9.2 million square feet of showroom and office space, including the 3.4 million square foot Merchandise Mart in Chicago;

Temperature Controlled Logistics:

(iv) a 47.6% interest in AmeriCold Realty Trust which owns and operates 91 cold storage warehouses nationwide;

Toys R Us, Inc.:

(v) a 32.9% interest in Toys R Us, Inc. which owns and/or operates 1,325 stores worldwide, including 587 toy stores and 248 Babies R Us stores in the United States and 490 toy stores internationally;

Other Real Estate Investments:

(vi) 32.8% of the common stock of Alexander's, Inc. (NYSE: ALX) which has seven properties in the greater New York metropolitan area;

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

(vii) the Hotel Pennsylvania in New York City consisting of a hotel portion containing 1.0 million square feet with 1,700 rooms and a commercial portion containing 400,000 square feet of retail and office space;

(viii) mezzanine loans to real estate related companies; and

(ix) interests in other real estate, including interests in other public companies that own and manage office, industrial and retail properties net leased to major corporations and student and military housing properties throughout the United States; 7 dry warehouse/industrial properties in New Jersey containing approximately 1.5 million square feet; and other investments and marketable securities.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

2. Basis of Presentation and Significant Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements include the accounts of Vornado Realty Trust and its majority-owned subsidiary, Vornado Realty L.P. All significant inter-company amounts have been eliminated. We account for unconsolidated partially owned entities on the equity method of accounting. See below for further details of our accounting policies regarding partially owned entities.

Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States which requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent 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 materially from those estimates.

Significant Accounting Policies

Real Estate: Real estate is carried at cost, net of accumulated depreciation and amortization. Betterments, major renewals and certain costs directly related to the acquisition, improvement and leasing of real estate are capitalized. Maintenance and repairs are charged to operations as incurred. For redevelopment of existing operating properties, the net book value of the existing property under redevelopment plus the cost for the construction and improvements incurred in connection with the redevelopment are capitalized to the extent the capitalized costs of the property do not exceed the estimated fair value of the redeveloped property when complete. If the cost of the redeveloped property, including the undepreciated net book value of the property carried forward, exceeds the estimated fair value of redeveloped property, the excess is charged to expense. Depreciation is provided on a straight-line basis over the assets' estimated useful lives which range from 7 to 40 years. Tenant allowances are amortized on a straight-line basis over the lives of the related leases, which approximate the useful lives of the assets. Additions to real estate include interest expense capitalized during construction of \$26,195,000 and \$15,582,000, for the years ended December 31, 2006 and 2005, respectively.

Upon the acquisition of real estate, we assess the fair value of acquired assets (including land, buildings and improvements, and identified intangibles such as above and below market leases and acquired in-place leases and customer relationships) and acquired liabilities in accordance with Statement of Financial Accounting Standards (SFAS) No. 141 *Business Combinations* and SFAS No. 142: *Goodwill and Other Intangible Assets*, and we allocate purchase price based on these assessments. We assess fair value based on estimated cash flow projections that utilize appropriate discount and capitalization rates and available market information. Estimates of future cash flows are based on a number of factors including the historical operating results, known trends, and market/economic conditions that may affect the property. Our properties, including any related intangible assets, are reviewed for impairment if events or circumstances change indicating that the carrying amount of the assets may not be recoverable.

Partially Owned Entities: In determining whether we have a controlling interest in a partially owned entity and the requirement to consolidate the accounts of that entity, we consider factors such as ownership interest, board representation, management representation, authority to make decisions, and contractual and substantive participating rights of the partners/members as well as whether the entity is a variable interest entity in which we will absorb the majority of the entity's expected losses, if they occur, or receive the majority of the expected residual returns, if they occur, or both. We have concluded that we do not control a partially owned entity, despite an ownership interest of 50% or greater, if the entity is not considered a variable interest entity and the approval of all of the partners/members is contractually required with respect to major decisions, such as operating and capital budgets, the sale, exchange or other disposition of real property, the hiring of a chief executive officer, the commencement, compromise or settlement of any lawsuit, legal proceeding or arbitration or the placement of new or additional financing secured by assets of the venture. This is the case with respect to our 50% interests in Monmouth Mall, MartParc Wells, MartParc Orleans, H Street's non-consolidated subsidiaries, Beverly Connection, 478-486 Broadway, 968 Third Avenue, West 57th Street properties and 825 Seventh Avenue. We account for investments on the equity method when the requirements for consolidation are not met, and we have significant

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

influence over the operations of the investee. Equity method investments are initially recorded at cost and subsequently adjusted for our share of net income or loss and cash contributions and distributions. Investments that do not qualify for consolidation or equity method accounting are accounted for on the cost method.

Our investments in partially owned entities are reviewed for impairment, periodically, if events or circumstances change indicating that the carrying amount of our investments may not be recoverable. The ultimate realization of our investments in partially owned entities is dependent on a number of factors, including the performance of each investment and market conditions. We will record an impairment charge if we determine that a decline in the value of an investment is other than temporary.

132

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

2. Basis of Presentation and Significant Accounting Policies continued

Identified Intangible Assets and Goodwill: Upon an acquisition of a business we record intangible assets acquired at their estimated fair value separate and apart from goodwill. We amortize identified intangible assets that are determined to have finite lives which are based on the period over which the assets are expected to contribute directly or indirectly to the future cash flows of the business acquired. Intangible assets subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. An impairment loss is recognized if the carrying amount of an intangible asset is not recoverable and its carrying amount exceeds its estimated fair value.

The excess of the cost of an acquired entity over the net of the amounts assigned to assets acquired (including identified intangible assets) and liabilities assumed is recorded as goodwill. Goodwill is not amortized but is tested for impairment at a level of reporting referred to as a reporting unit on an annual basis, or more frequently if events or changes in circumstances indicate that the asset might be impaired. An impairment loss for an asset group is allocated to the long-lived assets of the group on a pro-rata basis using the relative carrying amounts of those assets, unless the fair value of specific components of the reporting group are determinable without undue cost and effort.

As of December 31, 2006 and 2005, the carrying amounts of our identified intangible assets are \$304,252,000 and \$192,375,000 and the carrying amounts of goodwill are \$7,280,000 and \$11,122,000, respectively. Such amounts are included in other assets on our consolidated balance sheets. In addition, we have \$307,809,000 and \$150,892,000 of identified intangible liabilities as of December 31, 2006 and 2005, which are included in deferred credit on our consolidated balance sheets.

Cash and Cash Equivalents: Cash and cash equivalents consist of highly liquid investments purchased with original maturities of three months or less. Cash and cash equivalents do not include cash escrowed under loan agreements and cash restricted in connection with an officer's deferred compensation payable. Cash and cash equivalents include repurchase agreements collateralized by U.S. government obligations totaling \$219,990,000 and \$177,650,000 as of December 31, 2006 and 2005, respectively. The majority of our cash and cash equivalents are held at major commercial banks which may at times exceed the Federal Deposit Insurance Corporation limit of \$100,000. We have not experienced any losses to date on our invested cash.

Allowance for Doubtful Accounts: We periodically evaluate the collectibility of amounts due from tenants and maintain an allowance for doubtful accounts for estimated losses resulting from the inability of tenants to make required payments under the lease agreements. We also maintain an allowance for receivables arising from the straight-lining of rents. This receivable arises from earnings recognized in excess of amounts currently due under the lease agreements. Management exercises judgment in establishing these allowances and considers payment history and current credit status in developing these estimates.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

2. Basis of Presentation and Significant Accounting Policies continued

Marketable Securities: We classify debt and equity securities which we intend to hold for an indefinite period of time as securities available-for-sale; equity securities we intend to buy and sell on a short term basis as trading securities; and mandatory redeemable preferred stock investments as securities held to maturity. Unrealized gains and losses on trading securities are included in earnings. Unrealized gains and losses on securities available-for-sale are included as a component of shareholders' equity and other comprehensive income. Realized gains or losses on the sale of securities are recorded based on specific identification.

At December 31, 2006 and 2005, marketable securities had an aggregate cost of \$229,600,000 and \$189,490,000 and an aggregate fair value of \$316,727,000 and \$276,146,000, of which \$221,716,000 and \$272,949,000 represent securities available for sale; and \$95,011,000 and \$3,197,000 represent securities held to maturity. Unrealized gains and losses were \$87,258,000 and \$131,000 at December 31, 2006, and \$87,702,000 and \$1,046,000 at December 31, 2005, respectively.

Notes and Mortgage Loans Receivable: We record notes and mortgage loans receivable at the stated principal amount less any discount or premium. We accrete or amortize any discounts or premiums over the life of the related loan receivable utilizing the effective interest method, or straight-line method if the result is not materially different. We evaluate the collectibility of both interest and principal of each of our loans, if circumstances warrant, to determine whether they are impaired. A loan is impaired when, based on current information and events, it is probable that we will be unable to collect all amounts due according to the existing contractual terms. When a loan is impaired the amount of the loss accrual is calculated by comparing the recorded investment to the value determined by discounting the expected future cash flows at the loan's effective interest rate or, as a practical expedient, to the value of the collateral if the loan is collateral dependent. As of December 31, 2006 and 2005, none of our notes and mortgage loans receivable are impaired.

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

Fair Value of Financial Instruments: We have estimated the fair value of all financial instruments reflected in the accompanying consolidated balance sheets at amounts which are based upon an interpretation of available market information and valuation methodologies (including discounted cash flow analyses with regard to fixed rate debt). The carrying amount of our consolidated debt exceeded its fair value by approximately \$90,356,000 at December 31, 2006, and was less than its fair value by approximately \$50,058,000 at December 31, 2005. Such fair value estimates are not necessarily indicative of the amounts that would be realized upon disposition of our financial instruments.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

2. Basis of Presentation and Significant Accounting Policies continued

Revenue Recognition: We have the following revenue sources and revenue recognition policies:

Base Rent income arising from tenant leases. These rents are recognized over the non-cancelable term of the related leases on a straight-line basis which includes the effects of rent steps and rent abatements under the leases. We commence rental revenue recognition when the tenant takes possession of the leased space and the leased space is substantially ready for its intended use. In addition, in circumstances where we provide a tenant improvement allowance for improvements that are owned by the tenant, we recognize the allowance as a reduction of rental revenue on a straight-line basis over the term of the lease.

Percentage Rent income arising from retail tenant leases that is contingent upon the sales of the tenant exceeding a defined threshold. These rents are recognized in accordance with Staff Accounting Bulletin No. 104: Revenue Recognition, which states that this income is to be recognized only after the contingency has been removed (i.e., sales thresholds have been achieved).

Hotel Revenue income arising from the operation of the Hotel Pennsylvania which consists of rooms revenue, food and beverage revenue, and banquet revenue. Income is recognized when rooms are occupied. Food and beverage and banquet revenue is recognized when the services have been rendered.

Trade Shows Revenue income arising from the operation of trade shows, including rentals of booths. This revenue is recognized when the trade shows have occurred.

Expense Reimbursements revenue arising from tenant leases which provide for the recovery of all or a portion of the operating expenses and real estate taxes of the respective property. This revenue is accrued in the same periods as the expenses are incurred.

Temperature Controlled Logistics revenue income arising from our investment in AmeriCold. Storage and handling revenue are recognized as services are provided. Transportation fees are recognized upon delivery to customers.

Management, Leasing and Other Fees income arising from contractual agreements with third parties or with partially owned entities. This revenue is recognized as the related services are performed under the respective agreements.

Derivative Instruments And Hedging Activities: SFAS No. 133: *Accounting for Derivative Instruments and Hedging Activities* (SFAS No. 133), as amended and interpreted, establishes accounting and reporting standards for derivative instruments, including certain derivative instruments embedded in other contracts, and for hedging activities. As required by SFAS No. 133, we record all derivatives on the balance sheet at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative and the resulting designation. Derivatives used to hedge the exposure to changes in the fair value of an asset, liability, or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges. Derivatives used to hedge the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges.

For derivatives designated as fair value hedges, changes in the fair value of the derivative and the hedged item related to the hedged risk are recognized in earnings. For derivatives designated as cash flow hedges, the effective portion of changes in the fair value of the derivative is initially reported in other comprehensive income (loss) (outside of earnings) and subsequently reclassified to earnings when the hedged

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

transaction affects earnings, and the ineffective portion of changes in the fair value of the derivative is recognized directly in earnings. We assess the effectiveness of each hedging relationship by comparing the changes in fair value or cash flows of the derivative hedging instrument with the changes in fair value or cash flows of the designated hedged item or transaction. For derivatives not designated as hedges, changes in fair value are recognized in earnings.

135

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

2. Basis of Presentation and Significant Accounting Policies continued

Income Taxes: We operate in a manner intended to enable us to continue to qualify as a REIT under Sections 856-860 of the Internal Revenue Code of 1986, as amended. Under those sections, a REIT which distributes at least 90% of its REIT taxable income as a dividend to its shareholders each year and which meets certain other conditions will not be taxed on that portion of its taxable income which is distributed to its shareholders. We distribute to our shareholders 100% of our taxable income and therefore, no provision for Federal income taxes is required. Dividend distributions for the year ended December 31, 2006 were characterized for Federal income tax purposes as 29% ordinary income, 14.8% long-term capital gain income and 56.2% return of capital. Dividend distributions for the year ended December 31, 2005 were characterized for Federal income tax purposes as 93.6% ordinary income and 6.4% long-term capital gain income. Dividend distributions for the year ended December 31, 2004 were characterized for Federal income tax purposes as 94.8% ordinary income and 5.2% long-term capital gain income.

We have elected to treat certain of our consolidated subsidiaries, and may in the future elect to treat newly formed subsidiaries, as taxable REIT subsidiaries pursuant to an amendment to the Internal Revenue Code that became effective January 1, 2001. Taxable REIT subsidiaries may participate in non-real estate related activities and/or perform non-customary services for tenants and are subject to Federal and State income tax at regular corporate tax rates. Other than the taxable REIT subsidiaries of AmeriCold, our taxable REIT subsidiaries had a combined current income tax liability of approximately \$3,000,000 and \$4,844,000 for the years ended December 31, 2006 and 2005, respectively, and have immaterial differences between the financial reporting and tax basis of assets and liabilities.

AmeriCold's taxable REIT subsidiaries are accounted for using the asset and liability method, under which deferred income taxes are recognized for (i) temporary differences between the financial reporting and tax bases of assets and liabilities and (ii) operating loss and tax credit carry-forwards based on enacted tax rates expected to be in effect when such amounts are realized or settled. Deferred income tax assets are recognized only to the extent that it is more likely than not they will be realized based on consideration of available evidence, including tax planning strategies. As of December 31, 2006 and 2005, AmeriCold has recorded deferred income tax assets of \$14,274,000 and \$11,769,000, respectively, and deferred income tax liabilities of \$7,603,000 and \$8,236,000, respectively. The net amount of the deferred income tax assets and liabilities are included in Other Assets on our consolidated balance sheets.

The following table reconciles net income to estimated taxable income for the years ended December 31, 2006, 2005 and 2004.

| (Amounts in thousands) | 2006 | 2005 | 2004 |
|--|------------|------------|------------|
| Net income applicable to common shares | \$ 502,629 | \$ 493,103 | \$ 570,997 |
| Book to tax differences (unaudited): | | | |
| Depreciation and amortization | 118,364 | 93,301 | 85,153 |
| Derivatives | (25,726) | (31,144) | (126,724) |
| Straight-line rent adjustments | (56,690) | (44,787) | (53,553) |
| Earnings of partially owned entities | 72,534 | 31,591 | 47,998 |
| Net gains on sale of real estate | (22,699) | (28,282) | (54,143) |
| Net gain on sale of a portion of investment in AmeriCold to Yucaipa | | | (26,459) |
| Stock options expense | (220,043) | (35,088) | (20,845) |
| Compensation deduction for units held in Rabbi Trust | (171,356) | | |
| Amortization of acquired below market leases, net of above market leases | (21,547) | (12,343) | (12,692) |
| Sears Canada dividend | (72,706) | 75,201 | |
| Other | 499 | 28,612 | 4,191 |
| Estimated taxable income | \$ 103,259 | \$ 570,164 | \$ 413,923 |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

The net basis of our assets and liabilities for tax reporting purposes is approximately \$3,898,470 lower than the amount reported in our consolidated financial statements.

136

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

2. Basis of Presentation and Significant Accounting Policies continued

Income Per Share: Basic income per share is computed based on weighted average shares outstanding. Diluted income per share considers the effect of all potentially dilutive share equivalents, including outstanding employee stock options, restricted shares, warrants and convertible or redeemable securities.

Stock-Based Compensation: Our stock based compensation consists of awards to certain of our employees and officers and consist of stock options, restricted common shares, restricted Operating Partnership units and out-performance plan awards. The terms of each of these awards are described in Note 11 Stock-Based Compensation. We account for all stock-based compensation in accordance with SFAS No. 123: *Accounting for Stock-Based Compensation*, as amended by SFAS No. 148: *Accounting for Stock-Based Compensation - Transition and Disclosure* and as revised by SFAS No. 123R: *Share-Based Payment* (SFAS No. 123R). We adopted SFAS No. 123R using the modified prospective application, on January 1, 2006.

Stock option awards

For stock option awards granted in 2003 and thereafter, we utilize a binomial valuation model and appropriate market assumptions to determine the value on the date of grant. Compensation expense for stock option awards is recognized on a straight-line basis over the vesting period, which is generally five years.

In 2002 and prior years, we accounted for stock option awards using the intrinsic value method. Under the intrinsic value method compensation cost was measured as the excess, if any, of the quoted market price of our stock at the date of grant over the exercise price of the option granted. Because our policy is to grant options with an exercise price equal to the average of the high and low market price of our stock on the New York Stock Exchange (NYSE) on the grant date, no compensation cost was recognized for stock options granted prior to 2003. See Note 11. Stock-Based Compensation, for pro forma net income and pro forma net income per share for the years ended December 31, 2006, 2005 and 2004, assuming compensation cost for grants prior to 2003 was recognized as compensation expense based on the fair value at the grant dates.

Restricted stock and Operating Partnership awards

Restricted stock awards are valued using the average of the high and low market price of our stock on the NYSE on the date of grant. Compensation expense is recognized on a straight-line basis over the vesting period, which is generally three to five years. Dividends paid on unvested shares are charged to retained earnings. Dividends on shares that are canceled or terminated prior to vesting are charged to compensation expense in the period they are cancelled or terminated.

Restricted Operating Partnership unit awards are also valued using the average of the high and low market price of our stock on the NYSE on the date of grant, adjusted to include an estimated forfeiture factor which is based on our past history. Compensation expense is recognized over the five year vesting period using a graded vesting attribution model as these awards are subject to the satisfaction of a performance condition. Dividends paid on unvested units are charged to minority interest expense on our consolidated statements of operations. Dividends on units that

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

are canceled or terminated prior to the satisfaction of the performance condition and vesting are charged to compensation expense in the period they are cancelled or terminated.

Out-performance plan awards

Out-performance plan awards are valued using a risk-free valuation model and appropriate market assumptions as of the date of grant, adjusted to include an estimated forfeiture factor which is based on our past history. Compensation expense is recognized over five years using a graded vesting attribution model as these awards are subject to the satisfaction of certain market and performance conditions, in addition to vesting.

137

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

2. Basis of Presentation and Significant Accounting Policies continued

Recently Issued Accounting Literature

On December 16, 2004, the FASB issued Statement No. 123(R), *Share-Based Payment* (SFAS No. 123R). SFAS No. 123R replaces SFAS No. 123 and requires that the compensation cost relating to share-based payment transactions be recognized in financial statements and measured based on the fair value of the equity or liability instruments issued. We adopted SFAS No. 123R on the modified prospective method on January 1, 2006. This adoption did not have a material effect on our consolidated financial statements.

In May 2005, the FASB issued Statement No. 154, *Accounting Changes and Error Corrections - A Replacement of APB Opinion No. 20 and SFAS No. 3* (SFAS No. 154). SFAS No. 154 changes the requirements for the accounting and reporting of a change in accounting principle by requiring retrospective application to prior periods financial statements of the change in accounting principle, unless it is impracticable to do so. SFAS No. 154 also requires that a change in depreciation or amortization for long-lived, non-financial assets be accounted for as a change in accounting estimate effected by a change in accounting principle. SFAS No. 154 is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. We adopted SFAS No. 154 on January 1, 2006. This adoption had no effect on our consolidated financial statements.

In February 2006, the FASB issued Statement No. 155, *Accounting for Certain Hybrid Financial Instruments - An Amendment of SFAS No. 133 and No. 140* (SFAS No. 155). The purpose of SFAS No. 155 is to simplify the accounting for certain hybrid financial instruments by permitting fair value re-measurement for any hybrid financial instrument that contains an embedded derivative that otherwise would require bifurcation. SFAS No. 155 also eliminates the restriction on passive derivative instruments that a qualifying special-purpose entity may hold. SFAS No. 155 is effective for all financial instruments acquired or issued after the beginning of an entity's first fiscal year beginning after September 15, 2006. The adoption of this standard on January 1, 2007 did not have a material effect on our consolidated financial statements.

In March 2006, the FASB issued Statement No. 156, *Accounting for Servicing of Financial Assets, an Amendment of SFAS No. 140* (SFAS No. 156). SFAS No. 156 requires separate recognition of a servicing asset and a servicing liability each time an entity undertakes an obligation to service a financial asset by entering into a servicing contract. This statement also requires that servicing assets and liabilities be initially recorded at fair value and subsequently adjusted to the fair value at the end of each reporting period. This statement is effective in fiscal years beginning after September 15, 2006. The adoption of this standard on January 1, 2007 did not have a material effect on our consolidated financial statements.

In July 2006, the FASB issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes, an Interpretation of FASB Statement No. 109* (FIN 48). FIN 48 establishes new evaluation and measurement processes for all income tax positions taken. FIN 48 also requires expanded disclosures of income tax matters. The adoption of this standard on January 1, 2007 did not have a material effect on our consolidated financial statements.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

2. Basis of Presentation and Significant Accounting Policies continued

In September 2006, the FASB issued Statement No. 157, *Fair Value Measurements* (SFAS No. 157). SFAS No. 157 provides guidance for using fair value to measure assets and liabilities. This statement clarifies the principle that fair value should be based on the assumptions that market participants would use when pricing the asset or liability. SFAS No. 157 establishes a fair value hierarchy, giving the highest priority to quoted prices in active markets and the lowest priority to unobservable data. SFAS No. 157 applies whenever other standards require assets or liabilities to be measured at fair value. This statement is effective in fiscal years beginning after November 15, 2007. We believe that the adoption of this standard on January 1, 2008 will not have a material effect on our consolidated financial statements.

In September 2006, the FASB issued Statement No. 158, *Employer's Accounting for Defined Benefit Pension and Other Postretirement Plans, an Amendment of SFAS No. 87, 88, 106 and 132R* (SFAS No. 158). SFAS No. 158 requires an employer to (i) recognize in its statement of financial position an asset for a plan's over-funded status or a liability for a plan's under-funded status; (ii) measure a plan's assets and its obligations that determine its funded status as of the end of the employer's fiscal year (with limited exceptions); and (iii) recognize changes in the funded status of a defined benefit postretirement plan in the year in which the changes occur. Those changes will be reported in comprehensive income. The adoption of the requirement to recognize the funded status of a benefit plan and the disclosure requirements as of December 31, 2006 did not have a material effect on our consolidated financial statements. The requirement to measure plan assets and benefit obligations to determine the funded status as of the end of the fiscal year and to recognize changes in the funded status in the year in which the changes occur is effective for fiscal years ending after December 15, 2008. The adoption of the measurement date provisions of this standard is not expected to have a material effect on our consolidated financial statements.

In September 2006, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 108 (SAB 108), which becomes effective for the first fiscal period ending after November 15, 2006. SAB 108 provides guidance on the consideration of the effects of prior period misstatements in quantifying current year misstatements for the purpose of a materiality assessment. SAB 108 provides for the quantification of the impact of correcting all misstatements, including both the carryover and reversing effects of prior year misstatements, on the current year financial statements. The adoption of SAB 108 on December 31, 2006 did not have a material effect on our consolidated financial statements.

In February 2007, the FASB issued Statement No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* (SFAS No. 159). SFAS No. 159 expands opportunities to use fair value measurement in financial reporting and permits entities to choose to measure many financial instruments and certain other items at fair value. This Statement is effective for fiscal years beginning after November 15, 2007. We have not decided if we will early adopt SFAS No. 159 or if we will choose to measure any eligible financial assets and liabilities at fair value.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

3. Acquisitions and Dispositions

Acquisitions:

We completed approximately \$1,820,980,000 of real estate acquisitions and investments in 2006 and \$2,379,750,000 in 2005. In addition, we made \$356,000,000 of mezzanine loans during 2006 and \$308,534,000 in 2005 (see Note 7. Notes and Mortgage Loans Receivable). These acquisitions were consummated through our subsidiaries. The related assets, liabilities and results of operations are included in our consolidated financial statements from their respective dates of acquisition. The pro forma effect of the individual acquisitions and in the aggregate were not material to our historical consolidated financial statements.

Acquisitions of individual properties are recorded as acquisitions of real estate assets. Acquisitions of businesses are accounted for under the purchase method of accounting. The purchase price for property acquisitions and businesses acquired is allocated to acquired assets and assumed liabilities using their relative fair values as of the acquisition date based on valuations and other pertinent market information. Initial valuations are subject to change until such information is finalized no later than 12 months from the consummation of an acquisition.

New York Office:

350 Park Avenue, New York City

On December 14, 2006, we acquired 350 Park Avenue for \$542,000,000 in cash. The building occupies the entire westerly block front on Park Avenue between 51st and 52nd Streets and contains 538,000 square feet of office space. At closing, we completed a \$430,000,000, five-year, interest-only financing secured by the property, which bears interest at 5.48%. We consolidate the accounts of this property into our consolidated financial statements from the date of acquisition.

100 West 33rd Street, New York City (the Manhattan Mall)

On January 11, 2007, we acquired the Manhattan Mall for approximately \$689,000,000 in cash. This mixed-use property is located on the entire Sixth Avenue block-front between 32nd and 33rd Streets in Manhattan and contains approximately 1,000,000 square feet, including 812,000 square feet of office space and 164,000 square feet of retail space. Included as part of the transaction are 250,000 square feet of additional air rights. The property is adjacent to our 1,400,000 square foot Hotel Pennsylvania. At closing, we completed a \$232,000,000 financing secured by the property, which bears interest at LIBOR plus 0.55% and matures in two years with three one-year extension options. The operations of the office component of the property will be included in the New York Office segment and the operations of the retail component will be included in the Retail segment. We consolidate the accounts of this property into our consolidated financial statements from the date of acquisition.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

3. Acquisitions and Dispositions - continued

Washington, DC Office:

Bowen Building, Washington, DC

On June 13, 2005, we acquired the 90% that we did not already own of the Bowen Building for \$119,000,000, consisting of \$63,000,000 in cash and \$56,000,000 of existing mortgage debt. This class A office building is located at 875 15th Street N.W. in the Central Business District of Washington, DC and contains 231,000 square feet of office space. We consolidate the accounts of this property into our consolidated financial statements from the date of this acquisition.

Rosslyn Plaza, Rosslyn, Virginia

On December 20, 2005, we acquired a 46% partnership interest in, and became co-general partner of, partnerships that own a complex in Rosslyn, Virginia, containing four office buildings with an aggregate of 714,000 square feet and two apartment buildings containing 195 rental units. The consideration for the acquisition consisted of 734,486 newly issued Operating Partnership units (valued at \$61,814,000 at acquisition) and \$27,300,000 for our pro-rata share of existing debt. Of the partnership interest acquired, 19% was from Robert H. Smith and Robert P. Kogod, trustees of Vornado, and their family members, representing all of their interest in the partnership. This investment is accounted for under the equity method.

Warner Building, Washington, DC

On December 27, 2005, we acquired the 95% interest that we did not already own in the Warner Building for \$319,000,000, consisting of \$170,000,000 in cash and \$149,000,000 of existing mortgage and other debt. This Class A property is located at 1299 Pennsylvania Avenue three blocks from the White House and contains 560,000 square feet of office space. We consolidate the accounts of this property into our consolidated financial statements from the date of acquisition.

BNA Complex, Washington, DC

On February 17, 2006, we entered into an agreement to sell our 277,000 square foot Crystal Mall Two office building located in Crystal City, Virginia, to The Bureau of National Affairs, Inc. (BNA), for use as its corporate headquarters, subject to the build-out of tenant improvements to agreed-upon specifications. Simultaneously, we agreed to acquire a three building complex from BNA containing approximately 300,000 square feet, located in Washington, DC s West End between Georgetown and the Central Business District. We will receive sales proceeds of approximately \$100,000,000 for Crystal Mall Two and recognize a net gain on sale of approximately \$23,000,000. We will pay BNA \$111,000,000 in cash for the three building complex. One of the buildings, containing 130,000 square feet, will remain an office building, while the other two buildings will be redeveloped into residential condominiums or apartment rentals. These transactions are expected to close in the second half of 2007.

1925 K Street, Washington, DC

On April 13, 2006, we acquired the 92.65% interest that we did not already own of 1925 K Street for \$52,800,000, consisting of \$34,600,000 in cash and \$18,200,000 of existing mortgage debt. This property is located in the Central Business District of Washington, DC and contains 150,000 square feet of office space. We consolidate the accounts of this property into our consolidated financial statements from the date of acquisition. We plan to redevelop this property into a 250,000 square foot Class A office building at a cost of approximately \$90,000,000. We consolidate the accounts of this property into our consolidated financial statements from the date of acquisition. Mitchell N. Schear, President of our Washington, DC Office division, received \$3,675,000 for his share of the proceeds as a partner of the selling entity.

141

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

3. Acquisitions and Dispositions - continued

H Street Building Corporation (H Street)

On July 20, 2005, we acquired H Street for approximately \$246,600,000, consisting of \$194,500,000 in cash and \$52,100,000 for our pro rata share of existing mortgage debt. H Street owns, directly or indirectly through stock ownership in corporations, a 50% interest in real estate assets located in Pentagon City, Virginia, including 34 acres of land leased to various residential and retail operators, a 1,670 unit apartment complex, 10 acres of land and two office buildings located in Washington, DC containing 577,000 square feet. We consolidate the accounts of H Street into our consolidated financial statements from the date of acquisition.

On July 22, 2005, two corporations owned 50% by H Street filed a complaint against the Company, H Street and three parties affiliated with the sellers of H Street in the Superior Court of the District of Columbia alleging that we encouraged H Street and the affiliated parties to breach their fiduciary duties to these corporations and interfered with prospective business and contractual relationships. The complaint seeks an unspecified amount of damages and a rescission of our acquisition of H Street. On September 12, 2005, we filed a complaint against each of those corporations and their acting directors seeking a restoration of H Street's full shareholder rights and damages. In addition, on July 29, 2005, a tenant under ground leases for which one of these 50%-owned corporations is landlord brought a separate suit in the Superior Court of the District of Columbia, alleging, among other things, that the acquisition of H Street violated a provision giving them a right of first offer and seeks rescission of our acquisition, the right to acquire H Street for the price paid by us and/or damages. On July 14, 2006, we filed a counterclaim against the tenant asserting that the tenant and the other owner of the 50%-owned ground landlord deliberately excluded H Street from negotiating and executing a purported amendment to the agreement to lease when H Street's consent and execution was required and, consequently, that the amended agreement and the related ground leases are invalid, the tenant is in default under the ground leases and the ground leases are void and without any effect. As of February 1, 2007, discovery is substantially complete and we are awaiting a trial date. We believe that the actions filed against us are without merit and that we will ultimately be successful in defending against them.

Prior to June 30, 2006, the two 50% owned entities that are contesting our acquisition of H Street impeded access to their financial information and accordingly, we were unable to record our pro rata share of their earnings. During the second half of 2006, based on the financial information they provided to us, we recognized equity in net income of \$11,074,000 from these entities, of which \$3,890,000 represented our 50% share of their earnings for the period from July 20, 2005 (date of acquisition) to December 31, 2005.

Retail:

Beverly Connection, Los Angeles, California

On March 5, 2005, we acquired a 50% interest in a venture that owns Beverly Connection, a two-level urban shopping center, containing 322,000 square feet, located in Los Angeles, California for \$10,700,000 in cash. We also provided the venture with a \$59,500,000 first mortgage loan which bore interest at 10% through its scheduled maturity in February 2006 and \$35,000,000 of preferred equity yielding 13.5% for up to a three-year term, which is subordinate to \$37,200,000 of other preferred equity and debt. On February 11, 2006, \$35,000,000 of our loan to the venture was converted to additional preferred equity on the same terms as our existing preferred equity and the maturity date of the loan was extended. On June 30, 2006, the venture completed a \$100,000,000 refinancing and repaid to us the remaining \$24,500,000 balance of the loan. The venture's new loan bears interest at LIBOR (capped at 5.5%) plus 2.20% (7.5% as of December 31, 2006) and matures in July 2008 with 3 one-year extension options. The venture is redeveloping the existing retail and plans, subject to governmental approvals, to develop residential condominiums and assisted living facilities. This investment is accounted for under the equity method.

Westbury Retail Condominium, New York City

On May 20, 2005, we acquired the retail condominium of the former Westbury Hotel in Manhattan for \$113,000,000 in cash. Simultaneously with the closing, we completed an \$80,000,000 mortgage financing secured by the property, which bears interest at 5.292% and matures in 2018. The property contains approximately 17,000 square feet of retail space. We consolidate the accounts of this property into our consolidated financial statements from the date of acquisition.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

3. Acquisitions and Dispositions - continued

40 East 66th Street, New York City

On July 25, 2005, we acquired 40 East 66th Street for \$158,000,000 in cash. The property is located at Madison Avenue and East 66th Street in Manhattan and contains 37 rental apartments with an aggregate of 85,000 square feet, and 10,000 square feet of retail space. We consolidate the accounts of this property into our consolidated financial statements from the date of acquisition. The rental apartment operations are included in the Other segment and the retail operations are included in the Retail segment.

Broadway Mall, New York

On December 27, 2005, we acquired the Broadway Mall for \$152,500,000, consisting of \$57,600,000 in cash and a \$94,900,000 existing mortgage. The mall is located on Route 106 in Hicksville, Long Island, New York, contains 1.2 million square feet, of which we own 1.0 million square feet, and is anchored by Macy's, Ikea, Multiplex Cinemas and Target. We consolidate the accounts of this property into our consolidated financial statements from the date of acquisition.

San Francisco Bay Area Properties

On January 10, 2006, we acquired four properties for approximately \$72,000,000 in cash. The properties are located in the San Francisco Bay area and contain a total of 189,000 square feet of retail and office space. We consolidate the accounts of these properties into our consolidated financial statements from the date of acquisition.

