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VORNADO REALTY TRUST
Form 10-Q/A
December 24, 2002

EXHIBIT INDEX ON PAGE 33

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q/A
(AMENDMENT NO. 1)

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

For the quarterly period ended: SEPTEMBER 30, 2002

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: 001-11954

VORNADO REALTY TRUST

(Exact name of registrant as specified in its charter)

MARYLAND

22-1657560

(State or other jurisdiction of incorporation
or organization)

(I.R.S. Employer
Identification Number)

888 SEVENTH AVENUE, NEW YORK, NEW YORK

10019

(Address of principal executive offices)

(Zip Code)

(212) 894-7000

(Registrant's telephone number, including area code)

N/A

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

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

Yes / No

As of October 28, 2002, 108,396,383 of the registrant's common shares of
beneficial interest are outstanding.

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EXPLANATORY NOTE

This Form 10-Q/A amends Part I. Item 1. Financial Statements; Part I. Item 3. Quantitative and Qualitative Disclosures About Market Risk; and Part II. Item 6. Exhibit 15.1 of the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2002 to revise the accounting for the interest rate swaps relating to its 5.625% Senior Unsecured Notes due 2007 (the "Notes"). The Company appropriately designated the swaps as "fair value hedge transactions" with "no ineffectiveness". The Company reported the \$37,293,000 increase in the fair value of the swap assets as an Other Asset on its September 30, 2002 unaudited consolidated balance sheet with a related increase in Accumulated Other Comprehensive Income. Accounting principles generally accepted in the United States of America require an increase in the carrying amount of the Notes instead of the increase in Accumulated Other Comprehensive Income. This Form 10-Q/A restates the September 30, 2002 unaudited consolidated balance sheet to increase the carrying amount of the Notes by \$37,293,000 and decrease Accumulated Other Comprehensive Income by a like amount. The change has no effect on the Company's results of operations for the three and nine months ended September 30, 2002, the related per share amounts, reported cash flows or funds from operations.

The Company hereby amends Part I. Items 1 and 3 and Part II. Item 6 of the Form 10-Q in their entirety and replaces such Items with the revised items set forth below. Part I. Item 4 is included herein in support of the accompanying certifications of both the Chief Executive Officer and the Chief Financial Officer of the Company. No further changes have been made to the Form 10-Q. Except with respect to Part I. Item 4 and the certifications of the Company's Chief Executive Officer and Chief Financial Officer, this Form 10-Q/A continues to speak as of the date of the filing of the Form 10-Q that it amends and it has not been updated for any events that have happened subsequent to the date of such filing.

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PART I. FINANCIAL INFORMATION
 ITEM 1. FINANCIAL STATEMENTS

VORNADO REALTY TRUST
 CONSOLIDATED BALANCE SHEETS

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

ASSETS	
Real estate, at cost:	
Land.....	\$ 1
Buildings and improvements.....	5
Development costs and construction in progress.....	
Leasehold improvements and equipment.....	
Total.....	7
Less accumulated depreciation and amortization.....	
Real estate, net.....	6
Cash and cash equivalents, including U.S. government obligations under repurchase agreements of \$38,900 and \$15,235.....	
Escrow deposits and restricted cash.....	
Marketable securities.....	
Investments in and advances to partially-owned entities, including Alexander's of \$192,831 and \$188,522.....	
Due from officers.....	
Accounts receivable, net of allowance for doubtful accounts of \$9,915 and \$8,831.....	
Notes and mortgage loans receivable.....	
Receivable arising from the straight-lining of rents.....	
Other assets.....	

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LIABILITIES AND SHAREHOLDERS' EQUITY

Notes and mortgages payable.....	\$ 3
Senior unsecured notes due 2007, at fair value (\$37,293 in excess of accreted note balance).....	
Accounts payable and accrued expenses.....	
Officers' compensation payable.....	
Deferred leasing fee income.....	
Other liabilities.....	

\$ 3

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Expenses:			
Operating.....	145,237	102,222	
Depreciation and amortization.....	52,011	29,275	
General and administrative.....	27,352	15,043	
Amortization of Officer's deferred compensation expense.....	6,875	--	
Costs of acquisitions not consummated.....	--	--	
	-----	-----	-----
Total expenses.....	231,475	146,540	
	-----	-----	-----
Operating income.....	129,733	103,725	
Income applicable to Alexander's.....	12,554	4,442	
Income from partially-owned entities.....	6,692	18,856	
Interest and other investment income.....	6,407	14,584	
Interest and debt expense.....	(61,354)	(43,054)	
Net gain on disposition of wholly-owned and partially-owned assets.....	4,503	6,495	
Minority interest:			
Perpetual preferred unit distributions.....	(18,254)	(17,594)	
Minority limited partnership earnings.....	(17,073)	(9,951)	
Partially-owned entities.....	(403)	(723)	
	-----	-----	-----
Income before cumulative effect of change in accounting principle and extraordinary item.....	62,805	76,780	
Cumulative effect of change in accounting principle.....	--	--	
Extraordinary item.....	--	--	
	-----	-----	-----
Net income.....	62,805	76,780	
Preferred share dividends (including accretion of issuance expenses of \$958 in the nine months of 2001)..	(5,695)	(8,904)	
	-----	-----	-----
NET INCOME applicable to common shares.....	\$ 57,110	\$ 67,876	\$
	=====	=====	=====
NET INCOME PER COMMON SHARE - BASIC.....	\$.53	\$.76	\$
	=====	=====	=====
NET INCOME PER COMMON SHARE - DILUTED.....	\$.52	\$.74	\$
	=====	=====	=====
DIVIDENDS PER COMMON SHARE.....	\$.66	\$.59	\$
	=====	=====	=====

See notes to consolidated financial statements.

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VORNADO REALTY TRUST

CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

(amounts in thousands)

CASH FLOWS FROM OPERATING ACTIVITIES:

FOR THE NINE

2002

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Net income.....	\$ 180,91
Adjustments to reconcile net income to net cash provided by operating activities:	
Cumulative effect of change in accounting principle.....	30,12
Extraordinary item.....	-
Minority interest.....	106,87
Net gain on disposition of wholly-owned and partially-owned assets.....	(1,05)
Depreciation and amortization.....	149,16
Amortization of Officer's deferred compensation expense.....	20,62
Straight-lining of rental income.....	(29,62)
Equity in income of Alexander's.....	(22,60)
Equity in income of partially-owned entities.....	(30,30)
Changes in operating assets and liabilities.....	(56,62)
Net cash provided by operating activities.....	347,50
CASH FLOWS FROM INVESTING ACTIVITIES:	
Development costs and construction in progress.....	(47,35)
Investments in partially-owned entities.....	(35,20)
Distributions from partially-owned entities.....	100,32
Investment in notes and mortgage loans receivable.....	(56,09)
Repayment of notes and mortgage loans receivable.....	115,00
Cash restricted, primarily mortgage escrows.....	70
Additions to real estate.....	(70,02)
Purchases of marketable securities	(1,70)
Acquisitions of real estate.....	(23,65)
Proceeds from sale of marketable securities	73,68
Proceeds from sale of real estate.....	-
Real estate deposits and other.....	-
Net cash provided by investing activities.....	55,67
CASH FLOWS FROM FINANCING ACTIVITIES:	
Proceeds from borrowings.....	654,37
Repayments of borrowings.....	(719,76)
Debt issuance costs.....	(3,97)
Proceeds from issuance of common shares.....	56,50
Proceeds from issuance of preferred units.....	-
Distributions to minority partners.....	(108,47)
Dividends paid on common shares.....	(240,80)
Dividends paid on preferred shares.....	(17,72)
Exercise of stock options.....	25,45
Net cash used in financing activities.....	(354,39)
Net increase in cash and cash equivalents.....	48,77
Cash and cash equivalents at beginning of period.....	265,58
Cash and cash equivalents at end of period.....	\$ 314,36
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:	
Cash payments for interest (including capitalized interest of \$5,450 in 2002 and \$9,495 in 2001).....	\$ 171,13

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NON-CASH TRANSACTIONS:

Class A units issued in acquisitions.....	\$ 625,22
Financing assumed in acquisitions.....	1,082,48
Unrealized (loss) gain on securities available for sale.....	(11

See notes to consolidated financial statements.