Springfield Mall, Virginia

On January 31, 2006, we acquired an option to purchase the Springfield Mall for \$35,600,000, of which we paid \$14,000,000 in cash upon the closing and \$10,000,000 in installments during 2006. The remainder of \$11,600,000 will be paid in installments over the next three years. The mall, located on 79 acres at the intersection of Interstate 95 and Franconia Road in Springfield, Virginia, contains 1.4 million square feet and is anchored by Macy's, and J.C. Penney and Target who own their stores aggregating 389,000 square feet. We intend to redevelop, reposition and re-tenant the mall and have committed to spend \$25,000,000 in capital expenditures over a six-year period from the closing of the option agreement. The option becomes exercisable upon the passing of one of the existing principals of the selling entity and may be deferred at our election through November 2012. Upon exercise of the option, we will pay \$80,000,000 to acquire the mall, subject to the existing mortgage of \$180,000,000, which will be amortized to \$149,000,000 at maturity in 2013. Upon closing of the option on January 31, 2006, we acquired effective control of the mall, including management of the mall and right to the mall's net cash flow. Accordingly, we consolidate the accounts of the mall into our consolidated financial statements pursuant to the provisions of FASB Interpretation No. 46R, *Consolidation of Variable Interest Entities* (FIN 46R). We have a 2.5% minority partner in this transaction.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

San Jose, California Ground-up Development

On March 29, 2006, a joint venture, in which we have a 45% equity interest and are a co-managing partner, acquired 55 acres of land in San Jose, California for approximately \$59,600,000. The purchase price was funded with \$20,643,000 of cash contributed by the partners, of which our share was \$9,289,000, and \$38,957,000 drawn on a \$117,000,000 acquisition/construction loan. The remainder of the loan will be used to fund the development of 325,000 square feet of retail space and site work for Home Depot and Target who will construct their own stores. Upon completion of the development we have an option to acquire our partner's 55% equity interest at a 7% unlevered yield.

1540 Broadway, New York City

On July 11, 2006, we acquired the retail, signage and parking components of 1540 Broadway for approximately \$260,000,000 in cash. This property is located in Times Square between 45th and 46th Street and contains 154,000 square feet of retail space. We consolidate the accounts of this property into our consolidated financial statements from the date of acquisition.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

3. Acquisitions and Dispositions - continued

Toys R Us Stores

On September 14, 2006, we entered into an agreement to purchase up to 44 previously closed Toys R Us stores for up to \$190,000,000. On October 16, 2006, we completed the first phase of the agreement by acquiring 37 stores for \$171,000,000 in cash. These properties, of which 18 are owned in fee, 8 are ground leased and 11 are space leased, aggregate 1.5 million square feet and are primarily located in seven east coast states, Texas and California. Of these properties, 25 are leased or subleased to other retailers and 12 are currently vacant. All of these stores were part of the store closing program announced by Toys R Us (Toys R Us) in January 2006. We consolidate the accounts of these properties into our consolidated financial statements from the date of acquisition. Our \$9,377,000 share of Toys R Us net gain on this transaction was recorded as an adjustment to the basis of our investment in Toys R Us and was not recorded as income.

We expect to purchase six of the remaining stores by the end of the second quarter of 2007, subject to landlords consent, where applicable, and customary closing conditions. The seventh store we had agreed to purchase was sold by Toys R Us to a third party.

Bruckner Plaza, Bronx, New York

On January 11, 2007, we acquired the Bruckner Plaza shopping center and an adjacent parcel containing 114,000 square feet which is ground leased to a third party for approximately \$165,000,000 in cash. The property is located on Bruckner Boulevard in the Bronx, New York and contains 386,000 square feet of retail space. We consolidate the accounts of this property into our consolidated financial statements from the date of acquisition.

Merchandise Mart:

Boston Design Center, Boston, Massachusetts

On December 28, 2005, we acquired the Boston Design Center for \$96,000,000, consisting of \$24,000,000 in cash and \$72,000,000 of existing mortgage debt. This property is located in South Boston, Massachusetts and contains 552,500 square feet. We consolidate the accounts of this property into our consolidated financial statements from the date of acquisition.

Temperature Controlled Logistics:

Refrigerated Warehouses

On August 31, 2006, AmeriCold Realty Trust (AmeriCold) entered into a definitive agreement to acquire from ConAgra Foods, Inc. (ConAgra Foods) four refrigerated warehouse facilities and the lease on a fifth facility, with an option to purchase. These five warehouses contain a total of

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

1.7 million square feet and 48.9 million cubic feet. The aggregate purchase price is approximately \$190,000,000, consisting of \$152,000,000 in cash to ConAgra Foods and \$38,000,000 representing the recording of a capital lease obligation for the fifth facility. During the fourth quarter of 2006, AmeriCold completed the acquisition of two of these facilities and assumed the leasehold on the fifth facility and the related capital lease obligation. In January 2007, AmeriCold completed the acquisition of the third facility. The acquisition of the fourth facility is expected to be completed during the first half of 2007. We consolidate these properties into our consolidated financial statements from the date of acquisition.

Toys R Us (Toys):

On July 21, 2005, a joint venture owned equally by us, Bain Capital and Kohlberg Kravis Roberts & Co. acquired Toys for \$26.75 per share in cash or approximately \$6.6 billion. In connection therewith, we invested \$428,000,000 of the \$1.3 billion of equity in the venture, consisting of \$407,000,000 in cash and \$21,000,000 in Toys common shares held by us. This investment is accounted for under the equity method. See footnote 6 Investments in Partially Owned Entities for further details.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

3. Acquisitions and Dispositions - continued

Other:

220 Central Park South, New York City

On August 26, 2005, a joint venture in which we have a 90% interest, acquired 220 Central Park South for \$136,550,000. We and our partner invested cash of \$43,400,000 and \$4,800,000, respectively, in the venture to acquire the property. The venture obtained a \$95,000,000 mortgage loan which bore interest at LIBOR plus 3.50%. On November 7, 2006, we completed a \$130,000,000 refinancing of our 220 Central Park South property. The loan has two tranches, the first tranche of \$95,000,000 bears interest at LIBOR (capped at 5.50%) plus 2.35% (7.67% as of December 31, 2006) and the second tranche can be drawn up to \$35,000,000 and bears interest at LIBOR (capped at 5.50%) plus 2.45% (7.77% as of December 31, 2006). As of December 31, 2006 approximately \$27,990,000 has been drawn on the second tranche. The property contains 122 rental apartments with an aggregate of 133,000 square feet and 5,700 square feet of commercial space. We consolidate the accounts of the venture into our consolidated financial statements from the date of acquisition.

India Real Estate Investments

On December 12, 2006, we contributed \$71,500,000 in cash for a 50% interest in a joint venture that owns 263 acres of land in a special economic zone in the national capital region of India. The venture plans to develop residential, office and retail buildings on the site in three phases over the next nine years. In 2005, we contributed \$16,700,000 in cash for a 25% interest in a joint venture formed for the purpose of investing in, and developing, other real estate properties in India. These investments are accounted for under the equity method.

Filene s, Boston, Massachusetts

On January 26, 2007, a joint venture in which we have a 50% interest, acquired the Filene s property located in the Downtown Crossing district of Boston, Massachusetts for approximately \$100,000,000 in cash, of which our share was \$50,000,000. This investment is accounted for under the equity method. The venture plans to redevelop the property to include over 1,200,000 square feet, consisting of office, retail, condominium apartments and a hotel. The project is subject to governmental approvals.

Other

In addition to the acquisitions and investments described above, we made \$727,480,000 of other acquisitions and investments during 2006 and 2005 in 33 separate transactions, comprised of \$602,980,000 in cash and \$124,500,000 of existing mortgage debt.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

3. Acquisitions and Dispositions - continued

Dispositions:

On June 29, 2004, we sold our Palisades Residential Complex for \$222,500,000, which resulted in a net gain on sale of \$65,905,000. Substantially all of the proceeds from the sale were reinvested in tax-free like-kind exchange investments in accordance with Section 1031 of the Internal Revenue Code (Section 1031). On February 27, 2004, we acquired the remaining 25% interest in the Palisades venture that we did not previously own for approximately \$17,000,000 in cash.

On August 12, 2004, we sold our Dundalk, Maryland shopping center for \$12,900,000, which resulted in a net gain on sale of \$9,850,000. Substantially all of the proceeds from the sale have been reinvested in tax-free like-kind exchange investments in accordance with Section 1031.

On April 21, 2005, we, through our 85% owned joint venture, sold 400 North LaSalle, a 452-unit high-rise residential tower in Chicago, Illinois, for \$126,000,000, which resulted in a net gain on sale of \$31,614,000. All of the proceeds from the sale have been reinvested in tax-free like-kind exchange investments in accordance with Section 1031.

On March 13, 2006, we sold 424 Sixth Avenue, a 10,000 square foot retail property located in New York City, for \$22,000,000, which resulted in a net gain of \$9,218,000.

On March 14, 2006, we sold 33 North Dearborn Street, a 336,000 square foot office building located in Chicago, Illinois, for \$46,000,000, which resulted in a net gain of \$4,835,000. All of the proceeds from the sale have been reinvested in tax-free like-kind exchange investments in accordance with Section 1031.

On June 22, 2006, we sold 1919 South Eads Street, a 96,000 square foot office building located in Arlington, Virginia, for \$38,400,000, which resulted in a net gain of \$17,609,000. All of the proceeds from the sale have been reinvested in tax-free like-kind exchange investments in accordance with Section 1031.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

3. Acquisitions and Dispositions - continued

Net gains on disposition of wholly-owned and partially owned assets other than depreciable real estate:

| (Amounts in thousands) | For the Years Ended | | |
|--|---------------------|-----------|-----------|
| | December 31, | | |
| | 2006 | 2005 | 2004 |
| <i>Wholly owned:</i> | | | |
| Net gain (loss) on sales of marketable securities, including Prime Group in 2005 | \$ 76,073 | \$ 25,346 | \$ (159) |
| Net gain on disposition of senior preferred investment in 3700 Las Vegas Boulevard | | 12,110 | |
| Net gain on sales of land parcels, condominiums and other | | 1,586 | 776 |
| <i>Partially owned:</i> | | | |
| Net gain on sale of a portion of investment in AmeriCold to Yucaipa | | | 18,789 |
| Other | | | 369 |
| | \$ 76,073 | \$ 39,042 | \$ 19,775 |

On December 30, 2005, we sold our \$3,050,000 senior preferred equity in 3700 Associates LLC, which owns 3700 Las Vegas Boulevard, a development land parcel, and recognized a net gain of \$12,110,000. In addition, the purchaser repaid our \$5,000,000 senior mezzanine loan to the venture.

On July 1, 2005, a third party acquired all of Prime Group Realty Trust s (NYSE: PGE) outstanding common shares and limited partnership units for \$7.25 per share or unit. In connection therewith, we recognized a gain of \$9,017,000, representing the difference between the purchase price and the carrying amount of the 3,972,447 common shares we owned.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

4. Discontinued Operations

During the first quarter of 2006, we classified our 33 North Dearborn Street and 424 Sixth Avenue properties as discontinued operations and in the second quarter of 2006 we classified our 1919 South Eads property as discontinued operations in accordance with the provisions of SFAS No. 144 and reported revenues and expenses related to the properties as discontinued operations and the related assets and liabilities as assets and liabilities related to discontinued operations for all periods presented in the accompanying consolidated financial statements. Because of the requirement to build-out Crystal Mall Two to agreed upon specifications, we have not classified the building as discontinued operations in accordance with the provisions of SFAS No. 144.

Assets related to discontinued operations consist primarily of real estate, net of accumulated depreciation. The following table sets forth the balances of the assets related to discontinued operations as of December 31, 2006 and 2005:

| (Amounts in thousands) | December 31, | |
|--------------------------|---------------------|-------------|
| | 2006 | 2005 |
| Vineland | \$ 908 | \$ 908 |
| 424 Sixth Avenue | | 11,870 |
| 33 North Dearborn Street | | 43,148 |
| 1919 South Eads Street | | 20,435 |
| | \$ 908 | \$ 76,361 |

The following table sets forth the balances of the liabilities related to discontinued operations (primarily mortgage notes payable) as of December 31, 2006 and 2005.

| (Amounts in thousands) | December 31, | |
|--------------------------|---------------------|-------------|
| | 2006 | 2005 |
| 33 North Dearborn Street | \$ | \$ 1,050 |
| 1919 South Eads Street | | 11,781 |
| | \$ | \$ 12,831 |

The combined results of operations of the assets related to discontinued operations for the years ended December 31, 2006, 2005 and 2004 are as follows:

| (Amounts in thousands) | December 31, | | |
|---|---------------------|-------------|-------------|
| | 2006 | 2005 | 2004 |
| Total revenues | \$2,464 | \$15,374 | \$27,364 |
| Total expenses | 2,825 | 11,473 | 21,874 |
| Net (loss) income | (361) | 3,901 | 5,490 |
| Net gains on sale of real estate | 33,769 | 31,614 | 75,755 |
| Income from discontinued operations, net of minority interest | \$33,408 | \$35,515 | \$81,245 |

See Note 3 Acquisition and Dispositions for details of net gains on sale of real estate related to discontinued operations in the years ended December 31, 2006, 2005 and 2004.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

5. Derivative Instruments and Related Marketable Securities

Investment in McDonald's Corporation (McDonald's) (NYSE: MCD)

We own 858,000 common shares of McDonald's as of December 31, 2006 which we acquired in July 2005 for \$25,346,000, an average price of \$29.54 per share. These shares are recorded as marketable equity securities on our consolidated balance sheets and are classified as available for sale. Appreciation or depreciation in the fair market value of these shares is recorded as an increase or decrease in accumulated other comprehensive income in the shareholders' equity section of our consolidated balance sheets and not recognized in income. At December 31, 2006, based on McDonald's closing stock price of \$44.33 per share, \$12,688,000 of appreciation in the value of these shares is included in accumulated other comprehensive income on our consolidated balance sheets.

During the second half of 2005, we acquired an economic interest in an additional 14,565,500 McDonald's common shares through a series of privately negotiated transactions with a financial institution pursuant to which we purchased a call option and simultaneously sold a put option at the same strike price on McDonald's common shares. These call and put options had an initial weighted-average strike price of \$32.66 per share, or an aggregate of \$475,692,000, expire on various dates between July 30, 2007 and September 10, 2007 and provide for net cash settlement. Under these agreements, the strike price for each pair of options increases at an annual rate of LIBOR plus 45 basis points (up to 95 basis points under certain circumstances) and is credited for the dividends received on the shares. The options provide us with the same economic gain or loss as if we had purchased the underlying common shares and borrowed the aggregate purchase price at an annual rate of LIBOR plus 45 basis points. Because these options are derivatives and do not qualify for hedge accounting treatment, the gains or losses resulting from the mark-to-market of the options at the end of each reporting period are recognized as an increase or decrease in interest and other investment income on our consolidated statements of income.

In the three months ended March 31, 2006, we sold 2,119,500 of the option shares in the derivative position at a weighted average sales price of \$35.49. In the three months ended June 30, 2006, we acquired an additional 1,250,000 option shares at a weighted average purchase price of \$33.08. As of December 31, 2006, there are 13,696,000 option shares in the derivative position with an adjusted weighted average strike price of \$32.70 per share or an aggregate of \$447,822,000. For the year ended December 31, 2006, we recognized a net gain of \$138,815,000, representing the mark-to-market of the shares in the derivative to \$44.33 per share, net of the expense resulting from the LIBOR charges.

Our aggregate net gain from inception of this investment in 2005 through December 31, 2006 is \$168,557,000.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

5. Derivative Instruments and Related Marketable Securities - continued

Investment in Sears, Roebuck and Co. (Sears)

In August and September 2004, we acquired an economic interest in 7,916,900 Sears common shares through a series of privately negotiated transactions with a financial institution pursuant to which we purchased a call option and simultaneously sold a put option at the same strike price on Sears common shares. These call and put options had an initial weighted-average strike price of \$39.82 per share, or an aggregate of \$315,250,000. Under these agreements, the strike price for each pair of options increases at an annual rate of LIBOR plus 45 basis points and is credited for the dividends received on the shares. The options provide us with the same economic gain or loss as if we had purchased the underlying common shares and borrowed the aggregate strike price at an annual rate of LIBOR plus 45 basis points. Because these options are derivatives and do not qualify for hedge accounting treatment, the gains or losses resulting from the mark-to-market of the options at the end of each reporting period are recognized as an increase or decrease in interest and other investment income on our consolidated statements of income.

On March 30, 2005, as a result of the merger between Sears and Kmart and pursuant to the terms of the contract, our derivative position representing 7,916,900 Sears common shares became a derivative position representing 2,491,819 common shares of Sears Holdings, Inc. (Sears Holdings) (NYSE: SHLD) valued at \$323,936,000 based on the then closing share price of \$130.00 and \$146,663,000 of cash. As a result, we recognized a net gain of \$58,443,000 based on the fair value of the derivative position on March 30, 2005. In 2005 we sold 402,660 of the option shares at a weighted average sales price of \$124.44 per share. In the first quarter of 2006, we settled the entire derivative position by selling the remaining 2,089,159 option shares at a weighted average sales price of \$125.43 which resulted in a net gain of \$18,611,000, comprised of \$20,673,000 from the remaining option shares sold, partially offset by \$2,062,000 of expense resulting from the increase in strike price for the LIBOR charge.

Our aggregate net gain realized from inception of this investment in 2004 through settlement was \$142,877,000.

Investment in Sears Canada, Inc. (Sears Canada)

On April 3, 2006, we tendered the 7,500,000 Sears Canada shares we owned to Sears Holdings at the increased tender price of Cdn. \$18.00 per share (the equivalent at that time of US \$15.68 per share), which resulted in a net gain of \$55,438,000 representing the difference between the tender price, and our carrying amount of \$8.29 per share. The net gain is reflected as a component of net gain on disposition of wholly-owned and partially owned assets other than depreciable real estate on our consolidated statement of income. Together with income recognized in the fourth quarter of 2005 that resulted from a Sears Canada special dividend, the aggregate net gain from inception in 2005 on our \$143,737,000 investment was \$78,323,000. If at any time on or before December 31, 2008 Sears Canada or any of its affiliates pays more than Cdn. \$18.00 per share to acquire Sears Canada common shares from third parties, we will be entitled to receive the difference as additional consideration for the shares we sold.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

5. Derivative Instruments and Related Marketable Securities - continued

GMH Communities L.P. Stock Purchase Warrants

In July 2004, we made an investment in GMH Communities L.P. (GMH) which is described in detail in Note 6 - Investments in Partially Owned Entities. As part of our investment, we purchased for \$1,000,000, warrants to acquire GMH common equity. The warrants entitled us to acquire (i) 6,666,667 limited partnership units in GMH at an exercise price of \$7.50 per unit and (ii) 5,496,724 limited partnership units at an exercise price of \$9.10 per unit, through May 2, 2006 and are adjusted for dividends declared by GMH Communities Trust (NYSE: GCT) (GCT). The warrants were accounted for as derivative instruments that did not qualify for hedge accounting treatment. Accordingly, the gains or losses resulting from the mark-to-market of the warrants at the end of each reporting period were recognized as an increase or decrease in interest and other investment income on our consolidated statements of income.

On November 3, 2004, we exercised our first tranche of warrants to acquire 6,666,667 limited partnership units at a price of \$7.50 per unit, or an aggregate of \$50,000,000. On May 2, 2006, the date our remaining GMH warrants were to expire, we received 1,817,247 GCT common shares through an automatic cashless exercise. The amount of the shares received was equal to the excess of GCT's average closing share price for the trailing 20-day period ending on May 1, 2006 and the \$8.22 exercise price, divided by GCT's average closing share price for the trailing 20-day period ending on May 1, 2006, then multiplied by 6,085,180 warrants.

For the year ended December 31, 2006, we recognized a net loss of \$16,370,000, the difference between the value of the GCT common shares received on May 2, 2006 and GCT's closing share price of \$15.51 on December 31, 2005. For the years ended December 31, 2005, we recognized income of \$14,079,000 from the mark-to-market of these warrants which were valued using a trinomial option pricing model based on GCT's closing stock price on the NYSE of \$15.51 and \$14.10 per share on December 31, 2005 and 2004, respectively. For the year ended December 31, 2004, we recognized income aggregating \$53,690,000, of which \$29,500,000 represented a net gain on conversion of the first tranche of warrants on November 3, 2004, and \$24,190,000 represented income from the mark-to-market of the remaining warrants based on GCT's closing stock price on the NYSE of \$14.10 per share on December 31, 2004. From inception of our investment in the warrants, including the first tranche of warrants exercised on November 3, 2004, we recognized an aggregate net gain of \$51,399,000.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

6. Investments and advances to Partially Owned Entities

Our investments and advances to partially owned entities as of December 31, 2006 and 2005 and income recognized from such investments for the years ended December 31, 2006, 2005 and 2004 are as follows:

Balance Sheet Data:

| (Amounts in thousands) | Percentage | | |
|---|-------------------|--------------------|------------|
| | Ownership | As of December 31, | |
| | As of | 2006 | 2005 |
| | December 31, 2006 | | |
| Investments: | | | |
| Toys R Us (see page 157) | 32.9% | \$ 317,145 | \$ 425,830 |
| H Street non-consolidated subsidiaries (see page 142) | 50% | \$ 207,353 | \$ 196,563 |
| The Lexington Master Limited Partnership (Lexington MLP), formerly The Newkirk Master Limited Partnership and affiliates (Newkirk MLP) (see page 160) | 7.4% | 184,961 | 172,488 |
| Partially owned office buildings (1) | (1) | 150,954 | 100,105 |
| GMH Communities L.P. (see page 159) | 13.5% | 103,302 | 90,103 |
| Alexander s (see page 158) | 32.8% | 82,113 | 105,241 |
| Beverly Connection (see page 142) | 50% | 82,101 | 103,251 |
| India real estate ventures (see page 145) | 25%-50% | 93,716 | 16,332 |
| Other | | 231,169 | 159,940 |
| | | \$ 1,135,669 | \$ 944,023 |

(1) Includes interests in 330 Madison Avenue (25%), 825 Seventh Avenue (50%), Fairfax Square (20%), Kaempfer equity interests in three office buildings (2.5% to 5.0%), Rosslyn Plaza (46%) and West 57th Street properties (50%).

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

6. Investments in Partially Owned Entities - continued

Below is a summary of the debt of partially owned entities as of December 31, 2006 and 2005, none of which is recourse to us.

| | 100% of Partially Owned Entities Debt | |
|---|--|------------------------------|
| | December 31, 2006 | December 31, 2005 |
| (Amounts in thousands) | | |
| Toys (32.9% interest): | | |
| \$1.3 billion senior credit facility, due 2008, LIBOR plus 3.00% (8.35% at December 31, 2006) | \$ 1,300,000 | \$ |
| \$2.0 billion credit facility, due 2010, LIBOR plus 1.00%-3.75% (weighted average rate of 6.97% at December 31, 2006) | 836,000 | 1,160,000 |
| \$804 million secured term loan facility, due 2012, LIBOR plus 4.25% (9.57% at December 31, 2006) | 800,000 | |
| Mortgage loan, due 2007, LIBOR plus 1.30% (6.65% at December 31, 2006) | 800,000 | 800,000 |
| Senior U.K. real estate facility, due 2013, 4.56% plus 0.28% to 1.50% (5.02% at December 31, 2006) | 676,000 | |
| 7.625% bonds, due 2011 (Face value \$500,000) | 477,000 | 475,000 |
| 7.875% senior notes, due 2013 (Face value \$400,000) | 369,000 | 366,000 |
| 7.375% senior notes, due 2018 (Face value \$400,000) | 328,000 | 324,000 |
| Toys R Us - Japan short-term borrowings, 2006, tiered rates (weighted average rate of 0.72% at December 31, 2006) | 285,000 | |
| 8.750% debentures, due 2021 (Face value \$200,000) | 193,000 | 193,000 |
| Multi-currency revolving credit facility, due 2010, LIBOR plus 1.50%-2.00% (weighted average rate of 6.35% at December 31, 2006) | 190,000 | |
| Spanish real estate facility, due 2013, 1.50% plus EURIBOR (4.51% at December 31, 2006) | 171,000 | |
| Toys R Us - Japan bank loans, due 2010-2014, 1.20%-2.80% | 156,000 | |
| Junior U.K. real estate facility, due 2013, LIBOR plus 2.25% (6.81% at December 31, 2006) | 118,000 | |
| French real estate facility, due 2013, 1.50% plus EURIBOR (4.51% at December 31, 2006) | 83,000 | |
| Note at an effective cost of 2.23% due in semi-annual installments through 2008 | 50,000 | 82,000 |
| \$200 million asset sale facility, due 2008, LIBOR plus 3.00% - 4.00% (8.85% at December 31, 2006) | 44,000 | |
| \$1.9 billion bridge loan, due 2012, LIBOR plus 5.25% | | 1,900,000 |
| \$1.0 billion senior facility, LIBOR plus 1.50% | | 1,035,000 |
| 6.875% bonds, due 2006 (Face value \$250,000) | | 253,000 |
| Other | 39,000 | 32,000 |
| | 6,915,000 | 6,620,000 |
| Alexander s (32.8% interest): | | |
| 731 Lexington Avenue mortgage note payable collateralized by the office space, due in February 2014, with interest at 5.33% (prepayable without penalty) | 393,233 | 400,000 |
| 731 Lexington Avenue mortgage note payable, collateralized by the retail space, due in July 2015, with interest at 4.93% (prepayable without penalty) | 320,000 | 320,000 |
| Kings Plaza Regional Shopping Center mortgage note payable, due in June 2011, with interest at 7.46% (prepayable with yield maintenance) | 207,130 | 210,539 |
| Rego Park mortgage note payable, due in June 2009, with interest at 7.25% (prepayable without penalty after March 2009) | 80,135 | 80,926 |
| Paramus mortgage note payable, due in October 2011, with interest at 5.92% (prepayable without penalty) | 68,000 | 68,000 |
| | 1,068,498 | 1,079,465 |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Lexington MLP (formerly Newkirk MLP) (7.4% interest in 2006 and 15.8% interest in 2005):

Portion of first mortgages collateralized by the partnership's real estate,
due from 2006 to 2024, with a weighted average interest rate of 6.32% at
December 31, 2006 (various prepayment terms)

2,101,104 742,879

GMH (13.5% interest in 2006 and 11.3% interest in 2005):

Mortgage notes payable, collateralized by 59 properties, due from 2007 to 2024,
with a weighted average interest rate of 5.17% (various prepayment terms)

957,788 688,412

H Street non-consolidated entities (50% interest):

Mortgage notes payable, collateralized by 6 properties, due from 2006 to 2029 with a
weighted average interest rate of 6.93% at December 31, 2006

351,584

153

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

6. Investments in Partially Owned Entities continued

| (Amounts in thousands) | 100% of Partially Owned Entities Debt December 31, 2006 | December 31, 2005 |
|--|---|----------------------|
| Partially owned office buildings: | | |
| Kaempfer Properties (2.5% to 5.0% interests in two partnerships) mortgage notes payable, collateralized by the partnerships real estate, due from 2011 to 2031, with a weighted average interest rate of 6.63% at December 31, 2006 (various prepayment terms) | \$ 145,666,460 | 65,168,235 |
| Fairfax Square (20% interest) mortgage note payable, due in August 2009, with interest at 7.50% | | |
| 330 Madison Avenue (25% interest) mortgage note payable, due in April 2008, with interest at 6.52% (prepayable with yield maintenance) | 60,060,000 | |
| 825 Seventh Avenue (50% interest) mortgage note payable, due in October 2014, with interest at 8.07% (prepayable with yield maintenance) | 22,132,484 | |
| Rosslyn Plaza (46% interest) mortgage note payable, due in November 2007, with interest at 7.28% (prepayable without penalty) | 57,396,120 | |
| West 57 th Street (50% interest) mortgage note payable, due in October 2009, with interest at 4.94% (prepayable without penalty after July 2009) | 29,000 | |
| Verde Realty Master Limited Partnership (6.39% interest) mortgage notes payable, collateralized by the partnerships real estate, due from 2006 to 2025, with a weighted average interest rate of 5.75% at December 31, 2006 (various prepayment terms) | 311,178,345 | |
| Monmouth Mall (50% interest) mortgage note payable, due in September 2015, with interest at 5.44% (prepayable with yield maintenance) | 165,066,000 | |
| Green Courte Real Estate Partners, LLC (8.3% interest) mortgage notes payable, collateralized by the partnerships real estate, due from 2006 to 2015, with a weighted average interest rate of 5.71% at December 31, 2006 (various prepayment terms) | 201,550,573 | |
| San Jose, California Ground-up Development (45% interest) construction loan, due in March 2009, with a one-year extension option and interest at 7.13% (LIBOR plus 1.75%) | 50,659 | |
| Beverly Connection (50% interest) mortgage and mezzanine loans payable, due in February 2008 and July 2008, with a weighted average interest rate of 10.02%, \$70,000 of which is due to Vornado (prepayable with yield maintenance) | 170,000,003 | |
| TCG Urban Infrastructure Holdings (25% interest) mortgage notes payable, collateralized by the entity's real estate, due from 2008 to 2013, with a weighted average interest rate of 9.17% at December 31, 2006 (various prepayment terms) | 45,600,239 | |
| 478-486 Broadway (50% interest) mortgage note payable, due October 2007, with interest at 8.53% (LIBOR plus 3.15%) (prepayable with yield maintenance) | 20,000,000 | |
| Wells/Kinzie Garage (50% interest) mortgage note payable, due in June 2009, with interest at 7.03% | 14,736,067 | |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

| | |
|---|------------|
| Orleans Hubbard Garage (50% interest) mortgage note payable, due in April 2009, with interest at 7.03% | 9,259,455 |
| Other | 23,636,426 |

Based on our ownership interest in the partially owned entities above, our pro rata share of the debt of these partially owned entities was \$3,323,007 and \$3,002,346 as of December 31, 2006 and 2005, respectively.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

6. Investments in Partially Owned Entities - continued

| Income Statement Data: | For the Years Ended December 31, | | |
|---|---|-------------|---------------|
| (Amounts in thousands) | 2006 | 2005 | 2004 |
| Toys: | | | |
| 32.9% share of equity in net loss (1) | \$ (56,218 |) | \$ (46,789 |
| Interest and other income | 8,698 |) | 6,293 |
| | \$ (47,520 |) | \$ (40,496 |
| Alexander s: | | | |
| 32.8% share of: | | | |
| Equity in net income before net gain on sale of condominiums and stock appreciation rights compensation expense | \$ 19,120 | | \$ 15,668 |
| Net gain on sale of condominiums | 4,580 | | 30,895 |
| Stock appreciation rights compensation expense | (49,043 |) | (9,104 |
| Equity in net (loss) income | (25,343 |) | 37,459 |
| Interest income | | | (11,639 |
| Development and guarantee fees | 725 | | 8,642 |
| Management and leasing fee income | 10,088 | | 3,777 |
| | \$ (14,530 |) | \$ 59,022 |
| | | | \$ 8,580 |
| Newkirk MLP: | | | |
| 15.8% share of equity in net income (2) | \$ 34,459 | | \$ 10,196 |
| Interest and other income (3) | | | 9,154 |
| | 34,459 | | 11,396 |
| | | | 35,437 |
| H Street non-consolidated entities: | | | |
| 50% share of equity in net income (4) | 11,074 | | |
| Beverly Connection: | | | |
| 50% share of equity in net loss | (8,567 |) | (4,790 |
| Interest and other income | 10,837 | | 8,303 |
| | 2,270 | | 3,513 |
| GMH Communities L.P.: | | | |
| 13.5% share of equity in net (loss) income | (1,013 |) | 1,528 |
| Other | 14,987 | | 11,774 |
| | \$ 61,777 | | (5) 7,944 |
| | | | (6) \$ 43,381 |

See notes on following page.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

6. Investments in Partially Owned Entities continued

Notes to preceding tabular information (in thousands):

- (1) The business of Toys is highly seasonal. Historically, Toys' fourth quarter net income accounts for more than 80% of its fiscal year net income. Because Toys' fiscal year ends on the Saturday nearest January 31, we record our 32.9% share of Toys' net income or loss on a one-quarter lag basis.
- (2) The year ended December 31, 2006 includes (i) a \$10,362 net gain recognized as a result of the acquisition of Newkirk by Lexington and (ii) \$10,842 for our share of Newkirk MLP's net gains on sale of real estate. The year ended December 31, 2005 includes (i) \$9,455 for our share of losses on the early extinguishment of debt and write-off of related deferred financing costs, (ii) \$6,602 for our share of impairment losses, partially offset by (iii) \$4,236 for our share of net gains on sale of real estate.
- (3) The year ended December 31, 2005 includes \$16,053 for our share of net gains on disposition of T-2 assets and \$8,470 for our share of expense from payment of Newkirk MLP's promoted obligation to its partner.
- (4) We account for our investment in H Street partially owned entities on the equity method on a one-quarter lag basis. Prior to June 30, 2006, two 50% owned entities that are contesting our acquisition of H Street impeded access to their financial information and accordingly, we were unable to record our pro rata share of their earnings. During the year ended December 31, 2006, based on the financial information provided to us, we recognized equity in net income of \$11,074 from these entities, of which \$3,890 represents our 50% share of their earnings for the period from July 20, 2005 (date of acquisition) to December 31, 2005.
- (5) On August 11, 2005, in connection with the repayment of our preferred equity investment, the Monmouth Mall joint venture paid us a prepayment penalty of \$4,346, of which \$2,173 was recognized as income from partially owned entities in the year ended December 31, 2005.
- (6) Includes \$5,641 for our 60% share of AmeriCold's equity in net income and management fees through November 17, 2004. We began to consolidate our investment in AmeriCold on November 18, 2004, and no longer account for it on the equity method.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

6. Investments in Partially Owned Entities - continued**Toys R Us**

On July 21, 2005, a joint venture owned equally by us, Bain Capital and Kohlberg Kravis Roberts & Co. acquired Toys for \$26.75 per share in cash or approximately \$6.6 billion. In connection therewith, we invested \$428,000,000 of the \$1.3 billion of equity in the venture, consisting of \$407,000,000 in cash and \$21,000,000 in Toys common shares held by us. This investment is accounted for under the equity method of accounting.

In the first quarter of 2006, Toys closed 87 Toys R Us stores in the United States as a result of its store-closing program. Toys incurred restructuring and other charges aggregating approximately \$127,000,000 before tax, which includes \$44,000,000 for the cost of liquidating the inventory. Of this amount, \$94,000,000 was recognized in Toys fourth quarter ending January 28, 2006 and \$33,000,000 was recorded in Toys first quarter ending April 29, 2006. Our 32.9% share of the \$127,000,000 charge is \$42,000,000, of which \$27,300,000 had no income statement effect as a result of purchase price accounting and the remaining portion relating to the cost of liquidating inventory of approximately \$9,100,000 after-tax, was recognized as an expense as part of our equity in Toys net income in the first quarter of 2006.

On July 19, 2006, Toys completed a financing, consisting of an \$804,000,000, six-year term loan bearing interest at LIBOR plus 4.25% (9.57% at December 31, 2006) and a \$200,000,000, two-year term loan bearing interest at an initial rate of LIBOR plus 3.00% (8.85% at December 31, 2006) for the first three months (increasing to 3.50% for the next three months and then to 4.00% for the remainder of the term). The proceeds from these loans were used to repay Toys \$973,000,000 bridge loan, including the \$76,816,000 balance due to us.

The unaudited information set forth below presents our pro forma condensed consolidated statement of income for the year ended December 31, 2005 and 2004 (including Toys results for the year ended October 29, 2005 and October 30, 2004) as if the above transaction occurred on November 1, 2003. The unaudited pro forma information below is not necessarily indicative of what our actual results would have been had the Toys transaction been consummated on November 1, 2003, nor does it represent the results of operations for any future periods. In our opinion, all adjustments necessary to reflect this transaction have been made.

| Condensed Consolidated Statements of Income (in thousands, except per share amounts) | For the Year | | |
|--|---------------------------|------------------|------------------|
| | Ended December 31, | | |
| | Actual | Pro Forma | Pro Forma |
| | 2006 | 2005 | 2004 |
| Revenues | \$ 2,712,095 | \$ 2,534,702 | \$ 1,699,694 |
| Income before allocation to minority limited partners | \$ 640,700 | \$ 656,924 | \$ 717,891 |
| Minority limited partners interest in the Operating Partnership | (58,712) | (64,686) | (84,063) |
| Perpetual preferred unit distributions of the Operating Partnership | (21,848) | (67,119) | (69,108) |
| Net income | 560,140 | 525,119 | 564,720 |
| Preferred share dividends | (57,511) | (46,501) | (21,920) |
| Net income applicable to common shares | \$ 502,629 | \$ 478,618 | \$ 542,800 |
| Net income per common share basic | \$ 3.54 | \$ 3.58 | \$ 4.33 |
| Net income per common share diluted | \$ 3.35 | \$ 3.40 | \$ 4.08 |

Toys R Us Summarized Financial Information

(in thousands)

| Balance Sheet: | As of October 28, 2006 | As of January 28, 2006 |
|-------------------|-------------------------------|-------------------------------|
| Total Assets | \$ 12,985,000 | \$ 11,655,000 |
| Total Liabilities | \$ 12,010,000 | \$ 10,347,000 |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

| | | |
|--------------|------------|--------------|
| Total Equity | \$ 975,000 | \$ 1,308,000 |
|--------------|------------|--------------|

| | For the Twelve Months Ended October 28, 2006 | For the Period from July 21, 2005 through January 28, 2006 |
|-------------------|---|---|
| Income Statement: | | |
| Total Revenues | \$ 12,205,000 | \$ 7,281,000 |
| Net (Loss) Income | \$ (143,000 |) \$ 8,000 |

157

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

6. Investments in Partially Owned Entities - continued
Alexander s

We own 32.8% of the outstanding common shares of Alexander s at December 31, 2006 and 2005. We manage, lease and develop Alexander s properties pursuant to the agreements described below which expire in March of each year and are automatically renewable.

Management and Development Agreements

We receive an annual fee for managing Alexander s and all of its properties equal to the sum of (i) \$3,000,000, (ii) 3% of the gross income from the Kings Plaza Regional Shopping Center, (iii) \$0.50 per square foot of the tenant-occupied office and retail space at 731 Lexington Avenue and (iv) \$220,000, escalating at 3% per annum, for managing the common area of 731 Lexington Avenue.

In addition, we are entitled to a development fee of 6% of development costs, as defined, with minimum guaranteed payments of \$750,000 per annum. During the years ended December 31, 2006, 2005 and 2004, we recognized \$725,000, \$6,242,000 and \$3,777,000 in development fee income.

Leasing Agreements

We provide Alexander s with leasing services for a fee of 3% of rent for the first ten years of a lease term, 2% of rent for the eleventh through twentieth year of a lease term and 1% of rent for the twenty-first through thirtieth year of a lease term, subject to the payment of rents by Alexander s tenants. We are also entitled to a commission upon the sale of any of Alexander s assets, of 3% of gross proceeds, as defined. In the event third party real estate brokers are used, our sales commission increases by 1% and we are responsible for the fees to the third parties. Such amounts are payable to us annually in an amount not to exceed \$2,500,000 with interest at 9% per annum on the unpaid balance.

Effective January 1, 2007, we modified our leasing agreement with Alexander s. Pursuant to the modification, (i) the existing 3% commission on asset sales was adjusted so that for asset sales greater than \$50,000,000, the fee is 1% of gross proceeds, as defined, (ii) in the event third party real estate brokers are used in connection with asset sales, our fee no longer increases by 1% and we continue to be responsible for the fees to the third parties, and (iii) the annual amount payable to us for fees under this agreement was increased to \$4,000,000 and the interest rate on the unpaid balance was adjusted to one-year LIBOR plus 100 bps per annum (6.34% at January 1, 2007).

Other Agreements

Building Maintenance Services (BMS), our wholly-owned subsidiary, supervises the cleaning, engineering and security services at Alexander s 731 Lexington Avenue and Kings Plaza properties for an annual fee of the costs for such services plus 6%. During the years ended December 31, 2006, 2005 and 2004, we recognized \$2,828,000, \$4,047,000 and \$1,817,000 of income under these agreements, respectively.

Loan to Alexander s

On July 6, 2005, Alexander s completed a \$320,000,000 mortgage financing on the retail space at our 731 Lexington Avenue property. The loan bears interest-only at a fixed rate of 4.93% and matures in July 2015. Of the net proceeds of approximately \$312,000,000, \$90,000,000 was used to pay off the 731 Lexington Avenue construction loan and \$124,000,000 was used to repay our loan to Alexander s.

After-tax Net Gain on Sale of 731 Lexington Avenue Condominiums

The residential space at Alexander s 731 Lexington Avenue property is comprised of 105 condominium units. At December 31, 2006, all of the condominium units have been sold and closed. During the year ended December 31, 2006, we recognized income of \$4,580,000 for our share of Alexander s after-tax net gain on sale of condominiums. During the year ended December 31, 2005, we recognized income of \$30,895,000, comprised of (i) our \$20,111,000 share of Alexander s after-tax net gain, using the percentage method and (ii) \$10,784,000 of income we had previously deferred.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

6. Investments in Partially Owned Entities - continued
GMH Communities L.P.

On July 20, 2004, we committed to make up to a \$159,000,000 convertible preferred investment in GMH Communities L.P. (GMH), a partnership focused on the student and military housing sectors. Distributions accrued on the full committed balance of the investment, whether or not drawn, from July 20, 2004, at a rate of 16.27%. In connection with this commitment, we received a placement fee of \$3,200,000. We also purchased for \$1,000,000 warrants to acquire GMH common equity. The warrants entitled us to acquire (i) 6,666,667 limited partnership units in GMH at an exercise price of \$7.50 per unit and (ii) 5,496,724 limited partnership units at an exercise price of \$9.10 per unit, through May 2, 2006 and are adjusted for dividends declared by GMH Communities Trust (NYSE: GCT) (GCT). We funded a total of \$113,777,000 of the commitment as of November 3, 2004.

On November 3, 2004, GCT closed its initial public offering (IPO) at a price of \$12.00 per share. GCT is a real estate investment trust that conducts its business through GMH, of which it is the sole general partner. In connection with the IPO, (i) the \$113,777,000 we previously funded under the \$159,000,000 commitment was repaid, together with accrued distributions of \$13,381,000, (ii) we contributed our 90% interest in Campus Club Gainesville, which we acquired in 2000, in exchange for an additional 671,190 GMH limited partnership units and (iii) we exercised our first tranche of warrants to acquire 6,666,667 limited partnership units at a price of \$7.50 per unit, or an aggregate of \$50,000,000, which resulted in a gain of \$29,500,000.

On May 2, 2006, the date our remaining GMH warrants were to expire, we received 1,817,247 GCT common shares through an automatic cashless exercise. The amount of the shares received was equal to the excess of GCT's average closing share price for the trailing 20-day period ending on May 1, 2006 and the \$8.22 exercise price, divided by GCT's average closing share price for the trailing 20-day period ending on May 1, 2006, then multiplied by 6,085,180 warrants. For the year ended December 31, 2006, we recognized a net loss of \$16,370,000, the difference between the value of the GCT common shares received on May 2, 2006 and GCT's closing share price of \$15.51 on December 31, 2005. From inception of our investment in the warrants, including the first tranche of warrants exercised on November 3, 2004, the aggregate net gain recognized was \$51,399,000.

As of December 31, 2006, we own 7,337,857 GMH limited partnership units, which are exchangeable on a one-for-one basis into common shares of GCT, and 2,517,247 common shares of GCT (1,817,247 shares were received upon exercise of our warrants discussed below), or 13.5% of the limited partnership interest of GMH.

We account for our investment in GMH on the equity method and record our pro rata share of GMH's net income or loss on a one-quarter lag basis as we file our consolidated financial statements on Form 10-K and 10-Q prior to the time that GCT files its financial statements. On July 31, 2006 GCT filed its annual report on Form 10-K for the year ended December 31, 2005, which restated the quarterly financial results of each of the first three quarters of 2005. Accordingly, we recognized a net loss of \$1,013,000 during the year ended December 31, 2006 for our share of GMH's results of operations from October 1, 2005 through September 30, 2006. Of this amount, \$94,000 represents our share of GMH's 2005 fourth quarter net loss, net of adjustments to restate its first three quarters of 2005.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

6. Investments in Partially Owned Entities - continued

The Lexington Master Limited Partnership, formerly The Newkirk Master Limited Partnership

We own approximately 8,149,592 limited partnership units (representing a 7.4% ownership interest) of Lexington Master Limited Partnership (Lexington MLP) as a result of the acquisition of Newkirk Realty Trust (Newkirk) by Lexington Corporate Properties Trust (Lexington) discussed below.

On December 31, 2006, Newkirk (NYSE: NKT) was acquired in a merger by Lexington (NYSE: LXP), a real estate investment trust. We owned 10,186,991 limited partnership units (representing a 15.8% ownership interest) of Newkirk MLP, which was also acquired by Lexington as a subsidiary, and was renamed Lexington MLP. The units in Newkirk MLP were converted on a 0.80 for 1 basis into limited partnership units of Lexington MLP, which are exchangeable on a one-for-one basis into common shares of Lexington. We account for our investment in Lexington MLP on the equity method.

The assets of Newkirk MLP consisted of 18.4 million square feet of real estate across 32 states. After completion of the merger, Lexington's total portfolio is comprised of an ownership interest in a portfolio of approximately 365 real properties, almost all of which are net leased to single tenants, are located in 44 states and The Netherlands and contain an aggregate of approximately 58.6 million square feet.

In addition, effective as of the effective time of the merger, Newkirk terminated its advisory agreement with NKT Advisors, in which we had a 20.0% interest, for an aggregate payment of \$12,500,000, of which our share was \$2,300,000.

On December 31, 2006, we recognized a net gain of \$10,362,000, as a result of the above transactions.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

7. Notes and Mortgage Loans Receivable

On January 7, 2005, all of the outstanding General Motors Building loans made by us aggregating \$275,000,000 were repaid. In connection therewith, we received a \$4,500,000 prepayment premium and \$1,996,000 of accrued interest and fees through January 14, 2005, which was recognized as interest and other investment income for the year ended December 31, 2005.

In 2005, we made a \$135,000,000 loan to Riley HoldCo Corp., consisting of a \$60,000,000 mezzanine loan and a \$75,000,000 fixed rate unsecured loan. We received principal payments on the mezzanine loan of \$5,557,000 and \$13,901,000, on February 6, 2006 and June 2, 2006, respectively. On July 12, 2006, the remaining \$40,542,000 balance of the mezzanine loan was repaid with a pre-payment premium of \$972,000, which was recognized as interest and other investment income for the year ended December 31, 2006.

On April 7, 2005, we made a \$108,000,000 mezzanine loan secured by The Sheffield, a 684,500 square foot mixed-use residential property in Manhattan, containing 845 apartments, 109,000 square feet of office space and 6,900 square feet of retail space. The loan was subordinate to \$378,500,000 of other debt, scheduled to mature in April 2007 with a one-year extension, provided for a 1% placement fee, and bore interest at LIBOR plus 7.75%. On July 7, 2006, we were repaid the \$108,000,000 outstanding balance of the loan, together with accrued interest of \$1,165,000 and a prepayment premium of \$2,288,000, which we recognized as interest and other investment income in the year ended December 31, 2006.

On December 7, 2005, we made a \$42,000,000 mezzanine loan secured by The Manhattan House, a 780,000 square foot mixed-use residential property in Manhattan containing 583 apartments, 45,000 square feet of retail space and an underground parking garage. The loan is subordinate to \$630,000,000 of other debt, matures in November 2007 with two one-year extensions, and bears interest at LIBOR plus 6.25% (11.57% at December 31, 2006).

On February 10, 2006, we acquired a 50% interest in a \$115,000,000 note issued by Related Equinox Holdings II, LLC (the Note), for \$57,500,000 in cash. The Note is secured by a pledge of the stock of Related Equinox Holdings II. Related Equinox Holdings II owns Equinox Holdings Inc., which in turn owns all of the assets and obligations, including the fitness clubs, operated under the Equinox brand. The Note is junior to a \$50,000,000 (undrawn) revolving loan and \$280,000,000 of senior unsecured obligations. The Note is senior to \$125,000,000 of cash equity contributed by third parties for their acquisition of the Equinox fitness club business. The Note matures on February 15, 2013 and bears interest at 14% through February 15, 2011, increasing by 3% per annum through maturity. The Note is prepayable at any time after February 15, 2009.

On April 12, 2006, we acquired a 23.6% interest in two mezzanine loans totaling \$138,136,000, for \$32,560,000 in cash. The loans mature in January 2008 with two one-year extension options and bear interest at LIBOR plus 3.84% (9.16% at December 31, 2006).

On June 16, 2006, we acquired an 81.5% interest in a \$95,968,000 mezzanine loan to Tharaldson Lodging Companies for \$78,166,000 in cash. The loan is secured by a 107 hotel property portfolio with brands including Fairfield Inn, Residence Inn, Comfort Inn and Courtyard by Marriott. The loan is subordinate to \$671,778,000 of debt and is senior to approximately \$192,000,000 of other debt and equity. The loan matures in April 2008, with three one-year extensions, provides for a 0.75% placement fee and bears interest at LIBOR plus 4.30% (9.6% at December 31, 2006).

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

On June 19, 2006, we acquired a 49% interest in a \$37,789,000 mezzanine loan for \$18,517,000 in cash. The loan matures in April 2007, with a six month extension option and bears interest at LIBOR plus 10% (15.3% at December 31, 2006).

On June 30, 2006, we made a \$73,750,000 mezzanine loan secured by the equity interests in 280 Park Avenue, a 1.2 million square foot office building, located between 48th and 49th Streets in Manhattan. The loan bears interest at 10.25% and matures in June 2016. The loan is subordinate to \$1.036 billion of other debt and is senior to approximately \$260,000,000 of equity and interest reserves.

On August 2, 2006, we purchased bonds for \$99,500,000 in cash, representing a 7% interest in two margin loans aggregating \$1.430 billion. The loans were made to two separate funds managed by Fortress Investment Group LLC and are secured by \$4.4 billion (as of December 31, 2006) of publicly traded equity securities. The loans mature in June 2007 with an automatic extension to December 2007 and bear interest at LIBOR plus 3.50% (8.8% at December 31, 2006).

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

8. Identified Intangible Assets and Goodwill

The following summarizes our identified intangible assets, intangible liabilities (deferred credit) and goodwill as of December 31, 2006 and December 31, 2005.

| (Amounts in thousands) | December 31, 2006 | December 31, 2005 |
|---|----------------------|----------------------|
| Identified intangible assets (included in other assets): | | |
| Gross amount | \$ 395,109 | \$ 266,268 |
| Accumulated amortization | (90,857) | (73,893) |
| Net | \$ 304,252 | \$ 192,375 |
| Goodwill (included in other assets): | | |
| Gross amount | \$ 7,280 | \$ 11,122 |
| Identified intangible liabilities (included in deferred credit): | | |
| Gross amount | \$ 370,638 | \$ 217,640 |
| Accumulated amortization | (62,829) | (66,748) |
| Net | \$ 307,809 | \$ 150,892 |

Amortization of acquired below market leases net of acquired above market leases resulted in an increase to rental income of \$23,814,000 for the year ended December 31, 2006, and \$13,973,000 for the year ended December 31, 2005. The estimated annual amortization of acquired below market leases net of acquired above market leases for each of the five succeeding years is as follows:

| (Amounts in thousands) | |
|------------------------|-----------|
| 2007 | \$ 31,594 |
| 2008 | 28,782 |
| 2009 | 24,555 |
| 2010 | 19,754 |
| 2011 | 19,760 |

The estimated annual amortization of identified intangible assets (a component of depreciation and amortization expense) including acquired in-place leases, customer relationships, and third party contracts for each of the five succeeding years is as follows:

| (Amounts in thousands) | |
|------------------------|-----------|
| 2007 | \$ 24,275 |
| 2008 | 22,352 |
| 2009 | 21,808 |
| 2010 | 19,613 |
| 2011 | 18,808 |

We are a tenant under ground leases for certain properties acquired during 2006. Amortization of these acquired below market leases resulted in an increase to rent expense of \$320,000 for the year ended December 31, 2006. The estimated annual amortization of these below market leases for each of the five succeeding years is as follows:

(Amounts in thousands)

| | |
|------|----------|
| 2007 | \$ 1,535 |
| 2008 | 1,535 |
| 2009 | 1,535 |
| 2010 | 1,535 |
| 2011 | 1,535 |

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

9. Debt

The following is a summary of our debt:

| (Amounts in thousands) | Maturity | Interest Rate as of December 31, 2006 | Balance as of December 31, 2006 | December 31, 2005 |
|--|-------------|--|---------------------------------------|----------------------|
| Notes and Mortgages Payable: | | | | |
| Fixed Interest: | | | | |
| Office: | | | | |
| NYC Office: | | | | |
| 350 Park Avenue | 01/12 | 5.48% | \$ 430,000 | \$ |
| 770 Broadway (1) | 03/16 | 5.65% | 353,000 | |
| 888 Seventh Avenue (2) | 01/16 | 5.71% | 318,554 | 318,554 |
| Two Penn Plaza | 02/11 | 4.97% | 296,428 | 300,000 |
| 909 Third Avenue (3) | 04/15 | 5.64% | 220,314 | 223,193 |
| Eleven Penn Plaza | 12/14 | 5.20% | 213,651 | 216,795 |
| 866 UN Plaza | 05/07 | 8.39% | 45,467 | 46,854 |
| Washington DC Office: | | | | |
| Warner Building (4) | 05/16 | 6.26% | 292,700 | 137,236 |
| Crystal Gateway 1-4 Crystal Square 5 | 07/12-01/19 | 6.75%-7.09% | 207,389 | 210,849 |
| Crystal Park 1-5 (5) | 08/07-08/13 | 6.66%-7.08% | 201,012 | 249,212 |
| Crystal Square 2, 3 and 4 | 10/10-11/14 | 6.82%-7.08% | 136,317 | 138,990 |
| Bowen Building (6) | 06/16 | 6.14% | 115,022 | |
| Skyline Place (7) | 08/06-12/09 | 6.60%-6.87% | 93,803 | 128,732 |
| Reston Executive I, II and III (8) | 01/13 | 5.57% | 93,000 | 93,000 |
| 1101 17 th , 1140 Connecticut, 1730 M and 1150 17 th | 08/10 | 6.74% | 91,232 | 92,862 |
| Courthouse Plaza 1 and 2 | 01/08 | 7.05% | 74,413 | 75,970 |
| One Skyline Tower (7) | 06/08 | 7.12% | 61,555 | 62,724 |
| Crystal Gateway N. and Arlington Plaza | 11/07 | 6.77% | 52,605 | 57,078 |
| 1750 Pennsylvania Avenue | 06/12 | 7.26% | 47,803 | 48,358 |
| Crystal Malls 1-4 | 12/11 | 6.91% | 42,675 | 49,214 |
| Retail: | | | | |
| Cross collateralized mortgages payable on | | | | |
| 42 shopping centers | 03/10 | 7.93% | 463,135 | 469,842 |
| Springfield Mall (including present value of purchase | | | | |
| option of \$68,890) | 04/13 | 5.45% | 262,391 | |
| Green Acres Mall | 02/08 | 6.75% | 140,391 | 143,250 |
| Montehiedra Town Center (9) | 06/16 | 6.04% | 120,000 | 57,095 |
| Broadway Mall | 06/13 | 6.42% | 99,154 | 94,783 |
| Westbury Retail Condominium | 06/18 | 5.29% | 80,000 | 80,000 |
| Las Catalinas Mall | 11/13 | 6.97% | 63,403 | 64,589 |
| Forest Plaza | 05/09 | 4.00% | 19,232 | 20,094 |
| Rockville Town Center | 12/10 | 5.52% | 14,883 | 15,207 |
| Lodi Shopping Center | 06/14 | 5.12% | 11,522 | 11,890 |
| 386 West Broadway | 05/13 | 5.09% | 4,813 | 4,951 |
| Merchandise Mart: | | | | |
| Merchandise Mart (10) | 12/16 | 5.57% | 550,000 | |
| High Point Complex (11) | 08/16 | 6.34% | 220,000 | 104,639 |
| Boston Design Center | 09/15 | 5.02% | 72,000 | 72,000 |
| Washington Design Center | 11/11 | 6.95% | 46,328 | 46,932 |
| Temperature Controlled Logistics: | | | | |
| Cross collateralized mortgages payable on 50 | | | | |
| properties (12) | 12/13-12/16 | 5.46% | 1,055,712 | 469,903 |
| Other: | | | | |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

| | | | | |
|--|-------|-------|-----------|-----------|
| Industrial Warehouses | 10/11 | 6.95% | 47,179 | 47,803 |
| Total Fixed Interest Notes and Mortgages Payable | | 6.04% | 6,657,083 | 4,152,599 |

See notes on page 165.

163

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

9. Debt - continued

| (Amounts in thousands) | | Spread over | Interest Rate | Balance as of | Balance as of |
|--|-------------|-------------|---------------|---------------|---------------|
| | Maturity | LIBOR | as of | December 31, | December 31, |
| Notes and Mortgages Payable: | | | December 31, | December 31, | December 31, |
| Variable Interest: | | | 2006 | 2006 | 2005 |
| Office: | | | | | |
| NYC Office: | | | | | |
| 770 Broadway (1) | N/A | N/A | N/A | \$ | \$ 170,000 |
| Washington, DC Office: | | | | | |
| Commerce Executive III, IV and V (13) | 07/07 | L+70 | 6.05% | 50,523 | 51,123 |
| 1925 K Street | 04/07 | L+145 | 6.80% | 19,422 | |
| Bowen Building (6) | N/A | N/A | N/A | | 62,099 |
| Warner Building (4) | N/A | N/A | N/A | | 12,717 |
| Temperature Controlled Logistics: | | | | | |
| Cross collateralized mortgages payable on | | | | | |
| 27 properties (12) | N/A | N/A | N/A | | 245,208 |
| Other: | | | | | |
| 220 Central Park South (14) | 11/10 | L+235 L+245 | 7.72% | 122,990 | 90,732 |
| Other | 03/07-10/09 | Various | 7.56% | 36,866 | 9,933 |
| Total Variable Interest Notes and Mortgages | | | | | |
| Payable | | | 7.25% | 229,801 | 641,812 |
| Total Notes and Mortgages Payable | | | 6.08% | \$ 6,886,884 | \$ 4,794,411 |
| Senior Unsecured Notes: | | | | | |
| Senior unsecured notes due 2007 at fair value | | | | | |
| (accreted carrying amounts of \$499,673 | | | | | |
| and \$499,786) (15) | 06/07 | L+77 | 6.13% | \$ 498,562 | \$ 499,445 |
| Senior unsecured notes due 2009 | 08/09 | | 4.50% | 248,984 | 249,628 |
| Senior unsecured notes due 2010 | 12/10 | | 4.75% | 199,246 | 199,816 |
| Senior unsecured notes due 2011 (16) | 02/11 | | 5.60% | 249,808 | |
| Total senior unsecured notes | | | 5.45% | \$ 1,196,600 | \$ 948,889 |
| Exchangeable senior debentures due 2025 (17) | 04/25 | | 3.88% | \$ 491,231 | \$ 490,750 |
| Convertible senior debentures due 2026 (18) | 11/26 | | 3.63% | \$ 980,083 | \$ |
| \$1 billion unsecured revolving credit facility | | | | | |
| (\$20,732 reserved for outstanding | | | | | |
| letters of credit) (19) | 06/10 | L+55 | | \$ | \$ |
| AmeriCold \$30 million secured revolving | | | | | |
| credit facility (\$17,000 reserved for | | | | | |
| outstanding letters of credit) (20) | 10/08 | L+175 | | \$ | \$ 9,076 |
| Mortgage Notes Payable related to | | | | | |
| discontinued operations: | | | | | |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

1919 South Eads

\$

\$ 11,757

See notes on the following page.

164

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

9. Debt - continued

Notes to preceding tabular information (\$ in thousands):

- (1) On February 9, 2006, we completed a \$353,000 refinancing of our 770 Broadway property. This interest-only loan bears interest at 5.65% and matures in March 2016. We retained net proceeds of \$173,000 after repaying the existing floating rate loan and closing costs.
- (2) On December 12, 2005, we completed a \$318,554 refinancing of 888 7th Avenue. This interest-only loan bears interest at a fixed rate of 5.71% and matures in January 2016. We retained net proceeds of approximately \$204,448 after repaying the existing loan on the property and closing costs.
- (3) On March 31, 2005, we completed a \$225,000 refinancing of 909 Third Avenue. The loan bears interest at a fixed rate of 5.64% and matures in April 2015. We retained net proceeds of approximately \$100,000 after repaying the existing floating rate loan on the property and closing costs.
- (4) On May 5, 2006, we repaid the existing debt on the Warner Building and completed an interest-only refinancing of \$292,700. The loan bears interest at 6.26% and matures in May 2016. We retained net proceeds of \$133,000 after repaying the existing loan, closing costs and a prepayment penalty of \$9,818. As part of the purchase price accounting for the December 27, 2005 acquisition of the Warner Building, we accrued a liability for the unfavorable terms of the debt assumed in the acquisition. Accordingly, the prepayment penalty did not result in an expense on our consolidated statement of income.
- (5) On April 3, 2006, we repaid the \$43,496 balance of the Crystal Park 5 mortgage.
- (6) On May 23, 2006, we completed a \$115,000 refinancing of the Bowen Building. This interest-only loan bears interest at 6.14% and matures in June 2016. We retained net proceeds of \$51,600 after repaying the existing floating rate loan and closing costs.
- (7) On August 1, 2006, we repaid the \$31,980 balance of the One and Two Skyline Place mortgages. On January 26, 2007, we completed a \$678,000 financing of our Skyline Complex in Fairfax, Virginia, consisting of eight office buildings containing 2,560,000 square feet. This loan bears interest-only at 5.74% and matures in February 2017. We retained net proceeds of approximately \$515,000 after repaying existing loans and closing costs, including \$6,000 of defeasance costs, which will be recognized as interest and debt expense in the first quarter of 2007.
- (8) On December 21, 2005, we completed a \$93,000 refinancing of Reston Executive I, II, III. This interest-only loan bears interest at a fixed rate of 5.57% and matures in January 2013. We retained the net proceeds of approximately \$22,050 after repaying the existing loan and closing costs.
- (9) On June 9, 2006, we completed a \$120,000 refinancing of the Montehiedra Town Center. This interest-only loan bears interest at 6.04% and matures in June 2016. We retained net proceeds of \$59,000 after defeasing the existing loan and closing costs. As a result of the defeasance of the existing loan, we incurred a net loss on the early extinguishment of debt of approximately \$2,498, which is included in interest and debt expense in the year ended December 31, 2006.
- (10)

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

On November 22, 2006, we completed a \$550,000 interest only secured financing of the Merchandise Mart, which bears interest at a rate of 5.57% and matures in December 2016. We retained net proceeds of approximately \$548,000.

- (11) On August 11, 2006, we completed \$195,000 of a \$220,000 refinancing of the High Point Complex. The remaining \$25,000 was completed on October 4, 2006. The loan bears interest at 6.34% and matures in August 2016. We retained net proceeds of approximately \$108,500 after defeasing the existing loans, and closing costs. As a result of the defeasance of the existing loans, we incurred an \$8,548 net loss on the early extinguishment of debt, which is included in interest and debt expense in the year ended December 31, 2006.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

9. Debt - continued

Notes to preceding tabular information (\$ in thousands):

- (12) On June 9, 2006, AmeriCold completed a \$400,000 one-year, interest-only financing, collateralized by 21 of its owned and six of its leased temperature-controlled warehouses. On September 8, 2006 an amendment was executed increasing the amount of the loan to \$430,000. Of this loan, \$243,000 was drawn on June 9, 2006 to repay the existing mortgage on the same facilities and the remaining \$187,000 was drawn on September 27, 2006. The initial interest rate on the loan was LIBOR plus 0.60% and increased to LIBOR plus 1.25% when the remaining balance was drawn, subject to a 6.50% LIBOR cap. On December 12, 2006, AmeriCold completed a 5.45% fixed-rate, interest-only financing in an aggregate principal amount of \$1.05 billion which matures in approximately equal tranches in seven, nine and ten years. The proceeds were used to repay \$449,000 of fixed-rate mortgages with a rate of 6.89% and the \$430,000 financing described above. The mortgages that were repaid were collateralized by 84 temperature-controlled warehouses which were released upon repayment. The new loan is collateralized by 50 of these warehouses. AmeriCold received net proceeds of \$191,000, including the release of escrow reserves and after defeasance and closing costs. Vornado, Crescent and Yucaipa received distributions of \$88,023, \$58,682 and \$38,295, respectively, from a portion of the net proceeds. Included in interest and debt expense for the year ended December 31, 2006 are \$14,496 of defeasance costs and a \$7,431 write-off of debt issuance costs associated with the old loans, of which our share, after minority interest is \$10,433.
- (13) On July 29, 2006, we exercised the second of three one-year extension options of our Commerce Executive III, IV, and V mortgage loan.
- (14) On November 7, 2006, we completed a \$130,000 refinancing of our 220 Central Park South property. The loan has two tranches, the first tranche of \$95,000 bears interest at LIBOR (capped at 5.50%) plus 2.35% (7.70% as of December 31, 2006) and the second tranche can be drawn up to \$35,000 and bears interest at LIBOR (capped at 5.50%) plus 2.45% (7.80% as of December 31, 2006). As of December 31, 2006 approximately \$27,990 has been drawn on the second tranche.
- (15) On June 27, 2002, we entered into interest rate swaps that effectively converted the interest rate on the \$500,000 senior unsecured notes due 2007 from a fixed rate of 5.625% to a floating rate of LIBOR plus .7725%, based upon the trailing 3 month LIBOR rate (6.13% if set on December 30, 2006). The swaps were designated and effective as fair value hedges with a fair value of (\$1,111) and (\$341) at December 31, 2006 and 2005, respectively, and included in Other Liabilities on our consolidated balance sheets. Accounting for these swaps requires us to recognize the changes in the fair value of the debt during each period. At December 31, 2006 and 2005, the fair value adjustment to the principal amount of the debt was (\$1,111) and (\$341), based on the fair value of the swap assets, and is included in the balance of the Senior Unsecured Notes. Because the hedging relationship qualifies for the short-cut method, no hedge ineffectiveness on these fair value hedges was recognized in 2006 and 2005.
- (16) On February 16, 2006, we completed a public offering of \$250,000 aggregate principal amount of 5.6% senior unsecured notes due February 15, 2011. Interest on the notes is payable semi-annually on February 15 and August 15, commencing August 16, 2006. The notes were priced at 99.906% of their face amount to yield 5.622%.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

9. Debt - continued**Notes to preceding tabular information (\$ in thousands):**

- (17) On March 29, 2005, we completed a public offering of \$500,000 principal amount of 3.875% exchangeable senior debentures due 2025 pursuant to an effective registration statement. The notes were sold at 98.0% of their principal amount. The net proceeds from this offering, after the underwriters' discount, were approximately \$490,000. The debentures are exchangeable, under certain circumstances, for our common shares at an initial exchange rate of 10.9589 (current exchange rate of 11.1184, as adjusted for excess dividends paid in 2005 and 2006) common shares per \$1 of principal amount of debentures. The initial exchange price of \$91.25 represented a premium of 30% to the closing price for our common shares on March 22, 2005 of \$70.25. We may elect to settle any exchange right in cash. The debentures permit us to increase its common dividend 5% per annum, cumulatively, without an increase to the exchange rate. The debentures are redeemable at our option beginning in 2012 for the principal amount plus accrued and unpaid interest. Holders of the debentures have the right to require the issuer to repurchase their debentures in 2012, 2015 and 2020 and in the event of a change in control.
- (18) On November 20, 2006, we sold \$1,000,000 aggregate principal amount of 3.625% convertible senior debentures due 2026, pursuant to an effective registration statement. The aggregate net proceeds from this offering, after underwriters' discounts and expenses, were approximately \$980,000. The debentures are convertible, under certain circumstances, for common shares of Vornado Realty Trust at an initial conversion rate of 6.5168 common shares per \$1 of principal amount of debentures. The initial conversion price of \$153.45 represents a premium of 30% over the November 14, 2006 closing price of \$118.04 for our common shares. The debentures are redeemable at our option beginning in 2011 for the principal amount plus accrued and unpaid interest. Holders of the debentures have the right to require us to repurchase their debentures in 2011, 2016, and 2021 and in the event of a change in control. The net proceeds of the offering were contributed to the Operating Partnership in the form of an inter-company loan and the Operating Partnership guaranteed the payment of the debentures. The Operating Partnership used the net proceeds primarily for acquisitions and investments and for general corporate purposes.
- (19) On June 28, 2006, we entered into a \$1,000,000 unsecured revolving credit facility, which replaced our previous \$600,000 unsecured revolving credit facility that was due to mature in July 2006. The new facility has a four-year term, with a one-year extension option and bears interest at LIBOR plus 0.55% (5.87% as of December 31, 2006). The new facility contains financial covenants similar to the prior facility.
- (20) On October 13, 2005, AmeriCold completed a \$30,000 revolving credit facility which bears interest at Prime plus 1.75%, an unused facility fee of 0.25% and matures in October 2008, with a one-year extension. Amounts drawn under the facility are collateralized by AmeriCold's transportation and managed contracts receivables and unencumbered property, plant and equipment. The facility has a sub-limit for letters of credit of \$20,000, which have a fee of 1.5%.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

9. Debt - continued

Our revolving credit facility and senior unsecured notes contain financial covenants which require us to maintain minimum interest coverage and maximum debt to market capitalization. We believe that we have complied with all of our financial covenants as of December 31, 2006.