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VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

1. ORGANIZATION

Vornado Realty Trust is a fully-integrated real estate investment trust ("REIT"). Vornado conducts its business through Vornado Realty L.P., a Delaware limited partnership (the "Operating Partnership"). Vornado is the sole general partner of, and owned approximately 79% of the common limited partnership interest in, the Operating Partnership at September 30, 2002. All references to the "Company" and "Vornado" refer to Vornado Realty Trust and its consolidated subsidiaries, including the Operating Partnership.

2. BASIS OF PRESENTATION

The consolidated balance sheet as of September 30, 2002, the consolidated statements of income for the three and nine months ended September 30, 2002 and 2001 and the consolidated statements of cash flows for the nine months ended September 30, 2002 and 2001 are unaudited. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations and changes in cash flows have been made. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in Vornado's Annual Report on Form 10-K for the year ended December 31, 2001 as filed with the Securities and Exchange Commission. The results of operations for the nine months ended September 30, 2002 are not necessarily indicative of the operating results for the full year.

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

Management has made estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual

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results could differ from those estimates.

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

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VORNADO REALTY TRUST

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

3. RECENTLY ISSUED ACCOUNTING STANDARDS

In June 2001, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standard ("SFAS") No. 142, GOODWILL AND OTHER INTANGIBLE ASSETS (effective January 1, 2002). SFAS No. 142 specifies that goodwill and some intangible assets will no longer be amortized but instead be subject to periodic impairment testing. SFAS No. 142 provides specific guidance for impairment testing of these assets and removes them from the scope of SFAS No. 121, ACCOUNTING FOR THE IMPAIRMENT OF LONG-LIVED ASSETS. At December 31, 2001, the Company determined that the carrying amounts of its goodwill were not impaired under SFAS No. 121, as the expected undiscounted future cash flows from the related investments including goodwill exceeded the carrying amounts of those assets. At January 1, 2002, under the guidance of SFAS 142, the Company determined that the carrying amounts of certain of its goodwill assets were in excess of the fair values. Accordingly, in the first quarter of 2002, the Company wrote-off goodwill of approximately \$30,129,000 of which (i) \$15,490,000 represents its share of the goodwill arising from the Company's investment in Temperature Controlled Logistics and (ii) \$14,639,000 represents goodwill arising from the Company's acquisition of the Hotel Pennsylvania. The write-off has been reflected as a cumulative effect of a change in accounting principle. Earnings allocable to the minority interest has been reduced by their pro-rata share of the write-off of goodwill. Previously reported Net Income Applicable to Common Shares for the three and nine months ended September 30, 2001 would have been approximately \$300,000 and \$900,000 higher if such goodwill was not amortized in the prior year's quarter and nine months.

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

In April 2002, the FASB issued SFAS No. 145, RESCISSION OF SFAS NO. 4, 44, AND 64, AMENDMENT OF SFAS NO. 13, AND TECHNICAL CORRECTIONS. SFAS No. 145 rescinds SFAS No. 4, REPORTING GAINS AND LOSSES FROM EXTINGUISHMENT OF DEBT, SFAS No. 44, ACCOUNTING FOR INTANGIBLE ASSETS OF MOTOR CARRIERS, and SFAS No. 64, EXTINGUISHMENTS OF DEBT MADE TO SATISFY SINKING-FUND REQUIREMENTS. SFAS No. 145 requires, among other things, (i) that the modification of a lease that results in a change of the classification of the lease from capital to operating under the provisions of SFAS No. 13 be accounted for as a sale-leaseback transaction and (ii) the reporting of gains or losses from the early

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extinguishment of debt as extraordinary items only if they met the criteria of Accounting Principles Board Opinion No. 30, REPORTING THE RESULTS OF OPERATIONS. The rescission of SFAS No. 4 is effective January 1, 2003. The amendment of SFAS No. 13 is effective for transactions occurring on or after May 15, 2002. The adoption of this statement will not have a material effect on the Company's financial statements.

In July 2002, the FASB issued SFAS No. 146, ACCOUNTING FOR COSTS ASSOCIATED WITH EXIT OR DISPOSAL ACTIVITIES (effective January 1, 2003). SFAS No. 146 replaces current accounting literature and requires the recognition of costs associated with exit or disposal activities when they are incurred rather than at the date of a commitment to an exit or disposal plan. The Company does not anticipate that the adoption of this statement will have a material effect on the Company's financial statements.

On August 7, 2002, the Company announced that beginning January 1, 2003, it will expense the cost of employee stock options in accordance with the Statement of Financial Accounting Standard ("SFAS") No. 123, ACCOUNTING FOR STOCK-BASED COMPENSATION. On October 4, 2002, the FASB issued an exposure draft proposing to amend the transition and disclosure provisions of SFAS No. 123. Specifically, SFAS No. 123, as amended, would permit two additional transition methods for entities that adopt the fair value method of accounting for stock based employee compensation. Both of these methods avoid the ramp-up effect on earnings arising from the prospective application of the fair value method. The Company is currently in the process of evaluating each of the transition methods and the impact to the Company's financial position and results of operations.

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

4. ACQUISITIONS AND DISPOSITIONS

ACQUISITIONS

CHARLES E. SMITH COMMERCIAL REALTY L.P.

On January 1, 2002, the Company completed the combination of Charles E. Smith Commercial Realty L.P. ("CESCR") with Vornado. Prior to the combination, Vornado owned a 34% interest in CESCR. The consideration for the remaining 66% of CESCR was approximately \$1,600,000,000, consisting of 15.6 million newly issued Vornado Operating Partnership units and \$991,980,000 of debt (66% of CESCR's total debt).

This acquisition was recorded under the purchase method of accounting. The purchase price was allocated to acquired assets and assumed liabilities using their relative fair values as of January 1, 2002 based on valuations and other studies, certain of which are not yet complete. Accordingly, the initial valuations are subject to change as such information is finalized. The Company believes that any such change will not be significant because the allocations were principally to real estate.

The unaudited pro forma information set forth below presents the condensed consolidated statements of income for the Company for the three and nine months ended September 30, 2001 as if the following transactions had occurred on January 1, 2001, (i) the acquisition of CESCR described above and (ii) the Company's November 21, 2001 sale of 9,775,000 common shares and the use of proceeds to repay indebtedness.

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Condensed Consolidated Statements of Income (in thousands, except per share amounts)	For the Three Months Ended September 30,		
	2002	Pro Forma 2001	
Revenues.....	\$ 361,208	\$ 344,972	\$
Income before cumulative effect of change in accounting principle and extraordinary item.....	\$ 62,805	\$ 82,597	\$
Cumulative effect of change in accounting principle.....	--	--	
Extraordinary item.....	--	(88)	
Net income.....	62,805	82,509	
Preferred share dividends.....	(5,695)	(8,904)	
Net income applicable to common shares.....	\$ 57,110	\$ 73,605	\$
Net income per common share - basic.....	\$.53	\$.75	\$
Net income per common share - diluted.....	\$.52	\$.72	\$

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VORNADO REALTY TRUST

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

4. ACQUISITIONS AND DISPOSITIONS - CONTINUED

INVESTMENT IN PRIMESTONE

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

On November 19, 2001, the Company sold, pursuant to a participation agreement with a subsidiary of Cadim inc., a Canadian pension fund, a 50% participation in both loans at par for approximately \$50,000,000 reducing the Company's net investment in the loans at December 31, 2001 to \$56,768,000 including unpaid interest and fees of \$6,790,000.