On May 9, 2006, we executed supplemental indentures with respect to our senior unsecured notes due 2007, 2009 and 2010 (collectively, the Notes), pursuant to our consent solicitation statement dated April 18, 2006, as amended. Holders of approximately 96.7% of the aggregate principal amount of the Notes consented to the solicitation. The supplemental indentures contain modifications of certain covenants and related defined terms governing the terms of the Notes to make them consistent with corresponding provisions of the covenants and defined terms included in the senior unsecured notes due 2011 issued on February 16, 2006. The supplemental indentures also include a new covenant that provides for an increase in the interest rate of the Notes upon certain decreases in the ratings assigned by rating agencies to the Notes. In connection with the consent solicitation we paid an aggregate fee of \$2,241,000 to the consenting note holders, which will be amortized into expense over the remaining term of the Notes. In addition, we incurred advisory and professional fees aggregating \$1,415,000, which were expensed in the second quarter of 2006.

The net carrying amount of properties collateralizing the notes and mortgages payable amounted to \$7.270 billion at December 31, 2006. As at December 31, 2006, the principal repayments required for the next five years and thereafter are as follows:

| (Amounts in thousands) | |
|---------------------------------|---------------|
| Year Ending December 31, | Amount |
| 2007 | \$ 778,482 |
| 2008 | 358,403 |
| 2009 | 357,600 |
| 2010 | 1,059,154 |
| 2011 | 682,418 |
| Thereafter | 6,318,741 |

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

10. Shareholders Equity

Common Shares

On August 10, 2005, we sold 9,000,000 common shares in an underwritten public offering pursuant to an effective registration statement at a price of \$86.75 per share. We received net proceeds of \$779,806,000, after offering expenses and contributed the net proceeds to the Operating Partnership in exchange for 9,000,000 Class A units of the Operating Partnership.

On December 11, 2006, we sold 8,100,000 common shares in an underwritten public offering pursuant to an effective registration statement at a price of \$124.05 per share. We received net proceeds of approximately \$1,004,500,000, after offering expenses and contributed the net proceeds to the Operating Partnership in exchange for 8,100,000 Class A units of the Operating Partnership.

Preferred Shares

The following table sets forth the details of our preferred shares of beneficial interest as of December 31, 2006 and 2005.

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

| | December 31, | |
|---|---------------------|-------------------|
| | 2006 | 2005 |
| 6.5% Series A: liquidation preference \$50.00 per share; authorized 5,750,000 shares; issued and outstanding 151,635 and 269,572 shares | \$ 7,615 | \$ 13,482 |
| 7.0% Series D-10: liquidation preference \$25.00 per share; authorized 4,800,000 shares; issued and outstanding 1,600,000 shares | 39,982 | 39,982 |
| 7.0% Series E: liquidation preference \$25.00 per share; authorized 3,540,000 shares; issued and outstanding 3,000,000 shares | 72,248 | 72,248 |
| 6.75% Series F: liquidation preference \$25.00 per share; authorized 6,000,000 shares; issued and outstanding 6,000,000 shares | 144,720 | 144,720 |
| 6.625% Series G: liquidation preference \$25.00 per share; authorized 9,200,000 shares; issued and outstanding 8,000,000 shares | 193,135 | 193,135 |
| 6.75% Series H: liquidation preference \$25.00 per share; authorized 4,600,000 shares; issued and outstanding 4,500,000 shares | 108,559 | 108,559 |
| 6.625% Series I: liquidation preference \$25.00 per share; authorized 12,050,000 shares; issued and outstanding 10,800,000 shares | 262,401 | 262,401 |
| | \$ 828,660 | \$ 834,527 |

Series A Convertible Preferred Shares of Beneficial Interest

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Holders of Series A Preferred Shares of beneficial interest are entitled to receive dividends in an amount equivalent to \$3.25 per annum per share. These dividends are cumulative and payable quarterly in arrears. The Series A Preferred Shares are convertible at any time at the option of their respective holders at a conversion rate of 1.38504 common shares per Series A Preferred Share, subject to adjustment in certain circumstances. In addition, upon the satisfaction of certain conditions we, at our option, may redeem the \$3.25 Series A Preferred Shares at a current conversion rate of 1.38504 common shares per Series A Preferred Share, subject to adjustment in certain circumstances. At no time will the Series A Preferred Shares be redeemable for cash.

Series C Cumulative Redeemable Preferred Shares of Beneficial Interest

Holders of Series C Preferred Shares of beneficial interest were entitled to receive dividends at an annual rate of 8.5% of the liquidation preference of \$25.00 per share, or \$2.125 per Series C Preferred Share per annum. On January 19, 2005, we redeemed all of the outstanding 8.5% Series C Cumulative Redeemable Preferred Shares at the redemption price of \$25.00 per share, aggregating \$115,000,000 plus accrued distributions. The redemption amount exceeded the carrying amount by \$3,852,000, representing original issuance costs. These costs were recorded as a reduction to earnings in arriving at net income applicable to common shares in accordance with the July 2003 clarification of Emerging Issues Task Force Topic D-42.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

10. Shareholders Equity - continued

Series D-10 Cumulative Redeemable Preferred Shares of Beneficial Interest

Holders of Series D-10 Preferred Shares of beneficial interest are entitled to receive dividends at an annual rate of 7.0% of the liquidation preference of \$25.00 per share, or \$1.75 per Series D-10 Preferred Share per annum. These dividends are cumulative and payable quarterly in arrears. The Series D-10 Preferred Shares are not convertible into or exchangeable for any other property or any other securities of the Company. On or after November 17, 2008 (or sooner under limited circumstances), we, at our option, may redeem Series D-10 Preferred Shares at a redemption price of \$25.00 per share, plus any accrued and unpaid dividends through the date of redemption. The Series D-10 Preferred Shares have no maturity date and will remain outstanding indefinitely unless redeemed by us.

Series E Cumulative Redeemable Preferred Shares of Beneficial Interest

Holders of Series E Preferred Shares of beneficial interest are entitled to receive dividends at an annual rate of 7.0% of the liquidation preference of \$25.00 per share, or \$1.75 per Series E Preferred Share per annum. These dividends are cumulative and payable quarterly in arrears. The Series E Preferred Shares are not convertible into or exchangeable for any other property or any other securities of the Company. On or after August 20, 2009 (or sooner under limited circumstances), we, at our option, may redeem Series E Preferred Shares at a redemption price of \$25.00 per share, plus any accrued and unpaid dividends through the date of redemption. The Series E Preferred Shares have no maturity date and will remain outstanding indefinitely unless redeemed by us.

Series F Cumulative Redeemable Preferred Shares of Beneficial Interest

Holders of Series F Preferred Shares of beneficial interest are entitled to receive dividends at an annual rate of 6.75% of the liquidation preference of \$25.00 per share, or \$1.6875 per Series F Preferred Share per annum. These dividends are cumulative and payable quarterly in arrears. The Series F Preferred Shares are not convertible into or exchangeable for any other property or any other securities of the Company. On or after November 17, 2009 (or sooner under limited circumstances), we, at our option, may redeem Series F Preferred Shares at a redemption price of \$25.00 per share, plus any accrued and unpaid dividends through the date of redemption. The Series F Preferred Shares have no maturity date and will remain outstanding indefinitely unless redeemed by us.

Series G Cumulative Redeemable Preferred Shares of Beneficial Interest

Holders of Series G Preferred Shares of beneficial interest are entitled to receive dividends at an annual rate of 6.625% of the liquidation preference of \$25.00 per share, or \$1.656 per Series G Preferred Share per annum. These dividends are cumulative and payable quarterly in arrears. The Series G Preferred Shares are not convertible into or exchangeable for any other property or any other securities of the Company. On or after December 22, 2009 (or sooner under limited circumstances), we, at our option, may redeem Series G Preferred Shares at a redemption price of \$25.00 per share, plus any accrued and unpaid dividends through the date of redemption. The Series G Preferred Shares have no maturity date and will remain outstanding indefinitely unless redeemed by us.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

10. Shareholders Equity - continued

Series H Cumulative Redeemable Preferred Shares of Beneficial Interest

On June 17, 2005, we sold \$112,500,000 Series H Cumulative Redeemable Preferred Shares in a public offering, pursuant to an effective registration statement, for net proceeds of \$108,559,000. Holders of the Series H Preferred Shares of beneficial interest are entitled to receive dividends at an annual rate of 6.75% of the liquidation preference of \$25.00 per share or \$1.6875 per Series H Preferred Share per annum. The dividends are cumulative and payable quarterly in arrears. The Series H Preferred Shares are not convertible into or exchangeable for any other property or any other securities of the Company. On or after June 17, 2010 (or sooner under limited circumstances), we, at our option, may redeem Series H Preferred Shares at a redemption price of \$25.00 per share, plus any accrued and unpaid dividends through the date of redemption. The Series H Preferred Shares have no maturity date and will remain outstanding indefinitely unless redeemed by us.

Series I Cumulative Redeemable Preferred Shares of Beneficial Interest

On August 23, 2005, we sold \$175,000,000 Series I Cumulative Redeemable Preferred Shares in a public offering pursuant to an effective registration statement. In addition, on August 31, 2005, the underwriters exercised their option and purchased \$10,000,000 Series I Preferred Shares to cover over-allotments. On September 12, 2005, we sold an additional \$85,000,000 Series I Preferred Shares in a public offering, pursuant to an effective registration statement. Combined with the earlier sales, we sold a total of 10,800,000 Series I preferred shares for net proceeds of \$262,401,000. Holders of the Series I Preferred Shares of beneficial interest are entitled to receive dividends at an annual rate of 6.625% of the liquidation preference of \$25.00 per share or \$1.656 per Series I Preferred Share per annum. The dividends are cumulative and payable quarterly in arrears. The Series I Preferred Shares are not convertible into or exchangeable for any other property or any other securities of the Company. On or after August 31, 2010 (or sooner under limited circumstances), we, at our option, may redeem Series I Preferred Shares at a redemption price of \$25.00 per share, plus any accrued and unpaid dividends through the date of redemption. The Series I Preferred Shares have no maturity date and will remain outstanding indefinitely unless redeemed by us.

Accumulated Other Comprehensive Income

Accumulated other comprehensive income amounted to \$92,963,000 and \$83,406,000 as of December 31, 2006 and 2005, respectively, substantially all of which relates to income from the mark-to-market of marketable equity securities classified as available-for-sale.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

11. Stock-based Compensation

Our Share Option Plan (the Plan) provides for grants of incentive and non-qualified stock options, restricted stock, stock appreciation rights and performance shares to certain of our employees and officers. We have 6,674,818 shares available for future grant under the Plan at December 31, 2006.

On March 17, 2006, our Board of Trustees (the Board) approved an amendment to our Plan to permit the Compensation Committee of the Board (the Compensation Committee) to grant awards in the form of limited partnership units (OP Units) of the Operating Partnership. OP Units can be granted either as free-standing awards or in tandem with other awards under the Plan. OP Units may be converted into the Operating Partnership's Class A common units and, consequently, become convertible by the holder on a one-for-one basis for our common shares or the cash value of such shares at our election.

We account for stock-based compensation in accordance with SFAS No. 123: *Accounting for Stock-Based Compensation*, as amended by SFAS No. 148: *Accounting for Stock-Based Compensation - Transition and Disclosure* and as revised by SFAS No. 123R: *Share-Based Payment* (SFAS No. 123R). We adopted SFAS No. 123R, using the modified prospective application, on January 1, 2006. Stock based compensation expense for the year ended December 31, 2006 consists of stock option awards, restricted common share and Operating Partnership unit awards and out-performance plan awards. Stock-based compensation expense for the years ended December 31, 2005 and 2004 consist of stock option awards and restricted common share awards.

Out-Performance Plan

On March 17, 2006, the Board approved the terms of the Vornado Realty Trust 2006 Out-Performance Plan (the Out-Performance Plan), a long-term incentive compensation program. The purpose of the Out-Performance Plan is to further align the interests of our shareholders and management by encouraging our senior officers and employees to create shareholder value in a pay-for-performance structure.

Under the Out-Performance Plan, award recipients share in a performance pool if our total return to shareholders over the three-year period from March 15, 2006 through March 14, 2009 exceeds a cumulative 30%, including both share appreciation and dividends paid, from a price per share of \$89.17 (the average closing price per common share for the 30 trading days prior to March 15, 2006). The size of the pool will be 10% of the out-performance return amount in excess of the 30% benchmark, subject to a maximum dilution cap equal to \$100,000,000. A portion of the performance pool can be earned during the first and second years, up to a cumulative maximum of \$20,000,000 and \$40,000,000, respectively, based on a minimum total return to shareholders benchmark of 10% and 20%, respectively. In the event the potential performance pool reaches the \$20,000,000 dilution cap before March 14, 2007, the \$40,000,000 dilution cap before March 14, 2008, or the \$100,000,000 dilution cap before March 14, 2009, and remains at the applicable level or higher for 30 consecutive days, the applicable performance period will end early and the applicable pool will be established on the last day of such 30-day period. Each award will be designated as a specified percentage of the potential performance pool. Awards will be made in the form of a new class of Operating Partnership units (OPP Units) that, subject to performance, time vesting and other conditions, are convertible by the holder into an equivalent number of the Operating Partnership's Class A units, which are redeemable by the holder for common shares of the Company on a one-for-one basis or the cash value of such shares, at our election. The OPP Units are issued prior to the determination of the performance pool and are subject to forfeiture to the extent that less than the total award is earned. All awards earned vest 33.3% on each of March 15, 2009, 2010 and 2011 based on continued employment. The 2006 Outperformance Plan provides that if a performance pool is established, each award recipient will be entitled to an amount equal to the distributions that would have been paid on the earned OPP Units since the beginning of the performance period, payable in the form of additional OPP Units. OPP Units, both vested and unvested, which award recipients have earned based on the establishment of a performance pool, whether at the end of year one, two or three, will be entitled to receive distributions in an amount per unit equal to the distributions payable on a Class A unit.

On April 25, 2006, our Compensation Committee approved Out-Performance Plan awards to a total of 54 employees and officers of the Company, which aggregated 91% of the total Out-Performance Plan. The fair value of the awards on the date of grant, as adjusted for estimated forfeitures, was approximately \$46,141,000 and will be amortized into expense over the five-year period beginning on the date of grant using a graded vesting attribution model. For the year ended December 31, 2006, we recognized \$8,293,000 of compensation expense for these awards. The remaining unrecognized compensation expense related to these awards will be recognized over a weighted-average period of 3.2 years. On August 25, 2006, the first \$20,000,000 maximum dilution cap was established. On November 2, 2006, the second \$20,000,000 maximum dilution cap was established and on January 12, 2007, the remaining \$60,000,000 maximum dilution cap was established, culminating the earnings under the terms of the Out-Performance Plan as described above.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

11. Stock-based Compensation - continued*Stock Options*

Stock options are granted at an exercise price equal to 100% of the average of the high and low market price of our stock on the NYSE on the date of grant, generally vest pro-rata over three to five years and expire 10 years from the date of grant.

For stock option awards granted prior to 2003, we used the intrinsic value method of accounting. Under this method, we did not recognize compensation expense as the option exercise price was equivalent to the market price of our common shares on the date of each grant. Because stock option awards granted prior to 2003 vested over a three-year term, the resulting compensation cost based on the fair value of the awards on the date of grant, on a pro forma basis, would have been expensed during 2003, 2004 and 2005. Accordingly, our net income applicable to common shares would remain the same on a pro forma basis for the year ended December 31, 2006, and would have been reduced by \$337,000 for the year ended December 31, 2005, or \$0.01 per basic income per share and no change in diluted income per share. Our net income applicable to common shares on a pro forma basis for the year ended December 31, 2004 would have been reduced by \$3,952,000, or \$0.03 per basic and diluted income per share.

On January 1, 2003, we adopted SFAS No. 123: *Accounting for Stock-Based Compensation*, as amended, on a prospective basis covering all grants subsequent to 2002. Under SFAS No. 123, we recognized compensation expense for the fair value of options granted on a straight-line basis over the vesting period. For the year ended December 31, 2006, 2005, and 2004, we recognized \$1,705,000, \$1,042,000 and \$102,900 of compensation expense related to the options granted during 2006, 2005 and 2004.

Below is a summary of our stock option activity under the Plan for the year ended December 31, 2006.

| | Shares | Weighted- Average Exercise Price | Weighted- Average Remaining Contractual Term | Aggregate Intrinsic Value |
|---|--------------|---|--|---------------------------------|
| Outstanding at January 1, 2006 | 12,690,498 | \$37.21 | | |
| Granted | 479,300 | 94.94 | | |
| Exercised | (2,758,196) | 27.56 | | |
| Cancelled | (9,808) | 78.70 | | |
| Outstanding at December 31, 2006 | 10,401,794 | \$42.39 | 3.6 | \$ 823,060,000 |
| Options vested and expected to vest at December 31, 2006 | 10,395,090 | \$42.36 | 3.6 | \$ 822,712,000 |
| Options exercisable at December 31, 2006 | 9,162,704 | \$37.25 | 3.0 | \$ 772,077,000 |

The fair value of each option grant is estimated on the date of grant using an option-pricing model with the following weighted-average assumptions for grants in the years ended December 31, 2006 and 2005. There were no stock option grants during 2004.

| | December 31 | | |
|-------------------------|--------------------|-------------|-------------|
| | 2006 | 2005 | 2004 |
| Expected volatility | 17% | 17% | N/A |
| Expected life | 5 years | 5 years | N/A |
| Risk-free interest rate | 4.4% | 3.5% | N/A |
| Expected dividend yield | 5.0% | 6.0% | N/A |

The weighted average grant date fair value of options granted during the years ended December 31, 2006 and 2005 was \$10.23 and \$5.40, respectively. Cash received from option exercises for the years ended December 31, 2006, 2005 and 2004 was \$75,665,000, \$45,447,000 and \$55,097,000, respectively. The total intrinsic value of options exercised during the years ended December 31, 2006, 2005 and 2004 was \$244,694,000, \$41,309,000 and \$24,271,000, respectively.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

11. Stock-based Compensation - continued

Restricted Common Shares

Restricted share awards are granted at the average of the high and low market price of our stock on the NYSE on the date of grant and generally vest over five years. We recognized \$3,820,000, \$3,559,000 and \$4,200,000 of compensation expense in 2006, 2005 and 2004, respectively, for the portion of these awards that vested during each year. As of December 31, 2006, there was \$10,710,000 of total unrecognized compensation cost related to nonvested shares granted under the Plan. This cost is expected to be recognized over a weighted-average period of 2.7 years. Dividends paid on unvested shares are charged directly to retained earnings and amounted to \$841,900, \$1,038,000 and \$938,700 for the years ended December 31, 2006, 2005 and 2004, respectively. The total fair value of shares vested during the years ended December 31, 2006, 2005 and 2004 was \$6,170,000, \$4,623,000 and \$2,850,000, respectively.

Below is a summary of restricted share activity under the Plan for the year ended December 31, 2006.

| Non-vested Shares | Shares | Weighted-Average |
|---------------------------------|-----------|--------------------------|
| | | Grant-Date Fair Value |
| Non-vested at January 1, 2006 | 259,913 | \$ 52.27 |
| Granted | 23,854 | 88.78 |
| Vested | (69,655) | 47.73 |
| Forfeited | (2,507) | 59.88 |
| Non-vested at December 31, 2006 | 211,605 | 57.79 |

Restricted Operating Partnership Units

On April 25, 2006, the Compensation Committee granted a total of 49,851 restricted OP Units to certain of our officers. These awards are granted at the average of the high and low market price of our stock on the NYSE on the date of grant, vest ratably over five years and are subject to a taxable book-up event, as defined. The fair value of these awards on the date of grant, as adjusted for estimated forfeitures, was approximately \$3,480,000 and is amortized into expense over the five-year vesting period using a graded vesting attribution model. For the year ended December 31, 2006, we recognized \$1,053,000 of compensation expense for these awards. The total remaining unrecognized compensation cost related to nonvested OP units granted under the Plan will be recognized over a weighted-average period of 2.3 years. Dividends paid on unvested OP Units are charged to minority interest expense on our consolidated statement of income and amounted to \$147,000 in 2006.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

12. Retirement Plans

We have two defined benefit pension plans, a Vornado Realty Trust Retirement Plan (Vornado Plan) and a Merchandise Mart Properties Pension Plan (Mart Plan). In addition, AmeriCold, which we consolidate into our consolidated financial statements beginning in November 2004, has two defined benefit pension plans (the AmeriCold Plans) and together with the Vornado Plan and the Mart Plan the Plans). The benefits under the Vornado Plan and the Mart Plan were frozen in December 1997 and June 1999, respectively. In April 2005, AmeriCold amended its AmeriCold Retirement Income Plan to freeze benefits for non-union participants. Benefits under the Plans are or were primarily based on years of service and compensation during employment or on years of credited service and established monthly benefits. Funding policy for the Plans is based on contributions at the minimum amounts required by law. The financial results of the Plans are consolidated in the information provided below.

We use a December 31 measurement date for the Plans.

Obligations and Funded Status

The following table sets forth the Plans' funded status and amounts recognized in our balance sheets:

| | Pension Benefits | | |
|---|--------------------------------|--------------|--------------|
| | Year Ended December 31, | | |
| | 2006 | 2005 | 2004 |
| (Amounts in thousands) | | | |
| Change in benefit obligation: | | | |
| Benefit obligation at beginning of year | \$ 86,205 | \$ 82,323 | \$ 20,244 |
| Consolidation of AmeriCold plans | | | 62,234 |
| Service cost | 487 | 1,665 | 314 |
| Interest cost | 4,922 | 4,875 | 1,708 |
| Plan amendments (1) | | | (1,193) |
| Actuarial loss | 1,973 | 6,121 | 1,242 |
| Benefits paid | (3,697) | (8,684) | (2,226) |
| Settlements | (4,367) | (95) | |
| Benefit obligation at end of year | 85,523 | 86,205 | 82,323 |
| Change in plan assets: | | | |
| Fair value of plan assets at beginning of year | 73,931 | 67,514 | 18,527 |
| Consolidation of AmeriCold plans | | | 48,014 |
| Employer contribution | 6,697 | 9,010 | 1,787 |
| Benefit payments | (3,698) | (8,592) | (2,225) |
| Settlements | (4,366) | | |
| Actual return on assets | 10,258 | 5,999 | 1,411 |
| Fair value of plan assets at end of year | 82,822 | 73,931 | 67,514 |
| Funded status at end of year | \$ (2,701) | \$ (12,274) | \$ (14,809) |
| Amounts recorded in the consolidated balance sheet: | | | |
| Other assets (prepaid benefit cost) | \$ 1,409 | | |
| Other liabilities (accrued benefit cost) | (4,110) | | |
| | \$ (2,701) | | |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

- (1) Reflects an amendment to freeze benefits for non-union participants of AmeriCold Retirement Income Plan effective April 2005.

175

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

12. Retirement Plan - continued

| | Pension Benefits | | |
|---|--------------------------------|-------------|-------------|
| | Year Ended December 31, | | |
| | 2006 | 2005 | 2004 |
| Amounts recognized in accumulated other comprehensive income consist of: | | | |
| Net loss | \$ 4,472 | | |
| Prior service cost | | | |
| | \$ 4,472 | | |
| <i>Information for our plans with an accumulated benefit obligation in excess of plans assets:</i> | | | |
| Projected benefit obligation | \$ 73,206 | \$73,871 | \$ 70,943 |
| Accumulated benefit obligation | 72,793 | 73,550 | 70,040 |
| Fair value of plan assets | 70,362 | 61,362 | 55,562 |
| <i>Components of Net Periodic Benefit Cost and Other Amounts Recognized</i> | | | |
| <i>in Other Comprehensive Income:</i> | | | |
| Service cost | \$ 487 | \$1,665 | \$ 314 |
| Interest cost | 4,922 | 4,875 | 1,708 |
| Expected return on plan assets | (5,901) | (5,356) | (1,515) |
| Amortization of prior service cost | | | 11 |
| Amortization of net loss | 501 | (206) |) 402 |
| Recognized settlement (gain) loss | (24) |) 253 | |
| Net periodic benefit cost | \$ (15) |) \$1,231 | \$ 920 |
| <i>Other changes in Plan Assets and Benefit obligations recognized in Other Comprehensive Income:</i> | | | |
| Net gain | \$ (2,498) |) | |
| Amortization of net loss | (219) |) | |
| Recognized settlement loss | 24 | | |
| Adoption of SFAS 158 | 321 | | |
| Amortization of prior cost | | | |
| Total recognized in other comprehensive income | \$ (2,372) |) | |
| Total recognized in net periodic benefit cost and other comprehensive income | \$ (2,387) |) | |

The estimated net loss of the Plans that will be amortized into net periodic benefit cost during 2007 is \$271,000.

| | Year Ended December 31, | | |
|---|--------------------------------|-------------|-------------|
| | 2006 | 2005 | 2004 |
| <i>Assumptions:</i> | | | |
| Weighted-average assumptions used to determine benefit obligations: | | | |
| Discount rate | 5.80%-6.00% | 5.75%-6.00% | 5.75%-6.50% |
| Rate of compensation increase in AmeriCold Plan | 3.50% | 3.50% | 3.50% |
| Weighted-average assumptions used to determine net periodic benefit cost: | | | |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

| | | | |
|---|-------------|-------------|-------------|
| Discount rate | 5.75%-6.00% | 5.75%-6.00% | 5.75%-6.50% |
| Expected long-term return on plan assets | 5.00%-8.50% | 5.00%-8.50% | 5.00%-8.50% |
| Rate of compensation increase in AmeriCold Plan | 3.50% | 3.50% | 3.50% |

We periodically review our assumptions for the rate of return on each Plan's assets. The assumptions are based primarily on the long-term historical performance of the assets of the Plans, future expectations for returns for each asset class as well as target asset allocation of Plan assets. Differences in the rates of return in the short term are recognized as gains or losses in the periods that they occur.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

12. Retirement Plan - continued*Plan Assets*

We have consistently applied what we believe to be a conservative investment strategy for the Plans, investing in United States government obligations, cash and cash equivalents, fixed income funds, other diversified equities and mutual funds. Below are the weighted-average asset allocations by asset category:

| | Year Ended December | | |
|-------------------------------|----------------------------|-------------|-------------|
| | 31, | | |
| | 2006 | 2005 | 2004 |
| Vornado Plan: | | | |
| US Government obligations | 98% | 96% | 97% |
| Money Market Funds | 2% | 4% | 3% |
| Total | 100% | 100% | 100% |
| Merchandise Mart Plan: | | | |
| Mutual funds | 47% | 49% | 50% |
| Insurance Company Annuities | 53% | 51% | 50% |
| Total | 100% | 100% | 100% |
| AmeriCold Plan: | | | |
| Domestic equities | 41% | 31% | |
| International equities | 31% | 24% | |
| Fixed income securities | 23% | 15% | |
| Real estate | 5% | 12% | |
| Hedge funds | | 18% | |
| | 100% | 100% | |

Cash Flows

We expect to contribute \$3,854,000 to the Plans in 2007.

Estimated Future Benefit Payments

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid:

| | Pension Benefits |
|------|-------------------------|
| 2007 | \$ 6,758 |
| 2008 | 5,091 |
| 2009 | 6,408 |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

| | |
|-----------|--------|
| 2010 | 5,490 |
| 2011 | 5,339 |
| 2012-2016 | 29,655 |

177

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

13. Leases*As lessor:*

We lease space to tenants under operating leases. Most of the leases provide for the payment of fixed base rentals payable monthly in advance. Shopping center leases provide for the pass-through to tenants of real estate taxes, insurance and maintenance. Office building leases generally require the tenants to reimburse us for operating costs and real estate taxes above their base year costs. Shopping center leases also provide for the payment by the lessee of additional rent based on a percentage of the tenants' sales. As of December 31, 2006, future base rental revenue under non-cancelable operating leases, excluding rents for leases with an original term of less than one year and rents resulting from the exercise of renewal options, is as follows:

| (Amounts in thousands) | |
|---------------------------------|--------------|
| Year Ending December 31: | |
| 2007 | \$ 1,325,668 |
| 2008 | 1,262,338 |
| 2009 | 1,165,519 |
| 2010 | 1,045,124 |
| 2011 | 909,272 |
| Thereafter | 4,862,022 |

These amounts do not include rentals based on tenants' sales. These percentage rents approximated \$7,593,000, \$6,571,000, and \$5,563,000, for the years ended December 31, 2006, 2005, and 2004, respectively.

None of our tenants represented more than 10% of total revenues for the year ended December 31, 2006.

Former Bradlees Locations

Pursuant to the Master Agreement and Guaranty, dated May 1, 1992, we are due \$5,000,000 per annum of additional rent from Stop & Shop which was allocated to certain of Bradlees former locations. On December 31, 2002, prior to the expiration of the leases to which the additional rent was allocated, we reallocated this rent to other former Bradlees leases also guaranteed by Stop & Shop. Stop & Shop is contesting our right to reallocate and claims that we are no longer entitled to the additional rent. At December 31, 2006, we are due an aggregate of \$19,374,000. We believe the additional rent provision of the guaranty expires at the earliest in 2012 and are vigorously contesting Stop & Shop's position.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

13. Leases - continued*As lessee:*

We are a tenant under operating leases for certain properties. These leases have terms that expire during the next thirty years. Future minimum lease payments under operating leases at December 31, 2006, are as follows:

| (Amounts in thousands) | |
|---------------------------------|-----------|
| Year Ending December 31: | |
| 2007 | \$ 34,004 |
| 2008 | 33,084 |
| 2009 | 33,156 |
| 2010 | 29,664 |
| 2011 | 26,151 |
| Thereafter | 985,338 |

Rent expense was \$28,469,000, \$22,146,000, and \$21,334,000 for the years ended December 31, 2006, 2005 and 2004, respectively.

We are also a lessee under capital leases for equipment and real estate (primarily AmeriCold). Lease terms generally range from 5-20 years with renewal or purchase options. Capitalized leases are recorded at the present value of future minimum lease payments or the fair market value of the property. Capitalized leases are depreciated on a straight-line basis over the estimated life of the asset or life of the related lease, whichever is shorter. Amortization expense on capital leases is included in depreciation and amortization on our consolidated statements of income. As of December 31, 2006, future minimum lease payments under capital leases are as follows:

| (Amounts in thousands) | |
|---------------------------------------|-----------|
| Year Ending December 31: | |
| 2007 | \$ 11,950 |
| 2008 | 11,231 |
| 2009 | 10,339 |
| 2010 | 9,350 |
| 2011 | 8,735 |
| Thereafter | 64,829 |
| Total minimum obligations | 116,434 |
| Interest portion | (44,973) |
| Present value of net minimum payments | \$ 71,461 |

At December 31, 2006 and 2005, \$71,461,000 and \$48,329,000 representing the present value of net minimum payments are included in Other Liabilities on our consolidated balance sheets. At December 31, 2006 and 2005, property leased under capital leases had a total cost of \$86,677,000 and \$66,483,000 and related accumulated depreciation of \$18,672,000 and \$17,066,000, respectively.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

14. Commitments and Contingencies

At December 31, 2006, our \$1 billion revolving credit facility, which expires in June 2010, had a zero outstanding balance and \$20,732,000 was reserved for outstanding letters of credit. This facility contains financial covenants, which require us to maintain minimum interest coverage and maximum debt to market capitalization, and provides for higher interest rates in the event of a decline in our ratings below Baa3/BBB. At December 31, 2006, AmeriCold's \$30,000,000 revolving credit facility had a zero outstanding balance and \$17,000,000 was reserved for outstanding letters of credit. This facility requires AmeriCold to maintain, on a trailing four-quarter basis, a minimum of \$30,000,000 of free cash flow, as defined. Both of these facilities contain customary conditions precedent to borrowing, including representations and warranties and also contain customary events of default that could give rise to accelerated repayment, including such items as failure to pay interest or principal.

We carry commercial liability and all risk property insurance ((i) fire, (ii) flood, (iii) extended coverage, (iv) acts of terrorism as defined in the Terrorism Risk Insurance Extension Act of 2005 which expires in 2007 and (v) rental loss insurance) with respect to its assets. Below is a summary of the current all risk property insurance and terrorism risk insurance in effect through September 2007 for each of the following business segments:

| | Coverage Per Occurrence | |
|----------------------------------|-------------------------|----------------------------------|
| | All Risk (1) | Sub-Limits for Acts of Terrorism |
| New York Office | \$1.4 billion | \$750 million |
| Washington, DC Office | \$1.4 billion | \$750 million |
| Retail | \$500 million | \$500 million |
| Merchandise Mart | \$1.4 billion | \$750 million |
| Temperature Controlled Logistics | \$225 million | \$225 million |

(1) Limited as to terrorism insurance by the sub-limit shown in the adjacent column.

In addition to the coverage above, we carry lesser amounts of coverage for terrorist acts not covered by the Terrorism Risk Insurance Extension Act of 2005.

Our debt instruments, consisting of mortgage loans secured by its properties (which are generally non-recourse to us), its senior unsecured notes, exchangeable senior debentures, convertible debentures and revolving credit agreements contain customary covenants requiring us to maintain insurance. Although we believe that we have adequate insurance coverage under these agreements, we may not be able to obtain an equivalent amount of coverage at reasonable costs in the future. Further, if lenders insist on greater coverage than we are able to obtain, or if the Terrorism Risk Insurance Extension Act of 2005 is not extended past 2007, it could adversely affect our ability to finance and/or refinance our properties and expand our portfolio.

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

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

From time to time, we have disposed of substantial amounts of real estate to third parties for which, as to certain properties, we remain contingently liable for rent payments or mortgage indebtedness that we cannot quantify.

180

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

14. Commitments and Contingencies continued

On January 8, 2003, Stop & Shop filed a complaint with the United States District Court for the District of New Jersey claiming we had no right to reallocate and therefore continue to collect \$5,000,000 of annual rent from Stop & Shop pursuant to the Master Agreement and Guaranty. On May 17, 2005, we filed a motion for summary judgment. On July 15, 2005, Stop & Shop opposed our motion and filed a cross-motion for summary judgment. On December 13, 2005, the Court issued its decision denying the motions for summary judgment. Both parties appealed the Court's decision. On December 14, 2006, the Appellate Court division issued a decision affirming the Court's decision. On January 16, 2007, we filed a motion for reconsideration of one aspect of the Appellate Court's decision which has been submitted to the Appellate Court for consideration. We intend to pursue our claims against Stop & Shop vigorously.

On July 22, 2005, two corporations owned 50% by H Street filed a complaint against the Company, H Street and three parties affiliated with the sellers of H Street in the Superior Court of the District of Columbia alleging that we encouraged H Street and the affiliated parties to breach their fiduciary duties to these corporations and interfered with prospective business and contractual relationships. The complaint seeks an unspecified amount of damages and a rescission of our acquisition of H Street. On September 12, 2005, we filed a complaint against each of those corporations and their acting directors seeking a restoration of H Street's full shareholder rights and damages. In addition, on July 29, 2005, a tenant under ground leases for which one of these 50%-owned corporations is landlord brought a separate suit in the Superior Court of the District of Columbia, alleging, among other things, that the acquisition of H Street violated a provision giving them a right of first offer and seeks rescission of our acquisition, the right to acquire H Street for the price paid by us and/or damages. On July 14, 2006, we filed a counterclaim against the tenant asserting that the tenant and the other owner of the 50%-owned ground landlord deliberately excluded H Street from negotiating and executing a purported amendment to the agreement to lease when H Street's consent and execution was required and, consequently, that the amended agreement and the related ground leases are invalid, the tenant is in default under the ground leases and the ground leases are void and without any effect. As of February 1, 2007, discovery is substantially complete and we are awaiting a trial date. We believe that the actions filed against us are without merit and that we will ultimately be successful in defending against them.

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

We entered into agreements for the purchase and resale of U.S. government obligations for periods of up to one week. The obligations purchased under these agreements are held in safekeeping in our name by various money center banks. We have the right to demand additional collateral or return of these invested funds at any time the collateral value is less than 102% of the invested funds plus any accrued earnings thereon. We had \$219,990,000 and \$177,650,000 of cash invested in these agreements at December 31, 2006 and 2005.

We are committed to fund additional capital aggregating \$73,560,000, related to our acquisitions and investments in partially owned entities. Of this amount, \$25,000,000 relates to capital expenditures to be funded over the next six years at the Springfield Mall, in which we have a 97.5% interest.

In addition to the above, on November 10, 2005, we committed to fund the junior portion of up to \$30,530,000 of a \$173,000,000 construction loan to an entity developing a mix-use building complex in Boston, Massachusetts, at the north end of the Boston Harbor. We will earn current-pay interest at 30-day LIBOR plus 11%. The loan will mature in November 2008, with a one-year extension option. As of December 31, 2006, we have funded \$2,288,000 of this commitment.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Pursuant to the November 18, 2004 sale by Vornado and Crescent Real Estate Equities Company (CEI), of 20.7% of AmeriCold Realty Trust to Yucaipa for \$145,000,000, Yucaipa is entitled to receive up to 20% of the increase in the value of AmeriCold, realized through the sale of a portion of our and CEI s interest in AmeriCold subject to limitations, provided that AmeriCold s Threshold EBITDA, as defined, exceeds \$133,500,000 for the year ending December 31, 2007.

181

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

15. Related Party Transactions

Loan and Compensation Agreements

On November 30, 2006, Michael Fascitelli, our President, repaid to the Company his \$8,600,000 outstanding loan which was scheduled to mature in December 2006. The loan was made to him in 1996 pursuant to his employment agreement.

On December 31, 2006, 1,546,106 shares held in a rabbi trust, established for deferred compensation purposes as part of Mr. Fascitelli's 1996 and 2001 employment agreements, were distributed to Mr. Fascitelli, net of 739,130 shares which were used to satisfy the resulting tax withholding obligation. The shares we received for the tax liability were retired upon receipt.

On December 22, 2005, Steven Roth, our Chief Executive Officer, repaid to the Company his \$13,122,500 outstanding loan which was scheduled to mature in January 2006. Pursuant to a credit agreement dated November 1999, Mr. Roth may draw up to \$15,000,000 of loans from the Company on a revolving basis. Each loan bears interest, payable quarterly, at the applicable Federal rate on the date the loan is made and matures on the sixth anniversary of such loan. Loans are collateralized by assets with a value of not less than two times the amount outstanding. On December 23, 2005, Mr. Roth borrowed \$13,122,500 under this facility, which bears interest at 4.45% per annum and matures on December 23, 2011.

On February 22, 2005, we entered into a new employment agreement with Sandeep Mathrani, Executive Vice President - Retail Division. Pursuant to the agreement, the Compensation Committee granted Mr. Mathrani (i) 16,836 restricted shares of our stock, (ii) stock options to acquire 300,000 of our common shares at an exercise price of \$71.275 per share and (iii) the right to receive 200,000 stock options over the next two years at the then prevailing market price. In addition, Mr. Mathrani repaid the \$500,000 loan we provided him under his prior employment agreement.

On March 11, 2004, we loaned \$2,000,000 to Melvyn Blum, an executive officer, pursuant to the revolving credit facility contained in his January 2000 employment agreement. Melvyn Blum resigned effective July 15, 2005. In accordance with the terms of his employment agreement, his \$2,000,000 outstanding loan as of June 30, 2005 was repaid on August 14, 2005.

Pursuant to our annual compensation review in February 2002 with Joseph Macnow, our Chief Financial Officer, the Compensation Committee approved a \$2,000,000 loan to Mr. Macnow, which bears interest at the applicable federal rate of 4.65% per annum and matures in June 2007. The loan was funded on July 23, 2002 and is collateralized by assets with a value of not less than two times the loan amount.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

15. Related Party Transactions -continued

Transactions with Affiliates and Officers and Trustees of the Company

Alexander s

We own 33% of Alexander s. Steven Roth, our Chairman of the Board and Chief Executive Officer, and Michael D. Fascitelli, our President, are officers and directors of Alexander s. We provide various services to Alexander s in accordance with management, development and leasing agreements. These agreements are described in Note 6 - Investments in Partially Owned Entities.

On December 29, 2005, Michael Fascitelli, our President and President of Alexander s, exercised 350,000 of his Alexander s stock appreciation rights (SARs) which were scheduled to expire in December 2006 and received \$173.82 for each SAR exercised, representing the difference between Alexander s stock price of \$247.70 (the average of the high and low market price) on the date of exercise and the exercise price of \$73.88. This exercise was consistent with Alexander s tax planning.

On January 10, 2006, the Omnibus Stock Plan Committee of the Board of Directors of Alexander s granted Mr. Fascitelli a SAR covering 350,000 shares of Alexander s common stock. The exercise price of the SAR is \$243.83 per share of common stock, which was the average of the high and low trading price of Alexander s common stock on date of grant. The SAR became exercisable on July 10, 2006, provided Mr. Fascitelli is employed with Alexander s on such date, and will expire on March 14, 2007. Mr. Fascitelli s early exercise and Alexander s related tax consequences were factors in Alexander s decision to make the new grant to him.

Interstate Properties (Interstate)

Interstate is a general partnership in which Steven Roth, our Chairman of the Board and Chief Executive Officer, is the managing general partner. David Mandelbaum and Russell B. Wight, Jr., Trustees of Vornado and Directors of Alexander s, are Interstate s two other partners. As of December 31, 2006, Interstate and its partners beneficially owned approximately 8.5% of the common shares of beneficial interest of Vornado and 27.6% of Alexander s common stock.

We manage and lease the real estate assets of Interstate pursuant to a management agreement for which we receive an annual fee equal to 4% of annual base rent and percentage rent. The management agreement has a term of one year and is automatically renewable unless terminated by either of the parties on sixty days notice at the end of the term. We believe based upon comparable fees charged by other real estate companies that the management agreement terms are fair to us. We earned \$798,000, \$791,000 and \$726,000 of management fees under the agreement for the years ended December 31, 2006, 2005 and 2004.

Vornado Operating Company (Vornado Operating)

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

In October 1998, Vornado Operating was spun off from Vornado in order to own assets that we could not own and conduct activities that we could not conduct as a REIT. Vornado Operating's primary asset was its 60% investment in AmeriCold Logistics, which leased 88 refrigerated warehouses from AmeriCold, owned 60% by us. On November 4, 2004, AmeriCold purchased its tenant, AmeriCold Logistics, for \$47,700,000 in cash. As part of this transaction, Vornado Operating repaid the \$21,989,000 balance of its loan to us as well as \$4,771,000 of unpaid interest. Because we fully reserved for the interest income on this loan beginning in January 2002, we recognized \$4,771,000 of income upon collection in the fourth quarter 2004.

In November 2004, a class action shareholder derivative lawsuit was brought in the Delaware Court of Chancery against Vornado Operating, its directors and Vornado. The lawsuit sought to enjoin the dissolution of Vornado Operating, rescind the previously completed sale of AmeriCold Logistics (owned 60% by Vornado Operating) to AmeriCold (owned 60% by us) and damages. In addition, the plaintiffs claimed that the Vornado Operating directors breached their fiduciary duties. On November 24, 2004, a stipulation of settlement was entered into under which we agreed to settle the lawsuit with a payment of approximately \$4,500,000 or about \$1 per Vornado Operating share or partnership unit before litigation expenses. We accrued the proposed settlement payment and related legal costs as part of general and administrative expense in the fourth quarter of 2004. On March 22, 2005, the Court approved the settlement.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

15. Related Party Transactions -continued

Other

On December 20, 2005, we acquired a 46% partnership interest in, and became co-general partner of, partnerships that own a complex in Rosslyn, Virginia, containing four office buildings with an aggregate of 714,000 square feet and two apartment buildings containing 195 rental units. The consideration for the acquisition consisted of 734,486 newly issued Operating Partnership units (valued at \$61,814,000 at acquisition) and \$27,300,000 for our pro-rata share of existing debt. Of the partnership interest acquired, 19% was from Robert H. Smith and Robert P. Kogod, trustees of Vornado, and their family members, representing all of their interest in the partnership.

On April 13, 2006, we acquired the 92.65% interest that we did not already own of 1925 K Street, a 150,000 square foot office building located in the Central Business District of Washington, DC. The purchase price for the 92.65% interest was \$52,800,000, consisting of \$34,600,000 in cash and \$18,200,000 of existing mortgage debt. Mitchell N. Schear, President of our Washington, DC Office division, received \$3,675,000 for his share of the proceeds as a partner of the selling entity.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

16. Minority Interest

Minority interest represents limited partners, other than Vornado, interest in the Operating Partnership and is comprised of:

| Unit Series | Outstanding Units at | | Per Unit Liquidation Preference | Preferred or | Conversion |
|--|----------------------|----------------------|---------------------------------------|--------------------------------|----------------------------|
| | December 31, 2006 | December 31, 2005 | | Annual Distribution Rate | Rate Into Class A Units |
| Common: | | | | | |
| Class A ⁽¹⁾ | 15,419,758 | 15,333,673 | N/A | \$ 3.40 | N/A |
| Convertible Preferred: | | | | | |
| B-1 Convertible Preferred ⁽²⁾ | 139,798 | 563,263 | \$ 50.00 | \$ 2.50 | (2) |
| B-2 Convertible Preferred ⁽²⁾ | 304,761 | 304,761 | \$ 50.00 | \$ 4.00 | (2) |
| 9.00% F-1 Preferred ⁽³⁾ | 400,000 | 400,000 | \$ 25.00 | \$ 2.25 | (3) |
| Perpetual Preferred: ⁽⁴⁾ | | | | | |
| 8.25% D-9 Cumulative Redeemable ⁽⁵⁾ | | 1,800,000 | \$ 25.00 | \$ 2.0625 | N/A |
| 7.00% D-10 Cumulative Redeemable | 3,200,000 | 3,200,000 | \$ 25.00 | \$ 1.75 | N/A |
| 7.20% D-11 Cumulative Redeemable | 1,400,000 | 1,400,000 | \$ 25.00 | \$ 1.80 | N/A |
| 6.55% D-12 Cumulative Redeemable | 800,000 | 800,000 | \$ 25.00 | \$ 1.637 | N/A |
| 3.00% D-13 Cumulative Redeemable ⁽⁶⁾ | 1,867,311 | 1,867,311 | \$ 25.00 | \$ 0.75 | (6) |
| 6.75% D-14 Cumulative Redeemable | 4,000,000 | 4,000,000 | \$ 25.00 | \$ 1.6815 | N/A |
| 6.875% D-15 Cumulative Redeemable ⁽⁷⁾ | 1,800,000 | | \$ 25.00 | \$ 1.71875 | N/A |

(1) The Class A units are redeemable at the option of the holder for Vornado common shares on a one-for-one basis, or at our option for cash. Class A unitholders receive distributions equal to the dividends paid to Vornado common shareholders.

(2) Effective on October 2, 2006, all of the then outstanding Series B-1 and Series B-2 preferred units were exchanged for 653,574 Class A units, 304,761 new Class B-2 units and 139,798 new Class B-1 units. The new Class B-1 and B-2 units are convertible into Class A units at a rate of 218 Class A units for each pairing of 100 Class B-1 units and 218 Class B-2 units. Class B-1 unitholders are entitled to receive, in liquidation, an amount equal to the positive difference, if any, between the amount paid in liquidation for a Class A unit and the amount paid in respect of a Class B-2 unit multiplied by 2.18. Class B-2 unitholders are entitled to receive in liquidation the lesser of \$50 per unit or the amount paid in respect of a Class A unit on liquidation divided by 2.18. Class B-1 unitholders receive distributions only if, and to the extent that, we pay quarterly dividends on the Class A units in excess of \$0.85 per unit. Class B-2 unitholders are expected to receive quarterly distributions of \$0.39 per unit.

(3) The holders of the Series F-1 preferred units have the right to require us to redeem the units for cash equal to the liquidation preference or, at our option, by issuing a variable number of Vornado common shares with a value equal to the liquidation amount. In accordance with SFAS No. 150, the liquidation amount of the F-1 preferred units are classified as a liability, and the related distributions as interest expense, because of the possible settlement of this obligation by issuing a variable number of our common shares.

(4) Convertible at the option of the holder for an equivalent amount of Vornado preferred shares and redeemable at our option after the 5th anniversary of the date of issuance (ranging from November 2008 to December 2011).

(5) On September 21, 2006, we redeemed the 8.25% Series D-9 Cumulative Redeemable Preferred Units at a redemption price of \$25.00 per unit, or an aggregate of \$45,000,000 plus accrued distributions. In connection with the redemption, we expensed \$1,125,000 of issuance costs in 2006.

(6) The Series D-13 units may be called without penalty at the option of the Company commencing in December 2011 or redeemed at the option of the holder commencing in December 2006 for cash equal to the liquidation preference of \$25.00 per unit, or at the Company's option, by issuing a variable number of Vornado's common shares. In accordance with SFAS No. 150, the liquidation amount of the D-13 units are classified as a liability, and related distributions as interest expense, because of the possible settlement of this obligation by issuing a variable number of the Company's common shares.

(7) On May 2, 2006, we sold 1,400,000 perpetual 6.875% Series D-15 Cumulative Redeemable Preferred Units, at a price of \$25.00 per unit. On August 17, 2006 we sold an additional 400,000 Series D-15 Units at a price of \$25.00 per unit, for a combined total of 1,800,000 Series D-15 units and net proceeds of \$43,875,000. We may redeem the Series D-15 Units at a price of \$25.00 per unit after May 2, 2011.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

17. Income Per Share

The following table provides a reconciliation of both net income and the number of common shares used in the computation of (i) basic income per common share - which utilizes the weighted average number of common shares outstanding without regard to dilutive potential common shares, and (ii) diluted income per common share - which includes the weighted average common shares and dilutive share equivalents. Potentially dilutive share equivalents include our Series A convertible preferred shares, employee stock options and restricted share awards, exchangeable and convertible senior debentures, as well as Operating Partnership convertible preferred units.

(Amounts in thousands, except per share amounts)

| | Year Ended December 31, | | |
|---|--------------------------------|-------------|-------------|
| | 2006 | 2005 | 2004 |
| Numerator: | | | |
| Income from continuing operations, net of minority interest | \$ 526,732 | \$ 504,089 | \$ 511,672 |
| Income from discontinued operations, net of minority interest | 33,408 | 35,515 | 81,245 |
| Net income | 560,140 | 539,604 | 592,917 |
| Preferred share dividends | (57,511) | (46,501) | (21,920) |
| Numerator for basic income per share net income applicable to common shares | 502,629 | 493,103 | 570,997 |
| Impact of assumed conversions: | | | |
| Series A convertible preferred share dividends | 631 | 943 | 1,068 |
| Series B-1 and B-2 convertible preferred unit distributions | 485 | | 4,710 |
| Series E-1 convertible preferred unit distributions | | | 1,581 |
| Series F-1 convertible preferred unit distributions | | | 743 |
| Numerator for diluted income per share net income applicable to common shares | \$ 503,745 | \$ 494,046 | \$ 579,099 |
| Denominator: | | | |
| Denominator for basic income per share weighted average shares | 142,145 | 133,768 | 125,241 |
| Effect of dilutive securities (1): | | | |
| Employee stock options and restricted share awards | 7,829 | 6,842 | 5,515 |
| Series A convertible preferred shares | 269 | 402 | 457 |
| Series B-1 and B-2 convertible preferred units | 168 | | 1,102 |
| Series E-1 convertible preferred units | | | 637 |
| Series F-1 convertible preferred units | | | 183 |
| Denominator for diluted income per share | | | |
| adjusted weighted average shares and assumed conversions | 150,411 | 141,012 | 133,135 |
| INCOME PER COMMON SHARE BASIC: | | | |
| Income from continuing operations | \$ 3.30 | \$ 3.42 | \$ 3.91 |
| Income from discontinued operations | .24 | .27 | .65 |
| Net income per common share | \$ 3.54 | \$ 3.69 | \$ 4.56 |
| INCOME PER COMMON SHARE DILUTED: | | | |
| Income from continuing operations | \$ 3.13 | \$ 3.25 | \$ 3.74 |
| Income from discontinued operations | .22 | .25 | .61 |
| Net income per common share | \$ 3.35 | \$ 3.50 | \$ 4.35 |

(1) The effect of dilutive securities in the years ended December 31, 2006 and 2005 excludes an aggregate of 6,737,169 and 5,735,213 weighted average common share equivalents, respectively, as their effect was anti-dilutive. The year ended December 31, 2004 includes all outstanding potentially dilutive share equivalents in that period.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

18. Summary of Quarterly Results (UNAUDITED)

The following summary represents the results of operations for each quarter in 2006, 2005 and 2004:

| | Revenue | Net Income Applicable to Common Shares ⁽¹⁾ | Income Per Common Share ⁽²⁾ | |
|--|------------|---|---|---------|
| | | | Basic | Diluted |
| (Amounts in thousands, except share amounts) | | | | |
| 2006 | | | | |
| December 31 | \$ 723,252 | \$ 105,427 | \$ 0.73 | \$ 0.69 |
| September 30 | 678,474 | 113,632 | 0.80 | 0.76 |
| June 30 | 663,032 | 148,765 | 1.05 | 0.99 |
| March 31 | 647,337 | 134,805 | 0.96 | 0.91 |
| 2005 | | | | |
| December 31 | \$ 694,514 | \$ 105,750 | \$.75 | \$.71 |
| September 30 | 653,464 | 27,223 | .20 | .19 |
| June 30 | 591,475 | 172,697 | 1.33 | 1.25 |
| March 31 | 595,249 | 187,433 | 1.46 | 1.39 |
| 2004 | | | | |
| December 31 | \$ 502,696 | \$ 233,603 | \$ 1.84 | \$ 1.73 |
| September 30 | 412,048 | 104,501 | 0.83 | 0.79 |
| June 30 | 395,684 | 158,436 | 1.26 | 1.21 |
| March 31 | 389,266 | 74,457 | 0.61 | 0.59 |

(1) Fluctuations among quarters results primarily from the mark-to-market of derivative instruments (Sears and McDonalds option shares, and GMH warrants), net gains on sale of real estate and from seasonality of operations.

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

19. Costs of Acquisitions and Development Not Consummated

In the third quarter of 2004, we expensed \$1,475,000 of costs associated with the Mervyn's Department Stores acquisition not consummated.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

20. Segment Information

We have the following business segments: New York Office Properties, Washington, DC Office Properties, Retail Properties, Merchandise Mart Properties, Temperature Controlled Logistics Properties and Toys R Us (Toys). EBITDA represents Earnings Before Interest, Taxes, Depreciation and Amortization. Management considers EBITDA a supplemental measure for making decisions and assessing the un-levered performance of its segments as it relates to the total return on assets as opposed to the levered return on equity. As properties are bought and sold based on a multiple of EBITDA, management utilizes this measure to make investment decisions as well as to compare the performance of its assets to that of its peers. EBITDA should not be considered a substitute for net income. EBITDA may not be comparable to similarly titled measures employed by other companies.

| (Amounts in thousands) | For the Year Ended December 31, 2006 | | | | | | | |
|---|--------------------------------------|-------------------------|----------------|-----------------------|---------------------------------|---|-----------|----------------------|
| | Total | New York ⁽²⁾ | Washington, DC | Retail ⁽²⁾ | Merchandise Mart ⁽²⁾ | Temperature Controlled Logistics ⁽³⁾ | Toys | Other ⁽⁴⁾ |
| Property rentals | \$ 1,481,419 | \$ 487,421 | \$ 405,611 | \$ 264,727 | \$ 236,945 | \$ | \$ | \$ 86,715 |
| Straight-line rents: | | | | | | | | |
| Contractual rent increases | 31,552 | 4,431 | 13,341 | 7,908 | 6,038 | | | (166) |
| Amortization of free rent | 31,103 | 7,245 | 16,181 | 5,080 | 2,597 | | | |
| Amortization of acquired below-market leases, net | 23,814 | 976 | 4,502 | 15,513 | 43 | | | 2,780 |
| Total rentals | 1,567,888 | 500,073 | 439,635 | 293,228 | 245,623 | | | 89,329 |
| Temperature Controlled Logistics | 779,110 | | | | | 779,110 | | |
| Tenant expense reimbursements | 261,471 | 102,488 | 34,002 | 101,737 | 19,125 | | | 4,119 |
| Fee and other income: | | | | | | | | |
| Tenant cleaning fees | 33,779 | 42,317 | | | | | | (8,538) |
| Management and leasing fees | 10,256 | 1,111 | 7,643 | 1,463 | 39 | | | |
| Lease termination fees | 29,362 | 25,188 | 2,798 | 371 | 1,005 | | | |
| Other | 30,229 | 12,307 | 10,167 | 1,588 | 6,082 | | | 85 |
| Total revenues | 2,712,095 | 683,484 | 494,245 | 398,387 | 271,874 | 779,110 | | 84,995 |
| Operating expenses | 1,366,430 | 301,583 | 154,890 | 130,520 | 109,020 | 620,833 | | 49,584 |
| Depreciation and amortization | 397,403 | 98,474 | 109,544 | 50,806 | 44,492 | 73,025 | | 21,062 |
| General and administrative | 221,356 | 16,942 | 34,876 | 21,683 | 26,074 | 40,885 | | 80,896 |
| Total expenses | 1,985,189 | 416,999 | 299,310 | 203,009 | 179,586 | 734,743 | | 151,542 |
| Operating income (loss) | 726,906 | 266,485 | 194,935 | 195,378 | 92,288 | 44,367 | | (66,547) |
| (Loss) income applicable to | | | | | | | | |
| Alexander s | (14,530) | 772 | | 716 | | | | (16,018) |
| Loss applicable to Toys R Us | (47,520) | | | | | | (47,520) | |
| Income from partially owned entities | 61,777 | 3,844 | 13,302 | 5,950 | 1,076 | 1,422 | | 36,183 |
| Interest and other investment income | 262,188 | 913 | 1,794 | 812 | 275 | 6,785 | | 251,609 |
| Interest and debt expense | (477,775) | (84,134) | (99,286) | (79,202) | (28,672) | (81,890) | | (104,591) |
| Net gain on disposition of wholly owned and partially owned assets other than depreciable real estate | 76,073 | | | | | | | 76,073 |
| Minority interest of partially owned entities | 20,173 | | | 84 | 5 | 18,810 | | 1,274 |
| Income (loss) from continuing operations | 607,292 | 187,880 | 110,745 | 123,738 | 64,972 | (10,506) | (47,520) | 177,983 |
| Income from discontinued operations, net | 33,408 | | 16,401 | 9,206 | 5,682 | 2,107 | | 12 |
| Income (loss) before allocation to minority limited partners | 640,700 | 187,880 | 127,146 | 132,944 | 70,654 | (8,399) | (47,520) | 177,995 |
| Minority limited partners interest in the Operating Partnership | (58,712) | | | | | | | (58,712) |
| Perpetual preferred unit distributions of the Operating Partnership | (21,848) | | | | | | | (21,848) |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

| | | | | | | | | | | |
|--|--------------|------------|------------|------------|------------|-----------|-----|------------|--------|------------|
| Net income (loss) | 560,140 | 187,880 | 127,146 | 132,944 | 70,654 | (8,399 |) | (47,520 |) | 97,435 |
| Interest and debt expense ⁽¹⁾ | 692,496 | 86,861 | 107,477 | 89,748 | 29,551 | 38,963 | | 196,259 | | 143,637 |
| Depreciation and amortization ⁽¹⁾ | 542,515 | 101,976 | 123,314 | 56,168 | 45,077 | 34,854 | | 137,176 | | 43,950 |
| Income tax (benefit) expense ⁽¹⁾ | (11,848 |) | 8,842 | | (441 |) | 873 | (22,628 |) | 1,506 |
| EBITDA | \$ 1,783,303 | \$ 376,717 | \$ 366,779 | \$ 278,860 | \$ 144,841 | \$ 66,291 | | \$ 263,287 | | \$ 286,528 |
| Percentage of EBITDA by segment | 100.0 | % 21.1 | % 20.6 | % 15.6 | % 8.1 | % 3.7 | | % 14.8 | % 16.1 | % |

See notes on page 191.

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

20. Segment Information - continued

(Amounts in thousands)

| | For the Year Ended December 31, 2005 | | | | | | | |
|---|--------------------------------------|--------------------------------------|-------------------|-----------------------|------------------------------------|---|-----------|----------------------|
| | Total | Office New York ⁽²⁾ | Washington, DC | Retail ⁽²⁾ | Merchandise Mart ⁽²⁾ | Temperature Controlled Logistics ⁽³⁾ | Toys | Other ⁽⁴⁾ |
| Property rentals | \$ 1,322,099 | \$ 460,062 | \$ 375,132 | \$ 199,519 | \$ 215,283 | \$ | \$ | \$ 72,103 |
| Straight-line rents: | | | | | | | | |
| Contractual rent increases | 22,805 | 6,163 | 7,162 | 5,981 | 3,439 | | | 60 |
| Amortization of free rent | 27,136 | 11,280 | 5,306 | 4,030 | 6,520 | | | |
| Amortization of acquired below- | | | | | | | | |
| market leases, net | 13,973 | | 7,564 | 5,596 | | | | 813 |
| Total rentals | 1,386,013 | 477,505 | 395,164 | 215,126 | 225,242 | | | 72,976 |
| Temperature Controlled Logistics | 846,881 | | | | | 846,881 | | |
| Tenant expense reimbursements | 207,168 | 97,987 | 17,895 | 73,284 | 15,268 | | | 2,734 |
| Fee and other income: | | | | | | | | |
| Tenant cleaning fees | 30,350 | 30,350 | | | | | | |
| Management and leasing fees | 15,433 | 893 | 13,539 | 941 | 60 | | | |
| Lease termination fees | 30,117 | 10,392 | 354 | 2,399 | 16,972 | | | |
| Other | 18,740 | 8,729 | 4,961 | 271 | 4,778 | | | 1 |
| Total revenues | 2,534,702 | 625,856 | 431,913 | 292,021 | 262,320 | 846,881 | | 75,711 |
| Operating expenses | 1,298,948 | 278,234 | 125,032 | 88,690 | 95,931 | 662,703 | | 48,358 |
| Depreciation and amortization | 332,175 | 87,118 | 83,553 | 32,965 | 39,456 | 73,776 | | 15,307 |
| General and administrative | 182,809 | 14,315 | 25,715 | 15,800 | 24,636 | 40,925 | | 61,418 |
| Total expenses | 1,813,932 | 379,667 | 234,300 | 137,455 | 160,023 | 777,404 | | 125,083 |
| Operating income (loss) | 720,770 | 246,189 | 197,613 | 154,566 | 102,297 | 69,477 | | (49,372) |
| Income applicable to Alexander's | 59,022 | 694 | | 695 | | | | 57,633 |
| Loss applicable to Toys R Us | (40,496) | | | | | | (40,496) | |
| Income from partially owned | | | | | | | | |
| entities | 36,165 | 2,563 | 1,076 | 9,094 | 588 | 1,248 | | 21,596 |
| Interest and other investment | | | | | | | | |
| income | 167,220 | 713 | 1,106 | 583 | 187 | 2,273 | | 162,358 |
| Interest and debt expense | (339,952) | (58,829) | (81,664) | (60,018) | (10,769) | (56,272) | | (72,400) |
| Net gain on disposition of wholly | | | | | | | | |
| owned and partially owned | | | | | | | | |
| assets other than depreciable | | | | | | | | |
| real estate | 39,042 | 606 | 84 | 896 | | | | 37,456 |
| Minority interest of partially owned entities | (3,808) | | | | 120 | (4,221) | | 293 |
| Income (loss) from continuing | | | | | | | | |
| operations | 637,963 | 191,936 | 118,215 | 105,816 | 92,423 | 12,505 | (40,496) | 157,564 |
| Income from discontinued | | | | | | | | |
| operations, net | 35,515 | | 74 | 656 | 2,182 | | | 32,603 |
| Income (loss) before allocation to | | | | | | | | |
| minority limited partners | 673,478 | 191,936 | 118,289 | 106,472 | 94,605 | 12,505 | (40,496) | 190,167 |
| Minority limited partners' interest | | | | | | | | |
| in the Operating Partnership | (66,755) | | | | | | | (66,755) |
| Perpetual preferred unit | | | | | | | | |
| distributions of the | | | | | | | | |
| Operating Partnership | (67,119) | | | | | | | (67,119) |
| Net income (loss) | 539,604 | 191,936 | 118,289 | 106,472 | 94,605 | 12,505 | (40,496) | 56,293 |
| Interest and debt expense ⁽¹⁾ | 415,826 | 60,821 | 84,913 | 68,274 | 11,592 | 26,775 | 46,789 | 116,662 |
| Depreciation and amortization ⁽¹⁾ | 367,260 | 88,844 | 86,376 | 37,954 | 41,757 | 35,211 | 33,939 | 43,179 |
| Income tax (benefit) expense ⁽¹⁾ | (21,062) | | 1,199 | | 1,138 | 1,275 | (25,372) | 698 |
| EBITDA | \$ 1,301,628 | \$ 341,601 | \$ 290,777 | \$ 212,700 | \$ 149,092 | \$ 75,766 | \$ 14,860 | \$ 216,832 |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Percentage of EBITDA by segment 100 % 26.2 % 22.4 % 16.3 % 11.5 % 5.8 % 1.1 % 16.7 %

See notes on page 191.

189

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

20. Segment Information - continued

(Amounts in thousands)

| | For the Year Ended December 31, 2004 | | | | | | |
|--|--------------------------------------|--------------------------------------|-------------------|-----------------------|------------------------------------|---|----------------------|
| | Total | Office New York ⁽²⁾ | Washington, DC | Retail ⁽²⁾ | Merchandise Mart ⁽²⁾ | Temperature Controlled Logistics ⁽³⁾ | Other ⁽⁴⁾ |
| Property rentals | \$ 1,262,448 | \$ 435,835 | \$ 389,692 | \$ 163,176 | \$ 210,934 | \$ | \$ 62,811 |
| Straight-line rents: | | | | | | | |
| Contractual rent increases | 35,063 | 15,258 | 11,421 | 5,007 | 3,212 | | 165 |
| Amortization of free rent | 26,059 | 9,665 | (168) | 11,290 | 5,278 | | (6) |
| Amortization of acquired below- | | | | | | | |
| market leases, net | 14,985 | | 10,112 | 4,873 | | | |
| Total rentals | 1,338,555 | 460,758 | 411,057 | 184,346 | 219,424 | | 62,970 |
| Temperature Controlled Logistics | 87,428 | | | | | 87,428 | |
| Tenant expense reimbursements | 189,237 | 88,408 | 16,022 | 64,363 | 17,159 | | 3,285 |
| Fee and other income: | | | | | | | |
| Tenant cleaning fees | 31,293 | 31,293 | | | | | |
| Management and leasing fees | 16,754 | 1,039 | 14,462 | 1,084 | 155 | | 14 |
| Lease termination fees | 16,989 | 10,110 | 2,586 | 709 | 3,584 | | |
| Other | 19,438 | 10,392 | 2,998 | 908 | 5,076 | | 64 |
| Total revenues | 1,699,694 | 602,000 | 447,125 | 251,410 | 245,398 | 87,428 | 66,333 |
| Operating expenses | 676,025 | 264,714 | 125,616 | 78,017 | 94,499 | 67,989 | 45,190 |
| Depreciation and amortization | 241,766 | 81,994 | 77,346 | 26,622 | 34,623 | 7,968 | 13,213 |
| General and administrative | 145,040 | 13,602 | 24,746 | 13,145 | 22,449 | 4,264 | 66,834 |
| Cost of acquisitions not | | | | | | | |
| consummated | 1,475 | | | | | | 1,475 |
| Total expenses | 1,064,306 | 360,310 | 227,708 | 117,784 | 151,571 | 80,221 | 126,712 |
| Operating income (loss) | 635,388 | 241,690 | 219,417 | 133,626 | 93,827 | 7,207 | (60,379) |
| Income applicable to Alexander's | 8,580 | 433 | | 668 | | | 7,479 |
| Income (loss) from partially owned | | | | | | | |
| entities | 43,381 | 2,502 | 226 | (1,678) | 545 | 5,641 | 36,145 |
| Interest and other investment income | 203,998 | 569 | 428 | 397 | 105 | 220 | 202,279 |
| Interest and debt expense | (242,142) | (38,335) | (90,568) | (58,625) | (11,255) | (6,379) | (36,980) |
| Net gain on disposition of wholly | | | | | | | |
| owned and partially owned | | | | | | | |
| assets other than depreciable | | | | | | | |
| real estate | 19,775 | | 369 | | | | 19,406 |
| Minority interest of partially owned | | | | | | | |
| entities | (109) | | | | | (158) | 49 |
| Income from continuing operations | 668,871 | 206,859 | 129,872 | 74,388 | 83,222 | 6,531 | 167,999 |
| Income from discontinued | | | | | | | |
| operations, net | 81,245 | | 1,175 | 10,999 | 2,112 | | 66,959 |
| Income before allocation to | | | | | | | |
| minority limited partners | 750,116 | 206,859 | 131,047 | 85,387 | 85,334 | 6,531 | 234,958 |
| Minority limited partners' interest | | | | | | | |
| in the Operating Partnership | (88,091) | | | | | | (88,091) |
| Perpetual preferred unit distributions | | | | | | | |
| of the Operating Partnership | (69,108) | | | | | | (69,108) |
| Net income | 592,917 | 206,859 | 131,047 | 85,387 | 85,334 | 6,531 | 77,759 |
| Interest and debt expense ⁽¹⁾ | 313,289 | 40,338 | 93,264 | 61,820 | 12,166 | 30,337 | 75,364 |
| Depreciation and amortization ⁽¹⁾ | 296,980 | 83,492 | 79,483 | 30,619 | 36,578 | 34,567 | 32,241 |
| Income tax expense ⁽¹⁾ | 1,664 | | 406 | | 852 | 79 | 327 |
| EBITDA | \$ 1,204,850 | \$ 330,689 | \$ 304,200 | \$ 177,826 | \$ 134,930 | \$ 71,514 | \$ 185,691 |
| Percentage of EBITDA by segment | 100 | % 27.4 | % 25.3 | % 14.8 | % 11.2 | % 5.9 | % 15.4 |

See notes on following page.