On April 30, 2002, the Company and Cadim acquired the 7,944,893 partnership units at a foreclosure auction. The price paid for the units by application of a portion of Primestone's indebtedness to the Company and Cadim was \$8.35 per

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unit, the April 30, 2002 closing price of shares of PGE on the New York Stock Exchange. On June 28, 2002, pursuant to the terms of the participation agreement, the Company transferred 3,972,447 of the partnership units to Cadim.

In the second quarter, in accordance with foreclosure accounting, the Company recorded a loss on the Primestone foreclosure of \$17,671,000 calculated based on (i) the acquisition price of the units and (ii) its valuation of the amounts realizable under the guarantees by affiliates of Primestone, as compared with the net carrying amount of the investment at April 30, 2002.

At September 30, 2002, the Company's carrying amount of the investment was \$39,485,000, of which \$33,170,000 represents the carrying amount of the 3,972,447 partnership units owned by the Company (\$8.35 per unit), \$7,100,000 represents the amount expected to be realized under the guarantees, offset by \$785,000 representing the Company's share of Prime Group Realty's net loss through June 30, 2002 (see Note 5. Investments in and Advances to Partially-Owned Entities). In the three months ended September 30, 2002, the Company expensed legal fees of \$2,229,000 in connection with the ongoing Primestone litigation and the Company's effort to realize the guarantees.

At October 28, 2002, the closing price of PGE shares on the New York Stock Exchange was \$4.49 per share. The ultimate realization of the Company's investment will depend upon the future performance of the Chicago real estate market and the performance of PGE, as well as the ultimate realizable value of the net assets supporting the guarantees and the Company's ability to collect under the guarantees. In addition, the Company will continue to monitor this investment to determine whether additional write-downs are required based on (i) declines in value of the shares of PGE (for which the partnership units are exchangeable) which are "other than temporary" as used in accounting literature and (ii) the amount expected to be realized under the guarantees.

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VORNADO REALTY TRUST

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

4. ACQUISITIONS AND DISPOSITIONS - CONTINUED

CRYSTAL GATEWAY ONE

On July 1, 2002, the Company acquired a 360,000 square foot office building from a limited partnership, which is approximately 50% owned by Mr. Robert H. Smith and Mr. Robert P. Kogod and members of the Smith and Kogod families, trustees of the Company, in exchange for approximately 325,700 newly issued Vornado Operating Partnership units (valued at \$13,679,000) and the assumption of \$58,500,000 of debt. The building is located in the Crystal City complex in Arlington, Virginia where the Company already owns 24 office buildings containing over 6.9 million square feet, which it acquired on January 1, 2002, in connection with the Company's acquisition of CESCO. In March 2002, the Company purchased the mortgage on this property for \$55,000,000. On June 28, 2002, the limited partnership completed a \$58,500,000 mortgage refinancing which bears interest at 6.75% and matures in July 2012 and repaid the Company's \$55,000,000 mortgage.

LAS CATALINAS

On September 23, 2002, the Company increased its interest in the Las Catalinas Mall located in Caguas, Puerto Rico (San Juan area) to 100% by acquiring the 50% of the mall and the 25% of Kmart's anchor store it did not

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already own. The purchase price was \$48,000,000, including \$32,000,000 of indebtedness. The Las Catalinas Mall, which opened in 1997, contains 492,000 square feet, including a 123,000 square foot Kmart and a 138,000 square foot Sears owned by a third party.

MONMOUTH MALL

On October 10, 2002, a joint venture in which the Company has a 50% interest, acquired the Monmouth Mall, an enclosed regional shopping center located in Eatontown, New Jersey containing approximately 1.5 million square feet, including four department stores, two of which aggregating 485,000 square feet are owned by the tenants. The purchase price was approximately \$164,700,000, including transaction costs of \$4,400,000. The Company made a \$7,000,000 common equity investment in the venture and provided it with \$23,500,000 of preferred equity yielding 14%. The venture financed the purchase of the Mall with \$135,000,000 of floating debt at LIBOR plus 2.05%, with a LIBOR floor of 2.50% on \$35,000,000, a three year term and two one-year extension options.

The acquisitions of Crystal Gateway One and Las Catalinas were recorded under the purchase method of accounting. The purchase price for these acquisitions was allocated to acquired assets and assumed liabilities using their relative fair values as of the acquisition dates based on valuations and other studies certain of which are not yet complete. Accordingly, the initial valuations are subject to change as such information is finalized. The Company believes that any such change will not be significant because the allocations were principally to real estate. The Company's investment in the Monmouth Mall was recorded under the purchase method and will be accounted for under the equity method as the Company does not have unilateral control over the joint venture.

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VORNADO REALTY TRUST

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

4. ACQUISITIONS AND DISPOSITIONS - CONTINUED

DISPOSITIONS

The following table sets forth the details of net gain on disposition of wholly-owned and partially-owned assets for the three and nine months ended September 30, 2002 and 2001:

(dollars in thousands)	For the Three Months Ended September 30,	
	2002	2001
	-----	-----
Wholly-owned Assets:		
Gain on transfer of mortgages.....	\$ 2,096	\$ --
Net gain on sale of air rights -		
175 Lexington Avenue(1).....	2,126	--
Gain on sale of Kinzie Park condominiums units.....	281	--
Net gain on sale of marketable securities.....	--	--
Loss on Primestone foreclosure.....	--	--

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Net gain from condemnation proceedings.....	--	--
Write-off of investments in technology companies.....	--	--
Partially-owned Assets:		
After-tax net gain on sale of Park Laurel condominium units.....	--	13,869
Write-off of net investment in Russian Tea Room.....	--	(7,374)
Net gain on sale of 50% interest in 570 Lexington Avenue	--	--
	-----	-----
	\$ 4,503	\$ 6,495
	=====	=====

(1) In June 2000, the 175 Lexington Avenue development commenced construction of a 45,000 square foot building containing approximately 2,300 square feet of community facility space and 39,000 square feet of low income residential housing to be exchanged upon completion for air rights. The total cost of the project was \$16,256. Upon completion of the project in June 2002, the Company received 163,728 square feet of air rights of which 138,681 square feet were sold, including 31,885 square feet to Alexander's. The Company's net gain was \$2,126. The balance of the air rights of 25,047 square feet was sold to Alexander's in the fourth quarter of 2002 resulting in a net gain to the Company of \$403 (see Note 5 - Investment in partially-owned entities - Alexander's).

CAPITAL TRUST

On September 30, 2002, the Company's investment in preferred securities of Capital Trust ("CT") was partially redeemed for its \$20,000,000 liquidation amount. At September 30, 2002, the Company's remaining investment in CT consisted of \$30,000,000 of convertible preferred securities, convertible into common shares of CT at any time after September 30, 2004 at \$7.00 per share.

VORNADO REALTY TRUST

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

5. INVESTMENTS IN AND ADVANCES TO PARTIALLY-OWNED ENTITIES

The Company's investments in and advances to partially-owned entities are as follows:

INVESTMENTS AND ADVANCES:

(dollars in thousands)	September 30, 2002	December
	-----	-----
Temperature Controlled Logistics.....	\$ 451,399	\$ 47
Charles E. Smith Commercial Realty L.P. ("CESCR") (1).....	--	34
Alexander's.....	192,831	18
Newkirk Joint Ventures(2).....	168,624	19
Prime Group Realty, L.P. and other guarantees(3).....	39,485	
Partially-Owned Office Buildings(4).....	30,164	2
Starwood Ceruzzi Joint Ventures.....	25,865	2
Park Laurel.....	4,789	(

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Other.....	38,125	2
	-----	-----
	\$ 951,282	\$ 1,27
	=====	=====

- (1) On January 1, 2002, the Company acquired the remaining 66% of CESCO it did not previously own. Accordingly, CESCO is consolidated as of January 1, 2002.
- (2) The Company's investment in and advances to Newkirk Joint Ventures is comprised of:

	September 30, 2002	December 31, 2001
	-----	-----
Investments in limited partnerships..	\$ 120,359	\$ 143,269
Mortgages and loans receivable.....	39,511	39,511
Other.....	8,754	8,754
	-----	-----
Total.....	\$ 168,624	\$ 191,534
	=====	=====

On January 2, 2002, the Newkirk Joint Ventures' partnership interests were merged into a master limited partnership (the "MLP") in which the Company has a 21% interest. In conjunction with the merger, the MLP completed a \$225,000 mortgage financing collateralized by its properties, subject to the existing first and certain second mortgages on those properties. The loan bears interest at LIBOR plus 5.5% with a LIBOR floor of 3% (8.5% at September 30, 2002) and matures on January 31, 2005, with two one-year extension options. As a result of the financing on February 6, 2002, the MLP repaid approximately \$28,200 of existing debt and distributed approximately \$37,000 to the Company.