190

VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

20. Segment Information - continued

Notes to preceding tabular information:

- (1) Interest and debt expense and depreciation and amortization included in the reconciliation of net income to EBITDA includes our share of the interest and debt expense and depreciation and amortization of its partially owned entities.
- (2) At December 31, 2004, 7 West 34th Street, a 440,000 square foot New York office building, was 100% occupied by four tenants, of which Health Insurance Plan of New York (HIP) and Fairchild Publications occupied 255,000 and 146,000 square feet, respectively. Effective January 4, 2005, we entered into a lease termination agreement with HIP under which HIP made an initial payment of \$13,362 and is anticipated to make annual payments ranging from \$1,000 to \$2,000 over the remaining six years of the HIP lease contingent upon the level of operating expenses of the building in each year. In connection with the termination of the HIP lease, we expensed the \$2,462 balance of the HIP receivable arising from the straight-lining of rent. In the first quarter of 2005, we began redevelopment of a portion of this property into a permanent showroom building for the giftware industry. As of January 1, 2005, we transferred the operations and financial results related to the office component of this asset from the New York Office division to the Merchandise Mart division for both the current and prior periods presented. The operations and financial results related to the retail component of this asset were transferred to the Retail division for both current and prior periods presented.
- (3) Operating results for the year ended December 31, 2004 reflect the consolidation of our investment in AmeriCold beginning on November 18, 2004. Previously, this investment was accounted for on the equity method.
- (4) Other EBITDA is comprised of:

| (Amounts in thousands) | For the Year Ended December | | |
|---|-----------------------------|------------|------------|
| | 2006 | 2005 | 2004 |
| Alexander's | \$ 14,130 | \$ 84,874 | \$ 25,909 |
| Newkirk Master Limited Partnership | 51,737 | 55,126 | 70,517 |
| Hotel Pennsylvania | 27,495 | 22,522 | 15,643 |
| GMH Communities L.P | 10,737 | 7,955 | 1,440 |
| Industrial warehouses | 5,582 | 5,666 | 5,309 |
| Other investments | 13,253 | 5,319 | |
| | 122,934 | 181,462 | 118,818 |
| Minority limited partners' interest in the Operating Partnership | (58,712) | (66,755) | (88,091) |
| Perpetual preferred unit distributions of the Operating Partnership | (21,848) | (67,119) | (69,108) |
| Corporate general and administrative expenses | (76,071) | (57,221) | (62,854) |
| Investment income and other | 320,225 | 194,851 | 221,021 |
| Net gains on sale of 400 North LaSalle (2005) and Palisades (2004) | | 31,614 | 65,905 |
| | \$ 286,528 | \$ 216,832 | \$ 185,691 |

ITEM 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure
None.

Item 9A. Controls and Procedures

Disclosure Controls and Procedures: Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rule 13a-15 (e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this annual report on Form 10-K. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, our disclosure controls and procedures are effective.

Internal Control Over Financial Reporting: There have not been any changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities and Exchange Act of 1934, as amended) during the fourth quarter of the fiscal year to which this report relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management of Vornado Realty Trust, together with its consolidated subsidiaries (the Company), is responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control over financial reporting is a process designed under the supervision of our principal executive and principal financial officers to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements for external reporting purposes in accordance with U.S. generally accepted accounting principles.

As of December 31, 2006, management conducted an assessment of the effectiveness of our internal control over financial reporting based on the framework established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, management has determined that our internal control over financial reporting as of December 31, 2006 is effective.

Our internal control over financial reporting includes policies and procedures that pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of assets; provide reasonable assurances that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of management and the trustees of us; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Management's assessment of the effectiveness of our internal control over financial reporting as of December 31, 2006 has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report appearing on page 193, which expresses unqualified opinions on management's assessment and on the effectiveness of our internal control over financial reporting as of December 31, 2006.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Shareholders and Board of Trustees

Vornado Realty Trust

New York, New York

We have audited management's assessment, included within this December 31, 2006 Form 10-K of Vornado Realty Trust at Item 9A in the accompanying Management's Report on Internal Control Over Financial Reporting, that Vornado Realty Trust, together with its consolidated subsidiaries (the Company) maintained effective internal control over financial reporting as of December 31, 2006, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on management's assessment and an opinion on the effectiveness of the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the Company's principal executive and principal financial officers, or persons performing similar functions, and effected by the Company's board of trustees, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and trustees of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, management's assessment that the Company maintained effective internal control over financial reporting as of December 31, 2006, is fairly stated, in all material respects, based on the criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2006, based on the criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and financial statement schedules as of and for the year ended December 31, 2006 of the Company and our report dated February 27, 2007 expressed an unqualified opinion on those financial statements and financial statement schedules.

/s/ DELOITTE & TOUCHE LLP

Parsippany, New Jersey

February 27, 2007

193

Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

Information relating to trustees of the Registrant, including its audit committee and audit committee financial expert, will be contained in a definitive Proxy Statement involving the election of trustees under the caption "Election of Trustees" which the Registrant will file with the Securities and Exchange Commission pursuant to Regulation 14A under the Securities Exchange Act of 1934 not later than 120 days after December 31, 2006, and such information is incorporated herein by reference. Information relating to Executive Officers of the Registrant, appears at page 53 of this Annual Report on Form 10-K. Also incorporated herein by reference is the information under the caption "16(a) Beneficial Ownership Reporting Compliance" of the Proxy Statement.

The Registrant has adopted a Code of Business Conduct and Ethics that applies to, among others, Steven Roth, its principal executive officer, and Joseph Macnow, its principal financial and accounting officer. This Code is available on our website at www.vno.com.

Item 11. Executive Compensation

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

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

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

Equity compensation plan information

The following table provides information as of December 31, 2006 regarding our equity compensation plans.

| Plan Category | Number of securities to be issued upon exercise of outstanding options, warrants and rights | Weighted-average exercise price of outstanding options, warrants and rights | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the second column) |
|--|---|---|--|
| Equity compensation plans approved by security holders | 11,463,586 | (1) \$ 42.39 | 6,674,818 |
| Equity compensation awards not | | | (2) |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

approved by security holders

Total

11,463,586

\$ 42.39

6,674,818

- (1) Includes 211,605 restricted common shares, 49,851 restricted Operating Partnership units and 800,322 Out-Performance Plan units which do not have an option exercise price.
- (2) All of the shares available for future issuance under plans approved by the security holders may be issued as restricted shares or performance shares.

Item 13. *Certain Relationships and Related Transactions, and Director Independence*

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

Item 14. *Principal Accountant Fees and Services*

Information relating to Principal Accountant fees and services will be contained in the Proxy Statement referred to in Item 10, Directors, Executive Officers and Corporate Governance, under the caption Ratification of Selection of Independent Auditors and such information is incorporated herein by reference.

PART IV

Item 15. *Exhibits and Financial Statement Schedules*

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

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

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

| | Pages in this Annual Report on Form 10-K |
|---|---|
| II--Valuation and Qualifying Accounts--years ended December 31, 2006, 2005 and 2004 | 197 |
| III--Real Estate and Accumulated Depreciation as of December 31, 2006 | 198 |

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

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

| Exhibit No. | |
|--------------------|---|
| 10.55 | Amendment to Real Estate Retention Agreement, dated January 1, 2007, by and between Vornado Realty L.P. and Alexander's Inc. |
| 10.56 | Amendment to 59 th Street Real Estate Retention Agreement, dated January 1, 2007, by and between Vornado Realty L.P., 731 Retail One LLC, 731 Restaurant LLC, 731 Office One LLC and |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

| | |
|------|---|
| | 731 Office Two LLC. |
| 12 | Computation of Ratios |
| 21 | Subsidiaries of Registrant |
| 23 | Consent of Independent Registered Public Accounting Firm |
| 31.1 | Rule 13a-14 (a) Certification of Chief Executive Officer |
| 31.2 | Rule 13a-14 (a) Certification of Chief Financial Officer |
| 32.1 | Section 1350 Certification of the Chief Executive Officer |
| 32.2 | Section 1350 Certification of the Chief Financial Officer |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

VORNADO REALTY TRUST
(Registrant)

Date: February 27, 2007

By: /s/ Joseph Macnow
Joseph Macnow, Executive Vice President -
Finance and Administration and
Chief Financial Officer (duly authorized officer
and principal financial and accounting officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

| Signature | Title | Date |
|---|--|-------------------|
| By: /s/Steven Roth (Steven Roth) | Chairman of the Board of Trustees (Principal Executive Officer) | February 27, 2007 |
| By: /s/Michael D. Fascitelli (Michael D. Fascitelli) | President and Trustee | February 27, 2007 |
| By: /s/Anthony W. Deering (Anthony W. Deering) | Trustee | February 27, 2007 |
| By: /s/Robert P. Kogod (Robert P. Kogod) | Trustee | February 27, 2007 |
| By: /s/Michael Lynne (Michael Lynne) | Trustee | February 27, 2007 |
| By: /s/David Mandelbaum (David Mandelbaum) | Trustee | February 27, 2007 |
| By: /s/Robert H. Smith (Robert H. Smith) | Trustee | February 27, 2007 |
| By: /s/Ronald G. Targan (Ronald G. Targan) | Trustee | February 27, 2007 |
| By: /s/Richard R. West (Richard R. West) | Trustee | February 27, 2007 |
| By: /s/Russell B. Wight (Russell B. Wight, Jr.) | Trustee | February 27, 2007 |
| By: /s/Joseph Macnow (Joseph Macnow) | Executive Vice President - Finance and Administration and Chief Financial Officer (Principal Financial and Accounting Officer) | February 27, 2007 |

VORNADO REALTY TRUST

AND SUBSIDIARIES

SCHEDULE II

VALUATION AND QUALIFYING ACCOUNTS

December 31, 2006

(Amounts in Thousands)

| Description | Column A Balance at Beginning of Year | Column B Additions Charged Against Operations | Column C Uncollectible Accounts Written-off | Column E Balance at End of Year |
|--------------------------------------|--|---|--|---|
| Year Ended December 31, 2006: | | | | |
| Allowance for doubtful accounts | \$ 22,958 | \$ 3,618 | \$ (6,515) |) \$ 20,061 |
| Year Ended December 31, 2005: | | | | |
| Allowance for doubtful accounts | \$ 24,126 | \$ 5,072 | \$ (6,240) |) \$ 22,958 |
| Year Ended December 31, 2004: | | | | |
| Allowance for doubtful accounts | \$ 18,076 | \$ 16,771 | (1) \$ (10,721) |) \$ 24,126 |

-
- (1) Beginning on November 18, 2004, we consolidate our investment in AmeriCold. Accordingly, additions charged against operations includes \$3,106, which represents AmeriCold's allowance for doubtful accounts on such date.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

VORNADO REALTY TRUST

AND SUBSIDIARIES

SCHEDULE III

REAL ESTATE AND ACCUMULATED DEPRECIATION

December 31, 2006

| (Thousands) | COLUMN B | COLUMN C Initial cost to company (1) | | COLUMN D | COLUMN E Gross amount at which Carried at close of period | | | COLUMN F | COLUMN G | COLUMN H |
|-------------|--------------|--|----------------------------------|---|---|----------------------------------|--------------|--|--------------------------------|------------------|
| IN A | Encumbrances | Land | Buildings and improvements | Costs capitalized subsequent to acquisition | Land | Buildings and improvements | Total (2) | Accumulated depreciation and amortization | Date of construction (3) | Date acquired |
| | \$ | \$ | \$412,169 | \$ 124,601 | \$ | \$ 536,770 | \$ 536,770 | \$ 113,908 | 1972 | 1998 |
| | 296,428 | 53,615 | 164,903 | 73,837 | 52,689 | 239,666 | 292,355 | 62,901 | 1968 | 1997 |
| | 220,314 | | 120,723 | 25,522 | | 146,245 | 146,245 | 29,096 | 1969 | 1999 |
| | 353,000 | 52,898 | 95,686 | 76,269 | 52,898 | 171,955 | 224,853 | 43,105 | 1907 | 1998 |
| | 213,651 | 40,333 | 85,259 | 27,569 | 40,333 | 112,828 | 153,161 | 29,809 | 1923 | 1997 |
| | | 8,000 | 175,890 | 25,864 | 8,000 | 201,754 | 209,754 | 48,797 | 1964 | 1997 |
| | 318,554 | | 117,269 | 57,894 | | 175,163 | 175,163 | 39,423 | 1980 | 1998 |
| | | | 8,599 | 9,588 | | 18,187 | 18,187 | 4,364 | 1925 | 1998 |
| | | 26,971 | 102,890 | 14,359 | 26,971 | 117,249 | 144,220 | 26,361 | 1950 | 1997 |
| | | 39,303 | 80,216 | 23,689 | 39,303 | 103,905 | 143,208 | 22,958 | 1969 | 1998 |
| | 45,467 | 32,196 | 37,534 | 10,827 | 32,196 | 48,361 | 80,557 | 14,315 | 1966 | 1997 |
| | | 62,731 | 62,888 | 15,602 | 62,731 | 78,490 | 141,221 | 13,440 | 1968 | 1999 |
| | | 38,224 | 25,992 | 104,357 | 38,224 | 130,349 | 168,573 | 25,046 | 1950 | 1997 |
| | | 15,732 | 26,388 | 4,129 | 15,732 | 30,517 | 46,249 | 7,574 | 1987 | 1998 |
| | | 19,721 | 13,446 | 10,080 | 19,721 | 23,526 | 43,247 | 4,810 | 1925 | 1998 |
| | | | 28,760 | 18,742 | | 47,502 | 47,502 | 9,058 | 1956 | 1998 |
| | | 6,530 | 10,057 | 133 | 6,503 | 10,217 | 16,720 | 341 | 1928 | 2005 |
| | | 10,053 | 8,697 | 0 | 10,053 | 8,697 | 18,750 | 104 | 1990 | 2006 |
| | 430,000 | 184,621 | 431,637 | 0 | 184,621 | 431,637 | 616,258 | 557 | 1960 | 2006 |
| | | | 5,548 | 16,317 | | 21,865 | 21,865 | 1,396 | | |
| | 1,877,414 | 590,928 | 2,014,551 | 639,379 | 589,975 | 2,654,883 | 3,244,858 | 497,363 | | |
| | | | | | | | | | | |
| | 42,676 | 49,664 | 156,654 | 15,576 | 49,519 | 172,375 | 221,894 | 19,650 | 1968 | 2002 |
| | | 57,213 | 131,206 | 82,232 | 57,070 | 213,581 | 270,651 | 14,905 | 1964-1969 | 2002 |
| | 185,239 | 64,817 | 218,330 | 28,603 | 64,652 | 247,098 | 311,750 | 39,278 | 1974-1980 | 2002 |
| | | 8,000 | 47,191 | 854 | 8,000 | 48,045 | 56,045 | 2,948 | 1968 | 2004 |
| | | | 20,465 | 5,687 | | 26,152 | 26,152 | 2,459 | 2004 | 2004 |
| | 136,208 | 47,594 | 177,373 | 14,310 | 47,465 | 191,812 | 239,277 | 29,821 | 1983-1987 | 2002 |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

VORNADO REALTY TRUST

AND SUBSIDIARIES

SCHEDULE III

REAL ESTATE AND ACCUMULATED DEPRECIATION

December 31, 2006

| COLUMN A | COLUMN B | COLUMN C | | COLUMN D | | COLUMN E | | COLUMN F | COLUMN G | COLUMN H |
|--------------|--------------|-----------------------------|---------------|---|---------------|--|---------------|--------------------------|----------------------|---------------|
| | Encumbrances | Land | improvements | acquisition | Land | improvements | Total (2) | amortization | (3) | acquired |
| | | Initial cost to company (1) | | Costs capitalized subsequent to acquisition | | Gross amount at which Carried at close of period | | Accumulated depreciation | Date of construction | Date |
| | | Buildings and | Buildings and | Buildings and | Buildings and | Buildings and | Buildings and | Buildings and | Buildings and | Buildings and |
| (Buildings) | 201,013 | 100,935 | 409,920 | 59,619 | 100,228 | 470,246 | 570,474 | 69,212 | 1984-1989 | 2002 |
| | 19,162 | 6,227 | 28,590 | 5,976 | 6,210 | 34,583 | 40,793 | 5,559 | 1985 | 2002 |
| (Buildings) | 93,803 | 41,986 | 221,869 | 15,435 | 41,862 | 237,428 | 279,290 | 36,222 | 1973-1984 | 2002 |
| e | | 10,292 | 58,351 | (4,078 |) 10,262 | 54,303 | 64,565 | 8,667 | 2001 | 2002 |
| r | 61,555 | 12,266 | 75,343 | 9,542 | 12,231 | 84,920 | 97,151 | 12,272 | 1988 | 2002 |
| 2 Buildings) | 74,413 | | 105,475 | 17,565 | | 123,040 | 123,040 | 19,160 | 1988-1989 | 2002 |
| | 25,545 | 20,666 | 20,112 | 4,322 | 20,609 | 24,491 | 45,100 | 4,476 | 1963 | 2002 |
| | 15,948 | 10,095 | 17,541 | 5,129 | 10,066 | 22,699 | 32,765 | 4,345 | 1963 | 2002 |
| Avenue | 18,893 | 19,017 | 13,184 | 5,293 | 18,968 | 18,526 | 37,494 | 3,673 | 1966 | 2002 |
| | 30,846 | 23,359 | 24,876 | 8,019 | 23,296 | 32,958 | 56,254 | 5,715 | 1970 | 2002 |
| | 47,803 | 20,020 | 30,032 | (396) | 19,948 | 29,708 | 49,656 | 4,681 | 1964 | 2002 |
| | | 32,815 | 51,642 | 7,566 | | 92,023 | 92,023 | 4 | 1975 | 2003 |
| | | | 33,628 | (1,224) | | 32,404 | 32,404 | 7,244 | 1987 | 2002 |
| (Buildings) | | 19,146 | 79,095 | 4,425 | 19,096 | 83,570 | 102,666 | 12,833 | 1986-1990 | 2002 |
| ve | | | | | | | | | | |
| | 50,522 | 13,401 | 58,705 | 11,167 | 13,363 | 69,910 | 83,273 | 10,690 | 1985-1989 | 2002 |
| 3 Buildings) | 93,000 | 15,424 | 85,722 | 4,119 | 15,380 | 89,885 | 105,265 | 13,084 | 1987-1989 | 2002 |
| | 55,701 | 15,826 | 53,894 | 5,117 | 15,826 | 59,011 | 74,837 | 6,683 | 1981 | 2002 |
| | | 4,009 | 6,273 | 68 | 4,009 | 6,341 | 10,350 | 1,376 | | 2005 |
| | 115,022 | 30,077 | 98,962 | 2,848 | 30,077 | 101,810 | 131,887 | 3,754 | 2004 | 2005 |
| | | 57,451 | 641 | 154 | 57,605 | 641 | 58,246 | 24 | | 2005 |
| | 292,700 | 70,853 | 246,169 | 1,468 | 70,154 | 248,336 | 318,490 | 8,557 | 1992 | 2005 |
| | 19,422 | 55,438 | 3,012 | | 55,438 | 3,012 | 58,450 | 1,342 | | 2006 |
| | | 9,450 | 22,062 | (1 |) 9,449 | 22,062 | 31,511 | 162 | 1964 | 2006 |
| | | | 51,767 | (43,145 |) | 8,622 | 8,622 | | | |
| DC | 1,579,471 | 816,041 | 2,548,084 | 266,250 | 780,783 | 2,849,592 | 3,630,375 | 348,796 | | |
| | | | 8,345 | 13,536 | 1,033 | 20,848 | 21,881 | 9,594 | 1967 | 1987 |
| | | | 8,345 | 13,536 | 1,033 | 20,848 | 21,881 | 9,594 | | |
| ngs | 3,456,885 | 1,406,969 | 4,570,980 | 919,165 | 1,371,791 | 5,525,323 | 6,897,114 | 855,753 | | |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

VORNADO REALTY TRUST

AND SUBSIDIARIES

SCHEDULE III

REAL ESTATE AND ACCUMULATED DEPRECIATION

December 31, 2006

| COLUMN A | COLUMN B | COLUMN C Initial cost to company (1) | | COLUMN D | COLUMN E Gross amount at which Carried at close of period | | | COLUMN F | COLUMN G | COLUMN H |
|----------|--------------|--|----------------------------------|---|---|----------------------------------|--------------|--|--------------------------------|------------------|
| | Encumbrances | Land | Buildings and improvements | Costs capitalized subsequent to acquisition | Land | Buildings and improvements | Total (2) | Accumulated depreciation and amortization | Date of construction (3) | Date acquired |
| | | 1,093 | 1,093 | | 1,093 | 1,093 | 2,186 | 66 | | 2004 |
| | | 856 | 1,367 | | 856 | 1,367 | 2,223 | 83 | | 2004 |
| | | 206 | 1,321 | | 206 | 1,321 | 1,527 | 80 | | 2004 |
| | | 504 | 1,463 | | 504 | 1,463 | 1,967 | 88 | | 2004 |
| | | 1,239 | 954 | | 1,239 | 954 | 2,193 | 58 | | 2004 |
| | | 1,158 | 332 | | 1,158 | 332 | 1,490 | 20 | | 2004 |
| | | | 3,073 | | | 3,073 | 3,073 | 186 | | 2004 |
| | | 1,399 | 635 | | 1,399 | 635 | 2,034 | 38 | | 2004 |
| | | 2,239 | 308 | | 2,239 | 308 | 2,547 | 19 | | 2004 |
| aters | | 197 | 1,355 | | 197 | 1,355 | 1,552 | 82 | | 2004 |
| | | 518 | 1,100 | | 518 | 1,100 | 1,618 | 66 | | 2004 |
| | | 795 | 1,254 | | 795 | 1,254 | 2,049 | 76 | | 2004 |
| | | 1,829 | 2,022 | | 1,829 | 2,022 | 3,851 | 11 | | 2006 |
| | | | 2,250 | | | 2,250 | 2,250 | 136 | | 2004 |
| brings | | 639 | 1,156 | | 639 | 1,156 | 1,795 | 70 | | 2004 |
| | | 713 | 1,522 | | 713 | 1,522 | 2,235 | 92 | | 2004 |
| | | 1,487 | 1,746 | | 1,487 | 1,746 | 3,233 | 105 | | 2004 |
| | | 1,052 | 1,050 | | 1,051 | 1,051 | 2,102 | 64 | | 2004 |
| omonga | | 3,075 | 3,030 | | 3,075 | 3,030 | 6,105 | 16 | | 2006 |
| | | 434 | 1,173 | | 434 | 1,173 | 1,607 | 71 | | 2004 |
| | | 209 | 704 | | 209 | 704 | 913 | 43 | | 2004 |
| | | 251 | 783 | | 251 | 783 | 1,034 | 47 | | 2004 |
| | | 3,888 | 31,362 | | 3,888 | 31,362 | 35,250 | 796 | | 2006 |
| no | | 1,651 | 1,810 | | 1,651 | 1,810 | 3,461 | 109 | | 2004 |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

| | | | | | | | | |
|-------------------|--------|-------|--------|-------|--------|-----|------|---|
| no | 1,598 | 1,119 | 1,598 | 1,119 | 2,717 | 68 | 2004 | 4 |
| Blvd) | 11,851 | 4,471 | 11,851 | 4,471 | 16,322 | 113 | 2006 | 4 |
| (340 Pine Street) | 351 | 2,828 | 351 | 2,828 | 3,179 | 72 | 2006 | 4 |
| | 1,565 | 377 | 1,565 | 377 | 1,942 | 23 | 2004 | 4 |
| | 9,932 | 3,118 | 9,932 | 3,118 | 13,050 | 16 | 2006 | 4 |

200

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

VORNADO REALTY TRUST

AND SUBSIDIARIES

SCHEDULE III

REAL ESTATE AND ACCUMULATED DEPRECIATION

December 31, 2006

| COLUMN A | COLUMN B | COLUMN C Initial cost to company (1) | | COLUMN D | COLUMN E Gross amount at which Carried at close of period | | | COLUMN F | COLUMN G | COLUMN H | COLUMN I |
|------------|--------------|--|--------------|--|---|--------------|--------------|--------------|--------------------------------|------------------|----------|
| | Encumbrances | Land | improvements | acquisition | Land | improvements | Total (2) | amortization | Date of construction (3) | Date acquired | is co |
| | | | | Costs capitalized subsequent to | | | | and | | | stat |
| | | | | Buildings | | | | and | | | in |
| | | | | Buildings | | | | and | | | in |
| | | | | and | | | | and | | | stat |
| ion | | | 3,123 | | | 3,123 | 3,123 | 18 | | 2006 | 36 ye |
| Creek | | 2,690 | 19,930 | | 2,690 | 19,930 | 22,620 | 506 | | 2006 | 40 ye |
| ster | | 1,673 | 1,192 | | 1,673 | 1,192 | 2,865 | 72 | | 2004 | 40 ye |
| | | 663 | 426 | | 663 | 426 | 1,089 | 26 | | 2004 | 40 ye |
| ifornia | | 55,755 | 99,447 | | 55,754 | 99,448 | 155,202 | 3,336 | | | |
| | | | | | | | | | | | |
| ction | | 2,321 | 2,071 | | 2,321 | 2,071 | 4,392 | 11 | | 2006 | 40 ye |
| | | 5,867 | 2,557 | | 5,867 | 2,557 | 8,424 | 13 | | 2006 | 40 ye |
| orodo | | 8,188 | 4,628 | | 8,188 | 4,628 | 12,816 | 24 | | | |
| icut | | | | | | | | | | | |
| on (4) | 6,232 | * 502 | 1,581 | 2,012 | 2,421 | 1,674 | 4,095 | 415 | 1965 | 1965 | 9-40 |
| y | 5,874 | * 2,103 | 2,103 | 7,988 | 667 | 9,424 | 10,091 | 3,576 | 1969 | 1969 | 21-40 |
| onnecticut | 12,106 | 502 | 3,684 | 10,000 | 3,088 | 11,098 | 14,186 | 3,991 | | | |
| | | | | | | | | | | | |
| ings | | 3,942 | 2,326 | | 3,942 | 2,326 | 6,268 | 12 | | 2006 | 40 ye |
| | | 3,871 | 2,532 | | 3,871 | 2,532 | 6,403 | 13 | | 2006 | 40 ye |
| ch | | 2,194 | 1,908 | | 2,194 | 1,908 | 4,102 | 10 | | 2006 | 40 ye |
| rida | | 10,007 | 6,766 | | 10,007 | 6,766 | 16,773 | 35 | | | |
| | | | | | | | | | | | |
| mais | | 2,379 | 3,792 | | 2,379 | 3,792 | 6,171 | 20 | | 2006 | 40 ye |
| | | 2,264 | 1,128 | | 2,264 | 1,128 | 3,392 | 6 | | 2006 | 40 ye |
| nois | | 4,643 | 4,920 | | 4,643 | 4,920 | 9,563 | 26 | | | |
| | | | | | | | | | | | |
| | | | 1,568 | | | 1,568 | 1,568 | 9 | | 2006 | 36 ye |
| | | | | | | | | | | | |
| d | | | 9,652 | | | 9,652 | 9,652 | 1,056 | | 2005 | 40 Ye |
| s | | | 2,756 | 868 | 581 | 3,624 | 4,205 | 3,031 | 1968 | 1968 | 13-40 |
| e (Towson) | 10,841 | * 581 | 2,756 | 868 | 581 | 3,624 | 4,205 | 3,031 | 1968 | 1968 | 13-40 |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

VORNADO REALTY TRUST

AND SUBSIDIARIES

SCHEDULE III

REAL ESTATE AND ACCUMULATED DEPRECIATION

December 31, 2006

| COLUMN A | COLUMN B | COLUMN C Initial cost to company (1) | | COLUMN D | COLUMN E Gross amount at which Carried at close of period | | | COLUMN F | COLUMN G | COLUMN H |
|----------|--------------|--|------------------|--|---|--------------|--------------|------------------------------------|--------------------------------|------------------|
| | Encumbrances | Land | improvements | acquisition | Land | improvements | Total (2) | amortization | Date of construction (3) | Date acquired |
| | | | | | | | | | | |
| | | | | Costs capitalized subsequent to | | | | Accumulated depreciation and | | |
| | | | Buildings and | | | | | | | |
| | 5,579 | * 462 | 1,741 | 1,444 | 462 | 3,185 | 3,647 | 2,333 | 1958 | 1958 |
| | 14,883 | 3,398 | 20,026 | 331 | 3,398 | 20,357 | 23,755 | 924 | | 2005 |
| | | | 5,691 | | | 5,691 | 5,691 | 30 | | 2006 |
| | 31,303 | 4,441 | 39,866 | 2,643 | 4,441 | 42,509 | 46,950 | 7,374 | | |
| | | 510 | 2,031 | (936) | 895 | 710 | 1,605 | 710 | 1969 | 1969 |
| | | 13,617 | 4,023 | | 13,617 | 4,023 | 17,640 | 21 | | 2006 |
| | 2,974 | * 505 | 1,657 | 3,525 | 2,797 | 2,890 | 5,687 | 201 | 1993 | 1966 |
| | 2,974 | 14,632 | 7,711 | 2,589 | 17,309 | 7,623 | 24,932 | 932 | | |
| | | 1,340 | 2,273 | | 1,340 | 2,273 | 3,613 | 12 | | 2006 |
| | | 637 | 2,120 | | 637 | 2,120 | 2,757 | 11 | | 2006 |
| | | | 141 | | | 141 | 141 | 1 | | 2006 |
| | | 30 | 6,370 | 18 | 30 | 6,388 | 6,418 | 783 | | 2005 |
| | | 2,007 | 10,904 | 18 | 2,007 | 10,922 | 12,929 | 807 | | |
| | | 6,082 | | | 6,082 | | 6,082 | | | 2006 |
| | 7,679 | * 498 | 3,176 | 1,117 | 713 | 4,078 | 4,791 | 3,977 | 1958 | 1958 |
| | 15,518 | * 929 | 2,175 | 11,137 | 929 | 13,312 | 14,241 | 7,598 | 1968 | 1968 |
| | | 462 | | 98 | 462 | 98 | 560 | | | 2005 |
| | 14,272 | * 915 | 3,926 | 5,741 | 5,864 | 4,718 | 10,582 | 3,271 | 1964 | 1964 |
| | 6,117 | * 756 | 3,184 | 2,033 | 756 | 5,217 | 5,973 | 4,210 | 1972 | 1972 |
| | 6,994 | * 224 | 2,330 | 6,807 | 559 | 8,802 | 9,361 | 4,178 | 1964 | 1964 |
| | 21,668 | * 319 | 3,236 | 8,428 | 319 | 11,664 | 11,983 | 8,482 | 1957 | 1957 |
| | 7,926 | | 4,772 | 11,671 | 2,098 | 14,345 | 16,443 | 6,170 | 1972 | 1972 |
| | 25,978 | * 376 | 3,063 | 10,223 | 476 | 13,186 | 13,662 | 7,388 | 1962 | 1962 |
| | | 1,756 | 8,706 | 423 | 2,195 | 8,690 | 10,885 | 1,961 | 1979 | 1998 |
| | | 4,653 | 3,659 | 1,533 | 4,653 | 5,192 | 9,845 | 136 | | 2005 |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

VORNADO REALTY TRUST

AND SUBSIDIARIES

SCHEDULE III

REAL ESTATE AND ACCUMULATED DEPRECIATION

December 31, 2006

| COLUMN A | COLUMN B | COLUMN C Initial cost to company (1) | | COLUMN D | COLUMN E Gross amount at which Carried at close of period | | | COLUMN F | COLUMN G | COLUMN H |
|-----------------|--------------|--|--------------|-------------|---|--------------|--------------|--------------|--------------------------------|------------------|
| | | Land | improvements | acquisition | Land | improvements | Total (2) | amortization | Date of construction (3) | Date acquired |
| | Encumbrances | | | | | | | | | |
| | 23,805 | * 536 | 3,293 | 7,787 | 692 | 10,924 | 11,616 | 7,345 | 1963 | 1963 |
| | 18,224 | * 652 | 2,962 | 4,873 | 652 | 7,835 | 8,487 | 1,416 | 1965 | 1965 |
| | 3,558 | * 279 | 4,429 | (108) | 309 | 4,291 | 4,600 | 2,269 | 1938 | 1959 |
| | 10,084 | * 851 | 2,222 | 2,301 | 851 | 4,523 | 5,374 | 3,081 | 1969 | 1969 |
| (North) | 8,937 | * 245 | 9,339 | 100 | 238 | 9,446 | 9,684 | 1,710 | 1999 | 1975 |
| (on Street) | 11,522 | | 7,606 | 13,125 | 7,606 | 13,125 | 20,731 | 697 | | 2004 |
| | 11,927 | * 725 | 2,447 | 8,760 | 725 | 11,207 | 11,932 | 6,671 | 1971 | 1971 |
| | 11,597 | * 1,514 | 4,671 | 1,302 | 1,611 | 5,876 | 7,487 | 4,498 | 1973 | 1973 |
| | 15,655 | * 283 | 1,508 | 4,486 | 283 | 5,994 | 6,277 | 4,015 | 1963 | 1963 |
| | 1,831 | * 66 | 470 | 330 | 66 | 800 | 866 | 614 | 1972 | 1972 |
| | 11,460 | * 1,254 | 3,140 | 3,570 | 1,104 | 6,860 | 7,964 | 6,415 | 1961 | 1985 |
| (4) | 3,773 | * 510 | 3,390 | (922) |)2,308 | 670 | 2,978 | 280 | 1993 | 1959 |
| (e) | | | 28,564 | | | 28,564 | 28,564 | | | 2006 |
| | 10,359 | * 500 | 13,340 | 695 | 500 | 14,035 | 14,535 | 8,098 | 1955 | 1989 |
| (n Town Center) | | | 18,048 | 135,394 | 35,901 | 18,048 | 171,295 | 5,831 | 1957 | 2003 |
| | 28,113 | * 1,097 | 5,359 | 11,135 | 1,099 | 16,492 | 17,591 | 9,349 | 1957/1999 | 1957 |
| | 3,889 | * 900 | 2,132 | 66 | 900 | 2,198 | 3,098 | 1,951 | 1974 | 1974 |
| | 31,927 | * 1,014 | 4,527 | 6,083 | 2,871 | 8,753 | 11,624 | 3,433 | 1962 | 1962 |
| | 12,882 | * 451 | 2,347 | 6,917 | 4,178 | 5,537 | 9,715 | 2,222 | 1994 | 1959 |
| | 21,044 | * 190 | 3,047 | 2,703 | 1,539 | 4,401 | 5,940 | 1,734 | 1959 | 1959 |
| y | 346,739 | | 47,609 | 283,933 | 155,190 | 64,604 | 422,128 | 119,000 | | |
| (s) | 5,918 | * 460 | 1,677 | 2,469 | 460 | 4,146 | 4,606 | 2,940 | 1965 | 1965 |
| (Road) | | | 1,032 | 17,281 | 2,605 | 1,032 | 19,886 | 72 | | 2005 |
| (st) | 6,669 | * 402 | 2,019 | 2,240 | 636 | 4,025 | 4,661 | 3,630 | 1968 | 1968 |
| | | | 7,546 | | | 7,546 | 7,546 | 46 | | 2006 |
| | 14,087 | * 1,231 | 3,273 | 2,846 | 1,231 | 6,119 | 7,350 | 4,099 | 1981 | 1981 |
| (dway Mall) | 99,154 | | 126,316 | 48,904 | 373 | 126,316 | 49,277 | 1,228 | | 2005 |
| | | | 12,419 | 19,096 | 101 | 12,419 | 19,197 | 996 | | 2004 |
| | 7,110 | * | | 4 | | 4 | 4 | 3 | 1970 | 1976 |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

VORNADO REALTY TRUST

AND SUBSIDIARIES

SCHEDULE III

REAL ESTATE AND ACCUMULATED DEPRECIATION

December 31, 2006

| COLUMN A | COLUMN B | COLUMN C Initial cost to company (1) | | COLUMN D | COLUMN E Gross amount at which Carried at close of period | | | COLUMN F | COLUMN G | COLUMN H |
|---------------|--------------|--|--------------|---|---|--------------|--------------|--|--|--------------------------|
| | Encumbrances | Land | improvements | Costs capitalized subsequent to acquisition | Land | improvements | Total (2) | Accumulated depreciation and amortization | Date of construction (3) 1967 | Date acquired 1976 |
| | | 12,755 | 12,731 | 1,212 | 12,755 | 13,943 | 26,698 | 427 | | 2005 |
| | | 7,839 | 20,047 | 502 | 7,839 | 20,549 | 28,388 | 1,173 | | 2004 |
| | | | 2,124 | 1,158 | | 3,282 | 3,282 | 2,806 | 1971 | 1971 |
| | | 443 | 2,870 | (928) | 2,172 | 213 | 2,385 | 213 | 1966 | 1966 |
| | 19,232 | 11,446 | 21,261 | 161 | 11,446 | 21,422 | 32,868 | 1,557 | | 2004 |
| (Green Acres) | 140,391 | 140,069 | 99,586 | 55,381 | 147,172 | 147,864 | 295,036 | 25,777 | 1956 | 1997 |
| | | 69,042 | 194,259 | | 69,042 | 194,259 | 263,301 | 2,298 | | 2006 |
| on Avenue | 80,000 | 107,937 | 28,261 | | 107,937 | 28,261 | 136,198 | 1,119 | | 2005 |
| South | | 12,566 | 4,044 | 62,805 | 24,080 | 55,335 | 79,415 | 3,474 | 1965/2004 | 1993 |
| et | | 30,942 | 17,309 | | 13,942 | 34,309 | 48,251 | 613 | | 2005 |
| et | | 29,169 | 17,878 | 316 | 29,169 | 18,194 | 47,363 | 1,239 | | 2004 |
| | | 13,736 | 5,835 | 19,450 | 19,893 | 19,128 | 39,021 | 2,088 | | 1997 |
| | | 6,053 | 22,908 | | 6,053 | 22,908 | 28,961 | 811 | | 2005 |
| Avenue | | | 11,574 | 15,329 | | 26,903 | 26,903 | 1,496 | 1923 | 2001 |
| ous Avenue | | 18,907 | 7,316 | | 18,907 | 7,316 | 26,223 | 240 | | 2005 |
| on Avenue | | 13,070 | 9,621 | | 13,070 | 9,621 | 22,691 | 110 | | 2006 |
| neue | | 7,844 | 7,844 | | 7,844 | 7,844 | 15,688 | 1,765 | | 1997 |
| way | | 5,858 | 7,642 | 273 | 5,858 | 7,915 | 13,773 | 433 | | 2004 |
| Street | | 3,568 | 9,627 | | 3,568 | 9,627 | 13,195 | 241 | | 2006 |
| way | 4,813 | 2,624 | 6,160 | | 2,624 | 6,160 | 8,784 | 312 | | 2004 |
| | | 3,856 | 762 | | 3,856 | 762 | 4,618 | 185 | | 1997 |
| | | 1,483 | 697 | | 1,483 | 697 | 2,180 | 170 | | 1997 |
| | 377,374 | 641,067 | 610,152 | 166,297 | 650,804 | 766,712 | 1,417,516 | 61,561 | | |
| | 22,123 | * 70 | 3,446 | 12,753 | 334 | 15,935 | 16,269 | 8,861 | 1957 | 1957 |
| | 6,113 | * 1,198 | 3,717 | 5,586 | 2,727 | 7,774 | 10,501 | 1,669 | 1972/1999 | 1972 |
| | 3,869 | * 278 | 1,806 | 4,475 | 822 | 5,737 | 6,559 | 5,556 | 1966 | 1966 |
| | 9,303 | * 734 | 1,675 | 1,340 | 850 | 2,899 | 3,749 | 2,748 | 1966 | 1966 |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

VORNADO REALTY TRUST

AND SUBSIDIARIES

SCHEDULE III

REAL ESTATE AND ACCUMULATED DEPRECIATION

December 31, 2006

| COLUMN A | COLUMN B | COLUMN C Initial cost to company (1) | | COLUMN D | COLUMN E Gross amount at which Carried at close of period | | | COLUMN F | COLUMN G | COLUMN H |
|------------------|----------|--|--------------|--|---|--------------|--------------|--|--------------------------------|------------------|
| | | Buildings and | improvements | Costs capitalized subsequent to | Buildings and | improvements | Total (2) | Accumulated depreciation and amortization | Date of construction (3) | Date acquired |
| | 6,978 | * 850 | 1,295 | 997 | 850 | 2,292 | 3,142 | 1,522 | 1975 | 1975 |
| | | 606 | 2,312 | 699 | 3,140 | 477 | 3,617 | 379 | 1966 | 1966 |
| | 3,126 | * 193 | 1,231 | 131 | 183 | 1,372 | 1,555 | 1,365 | 1964 | 1964 |
| et Streets, | 8,522 | * 933 | 3,230 | 26,223 | 933 | 29,453 | 30,386 | 3,716 | 1977 | 1994 |
| and | 6,614 | * 683 | 2,497 | 271 | 683 | 2,768 | 3,451 | 2,383 | 1974 | 1974 |
| | | | 3,066 | 1,342 | | 4,408 | 4,408 | 900 | | 2005 |
| | | | 301 | | | 301 | 301 | 159 | | 2005 |
| vania | 3,912 | * 421 | 1,700 | 2,618 | 409 | 4,330 | 4,739 | 2,561 | 1970 | 1970 |
| | 70,560 | 5,966 | 26,276 | 56,435 | 10,931 | 77,746 | 88,677 | 31,819 | | |
| na | | | 3,854 | | | 3,854 | 3,854 | 20 | | 2006 |
| | | 1,613 | 2,530 | | 1,613 | 2,530 | 4,143 | 13 | | 2006 |
| | | 582 | 1,247 | | 582 | 1,247 | 1,829 | 6 | | 2006 |
| | | 190 | 1,210 | | 190 | 1,210 | 1,400 | 6 | | 2006 |
| | | | 485 | | | 485 | 485 | 3 | | 2006 |
| | | 310 | 1,244 | | 310 | 1,244 | 1,554 | 6 | | 2006 |
| | | 1,082 | 4,186 | | 1,082 | 4,186 | 5,268 | 21 | | |
| | | | 3,942 | | | 3,942 | 3,942 | 1,158 | | 2005 |
| pringfield Mall) | 193,501 | 34,265 | 261,266 | 1,071 | 34,265 | 262,337 | 296,602 | 6,142 | | |
| | 193,501 | 34,265 | 265,208 | 1,071 | 34,265 | 266,279 | 300,544 | 7,300 | | |
| | | 2,350 | 969 | | 2,350 | 969 | 3,319 | 5 | | 2006 |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

VORNADO REALTY TRUST

AND SUBSIDIARIES

SCHEDULE III

REAL ESTATE AND ACCUMULATED DEPRECIATION

December 31, 2006

| COLUMN A | COLUMN B | COLUMN C Initial cost to company (1) | | COLUMN D | COLUMN E Gross amount at which Carried at close of period | | | COLUMN F | COLUMN G | COLUMN H |
|-----------------|--------------|--|----------------------------------|---|---|----------------------------------|--------------|--|--------------------------------|------------------|
| | Encumbrances | Land | Buildings and improvements | Costs capitalized subsequent to acquisition | Land | Buildings and improvements | Total (2) | Accumulated depreciation and amortization | Date of construction (3) | Date acquired |
| | | 7,767 | 27,490 | | 7,767 | 27,490 | 35,257 | 583 | | 2006 |
| | | | 186 | | | 186 | 186 | 1 | | 2006 |
| (San Juan) | 63,402 | 15,280 | 71,754 | (73 |) 15,280 | 71,681 | 86,961 | 14,047 | 1996 | 2002 |
| | 120,000 | 9,182 | 66,701 | 3,517 | 9,182 | 70,218 | 79,400 | 16,858 | 1996 | 1997 |
| co | 183,402 | 24,462 | 138,455 | 3,444 | 24,462 | 141,899 | 166,361 | 30,905 | | |
| properties | 1,217,959 | 872,438 | 1,542,733 | 397,687 | 909,397 | 1,903,461 | 2,812,858 | 267,762 | | |
| part Properties | | | | | | | | | | |
| art, | 550,000 | 64,528 | 319,146 | 120,856 | 64,535 | 439,995 | 504,530 | 88,464 | 1930 | 1998 |
| ns | | 14,238 | 67,008 | 74,676 | 14,246 | 141,676 | 155,922 | 30,704 | 1977 | 1998 |
| | | 5,166 | | | 5,166 | | 5,166 | | | |
| C. | | 10,719 | 69,658 | 7,060 | 10,719 | 76,718 | 87,437 | 17,130 | 1990 | 1998 |
| ice Center | 46,328 | 12,274 | 40,662 | 12,302 | 12,274 | 52,964 | 65,238 | 12,980 | 1919 | 1998 |
| sign Center | | | | | | | | | | |
| Complex, | 220,000 | 13,038 | 102,239 | 77,318 | 15,047 | 177,548 | 192,595 | 33,187 | 1902 - 1989 | 1998 |
| reet | | 34,614 | 94,167 | 33,481 | 34,614 | 127,648 | 162,262 | 16,266 | 1901 | 2000 |

VORNADO REALTY TRUST

AND SUBSIDIARIES

SCHEDULE III

REAL ESTATE AND ACCUMULATED DEPRECIATION

December 31, 2006

| COLUMN A | COLUMN B | COLUMN C Initial cost to company (1) | | COLUMN D | COLUMN E Gross amount at which Carried at close of period | | | COLUMN F | COLUMN G | COLUMN H |
|-------------|--------------|--|----------------------------------|---|---|----------------------------------|--------------|--|--------------------------------|------------------|
| | Encumbrances | Land | Buildings and improvements | Costs capitalized subsequent to acquisition | Land | Buildings and improvements | Total (2) | Accumulated depreciation and amortization | Date of construction (3) | Date acquired |
| Center | 72,000 | | 93,915 | 2,314 | | 96,229 | 96,229 | 2,402 | 1918 | 2005 |
| ature Mart, | | 10,141 | 43,422 | 21,278 | 10,141 | 64,700 | 74,841 | 10,651 | 1958 | 2000 |
| ndise Mart | 888,328 | 164,718 | 830,217 | 349,285 | 166,742 | 1,177,478 | 1,344,220 | 211,784 | | |
| Facilities | | | | | | | | | | |
| | 2,810 | 861 | 4,376 | 371 | 874 | 4,734 | 5,608 | 1,355 | | 1997 |
| | | 13 | 5,814 | 5,359 | 31 | 11,155 | 11,186 | 6,504 | | 1997 |
| | | 11 | 306 | 65 | 11 | 371 | 382 | 129 | | 1997 |
| | | 540 | 6,106 | 10,733 | 540 | 16,839 | 17,379 | 1,557 | | 1997 |
| a | 2,810 | 1,425 | 16,602 | 16,528 | 1,456 | 33,099 | 34,555 | 9,545 | | |
| | 9,400 | 590 | 12,087 | 516 | 610 | 12,583 | 13,193 | 5,160 | | 1998 |
| | 8,760 | 255 | 3,957 | 421 | 255 | 4,378 | 4,633 | 1,062 | | 1997 |
| is | 19,096 | 1,278 | 13,434 | 723 | 1,295 | 14,140 | 15,435 | 3,657 | | 1997 |
| | 19,250 | 537 | 7,922 | 282 | 625 | 8,116 | 8,741 | 4,027 | | 1998 |
| reezer | | 906 | 13,754 | 118 | 907 | 13,871 | 14,778 | 4,418 | | 1998 |
| alley | 18,865 | 1,522 | 14,552 | 24 | 1,522 | 14,576 | 16,098 | 5,208 | | 1998 |
| | 13,640 | 864 | 16,312 | 362 | 891 | 16,647 | 17,538 | 4,831 | | 1998 |
| as | 79,611 | 5,362 | 69,931 | 1,930 | 5,495 | 71,728 | 77,223 | 23,203 | | |
| IA | | 1,006 | 20,683 | 8,025 | 1,013 | 28,701 | 29,714 | 6,236 | | 1997 |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

VORNADO REALTY TRUST

AND SUBSIDIARIES

SCHEDULE III

REAL ESTATE AND ACCUMULATED DEPRECIATION

December 31, 2006

| COLUMN A | COLUMN B | COLUMN C Initial cost to company (1) | | COLUMN D | COLUMN E Gross amount at which Carried at close of period | | | COLUMN F | COLUMN G | COLUMN H | COLUMN I |
|------------|--------------|--|--------------|-------------|---|--------------|--------------|--------------|--------------------------------|------------------|--|
| | | Land | improvements | acquisition | Land | improvements | Total (2) | amortization | Date of construction (3) | acquired Date | Liabilities on w deprec in la inco stater is com |
| | Encumbrances | | | | | | | | | | |
| | | and | to | and | and | and | and | and | | | |
| | | Buildings | subsequent | Buildings | Buildings | Buildings | Buildings | Buildings | Buildings | Buildings | Buildings |
| | | capitalized | capitalized | capitalized | capitalized | capitalized | capitalized | capitalized | capitalized | capitalized | capitalized |
| California | 14,751 | 94 | 565 | 737 | 242 | 1,154 | 1,396 | 204 | | 1997 | |
| | | 353 | 9,906 | 512 | 364 | 10,407 | 10,771 | 2,834 | | 1997 | |
| | | 662 | 16,496 | 73 | 662 | 16,569 | 17,231 | 4,999 | | 1997 | |
| | | 1,097 | 7,415 | 124 | 1,099 | 7,537 | 8,636 | 2,352 | | 1997 | |
| | 14,751 | 3,212 | 55,065 | 9,471 | 3,380 | 64,368 | 67,748 | 16,625 | | | |
| | | 541 | 6,164 | 602 | 541 | 6,766 | 7,307 | 2,385 | | 1997 | |
| | | 423 | 369 | 37 | 423 | 406 | 829 | 485 | | 1997 | |
| | | 283 | 2,212 | 1,516 | 283 | 3,728 | 4,011 | 1,136 | | 1997 | |
| | | 32 | 5,612 | 450 | 49 | 6,045 | 6,094 | 2,009 | | 1997 | |
| | | 108 | 7,332 | 980 | 146 | 8,274 | 8,420 | 2,649 | | 1997 | |
| | | 9 | 267 | 135 | 9 | 402 | 411 | 144 | | 1997 | |
| | | 855 | 15,792 | 3,118 | 910 | 18,855 | 19,765 | 6,423 | | | |
| | 15,200 | 4,442 | 18,373 | 1,997 | 4,509 | 20,303 | 24,812 | 5,512 | | 1997 | |
| | 25,000 | 3,490 | 38,488 | 1,888 | 3,535 | 40,331 | 43,866 | 9,878 | | 1997 | |
| | 2,400 | 260 | 3,307 | 1,272 | 260 | 4,579 | 4,839 | 1,581 | | 1997 | |
| | 21,000 | | | 10,167 | 1,227 | 8,940 | 10,167 | 1,401 | 2001 | | |
| | | 700 | 3,754 | 115 | 712 | 3,857 | 4,569 | 1,036 | | 1997 | |
| | | 66 | 6,079 | 917 | 66 | 6,996 | 7,062 | 1,658 | | 1997 | |
| | 20,000 | 2,201 | 6,767 | 7,841 | 2,201 | 14,608 | 16,809 | 4,694 | | 2006 | |
| | | | 37,133 | | | 37,133 | 37,133 | 57 | | 1997 | |
| | 21,868 | 763 | 21,504 | 575 | 810 | 22,032 | 22,842 | 5,281 | | 1998 | |
| | 105,468 | 11,922 | 135,405 | 24,772 | 13,320 | 158,779 | 172,099 | 31,098 | | | |

VORNADO REALTY TRUST

AND SUBSIDIARIES

SCHEDULE III

REAL ESTATE AND ACCUMULATED DEPRECIATION

December 31, 2006

| COLUMN A | COLUMN B | COLUMN C Initial cost to company (1) | | COLUMN D | COLUMN E Gross amount at which Carried at close of period | | | COLUMN F | COLUMN G | COLUMN H | COLUMN I |
|----------|--------------|--|--------------|-------------|---|--------------|--------------|--------------|--------------------------------|------------------|----------|
| | Encumbrances | Land | improvements | acquisition | Land | improvements | Total (2) | amortization | Date of construction (3) | Date acquired | is co |
| | | 409 | 36,098 | 1,040 | 472 | 37,075 | 37,547 | 10,751 | | 1997 | |
| | 12,782 | 1,986 | 15,675 | 148 | 2,031 | 15,778 | 17,809 | 4,285 | | 1997 | |
| | 12,782 | 2,395 | 51,773 | 1,188 | 2,503 | 52,853 | 55,356 | 15,036 | | | |
| | | 2,449 | 19,315 | 2,521 | 2,603 | 21,682 | 24,285 | 7,179 | | 1997 | |
| | | 1,570 | 30,357 | 4,708 | 1,570 | 35,065 | 36,635 | | | 2006 | |
| | 18,000 | 506 | 8,792 | 14 | 506 | 8,806 | 9,312 | 4,475 | | 1998 | |
| | 18,000 | 4,525 | 58,464 | 7,243 | 4,679 | 65,553 | 70,232 | 11,654 | | | |
| | 52,000 | 2,021 | 26,569 | 3,078 | 2,325 | 29,343 | 31,668 | 7,479 | | 1997 | |
| | 8,000 | 1,488 | 3,205 | 527 | 1,674 | 3,546 | 5,220 | 2,431 | | 1997 | |
| | 6,600 | 1,275 | 12,203 | 1,712 | 1,405 | 13,785 | 15,190 | 3,937 | | 1997 | |
| | 14,600 | 2,763 | 15,408 | 2,239 | 3,079 | 17,331 | 20,410 | 6,368 | | | |
| | 10,626 | 423 | 5,216 | 986 | 803 | 5,822 | 6,625 | 1,475 | | 1997 | |
| | 18,400 | 159 | 15,740 | (2,265) | 393 | 13,241 | 13,634 | 3,976 | | 1998 | |
| | 29,026 | 582 | 20,956 | (1,279) | 1,196 | 19,063 | 20,259 | 5,451 | | | |
| | 8,701 | 42 | 10,401 | 160 | 100 | 10,503 | 10,603 | 1,996 | | 1998 | |
| | | 1 | 4,812 | 397 | 2 | 5,208 | 5,210 | 1,614 | | 1997 | |
| | | 765 | 1,821 | (2,586 |) | | | | | 1997 | |
| | | 2,274 | 8,327 | 744 | 2,274 | 9,071 | 11,345 | 4,441 | | 1997 | |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

VORNADO REALTY TRUST

AND SUBSIDIARIES

SCHEDULE III

REAL ESTATE AND ACCUMULATED DEPRECIATION

December 31, 2006

| COLUMN A | COLUMN B | COLUMN C Initial cost to company (1) | | COLUMN D Costs capitalized subsequent to | | COLUMN E Gross amount at which Carried at close of period Buildings and | | COLUMN F Accumulated depreciation and | COLUMN G Date of construction (3) | COLUMN H Date acquired | COLUMN I |
|---------------|--------------|--|--------------|--|--------|---|--------------|--|--|------------------------------|----------|
| | Encumbrances | Land | improvements | acquisition | Land | improvements | Total (2) | amortization | | | is co |
| Massachusetts | 6,850 | 1,629 | 10,541 | 1,698 | 1,639 | 12,229 | 13,868 | 3,363 | | 1997 | |
| | 6,850 | 1,826 | 12,271 | 1,250 | 1,826 | 13,521 | 15,347 | 4,305 | | 1997 | |
| | | 1,464 | 7,770 | 660 | 1,500 | 8,394 | 9,894 | 3,403 | | 1997 | |
| | | 7,958 | 40,730 | 1,766 | 7,239 | 43,215 | 50,454 | 15,512 | | | |
| RI | 8,650 | 580 | 9,839 | 458 | 638 | 10,239 | 10,877 | 2,662 | | 1997 | |
| ity | | | | 1,965 | 1,965 | | 1,965 | 916 | | 2003 | |
| Missouri | 128,000 | 1,417 | 68,698 | 29,360 | 11,742 | 87,733 | 99,475 | 27,251 | | 1998 | |
| | 136,650 | 1,997 | 78,537 | 31,783 | 14,345 | 97,972 | 112,317 | 30,829 | | | |
| IPPI | 19,920 | 69 | 11,495 | 438 | 75 | 11,927 | 12,002 | 5,296 | | 1998 | |
| SKA | 17,530 | 13 | 12,817 | 687 | 26 | 13,491 | 13,517 | 3,135 | | 1998 | |
| and | | 31 | 582 | 5,441 | 76 | 5,978 | 6,054 | 1,328 | | 1997 | |
| braska | 17,530 | 44 | 13,399 | 6,128 | 102 | 19,469 | 19,571 | 4,463 | | | |
| ORK | 16,170 | 1,930 | 31,749 | 2,179 | 1,999 | 33,859 | 35,858 | 8,939 | | 1997 | |
| INA | | 80 | | (80 |) | | | | | 1997 | |
| | 6,230 | 1,068 | 12,296 | 1,083 | 1,245 | 13,202 | 14,447 | 3,519 | | 1997 | |
| | 26,570 | | 2,160 | 18,819 | | 20,979 | 20,979 | 3,648 | | 1997 | |
| th Carolina | 32,800 | 1,148 | 14,456 | 19,822 | 1,245 | 34,181 | 35,426 | 7,167 | | | |
| | | | | | | 12,174 | 12,174 | 1,883 | 2000 | | |
| OMA | | 244 | 2,450 | 345 | 310 | 2,729 | 3,039 | 769 | | 1997 | |
| a City | | | | | | | | | | | |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

VORNADO REALTY TRUST

AND SUBSIDIARIES

SCHEDULE III

REAL ESTATE AND ACCUMULATED DEPRECIATION

December 31, 2006

| COLUMN A | COLUMN B | COLUMN C Initial cost to company (1) | | COLUMN D | COLUMN E Gross amount at which Carried at close of period | | | COLUMN F | COLUMN G | COLUMN H | COLUMN I |
|---------------------|----------|--|----------------------------------|---|---|----------------------------------|--------------|--|--------------------------------|------------------|----------|
| | | Land | Buildings and improvements | Costs capitalized subsequent to acquisition | Land | Buildings and improvements | Total (2) | Accumulated depreciation and amortization | Date of construction (3) | Date acquired | |
| | 26,650 | 1,063 | 23,105 | 143 | 1,102 | 23,209 | 24,311 | 6,780 | | 1997 | |
| | 19,450 | 1,776 | 16,546 | 903 | 1,840 | 17,385 | 19,225 | 5,169 | | 1997 | |
| | 42,230 | 2,721 | 27,089 | 626 | 2,856 | 27,580 | 30,436 | 7,055 | | 1997 | |
| | 11,781 | 1,084 | 28,130 | 487 | 1,084 | 28,617 | 29,701 | 10,925 | | 1997 | |
| | | 4 | 1,280 | 413 | 4 | 1,693 | 1,697 | 1,667 | | 1997 | |
| | | 1,031 | 21,896 | 1,653 | 1,073 | 23,507 | 24,580 | 7,926 | | 1997 | |
| Oregon | 100,111 | 7,679 | 118,046 | 4,225 | 7,959 | 121,991 | 129,950 | 39,522 | | | |
| PENNSYLVANIA | | | | | | | | | | | |
| | 25,790 | 2,823 | 20,698 | 1,442 | 3,214 | 21,749 | 24,963 | 5,824 | | 1997 | |
| Allegheny | | 9,757 | 43,633 | 3,150 | 10,055 | 46,485 | 56,540 | 16,003 | | 1997 | |
| Pennsylvania | 25,790 | 12,580 | 64,331 | 4,592 | 13,269 | 68,234 | 81,503 | 21,827 | | | |
| PENNSYLVANIA | | | | | | | | | | | |
| Allegheny | | 360 | 4,518 | 145 | 364 | 4,659 | 5,023 | 1,233 | | 1997 | |
| PENNSYLVANIA | | | | | | | | | | | |
| Allegheny | | 59 | 14,132 | 1,119 | 113 | 15,197 | 15,310 | 3,613 | | 1998 | |
| TENNESSEE | | | | | | | | | | | |
| | | 80 | | | 80 | | 80 | | | 1997 | |
| | | 699 | 11,484 | 1,185 | 1,111 | 12,257 | 13,368 | 3,017 | | 1997 | |
| Chattanooga | 32,400 | 937 | 12,568 | 5,765 | 1,028 | 18,242 | 19,270 | 4,364 | | 1997 | |
| Tennessee | 32,400 | 1,716 | 24,052 | 6,950 | 2,219 | 30,499 | 32,718 | 7,381 | | | |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

| | | | | | | | | |
|--------|-------|--------|--------|--------|--------|--------|-------|------|
| 24,948 | 106 | 18,549 | 609 | 127 | 19,137 | 19,264 | 5,593 | 1998 |
| 27,680 | | 208 | 9,506 | 2,239 | 7,475 | 9,714 | 1,427 | 1998 |
| | 3,358 | 26,305 | (4,678 |)3,358 | 21,627 | 24,985 | 55 | 2006 |
| 52,628 | 3,464 | 45,062 | 5,437 | 5,724 | 48,239 | 53,963 | 7,075 | |

211

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

VORNADO REALTY TRUST

AND SUBSIDIARIES

SCHEDULE III

REAL ESTATE AND ACCUMULATED DEPRECIATION

December 31, 2006

| COLUMN A | COLUMN B | COLUMN C Initial cost to company (1) | | COLUMN D | | COLUMN E Gross amount at which Carried at close of period | | COLUMN F | COLUMN G | COLUMN H |
|---------------|--------------|--|----------------------------------|---|---------|---|--------------|--|--------------------------------|------------------|
| | Encumbrances | Land | Buildings and improvements | Costs capitalized subsequent to acquisition | Land | Buildings and improvements | Total (2) | Accumulated depreciation and amortization | Date of construction (3) | Date acquired |
| | 43,840 | 1,348 | 24,605 | 785 | 1,466 | 25,272 | 26,738 | 6,345 | | 1997 |
| | 6,700 | 1,033 | 5,731 | 560 | 1,106 | 6,218 | 7,324 | 1,529 | | 1997 |
| | 27,600 | | | 19,133 | 1,204 | 17,929 | 19,133 | 2,914 | | 1999 |
| | 34,300 | 1,033 | 5,731 | 19,693 | 2,310 | 24,147 | 26,457 | 4,443 | | |
| ON | 14,730 | 756 | 13,092 | 283 | 768 | 13,363 | 14,131 | 2,251 | | 1997 |
| | 30,080 | 659 | 32,910 | 313 | 659 | 33,223 | 33,882 | 7,119 | | 1997 |
| | 4,810 | 954 | 10,992 | (195) | 712 | 11,039 | 11,751 | 4,282 | | 1997 |
| | 29,414 | 357 | 20,825 | 205 | 357 | 21,030 | 21,387 | 4,568 | | 1997 |
| | 5,200 | 125 | 7,705 | 154 | 128 | 7,856 | 7,984 | 2,624 | | 1997 |
| | 18,850 | 9 | 690 | 9,300 | 9 | 9,990 | 9,999 | 1,958 | | 1997 |
| ton | 103,084 | 2,860 | 86,214 | 10,060 | 2,633 | 96,501 | 99,134 | 22,802 | | |
| | 22,520 | 219 | 16,990 | 171 | 219 | 17,161 | 17,380 | 4,374 | | 1997 |
| | 14,938 | | | 5,875 | 341 | 5,534 | 5,875 | 1,126 | | 1999 |
| | 43,320 | 865 | 44,544 | 1,066 | 920 | 45,555 | 46,475 | 10,659 | | 1997 |
| in | 80,778 | 1,084 | 61,534 | 7,112 | 1,480 | 68,250 | 69,730 | 16,159 | | |
| rage | 1,050,000 | 81,809 | 1,140,470 | 204,716 | 102,448 | 1,324,547 | 1,426,995 | 349,295 | | |
| ustrial | 25,995 | 576 | 7,752 | 7,592 | 691 | 15,229 | 15,920 | 14,344 | 1972 | 1972 |
| | 5,190 | 704 | 2,839 | 1,713 | 704 | 4,552 | 5,256 | 3,908 | 1962 | 1962 |
| | 8,068 | 96 | 8,068 | 9,011 | 45 | 17,130 | 17,175 | 13,647 | 1979 | 1998 |
| se/Industrial | 39,253 | 1,376 | 18,659 | 18,316 | 1,440 | 36,911 | 38,351 | 31,899 | | |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

| | | | | | | | | | | |
|------------|---------|---------|---------|--------|---------|---------|---------|--------|------|------|
| ania | | 29,904 | 121,712 | 24,993 | 29,904 | 146,705 | 176,609 | 38,728 | 1919 | 1997 |
| esidential | | 73,312 | 41,685 | 22,739 | 41,542 | 96,194 | 137,736 | 1,715 | | 2005 |
| rk South | 122,990 | 115,720 | 16,420 | 38,588 | 115,720 | 55,008 | 170,728 | 5,232 | | 2005 |

212

VORNADO REALTY TRUST

AND SUBSIDIARIES

SCHEDULE III

REAL ESTATE AND ACCUMULATED DEPRECIATION

December 31, 2006

| | COLUMN B | COLUMN C Initial cost to company (1) | | COLUMN D | COLUMN E Gross amount at which Carried at close of period | | | COLUMN F | COLUMN G | COLUMN H |
|---|--------------|---|--------------|--|---|---------------|---------------|--|--------------------------------|--------------------------|
| | | Buildings | and | Costs capitalized subsequent to | Buildings | and | Total (2) | Accumulated depreciation and amortization | Date of construction (3) | Date acquired 2006 |
| | Encumbrances | Land | improvements | acquisition | Land | improvements | | | | |
| | 36,866 | 2,289 | 1,657 | 139,655 | 2,289 | 1,657 | 3,946 | 7 | | |
| | 159,856 | 28,052 | 181,474 | 225,975 | 54,620 | 113,087 | 167,707 | 1,652 | | |
| | | 249,277 | | | 244,075 | 412,651 | 656,726 | 47,334 | | |
| | 50 | 12,978 | 2,414 | 361,832 | 77 | 377,147 | 377,224 | 204,851 | | |
| 6 | \$ 6,812,331 | \$ 2,789,565 | \$ 8,286,947 | \$ 2,476,976 | \$ 2,795,970 | \$ 10,757,518 | \$ 13,553,488 | \$ 1,968,678 | | |

*These encumbrances are cross-collateralized under a blanket mortgage in the amount of \$463,135 as of December 31, 2006.