- (3) The Company's carrying amount of the investment, accounted for under the equity method, consists of 3,972,447 partnership units valued at \$33,170 (\$8.35 per unit) and guarantees valued at \$7,100, offset by \$785 representing the Company's share of Prime Group's net loss from May 1, 2002 through June 30, 2002. Prior to April 30, 2002, this investment was in the form of a loan and was included in Notes and Mortgage Loans Receivable on the balance sheet.
- (4) As at September 30, 2002, includes a 20% interest in a property which was part of the CESCO acquisition in 2002.

VORNADO REALTY TRUST

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

5. INVESTMENTS IN AND ADVANCES TO PARTIALLY-OWNED ENTITIES - CONTINUED

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Below is a summary of all of the debt of partially owned entities, none of which is guaranteed by the Company.

(amounts in thousands)

Alexander's (33.1% interest) (see "Alexander's" on page 15 for further details):
 Term loan secured by all of Alexander's assets except for the Kings Plaza Regional Shopping Center:
 Portion financed by the Company due on January 3, 2006 with interest at 12.48%..... \$
 Portion financed by a bank, due March 15, 2003, with interest at LIBOR + 1.85% (repaid on July 3, 2002).....
 Unsecured Line of Credit financed by the Company, due on January 3, 2006 with interest at 12.48%.....
 Lexington Avenue construction loan payable, due on December 31, 2005, plus two one-year extensions, with interest at LIBOR plus 2.50% (4.32% at September 30, 2002).....
 Rego Park mortgage payable, due in June 2009, with interest at 7.25%.....
 Kings Plaza Regional Shopping Center mortgage payable, due in June 2011, with interest at 7.46% (prepayable with yield maintenance).....
 Paramus mortgage payable, due in October 2011, with interest at 5.92% (prepayable without penalty).....
 Other notes and mortgages payable (repaid on July 3, 2002).....

Temperature Controlled Logistics (60% interest):
 Mortgage notes payable collateralized by 58 temperature controlled warehouses, due in May 2008, requires amortization based on a 25 year term with interest at 6.94% (prepayable with yield maintenance).....
 Other notes and mortgages payable.....

Newkirk Joint Ventures (21.5% interest):
 Portion of first mortgages and contract rights, collateralized by the partnerships' real estate, due from 2002 to 2024, with a weighted average interest rate of 11.31% at September 30, 2002 (various prepayment rights).....

Charles E. Smith Commercial Realty L.P. (34% interest in 2001):
 29 mortgages payable.....
 Prime Group Realty L.P. (14.9% interest)(1):
 24 mortgages payable.....

Partially Owned Office Buildings:
 330 Madison Avenue (25% interest) mortgage note payable, due in April 2008, with interest at 6.52 % (prepayable with yield maintenance).....
 Fairfax Square (20% interest) mortgage note payable due in August 2009, with interest at 7.50%.....
 825 Seventh Avenue (50% interest) mortgage payable, due in October 2014, with interest at 8.07% (prepayable with yield maintenance).....

Las Catalinas Mall (50% interest):
 Mortgage notes payable(2).....

Russian Tea Room (50% interest) mortgages payable, due in March 2012, with interest at Prime plus 50 basis points (5.25% at September 30, 2002)(3).....

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Based on the Company's ownership interest in the partially-owned entities above, the Company's share of the debt of these partially-owned entities was \$975,851,000 and \$1,319,535,000 as of September 30, 2002 and December 31, 2001.

- (1) Balance as of June 30, 2002, as Prime Group's quarterly report on Form 10-Q for the period ended September 30, 2002, has not been filed prior to the filing of this quarterly report on Form 10-Q.
- (2) The Company increased its interest in Las Catalinas to 100% on September 23, 2002. Accordingly, Las Catalinas is consolidated as of September 30, 2002.
- (3) On July 28, 2002 the Russian Tea Room ceased operations which represented an event of default under the loans.

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VORNADO REALTY TRUST

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

5. INVESTMENTS IN AND ADVANCES TO PARTIALLY-OWNED ENTITIES - CONTINUED

Below is a summary of the Company's share of income (loss) from partially-owned entities for the three and nine months ended September 31, 2002 and 2001.

(amounts in thousands)	For The Three Months Ended September 30,		
	2002	2001	
Income applicable to Alexander's:			
33.1% share of equity in net income (1).....	\$ 5,603	\$ 592	\$
Interest income (2).....	2,531	2,659	
Management fees.....	903	879	
Development fees (2).....	2,022	188	
Leasing and other fees (2).....	562	124	
Guarantee fees (2).....	933	--	
	\$ 12,554	\$ 4,442	\$
Temperature Controlled Logistics:			
60% share of equity in net (loss) income (3).....	\$ (2,125)	\$ 1,353	\$
Management fees.....	1,520	1,887	
	(605)	3,240	
CESCR-34% share of equity in net income (4).....	--	7,218	
Newkirk Joint Ventures:			
Equity in net income of limited partnerships.....	6,987(5)	6,635	
Interest and other income.....	913	1,273	
	7,900	7,908	

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Prime Group Realty, L.P. -			
14.9% share of equity in net loss (6).....	(785)	--	
Partially-Owned Office Buildings (7).....	598	411	
Other.....	(416)	79	
	-----	-----	-----
	\$ 6,692	\$ 18,856	\$
	=====	=====	=====

-
- (1) Equity in income for the three and nine months ended September 30, 2002 includes \$3,431 representing the Company's share of Alexander's gain on sale of its Third Avenue property. Equity in income for the three months ended September 30, 2002, also includes \$1,402 representing the Company's share of the reversal of Alexander's stock appreciation rights compensation expense recorded in the quarter ended June 30, 2002. Equity in income for the nine months ended September 30, 2001 includes \$6,298 representing the Company's share of Alexander's gain on sale of its Fordham Road property and excludes \$1,170 representing the Company's share of Alexander's extraordinary gain on the early extinguishment of debt on this property which is reflected as an extraordinary item on the consolidated statements of income.
 - (2) Alexander's capitalizes the fees and interest charged by the Company. Because the Company owns 33.1% of Alexander's, the Company recognizes 66.9% of such amounts as income and the remainder is reflected as a reduction of the Company's carrying amount of the investment in Alexander's.
 - (3) Equity in net (loss) income for the three and nine months ended September 30, 2002, reflects a decrease in rental income of \$3,568 and \$4,919, respectively. Equity in net income for the nine months ended September 30, 2002 includes a \$1,923 loss on the disposition of an asset.
 - (4) On January 1, 2002, the Company acquired the remaining 66% of CESCRR it did not previously own. Accordingly, CESCRR is consolidated as of January 1, 2002.
 - (5) Includes \$1,200 for the Company's share of Newkirk's loss on the sale of a property.
 - (6) Represents the Company's share of net loss for the period from April 30, 2002 (date of acquisition) to June 30, 2002, which includes (i) a loss of \$357 from discontinued operations and (ii) a loss of \$147 from the sale of real estate. The Company's share of equity in income or loss for the period from July 1, 2002 to September 30, 2002 will be recognized in earnings in the quarter ended December 31, 2002, as the investee has not released its third quarter 2002 earnings prior to the filing of the Company's quarterly report on Form 10-Q.
 - (7) 2002 includes a 20% interest in a property which was part of the acquisition of CESCRR. 2002 and the three months ended September 30, 2001 do not include 570 Lexington Avenue which was sold in May 2001.
 - (8) Includes \$1,300 for the Company's share of the Starwood Ceruzzi Joint Venture's gain on the sale of a property.