Notes:

- (1) Initial cost is cost as of January 30, 1982 (the date on which Vornado commenced real estate operations) unless acquired subsequent to that date - see Column H.
- (2) The net basis of the company's assets and liabilities for tax purposes is approximately \$3,898,470 lower than the amount reported for financial statement purposes.
- (3) Date of original construction - many properties have had substantial renovation or additional construction - see Column D.
- (4) Buildings on these properties were demolished. As a result, the cost of the buildings and improvements, net of accumulated depreciation, were either transferred to land or

VORNADO REALTY TRUST**AND SUBSIDIARIES****SCHEDULE III****REAL ESTATE AND ACCUMULATED DEPRECIATION**

(AMOUNTS IN THOUSANDS)

The following is a reconciliation of real estate assets and accumulated depreciation:

| | Year Ended December 31, | | |
|--|--------------------------------|---------------|--------------|
| | 2006 | 2005 | 2004 |
| Real Estate | | | |
| Balance at beginning of period | \$ 11,367,812 | \$ 9,678,876 | \$ 7,590,877 |
| Consolidation of investment in AmeriCold | | | 1,535,344 |
| Additions during the period: | | | |
| Land | 552,381 | 589,148 | 100,558 |
| Buildings & improvements | 1,860,881 | 1,099,974 | 509,664 |
| | 13,781,074 | 11,367,998 | 9,736,443 |
| Less: Assets sold and written-off | 227,586 | 186 | 57,567 |
| Balance at end of period | \$ 13,553,488 | \$ 11,367,812 | \$ 9,678,876 |
| Accumulated Depreciation | | | |
| Balance at beginning of period | \$ 1,663,777 | \$ 1,401,032 | \$ 864,744 |
| Consolidation of investment in AmeriCold | | | 353,119 |
| Additions charged to operating expenses | 353,473 | 294,474 | 205,170 |
| Additions due to acquisitions | 2,017,250 | 1,695,506 | 1,423,033 |
| Less: Accumulated depreciation on assets sold and written-off | 48,572 | 31,729 | 22,001 |
| Balance at end of period | \$ 1,968,678 | \$ 1,663,777 | \$ 1,401,032 |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

EXHIBIT INDEX

Exhibit No.

- | | | | |
|-----|---|---|---|
| 3.1 | - | Amended and Restated Declaration of Trust of Vornado Realty Trust, as filed with the State Department of Assessments and Taxation of Maryland on April 16, 1993 - Incorporated by reference to Exhibit 3(a) to Vornado Realty Trust's Registration Statement on Form S-4/A (File No. 33-60286), filed on April 15, 1993 | * |
| 3.2 | - | Articles of Amendment of Declaration of Trust of Vornado Realty Trust, as filed with the State Department of Assessments and Taxation of Maryland on May 23, 1996 Incorporated by reference to Exhibit 3.2 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2001 (File No. 001-11954), filed on March 11, 2002 | * |
| 3.3 | - | Articles of Amendment of Declaration of Trust of Vornado Realty Trust, as filed with the State Department of Assessments and Taxation of Maryland on April 3, 1997 Incorporated by reference to Exhibit 3.3 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2001 (File No. 001-11954), filed on March 11, 2002 | * |
| 3.4 | - | Articles of Amendment of Declaration of Trust of Vornado Realty Trust, as filed with the State Department of Assessments and Taxation of Maryland on October 14, 1997 - Incorporated by reference to Exhibit 3.2 to Vornado Realty Trust'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 Realty Trust, as filed with the State Department of Assessments and Taxation of Maryland on April 22, 1998 - Incorporated by reference to Exhibit 3.5 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003 (File No. 001-11954), filed on May 8, 2003 | * |
| 3.6 | - | Articles of Amendment of Declaration of Trust of Vornado Realty Trust, as filed with the State Department of Assessments and Taxation of Maryland on November 24, 1999 - Incorporated by reference to Exhibit 3.4 to Vornado Realty Trust's Registration Statement on Form S-3 (File No. 333-36080), filed on May 2, 2000 | * |
| 3.7 | - | Articles of Amendment of Declaration of Trust of Vornado Realty Trust, as filed with the State Department of Assessments and Taxation of Maryland on April 20, 2000 - Incorporated by reference to Exhibit 3.5 to Vornado Realty Trust's Registration Statement on Form S-3 (File No. 333-36080), filed on May 2, 2000 | * |
| 3.8 | - | Articles of Amendment of Declaration of Trust of Vornado Realty Trust, as filed with the State Department of Assessments and Taxation of Maryland on September 14, 2000 - Incorporated by reference to Exhibit 4.6 to Vornado Realty Trust's Registration Statement on Form S-8 (File No. 333-68462), filed on August 27, 2001 | * |
| 3.9 | - | Articles of Amendment of Declaration of Trust of Vornado Realty Trust, dated May 31, 2002, as filed with the State Department of Assessments and Taxation of Maryland on June 13, 2002 - Incorporated by reference to Exhibit 3.9 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002 (File No. 001-11954), filed on August 7, 2002 | * |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

- 3.10 - Articles of Amendment of Declaration of Trust of Vornado Realty Trust, dated June 6, 2002, as filed with the State Department of Assessments and Taxation of Maryland on June 13, 2002 - Incorporated by reference to Exhibit 3.10 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002 (File No. 001-11954), filed on August 7, 2002 *
- 3.11 - Articles of Amendment of Declaration of Trust of Vornado Realty Trust, dated December 16, 2004, as filed with the State Department of Assessments and Taxation of Maryland on December 16, 2004 - Incorporated by reference to Exhibit 3.1 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on December 21, 2004 *
- 3.12 - Articles Supplementary Classifying Vornado Realty Trust's \$3.25 Series A Convertible Preferred Shares of Beneficial Interest, liquidation preference \$50.00 per share - Incorporated by reference to Exhibit 3.11 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003 (File No. 001-11954), filed on May 8, 2003 *
- 3.13 - Articles Supplementary Classifying Vornado Realty Trust's \$3.25 Series A Convertible Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, as filed with the State Department of Assessments and Taxation of Maryland on December 15, 1997- Incorporated by reference to Exhibit 3.10 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2001 (File No. 001-11954), filed on March 11, 2002 *
- 3.14 - Articles Supplementary Classifying Vornado Realty Trust's Series D-6 8.25% Cumulative Redeemable Preferred Shares, liquidation preference \$25.00 per share, as filed with the State Department of Assessments and Taxation of Maryland on May 1, 2000 - Incorporated by reference to Exhibit 3.1 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed May 19, 2000 *
- 3.15 - Articles Supplementary Classifying Vornado Realty Trust's Series D-8 8.25% Cumulative Redeemable Preferred Shares, liquidation preference \$25.00 per share - Incorporated by reference to Exhibit 3.1 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on December 28, 2000 *
- 3.16 - Articles Supplementary Classifying Vornado Realty Trust's Series D-9 8.75% Preferred Shares, liquidation preference \$25.00 per share, as filed with the State Department of Assessments and Taxation of Maryland on September 25, 2001 - Incorporated by reference to Exhibit 3.1 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on October 12, 2001 *
- 3.17 - Articles Supplementary Classifying Vornado Realty Trust's Series D-10 7.00% Cumulative Redeemable Preferred Shares, liquidation preference \$25.00 per share, as filed with the State Department of Assessments and Taxation of Maryland on November 17, 2003 - Incorporated by reference to Exhibit 3.1 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on November 18, 2003 *
- 3.18 - Articles Supplementary Classifying Vornado Realty Trust's Series D-11 7.20% Cumulative Redeemable Preferred Shares, liquidation preference \$25.00 per share, as filed with the State Department of Assessments and Taxation of Maryland on May 27, 2004 - *

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Incorporated by reference to Exhibit 99.1 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on June 14, 2004

* _____
Incorporated by reference.

216

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

- 3.19 - Articles Supplementary Classifying Vornado Realty Trust's 7.00% Series E Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share - Incorporated by reference to Exhibit 3.27 to Vornado Realty Trust's Registration Statement on Form 8-A (File No. 001-11954), filed on August 20, 2004 *
- 3.20 - Articles Supplementary Classifying Vornado Realty Trust's 6.75% Series F Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share - Incorporated by reference to Exhibit 3.28 to Vornado Realty Trust's Registration Statement on Form 8-A (File No. 001-11954), filed on November 17, 2004 *
- 3.21 - Articles Supplementary Classifying Vornado Realty Trust's 6.55% Series D-12 Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share - Incorporated by reference to Exhibit 3.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on December 21, 2004 *
- 3.22 - Articles Supplementary Classifying Vornado Realty Trust's 6.625% Series G Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share - Incorporated by reference to Exhibit 3.3 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on December 21, 2004 *
- 3.23 - Articles Supplementary Classifying Vornado Realty Trust's 6.750% Series H Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value - Incorporated by reference to Exhibit 3.32 to Vornado Realty Trust's Registration Statement on Form 8-A (File No. 001-11954), filed on June 16, 2005 *
- 3.24 - Articles Supplementary Classifying Vornado Realty Trust's 6.625% Series I Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value - Incorporated by reference to Exhibit 3.33 to Vornado Realty Trust's Registration Statement on Form 8-A (File No. 001-11954), filed on August 30, 2005 *
- 3.25 - Articles Supplementary Classifying Vornado Realty Trust's Series D-14 6.75% Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share - Incorporated by reference to Exhibit 3.1 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on September 14, 2005 *
- 3.26 - Articles Supplementary Classifying Vornado Realty Trust's Series D-15 6.875% Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share - Incorporated by reference to Exhibit 3.1 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on May 3, 2006, and Exhibit 3.1 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on August 23, 2006 *
- 3.27 - Amended and Restated Bylaws of Vornado Realty Trust, as amended on March 2, 2000 - Incorporated by reference to Exhibit 3.12 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 1999 (File No. 001-11954), filed on March 9, 2000 *
- 3.28 - Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of October 20, 1997 (the Partnership Agreement) - Incorporated by reference to Exhibit 3.26 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003 (File No. 001-11954), filed on May 8, 2003 *

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

- 3.29 - Amendment to the Partnership Agreement, dated as of December 16, 1997 Incorporated by reference to Exhibit 3.27 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003 (File No. 001-11954), filed on May 8, 2003 *

* _____
Incorporated by reference.

217

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

- 3.30 - Second Amendment to the Partnership Agreement, dated as of April 1, 1998 - Incorporated by reference to Exhibit 3.5 to Vornado Realty Trust's Registration Statement on Form S-3 (File No. 333-50095), filed on April 14, 1998 *
- 3.31 - Third Amendment to the Partnership Agreement, dated as of November 12, 1998 - Incorporated by reference to Exhibit 3.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on November 30, 1998 *
- 3.32 - Fourth Amendment to the Partnership Agreement, dated as of November 30, 1998 - Incorporated by reference to Exhibit 3.1 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on February 9, 1999 *
- 3.33 - Fifth Amendment to the Partnership Agreement, dated as of March 3, 1999 - Incorporated by reference to Exhibit 3.1 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on March 17, 1999 *
- 3.34 - Sixth Amendment to the Partnership Agreement, dated as of March 17, 1999 - Incorporated by reference to Exhibit 3.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on July 7, 1999 *
- 3.35 - Seventh Amendment to the Partnership Agreement, dated as of May 20, 1999 - Incorporated by reference to Exhibit 3.3 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on July 7, 1999 *
- 3.36 - Eighth Amendment to the Partnership Agreement, dated as of May 27, 1999 - Incorporated by reference to Exhibit 3.4 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on July 7, 1999 *
- 3.37 - Ninth Amendment to the Partnership Agreement, dated as of September 3, 1999 - Incorporated by reference to Exhibit 3.3 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on October 25, 1999 *
- 3.38 - Tenth Amendment to the Partnership Agreement, dated as of September 3, 1999 - Incorporated by reference to Exhibit 3.4 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on October 25, 1999 *
- 3.39 - Eleventh Amendment to the Partnership Agreement, dated as of November 24, 1999 - Incorporated by reference to Exhibit 3.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on December 23, 1999 *
- 3.40 - Twelfth Amendment to the Partnership Agreement, dated as of May 1, 2000 - Incorporated by reference to Exhibit 3.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on May 19, 2000 *
- 3.41 - Thirteenth Amendment to the Partnership Agreement, dated as of May 25, 2000 - Incorporated by reference to Exhibit 3.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on June 16, 2000 *
- 3.42 - Fourteenth Amendment to the Partnership Agreement, dated as of December 8, 2000 - Incorporated by reference to Exhibit 3.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on December 28, 2000 *

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

- 3.43 - Fifteenth Amendment to the Partnership Agreement, dated as of December 15, 2000 - *
- Incorporated by reference to Exhibit 4.35 to Vornado Realty Trust's Registration Statement on Form S-8 (File No. 333-68462), filed on August 27, 2001

* Incorporated by reference.

218

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

- 3.44 - Sixteenth Amendment to the Partnership Agreement, dated as of July 25, 2001 - Incorporated by reference to Exhibit 3.3 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on October 12, 2001 *
- 3.45 - Seventeenth Amendment to the Partnership Agreement, dated as of September 21, 2001 - Incorporated by reference to Exhibit 3.4 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on October 12, 2001 *
- 3.46 - Eighteenth Amendment to the Partnership Agreement, dated as of January 1, 2002 - Incorporated by reference to Exhibit 3.1 to Vornado Realty Trust's Current Report on Form 8-K/A (File No. 001-11954), filed on March 18, 2002 *
- 3.47 - Nineteenth Amendment to the Partnership Agreement, dated as of July 1, 2002 - Incorporated by reference to Exhibit 3.47 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002 (File No. 001-11954), filed on August 7, 2002 *
- 3.48 - Twentieth Amendment to the Partnership Agreement, dated April 9, 2003 - Incorporated by reference to Exhibit 3.46 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003 (File No. 001-11954), filed on May 8, 2003 *
- 3.49 - Twenty-First Amendment to the Partnership Agreement, dated as of July 31, 2003 - Incorporated by reference to Exhibit 3.47 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003 (File No. 001-11954), filed on November 7, 2003 *
- 3.50 - Twenty-Second Amendment to the Partnership Agreement, dated as of November 17, 2003 - Incorporated by reference to Exhibit 3.49 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2003 (File No. 001-11954), filed on March 3, 2004 *
- 3.51 - Twenty-Third Amendment to the Partnership Agreement, dated May 27, 2004 - Incorporated by reference to Exhibit 99.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on June 14, 2004 *
- 3.52 - Twenty-Fourth Amendment to the Partnership Agreement, dated August 17, 2004 - Incorporated by reference to Exhibit 3.57 to Vornado Realty Trust and Vornado Realty L.P.'s Registration Statement on Form S-3 (File No. 333-122306), filed on January 26, 2005 *
- 3.53 - Twenty-Fifth Amendment to the Partnership Agreement, dated November 17, 2004 - Incorporated by reference to Exhibit 3.58 to Vornado Realty Trust and Vornado Realty L.P.'s Registration Statement on Form S-3 (File No. 333-122306), filed on January 26, 2005 *
- 3.54 - Twenty-Sixth Amendment to the Partnership Agreement, dated December 17, 2004 - Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.'s Current Report on Form 8-K (File No. 000-22685), filed on December 21, 2004 *
- 3.55 - Twenty-Seventh Amendment to the Partnership Agreement, dated December 20, 2004 - Incorporated by reference to Exhibit 3.2 to Vornado Realty L.P.'s Current Report on Form 8-K (File No. 000-22685), filed on December 21, 2004 *

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

- 3.56 - Twenty-Eighth Amendment to the Partnership Agreement, dated December 30, 2004 - *
Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.'s Current Report on
Form 8-K (File No. 000-22685), filed on January 4, 2005

* Incorporated by reference.

219

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

- 3.57 - Twenty-Ninth Amendment to the Partnership Agreement, dated June 17, 2005 - Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P. s Current Report on Form 8-K (File No. 000-22685), filed on June 21, 2005 *
- 3.58 - Thirtieth Amendment to the Partnership Agreement, dated August 31, 2005 - Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P. s Current Report on Form 8-K (File No. 000-22685), filed on September 1, 2005 *
- 3.59 - Thirty-First Amendment to the Partnership Agreement, dated September 9, 2005 - Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P. s Current Report on Form 8-K (File No. 000-22685), filed on September 14, 2005 *
- 3.60 - Thirty-Second Amendment and Restated Agreement of Limited Partnership, dated as of December 19, 2005 Incorporated by reference to Exhibit 3.59 to Vornado Realty L.P. s Quarterly Report on Form 10-Q for the quarter ended March 31, 2006 (File No. 000-22685), filed on May 8, 2006 *
- 3.61 - Thirty-Third Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of April 25, 2006 Incorporated by reference to Exhibit 10.2 to Vornado Realty Trust s Form 8-K (File No. 001-11954), filed on May 1, 2006 *
- 3.62 - Thirty-Fourth Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of May 2, 2006 Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P. s Current Report on Form 8-K (File No. 000-22685), filed on May 3, 2006 *
- 3.63 - Thirty-Fifth Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of August 17, 2006 Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P. s Form 8-K (File No. 000-22685), filed on August 23, 2006 *
- 3.64 - Thirty-Sixth Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of October 2, 2006 Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P. s Form 8-K (File No. 000-22685), filed on January 22, 2007 *
- 4.1 - Indenture and Servicing Agreement, dated as of March 1, 2000, among Vornado Finance LLC, LaSalle Bank National Association, ABN Amro Bank N.V. and Midland Loan Services, Inc. - Incorporated by reference to Exhibit 10.48 to Vornado Realty Trust s Annual Report on Form 10-K for the year ended December 31, 1999 (File No. 001-11954), filed on March 9, 2000 *
- 4.2 - Indenture, dated as of June 24, 2002, between Vornado Realty L.P. and The Bank of New York, as Trustee - Incorporated by reference to Exhibit 4.1 to Vornado Realty L.P. s Current Report on Form 8-K (File No. 000-22685), filed on June 24, 2002 *
- 4.3 - Indenture, dated as of November 25, 2003, between Vornado Realty L.P. and The Bank of New York, as Trustee - Incorporated by reference to Exhibit 4.10 to Vornado Realty Trust s Quarterly Report on Form 10-Q for the quarter ended March 31, 2005 (File No. 001-11954), filed on April 28, 2005 *
- 4.4 - Indenture, dated as of November 20, 2006, among Vornado Realty Trust, as Issuer, Vornado Realty L.P., as Guarantor and The Bank of New York, as Trustee Incorporated by reference to Exhibit 4.1 to Vornado Realty Trust s Current Report on Form 8-K *

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Certain instruments defining the rights of holders of long-term debt securities of Vornado Realty Trust and its subsidiaries are omitted pursuant to Item 601(b)(4)(iii) of Regulation S-K. Vornado Realty Trust hereby undertakes to furnish to the Securities and Exchange Commission, upon request, copies of any such instruments.

- | | | | | |
|-------|----|---|--|---|
| 10.1 | ** | - | Vornado Realty Trust's 1993 Omnibus Share Plan - Incorporated by reference to Exhibit 4.1 to Vornado Realty Trust's Registration Statement on Form S-8 (File No. 331-09159), filed on July 30, 1996 | * |
| 10.2 | ** | - | Vornado Realty Trust's 1993 Omnibus Share Plan, as amended - Incorporated by reference to Exhibit 4.1 to Vornado Realty Trust's Registration Statement on Form S-8 (File No. 333-29011), filed on June 12, 1997 | * |
| 10.3 | | - | Master Agreement and Guaranty, between Vornado, Inc. and Bradlees New Jersey, Inc. dated as of May 1, 1992 - Incorporated by reference to Vornado, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 1992 (File No. 001-11954), filed May 8, 1992 | * |
| 10.4 | ** | - | Employment Agreement between Vornado Realty Trust and Michael D. Fascitelli, dated December 2, 1996 - Incorporated by reference to Exhibit 10(C)(3) to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 1996 (File No. 001-11954), filed March 13, 1997 | * |
| 10.5 | | - | Registration Rights Agreement between Vornado, Inc. and Steven Roth, dated December 29, 1992 - Incorporated by reference to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 1992 (File No. 001-11954), filed February 16, 1993 | * |
| 10.6 | | - | Stock Pledge Agreement between Vornado, Inc. and Steven Roth dated December 29, 1992 - Incorporated by reference to Vornado, Inc.'s Annual Report on Form 10-K for the year ended December 31, 1992 (File No. 001-11954), filed February 16, 1993 | * |
| 10.7 | | - | Management Agreement between Interstate Properties and Vornado, Inc. dated July 13, 1992 - Incorporated by reference to Vornado, Inc.'s Annual Report on Form 10-K for the year ended December 31, 1992 (File No. 001-11954), filed February 16, 1993 | * |
| 10.8 | | - | 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, Inc.'s Annual Report on Form 10-K for the year ended December 31, 1992 (File No. 001-11954), filed February 16, 1993 | * |
| 10.9 | | - | Amendment to Real Estate Retention Agreement between Vornado, Inc., Keen Realty Consultants, Inc. and Alexander's, Inc., dated February 6, 1995 - Incorporated by reference to Exhibit 10(F)(2) to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 1994 (File No. 001-11954), filed March 23, 1995 | * |
| 10.10 | | - | Stipulation between Keen Realty Consultants Inc. and Vornado Realty Trust re: Alexander's Retention Agreement - Incorporated by reference to Exhibit 10(F)(2) to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 1993 (File No. 001-11954), filed March 24, 1994 | * |
| 10.11 | | - | Management and Development Agreement among Alexander's Inc. and Vornado Realty Trust, dated as of February 6, 1995 - Incorporated by reference to Exhibit 99.1 to Vornado | * |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed February 21, 1995

-
- * Incorporated by reference.
 - ** Management contract or compensatory agreement.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

- | | | | | |
|-------|----|---|---|---|
| 10.12 | ** | - | 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 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on April 30, 1997 | * |
| 10.13 | | - | 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 Exhibit 10.47 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 1999 (File No. 001-11954), filed on March 9, 2000 | * |
| 10.14 | ** | - | Promissory Note from Steven Roth to Vornado Realty Trust, dated December 23, 2005 Incorporated by reference to Exhibit 10.15 to Vornado Realty Trust Annual Report on Form 10-K for the year ended December 31, 2005 (File No. 001-11954), filed on February 28, 2006 | * |
| 10.15 | ** | - | Letter agreement, dated November 16, 1999, between Steven Roth and Vornado Realty Trust - Incorporated by reference to Exhibit 10.51 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 1999 (File No. 001-11954), filed on March 9, 2000 | * |
| 10.16 | | - | Agreement and Plan of Merger, dated as of October 18, 2001, by and among Vornado Realty Trust, Vornado Merger Sub L.P., Charles E. Smith Commercial Realty L.P., Charles E. Smith Commercial Realty L.L.C., Robert H. Smith, individually, Robert P. Kogod, individually, and Charles E. Smith Management, Inc. - Incorporated by reference to Exhibit 2.1 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on January 16, 2002 | * |
| 10.17 | | - | Registration Rights Agreement, dated January 1, 2002, between Vornado Realty Trust and the holders of the Units listed on Schedule A thereto - Incorporated by reference to Exhibit 10.2 to Vornado Realty Trust's Current Report on Form 8-K/A (File No. 1-11954), filed on March 18, 2002 | * |
| 10.18 | | - | Tax Reporting and Protection Agreement, dated December 31, 2001, by and among Vornado, Vornado Realty L.P., Charles E. Smith Commercial Realty L.P. and Charles E. Smith Commercial Realty L.L.C. - Incorporated by reference to Exhibit 10.3 to Vornado Realty Trust's Current Report on Form 8-K/A (File No. 1-11954), filed on March 18, 2002 | * |
| 10.19 | ** | - | Employment Agreement between Vornado Realty Trust and Michael D. Fascitelli, dated March 8, 2002 - Incorporated by reference to Exhibit 10.7 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2002 (File No. 001-11954), filed on May 1, 2002 | * |
| 10.20 | ** | - | First Amendment, dated October 31, 2002, to the Employment Agreement between Vornado Realty Trust and Michael D. Fascitelli, dated March 8, 2002 - Incorporated by reference to Exhibit 99.6 to the Schedule 13D filed by Michael D. Fascitelli on November 8, 2002 | * |
| 10.21 | ** | - | Convertible Units Agreement, dated December 2, 1996, between Vornado Realty Trust and Michael D. Fascitelli - Incorporated by reference to Exhibit E of the Employment Agreement, dated December 2, 1996, between Vornado Realty Trust and Michael D. Fascitelli, filed as Exhibit 10(C)(3) to Vornado Realty Trust's Annual Report on Form | * |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

10-K for the year ended December 31, 1996 (File No. 001-11954), filed on
March 13, 1997

-
- * Incorporated by reference.
 - ** Management contract or compensatory agreement.

222

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

- | | | | | |
|-------|----|---|---|---|
| 10.22 | ** | - | First Amendment, dated June 7, 2002, to the Convertible Units Agreement between Vornado Realty Trust and Michael D. Fascitelli, dated December 2, 1996 - Incorporated by reference to Exhibit 99.3 to Schedule 13D filed by Michael D. Fascitelli on November 8, 2002 | * |
| 10.23 | ** | - | Second Amendment, dated October 31, 2002, to the Convertible Units Agreement between Vornado Realty Trust and Michael D. Fascitelli, dated December 2, 1996 - Incorporated by reference to Exhibit 99.4 to the Schedule 13D filed by Michael D. Fascitelli on November 8, 2002 | * |
| 10.24 | ** | - | 2002 Units Agreement between Vornado Realty Trust and Michael D. Fascitelli, dated March 8, 2002 - Incorporated by reference to Exhibit 99.7 to the Schedule 13D filed by Michael D. Fascitelli on November 8, 2002 | * |
| 10.25 | ** | - | First Amendment, dated October 31, 2002, to the 2002 Units Agreement between Vornado Realty Trust and Michael D. Fascitelli, dated March 8, 2002 - Incorporated by reference to Exhibit 99.8 to the Schedule 13D filed by Michael D. Fascitelli on November 8, 2002 | * |
| 10.26 | ** | - | First Amendment, dated October 31, 2002, to the Registration Agreement between Vornado Realty Trust and Michael D. Fascitelli, dated December 2, 1996 - Incorporated by reference to Exhibit 99.9 to the Schedule 13D filed by Michael D. Fascitelli on November 8, 2002 | * |
| 10.27 | ** | - | Trust Agreement between Vornado Realty Trust and Chase Manhattan Bank, dated December 2, 1996 - Incorporated by reference to Exhibit 99.10 to the Schedule 13D filed by Michael D. Fascitelli on November 8, 2002 | * |
| 10.28 | ** | - | First Amendment, dated September 17, 2002, to the Trust Agreement between Vornado Realty Trust and The Chase Manhattan Bank, dated December 2, 1996 - Incorporated by reference to Exhibit 99.11 to the Schedule 13D filed by Michael D. Fascitelli on November 8, 2002 | * |
| 10.29 | | - | Registration Rights Agreement, dated as of July 21, 1999, by and between Vornado Realty Trust and the holders of Units listed on Schedule A thereto - Incorporated by reference to Exhibit 10.2 to Vornado Realty Trust's Registration Statement on Form S-3 (File No. 333-102217), filed on December 26, 2002 | * |
| 10.30 | | - | Form of Registration Rights Agreement between Vornado Realty Trust and the holders of Units listed on Schedule A thereto - Incorporated by reference to Exhibit 10.3 to Vornado Realty Trust's Registration Statement on Form S-3 (File No. 333-102217), filed on December 26, 2002 | * |
| 10.31 | | - | Amendment to Real Estate Retention Agreement, dated as of July 3, 2002, by and between Alexander's, Inc. and Vornado Realty L.P. - Incorporated by reference to Exhibit 10(i)(E)(3) to Alexander's Inc.'s Quarterly Report for the quarter ended June 30, 2002 (File No. 001-06064), filed on August 7, 2002 | * |
| 10.32 | | - | 59th Street Real Estate Retention Agreement, dated as of July 3, 2002, by and between Vornado Realty L.P., 731 Residential LLC and 731 Commercial LLC - Incorporated by reference to Exhibit 10(i)(E)(4) to Alexander's Inc.'s Quarterly Report for the quarter ended June 30, 2002 (File No. 001-06064), filed on August 7, 2002 | * |

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

- 10.33 - Amended and Restated Management and Development Agreement, dated as of July 3, 2002, by and between Alexander's, Inc., the subsidiaries party thereto and Vornado Management Corp. - Incorporated by reference to Exhibit 10(i)(F)(1) to Alexander's Inc.'s Quarterly Report for the quarter ended June 30, 2002 (File No. 001-06064), filed on August 7, 2002 *

* Incorporated by reference.

** Management contract or compensatory agreement.

223

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

- 10.34 - 59th Street Management and Development Agreement, dated as of July 3, 2002, by and between 731 Residential LLC, 731 Commercial LLC and Vornado Management Corp. - Incorporated by reference to Exhibit 10(i)(F)(2) to Alexander's Inc.'s Quarterly Report for the quarter ended June 30, 2002 (File No. 001-06064), filed on August 7, 2002 *
- 10.35 - Amendment dated May 29, 2002, to the Stock Pledge Agreement between Vornado Realty Trust and Steven Roth dated December 29, 1992 - Incorporated by reference to Exhibit 5 of Interstate Properties Schedule 13D/A dated May 29, 2002 (File No. 005-44144), filed on May 30, 2002 *
- 10.36 ** - Vornado Realty Trust's 2002 Omnibus Share Plan - Incorporated by reference to Exhibit 4.2 to Vornado Realty Trust's Registration Statement on Form S-8 (File No. 333-102216) filed December 26, 2002 *
- 10.37 ** - First Amended and Restated Promissory Note from Michael D. Fascitelli to Vornado Realty Trust, dated December 17, 2001 - Incorporated by reference to Exhibit 10.59 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2002 (File No. 001-11954), filed on March 7, 2003 *
- 10.38 ** - Promissory Note from Joseph Macnow to Vornado Realty Trust, dated July 23, 2002 - Incorporated by reference to Exhibit 10.60 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2002 (File No. 001-11954), filed on March 7, 2003 *
- 10.39 ** - Employment Agreement between Vornado Realty Trust and Mitchell Schear, dated April 9, 2003 - Incorporated by reference to Exhibit 10.1 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2003 (File No. 001-11954), filed on August 8, 2003 *
- 10.40 - Registration Rights Agreement by and between Vornado Realty Trust and Bel Holdings LLC dated as of November 17, 2003 - Incorporated by reference to Exhibit 10.68 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2003 (File No. 001-11954), filed on March 3, 2004 *
- 10.41 - Registration Rights Agreement, dated as of May 27, 2004, by and between Vornado Realty Trust and 2004 Realty Corp. - Incorporated by reference to Exhibit 10.75 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2004 (File No. 001-11954), filed on February 25, 2005 *
- 10.42 - Registration Rights Agreement, dated as of December 17, 2004, by and between Vornado Realty Trust and Montebello Realty Corp. 2002 - Incorporated by reference to Exhibit 10.76 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2004 (File No. 001-11954), filed on February 25, 2005 *
- 10.43 ** - Form of Stock Option Agreement between the Company and certain employees dated as of February 8, 2005 - Incorporated by reference to Exhibit 10.77 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2004 (File No. 001-11954), filed on February 25, 2005 *
- 10.44 ** - Form of Restricted Stock Agreement between the Company and certain employees - Incorporated by reference to Exhibit 10.78 to Vornado Realty Trust's Annual Report on

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

Form 10-K for the year ended December 31, 2004 (File No. 001-11954), filed on
February 25, 2005

-
- * Incorporated by reference.
 - ** Management contract or compensatory agreement.

224

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

- 10.45 ** - Employment Agreement between Vornado Realty Trust and Sandeep Mathrani, dated February 22, 2005 and effective as of January 1, 2005 Incorporated by reference to Exhibit 10.76 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005 (File No. 001-11954), filed on April 28, 2005 *
- 10.46 - Contribution Agreement, dated May 12, 2005, by and among Robert Kogod, Vornado Realty L.P. and certain Vornado Realty Trust's affiliates Incorporated by reference to Exhibit 10.49 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2005 (File No. 001-11954), filed on February 28, 2006 *
- 10.47 ** - Amendment, dated March 17, 2006, to the Vornado Realty Trust Omnibus Share Plan Incorporated by reference to Exhibit 10.50 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2006 (File No. 001-11954), filed on May 2, 2006 *
- 10.48 ** - Form of Vornado Realty Trust 2006 Out-Performance Plan Award Agreement, dated as of April 25, 2006 Incorporated by reference to Exhibit 10.1 to Vornado Realty Trust's Form 8-K (File No. 001-11954), filed on May 1, 2006 *
- 10.49 ** - Form of Vornado Realty Trust 2002 Restricted LTIP Unit Agreement Incorporated by reference to Vornado Realty Trust's Form 8-K (File No. 001-11954), filed on May 1, 2006 *
- 10.50 ** - Revolving Credit Agreement, dated as of June 28, 2006, among the Operating Partnership, the banks party thereto, JPMorgan Chase Bank, N.A., as Administrative Agent, Bank of America, N.A. and Citicorp North America, Inc., as Syndication Agents, Deutsche Bank Trust Company Americas, Lasalle Bank National Association, and UBS Loan Finance LLC, as Documentation Agents and Vornado Realty Trust Incorporated by reference to Exhibit 10.1 to Vornado Realty Trust's Form 8-K (File No. 001-11954), filed on June 28, 2006 *
- 10.51 ** - Amendment No.2, dated May 18, 2006, to the Vornado Realty Trust Omnibus Share Plan Incorporated by reference to Exhibit 10.53 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2006 (File No. 001-11954), filed on August 1, 2006 *
- 10.52 ** - Amended and Restated Employment Agreement between Vornado Realty Trust and Joseph Macnow dated July 27, 2006 Incorporated by reference to Exhibit 10.54 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2006 (File No. 001-11954), filed on August 1, 2006 *
- 10.53 - Guaranty, made as of June 28, 2006, by Vornado Realty Trust, for the benefit of JP Morgan Chase Bank Incorporated by reference to Exhibit 10.53 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended September 30, 2006 (File No. 001-11954), filed on October 31, 2006 *
- 10.54 ** - Amendment, dated October 26, 2006, to the Vornado Realty Trust Omnibus Share Plan Incorporated by reference to Exhibit 10.54 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended September 30, 2006 (File No. 001-11954), filed on October 31, 2006 *

-
- * Incorporated by reference.
 - ** Management contract or compensatory agreement.

Edgar Filing: VORNADO REALTY TRUST - Form 10-K

- 10.55 ** - Amendment to Real Estate Retention Agreement, dated as of January 1, 2007, by and between Vornado Realty L.P. and Alexander's, Inc.
- 10.56 ** - Amendment to 59th Street Real Estate Retention Agreement, dated as of January 1, 2007, by and among Vornado Realty L.P., 731 Retail One LLC, 731 Restaurant LLC, 731 Office One LLC and 731 Office Two LLC.
- 12 - Computation of Ratios
- 21 - Subsidiaries of Registrant
- 23 - Consent of Independent Registered Public Accounting Firm
- 31.1 - Rule 13a-14 (a) Certification of the Chief Executive Officer
- 31.2 - Rule 13a-14 (a) Certification of the Chief Financial Officer
- 32.1 - Section 1350 Certification of the Chief Executive Officer
- 32.2 - Section 1350 Certification of the Chief Financial Officer

** Management contract or compensatory agreement.

226