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VORNADO REALTY TRUST

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

5. INVESTMENTS IN AND ADVANCES TO PARTIALLY-OWNED ENTITIES - CONTINUED

TEMPERATURE CONTROLLED LOGISTICS

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The Company's joint venture does not recognize rental income unless earned and collection is assured or cash is received. As a result, the Company did not recognize its share of the rent the joint venture was due amounting to \$6,808,000 and \$12,361,000 for the three and nine months ended September 30, 2002 and \$5,311,000 and \$7,651,000 for the three and nine months ended September 30, 2001. At September 30, 2002, the Company's share of the joint venture's total deferred rent receivable from its tenant is \$17,362,000.

ALEXANDER'S

Investment

The Company owns 1,655,000 common shares or 33.1% of the outstanding common stock of Alexander's at September 30, 2002. Alexander's is managed by and its properties are leased and developed by the Company pursuant to management, leasing and development agreements with one-year terms expiring in March of each year, which are automatically renewable. In conjunction with the closing of the Alexander's Lexington Avenue construction loan on July 3, 2002, these agreements were revised to cover the Alexander's Lexington Avenue property separately. Further, the Lexington Avenue management and development agreements were amended to provide for a term lasting until substantial completion of the development of the property, with automatic renewals, and for the payment of the development fee upon the earlier of January 3, 2006, or the payment in full of the construction loan encumbering the property. The Company is entitled to a development fee estimated to be approximately \$26,300,000, based on 6% of construction costs, as defined, of which \$2,022,000 has been recognized as income during the three months ended September 30, 2002.

Debt

At September 30, 2002, the Company has loans receivable from Alexander's of \$119,000,000, including \$24,000,000 under the \$50,000,000 secured line of credit the Company granted to Alexander's. On March 15, 2002, the loan and the line of credit were extended to April 15, 2003. The interest rates on the loan and line of credit were reset on March 15, 2002, from 13.74% to 12.48%, using a Treasury index (with a 3% floor) plus the same spread to treasuries as previously existed. On July 3, 2002, in conjunction with the closing of Alexander's Lexington Avenue construction loan, the maturity of the Company's loans was extended to the earlier of January 3, 2006 or the date the Alexander's Lexington Avenue construction loan is repaid in full and the debt was assigned to the various subsidiaries of Alexander's (all guaranteed by Alexander's). In addition, amounts which may be due under the Completion Guarantee described in the next paragraph would be due at the same time.

On July 3, 2002, Alexander's finalized a \$490,000,000 loan with HVB Real Estate Capital (HYPO Vereinsbank) to finance the construction of its 1.3 million square foot multi-use building at its 59th Street and Lexington Avenue location. The estimated construction costs in excess of the construction loan of approximately \$140,000,000 will be provided by Alexander's. The loan has an interest rate of LIBOR plus 2.5% and a term of forty-two months plus two one-year extensions. Alexander's has received an initial funding of \$55,500,000 under the loan of which \$25,000,000 was used to repay existing loans and notes payable. Pursuant to this loan, Vornado has agreed to guarantee, among other things, the lien free, timely completion of the construction of the project and funding of project costs in excess of a stated budget, as defined in the loan agreement, if not funded by Alexander's (the "Completion Guarantee"). The \$6,300,000 estimated fee payable by Alexander's to the Company for the Completion Guarantee is 1% of construction costs (as defined) and is payable at the same time that the development fee is payable. In addition, if the Company should advance any funds under the Completion Guarantee in excess of the \$26,000,000 currently available under the secured line of credit, interest on those advances is at 15% per annum.

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Other

The Company sold 56,932 square feet of air rights to Alexander's for an average price of \$114 per square foot in July and October 2002.

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VORNADO REALTY TRUST

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

6. DEBT AND EQUITY FINANCING

Following is a summary of the Company's debt, by segment, at September 30, 2002:

(amounts in thousands)

	Maturity	Interest Rate AS AT SEPTEMBER 30, 2002	B ----- SEPTEMBER 2002 -----
Notes and Mortgages Payable:			
Fixed Interest:			
Office:			
NYC Office:			
Two Penn Plaza.....	03/04	7.08%	\$ 155
888 Seventh Avenue.....	02/06	6.63%	105
Eleven Penn Plaza.....	05/07	8.39%	50
866 UN Plaza.....	04/04	7.79%	33
CESCR Office (1):			
Crystal Park 1-5.....	07/06-08/13	6.66%-8.39%	265
Crystal Gateway Crystal Square 5.....	07/12-01/25	6.75%-7.09%	216
Crystal Square 2, 3 and 4.....	10/10-11/14	7.08%-7.14%	145
Skyline Place.....	08/06-12/09	6.6%-6.75%	140
1101 17th, 1140 Connecticut, 1730 M & 1150 17th.....	08/10	6.74%	97
Courthouse Plaza 1 and 2.....	01/08	7.05%	80
Crystal Gateway N., Arlington Plaza and 1919 S. Eads.....	11/07	6.77%	73
Reston Executive I, II & III.....	01/06	6.75%	73
Crystal Plaza 1-6.....	10/04	6.65%	70
One Skyline Tower.....	06/08	7.12%	65
Crystal Malls 1-4.....	12/11	6.91%	67
1750 Pennsylvania Avenue.....	06/32	7.26%	49
One Democracy Plaza.....	02/05	6.75%	27
Retail:			
Cross collateralized mortgages payable on 42 shopping centers.....	03/10	7.93%	488
Green Acres Mall.....	02/08	6.75%	151
Montehiedra Town Center.....	05/17	8.23%	59
Las Catalinas Mall (2).....	11/13	6.97%	67
Merchandise Mart:			
Market Square Complex.....	07/11	7.95%	48
Washington Design Center.....	10/11	6.95%	48

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Washington Office Center.....	02/04	6.80%	45
Other.....	03/09-06/13	7.03%-7.71%	44
Other:			
Industrial Warehouses.....	10/11	6.95%	49
Student Housing Complex.....	11/07	7.45%	19
Other.....		7.95%	6
Total Fixed Interest Notes and Mortgages Payable.....			2,750
		7.13%	

See footnotes on the following page.

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VORNADO REALTY TRUST

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

6. DEBT AND EQUITY FINANCING - CONTINUED

(amounts in thousands)	MATURITY	SPREAD (7)	INTEREST RATE AS AT SEPTEMBER 30, 2002
Notes and Mortgages Payable:			
Variable Interest:			
Office:			
NYC Office:			
One Penn Plaza (3).....	06/03	L+125	3.23%
770 Broadway/595 Madison Avenue cross-collateralized mortgage (4).....	04/03	L+40	2.22%
909 Third Avenue.....	07/03	L+165	3.47%
Two Park Avenue (5).....	03/03	L+145	--
CESCR Office:			
Tyson Dulles Plaza.....	06/03	L+130	3.11%
Commerce Executive III, IV & V.....	07/03	L+150	3.31%
Seven Skyline (5).....	10/02	L+135	--
Merchandise Mart:			
Merchandise Mart (5).....	10/02	L+150	--
Furniture Plaza.....	02/03	L+200	3.82%
33 North Dearborn Street.....	09/03	L+175	3.57%
350 North Orleans (5).....	06/02	L+165	--
Other.....	01/03	P-50	4.25%
Other:			
Palisades construction loan.....	01/03	L+185	3.66%
Hotel Pennsylvania (6).....	10/02	L+160	--
Total Variable Interest Notes and Mortgages Payable.....			3.60%
Total Notes and Mortgages Payable.....			

Senior unsecured notes due 2007,

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at fair value (5).....	06/07	L+77	2.59%
Unsecured revolving credit facility.....	03/03	L+90	--

-
- (1) On January 1, 2002, the Company acquired the remaining 66% of CESCRA it did not previously own. Prior to January 1, 2002, the Company's share of CESCRA's debt was included in Investments in and Advances to Partially-Owned Entities. In connection with the acquisition, CESCRA's fixed rate debt of \$1,289,837 was fair valued at \$1,322,685 under purchase accounting.
 - (2) On September 23, 2002, the Company acquired the 50% of the Mall and the 25% of Kmart's anchor store it did not already own. Prior to this date, the Company accounted for its investment on the equity method and the Company's share of the debt was included in Investments in and Advances to Partially-Owned Entities.
 - (3) On June 21, 2002, one of the lenders purchased the other participant's interest in the loan. At the same time, the loan was extended for one year, with certain modifications including, (i) making the risk of a loss due to terrorism (as defined) not covered by insurance recourse to the Company and (ii) the granting of two 1-year renewal options to the Company.
 - (4) On April 1, 2002, the Company increased its mortgage financing cross-collateralized by its 770 Broadway/595 Madison Avenue properties by \$115,000. On July 15, 2002, the Company repaid \$84,841 with proceeds received from a third party which resulted in a gain on transfer of mortgages of \$2,096. The proceeds of the loan are in a restricted mortgage escrow account which bears interest at the same rate as the loan, and at September 30, 2002 totals \$153,659.
 - (5) On June 24, 2002, the Company completed an offering of \$500,000 aggregate principal amount of 5.625% senior unsecured notes due June 15, 2007. Interest on the notes is payable semi-annually on June 15th and December 15th, commencing December 15, 2002. The notes were priced at 99.856% of their face amount to yield 5.659%. Of the net proceeds of approximately \$496,300, (i) \$70,000 was used to repay the mortgage payable on 350 North Orleans prior to June 30, 2002 and (ii) \$393,000 was used to repay the mortgages on Two Park Avenue, the Merchandise Mart and a portion of Seven Skyline in July and August 2002. On June 27, 2002, the Company 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 (2.53% at October 28, 2002). In accordance with SFAS 133, as amended, these swaps were designated and effective as fair value hedges. Accounting for these swaps requires the Company to recognize changes in the fair value of the debt during each reporting period. At September 30, 2002, the fair value adjustment was \$37,293 based on the fair value of the swaps and is included in the balance of the Senior Unsecured Notes above.
 - (6) On April 1, 2002, the loan was prepaid in full.
 - (7) Indicates spread over LIBOR ("L") or Prime rate ("P").

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VORNADO REALTY TRUST

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

6. DEBT AND EQUITY FINANCING - CONTINUED

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The scheduled contractual principal repayments for the next five years and thereafter are as follows:

(amounts in thousands)	AS AT
YEAR ENDING DECEMBER 31, -----	SEPTEMBER 30, 2002 -----
2002.....	\$ --
2003.....	825,152 (1)
2004.....	304,684
2005.....	27,852
2006.....	262,047
Thereafter.....	2,654,780

(1) Includes \$153,659, which is offset by an equivalent amount of cash held in a restricted mortgage escrow account.

The Company's debt instruments, consisting of mortgage loans secured by its properties (which are generally non-recourse to the Company), its revolving credit agreement and its senior unsecured notes due 2007, contain customary covenants requiring the Company to maintain insurance. There can be no assurance that the lenders under these instruments will not take the position that an exclusion from all risk insurance coverage for losses due to terrorist acts is a breach of these debt instruments that allows the lenders to declare an event of default and accelerate repayment of debt. The Company has received correspondence from four lenders regarding terrorism insurance coverage, to which the Company has responded. If lenders insist on coverage for these risks, it could adversely affect the Company's ability to finance and/or refinance its properties and to expand its portfolio.

EQUITY

On February 25, 2002, the Company sold 1,398,743 common shares based on the closing price of \$42.96 on the NYSE. The net proceeds to the Company were approximately \$57,042,000.

On October 1, 2002, the Operating Partnership redeemed 1,000,000 of the outstanding Series D-5 Perpetual Preferred Units for \$25,000,000, the liquidation value of the units.

7. OTHER RELATED PARTY TRANSACTIONS

The Company currently manages and leases the real estate assets of Interstate Properties pursuant to a management agreement. Management fees earned by the Company pursuant to the management agreement were \$439,000 and \$250,000 for the three months ended September 30, 2002 and 2001 and \$1,023,000 and \$1,134,000 for the nine months ended September 30, 2002 and 2001.

The estate of Bernard Mendik and certain other individuals including Mr. Greenbaum, one of the Company's executive officers, own an entity which provides cleaning and related services and security services to office properties, including the Company's Manhattan office properties. The Company was charged fees in connection with these contracts of \$13,728,000 and \$12,381,000 for the three months ended September 30, 2002 and 2001, and \$41,349,000 and \$38,006,000 for the nine months ended September 30, 2002 and 2001.

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On September 30, 2002, the Company issued 107,134 Class A Operating Partnership units (valued at \$4,400,000) to the estate of Bernard Mendik and the Mendik Realty Company, Inc., of which Mr. Greenbaum, an executive officer of the Company received 4,677 Class A units, in accordance with the earn-out provisions of the Agreement for Contribution of Interests in 20 Broad Street LLC, dated August 5, 1998.

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VORNADO REALTY TRUST

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

7. OTHER RELATED PARTY TRANSACTIONS - CONTINUED

Effective January 1, 2002, the Company extended its employment agreement with Mr. Fascitelli for a five year period through December 31, 2006. Pursuant to the extended employment agreement, he is entitled to receive a deferred payment on December 31, 2006 of 626,566 Vornado common shares which are valued for compensation purposes at \$27,500,000 (the value of the shares on March 8, 2002, the date the extended employment agreement was signed). The number of shares was set by the Company's Compensation Committee in December 2001 to achieve a value of \$25,000,000 and had appreciated \$2,500,000 as of March 8, 2002. The shares are being held in an irrevocable trust for the benefit of Mr. Fascitelli and will vest on December 31, 2002. Mr. Fascitelli will also receive regular annual cash compensation as determined by the Company's Compensation Committee and will continue as a member of Vornado's Board of Trustees. Mr. Fascitelli may also borrow up to \$20,000,000 from the Company during the term of his 2002 employment agreement reduced by \$8,600,000, the amount of his outstanding loans under his 1996 employment agreement. Each loan will bear interest, payable quarterly, at the applicable Federal Rate on the date the loan is made and will mature on the fifth anniversary of the loan.

On May 29, 2002, Mr. Roth replaced common shares of the Company securing the Company's outstanding loan to Mr. Roth with options to purchase common shares of the Company with a value of not less than two times the loan amount.

Pursuant to the Company's annual compensation review in February 2002 with Joseph Macnow, the Company's Chief Financial Officer, the Compensation Committee approved a \$2,000,000 loan to Mr. Macnow, bearing interest at the applicable federal rate of 4.65% per annum and due January 1, 2006. The loan, which was funded on July 23, 2002, was made in conjunction with Mr. Macnow's June 2002 exercise of options to purchase 225,000 shares of the Company's common stock. The loan is collateralized by assets with a value of not less than two times the loan amount.

VORNADO OPERATING COMPANY ("VORNADO OPERATING")

Pursuant to a revolving credit facility which expires December 31, 2004, Vornado Operating owes the Company \$32,836,000 at September 30, 2002. Vornado Operating has disclosed that in the aggregate its investments do not, and for the foreseeable future are not expected to, generate sufficient cash flow to pay all of its debts and expenses. Further, Vornado Operating states that its only investee, AmeriCold Logistics ("Tenant"), anticipates that its Landlord, a partnership 60% owned by the Company and 40% owned by Crescent Real Estate Equities, will need to restructure the leases between the Landlord and the Tenant to provide additional cash flow to the Tenant (the Landlord has previously restructured the leases to provide additional cash flow to the Tenant). Management anticipates a further lease restructuring and the sale of non-core assets by AmeriCold Logistics, and accordingly, Vornado Operating is

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expected to have a source to repay the debt under this facility, which may be extended. Since January 1, 2002, the Company has not recognized interest income on the debt under this facility.

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VORNADO REALTY TRUST

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)
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8. INCOME PER SHARE

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

	For The Three Months Ended September 30,		
	2002	2001	
(amounts in thousands except per share amounts)			
Numerator:			
Income before cumulative effect of change in accounting principle and extraordinary item.....	\$ 62,805	\$ 76,780	\$
Cumulative effect of change in accounting principle.....	--	--	
Extraordinary item.....	--	--	
Net income.....	62,805	76,780	
Preferred share dividends.....	(5,695)	(8,904)	
Numerator for basic and diluted income per share - net income applicable to common shares.....	\$ 57,110	\$ 67,876	\$
Denominator:			
Denominator for basic income per share - weighted average shares.....	106,830	88,783	
Effect of dilutive securities:			
Employee stock options.....	3,118	3,276	
Deferred compensation shares issued but not yet earned.....	401	--	
Denominator for diluted income per share - adjusted weighted average shares and assumed conversions.....	110,349	92,059	
INCOME PER COMMON SHARE - BASIC:			
Income before cumulative effect of change in accounting principle and extraordinary item.....	\$.53	\$.76	\$
Cumulative effect of change in accounting principle.....	--	--	
Extraordinary item.....	--	--	

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Net income per common share.....	\$.53	\$.76	\$
	=====	=====	==
INCOME PER COMMON SHARE - DILUTED:			
Income before cumulative effect of change in accounting principle and extraordinary item	\$.52	\$.74	\$
Cumulative effect of change in accounting principle.....	--	--	
Extraordinary item.....	--	--	
	-----	-----	---
Net income per common share.....	\$.52	\$.74	\$
	=====	=====	==

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VORNADO REALTY TRUST

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

9. COMPREHENSIVE INCOME

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

(amounts in thousands)		For The Three Months Ended September 30,	
		-----	-----
		2002	2001
		-----	-----
Net income applicable to common shares.....	\$ 57,110	\$ 67,876	\$ 1
Adjustment to record cumulative effect of change in accounting principle.....	--	--	
Other comprehensive income (loss).....	(169)	(6,694)	
	-----	-----	-----
Comprehensive income.....	\$ 56,941	\$ 61,182	\$ 1
	=====	=====	=====

10. COMMITMENTS AND CONTINGENCIES

At September 30, 2002, the Company's \$1,000,000,000 revolving credit facility had a zero balance, and the Company utilized \$9,112,000 of availability under the facility for letters of credit and guarantees, in addition to \$7,500,000 of other letters of credit outstanding.

In conjunction with the closing of Alexander's Lexington Avenue construction loan on July 3, 2002, the Company agreed to guarantee, among other things, the lien free, timely completion of the construction of the project and funding of all project costs in excess of a stated budget, as defined in the loan agreement, if not funded by Alexander's (see note 5 - Investments in and Advances to Partially-Owned Entities).

Each of the Company's properties has been subjected to varying degrees of environmental assessment at various times. The environmental assessments did not reveal any material environmental contamination. However, there can be no assurance that the identification of new areas of contamination, changes in the

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extent or known scope of contamination, the discovery of additional sites, or changes in cleanup requirements would not result in significant costs to the Company.

The Company carries comprehensive liability and all risk property insurance (fire, flood, extended coverage and rental loss insurance) with respect to its assets. The Company's all risk insurance policies in effect before September 11, 2001 do not expressly exclude coverage for hostile acts, except for acts of war. Since September 11, 2001, insurance companies have for the most part excluded terrorist acts from coverage in all risk policies. The Company has generally been unable to obtain all risk insurance which includes coverage for terrorist acts for policies it has renewed since September 11, 2001, for each of its businesses. In 2002, the Company obtained \$200,000,000 of separate coverage for terrorist acts for each of its New York City Office, Washington, D.C. Office, Retail and Merchandise Mart businesses and \$60,000,000 for its Temperature Controlled Logistics business. Therefore, the Company is at risk for financial loss in excess of these limits for terrorist acts (as defined), which loss could be material.

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VORNADO REALTY TRUST

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

10. COMMITMENTS AND CONTINGENCIES - CONTINUED

The Company's debt instruments, consisting of mortgage loans secured by its properties (which are generally non-recourse to the Company), its senior unsecured notes due 2007 and its revolving credit agreement, contain customary covenants requiring the Company to maintain insurance. There can be no assurance that the lenders under these instruments will not take the position that an exclusion from all risk insurance coverage for losses due to terrorist acts is a breach of these debt instruments that allows the lenders to declare an event of default and accelerate repayment of debt. The Company has received correspondence from four lenders regarding terrorism insurance coverage, which the Company has responded to. If lenders insist on coverage for these risks, it could adversely affect the Company's ability to finance and/or refinance its properties and to expand its portfolio.

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

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

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VORNADO REALTY TRUST

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

11. SEGMENT INFORMATION

The Company has four business segments: Office, Retail, Merchandise Mart and Temperature Controlled Logistics, whose operating results are as follows.

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For The Three Months Ended September

(amounts in thousands)

2002

	Total	Office	Retail	Merchandise Mart
Rentals	\$ 310,515	\$ 217,915	\$ 29,827	\$ 48,509
Expense reimbursements	44,407	27,160	13,246	2,742
Other income	6,286	4,548	450	1,496
Total revenues	361,208	249,623	43,523	52,747
Operating expenses	145,237	92,824	16,822	23,400
Depreciation and amortization ..	52,011	37,514	3,384	6,920
General and administrative	27,352	8,899	814	5,593
Amortization of officer's deferred compensation expense	6,875	--	--	--
Total expenses	231,475	139,237	21,020	35,913
Operating income	129,733	110,386	22,503	16,834
Income applicable to Alexander's	12,554	--	--	--
Income from partially- owned entities	6,692	598	(734)	(75)
Interest and other investment income	6,407	1,202	88	147
Interest and debt expense	(61,354)	(35,501)	(14,082)	(4,516)
Net gain on disposition of wholly-owned and partially- owned assets	4,503	--	--	281
Minority interest	(35,730)	(27,849)	(2,730)	(4,163)
Income before cumulative effect of change in accounting principle and extraordinary item	62,805	48,836	5,045	8,508
Cumulative effect of change in accounting principle	--	--	--	--
Extraordinary item	--	--	--	--
Net income	62,805	48,836	5,045	8,508
Cumulative effect of change in accounting principle	--	--	--	--
Extraordinary item	--	--	--	--
Minority interest	35,730	27,849	2,730	4,163
Net gain on disposition of wholly-owned and partially- owned assets	--	--	--	--
Interest and debt expense(3) ...	78,042	36,010	14,578	4,516
Depreciation and amortization(3)	64,151	37,945	4,126	6,920
Straight-lining of rents(3)	(8,226)	(6,802)	216	(1,046)
Other	(4,403)	(973)	--	--
EBITDA(1)	\$ 228,099	\$ 142,865	\$ 26,695	\$ 23,061

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	For The Three Months Ended September			
(amounts in thousands)	2001			
	Total	Office	Retail	Merchandise Mart
Rentals	\$ 211,541	\$ 117,455	\$ 30,501	\$ 48,394
Expense reimbursements	36,216	21,548	11,417	2,335
Other income	2,508	977	562	905
Total revenues	250,265	139,980	42,480	51,634
Operating expenses	102,222	57,410	13,674	19,633
Depreciation and amortization ..	29,275	16,851	3,357	5,750
General and administrative	15,043	2,857	1,003	4,041
Amortization of officer's deferred compensation expense	--	--	--	--
Total expenses	146,540	77,118	18,034	29,424
Operating income	103,725	62,862	24,446	22,210
Income applicable to Alexander's	4,442	--	--	--
Income from partially-owned entities	18,856	7,629	617	110
Interest and other investment income	14,584	1,571	104	400
Interest and debt expense	(43,054)	(13,049)	(13,016)	(7,880)
Net gain on disposition of wholly-owned and partially-owned assets	6,495	--	--	--
Minority interest	(28,268)	(13,613)	(3,910)	(3,641)
Income before cumulative effect of change in accounting principle and extraordinary item	76,780	45,400	8,241	11,199
Cumulative effect of change in accounting principle	--	--	--	--
Extraordinary item	--	--	--	--
Net income	76,780	45,400	8,241	11,199
Cumulative effect of change in accounting principle	--	--	--	--
Extraordinary item	--	--	--	--
Minority interest	28,268	13,613	3,910	3,641
Net gain on disposition of wholly-owned and partially-owned assets	--	--	--	--
Interest and debt expense(3) ...	65,772	22,960	13,680	7,880
Depreciation and amortization(3)	42,637	21,466	4,523	5,750
Straight-lining of rents(3)	(8,600)	(6,242)	(449)	(1,483)
Other	(1,329)	(1,571)	(1,002)	--
EBITDA(1)	\$ 203,528	\$ 95,626	\$ 28,903	\$ 26,987

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See footnotes on page 25.

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

11. SEGMENT INFORMATION- CONTINUED

(amounts in thousands)	For The Nine Months Ended September 3			
	2002			
	Total	Office	Retail	Merchandise Mart
Rentals	\$ 922,144	\$ 645,489	\$ 87,819	\$ 148,387
Expense reimbursements	118,526	68,516	37,063	9,957
Other income	20,109	14,621	1,055	4,133
Total revenues	1,060,779	728,626	125,937	162,477
Operating expenses	398,950	255,452	44,490	65,980
Depreciation and amortization ..	149,162	105,765	10,310	20,688
General and administrative	74,578	27,409	3,180	15,298
Costs of acquisitions not consummated	--	--	--	--
Amortization of officer's deferred compensation expense.	20,625	--	--	--
Total expenses	643,315	388,626	57,980	101,966
Operating income	417,464	340,000	67,957	60,511
Income applicable to Alexander's	22,609	--	--	--
Income from partially-owned entities	30,304	1,874	(803)	(62)
Interest and other investment income	25,984	5,071	245	425
Interest and debt expense	(179,491)	(105,011)	(41,793)	(18,386)
Net gain on disposition of wholly-owned and partially-owned assets	1,053	--	--	2,156
Minority interest	(106,875)	(89,530)	(9,203)	(16,542)
Income before cumulative effect of change in accounting principle and extraordinary item	211,048	152,404	16,403	28,102
Cumulative effect of change in accounting principle	(30,129)	--	--	--
Extraordinary item	--	--	--	--

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Net income	180,919	152,404	16,403	28,102
Cumulative effect of change in accounting principle	30,129	--	--	--
Extraordinary item	--	--	--	--
Minority interest	106,875	89,530	9,203	16,542
Net gain on disposition of wholly-owned and partially- owned assets	--	--	--	--
Interest and debt expense(3) ...	228,534	106,529	43,559	18,386
Depreciation and amortization(3)	187,086	107,116	11,873	20,688
Straight-lining of rents(3)	(26,489)	(21,504)	(639)	(2,837)
Other	(4,328)	(3,400)	860	(123)
EBITDA(1)	\$ 702,726	\$ 430,675	\$ 81,259	\$ 80,758

For The Nine Months Ended September 3

(amounts in thousands)

2001

	Total	Office	Retail	Merchandise Mart
Rentals	\$ 628,511	\$ 345,575	\$ 87,402	\$ 145,517
Expense reimbursements	102,851	56,509	34,923	10,166
Other income	7,588	2,362	1,467	2,442
Total revenues	738,950	404,446	123,792	158,125
Operating expenses	299,436	164,855	41,528	62,427
Depreciation and amortization ..	91,226	52,795	10,364	18,256
General and administrative	51,706	8,864	2,405	13,286
Costs of acquisitions not consummated	5,000	--	--	--
Amortization of officer's deferred compensation expense	--	--	--	--
Total expenses	447,368	226,514	54,297	93,969
Operating income	291,582	177,932	69,495	64,156
Income applicable to Alexander's	21,422	--	--	--
Income from partially- owned entities	62,074	24,689	3,009	219
Interest and other investment income	43,931	5,766	520	1,777
Interest and debt expense	(136,443)	(44,063)	(41,429)	(25,866)
Net gain on disposition of wholly-owned and partially- owned assets	3,706	12,445	3,050	--
Minority interest	(83,931)	(41,935)	(12,386)	(11,410)
Income before cumulative effect of change in accounting principle and extraordinary item	202,341	134,834	22,259	28,876
Cumulative effect of change in accounting principle	(4,110)	--	--	--

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Extraordinary item	1,170	--	--	--
Net income	199,401	134,834	22,259	28,876
Cumulative effect of change in accounting principle	4,110	--	--	--
Extraordinary item	(1,170)	--	--	--
Minority interest	83,931	41,935	12,386	11,410
Net gain on disposition of wholly-owned and partially- owned assets	(15,495)	(12,445)	(3,050)	--
Interest and debt expense(3) ...	206,177	75,266	43,377	25,866
Depreciation and amortization(3)	136,473	67,102	13,862	18,256
Straight-lining of rents(3)	(22,676)	(16,247)	(1,144)	(3,871)
Other	(8,889)	(3,791)	(2,337)	--
EBITDA(1)	\$ 581,862	\$ 286,654	\$ 85,353	\$ 80,537

See footnotes on page 25.

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VORNADO REALTY TRUST

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

11. SEGMENT INFORMATION- CONTINUED

Notes to EBITDA by segment information:

- (1) EBITDA represents income before interest, taxes, depreciation and amortization, extraordinary or non-recurring items, gains or losses on sales of depreciable real estate, the effect of straight-lining of property rentals for rent escalations and minority interest. Management considers EBITDA a supplemental measure for making decisions and assessing the performance of its segments. EBITDA should not be considered a substitute for net income as a measure of operating performance or a substitute for cash flow as a measure of liquidity. EBITDA may not be comparable to similarly titled measures employed by other companies.
- (2) Other EBITDA is comprised of:

	For the Three Months Ended September 30,	
	2002	2001
Hotel Pennsylvania (A).....	\$ 1,715	\$ 2,886
Newkirk Joint Ventures:		
Equity in income of limited partnerships.....	15,400	13,749
Interest and other income.....	2,200	1,343
Alexander's.....	11,783	6,892
Investment income and other (B).....	4,077	8,934
Unallocated general and administrative expenses.....	(10,436) (C)	(6,680)

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Amortization of Officer's deferred compensation expense.....	(6,875)	--
Gain on transfer of mortgages.....	2,096	--
Net gain on sale of air rights.....	2,126	--
Palisades (D).....	(925)	--
Loss on Primestone foreclosure.....	--	--
Net gain on sale of marketable equity securities	--	--
After-tax net gain on sale of Park Laurel condominium units.....	--	13,869
Costs of acquisitions not consummated.....	--	--
Write-off of net investment in Russian Tea Room ("RTR").....	--	(7,374)
Write-off of investments in technology companies.....	--	--
Total.....	\$ 21,161	\$ 33,619
	=====	=====

-
- (A) Average occupancy and REVPAR for the Hotel Pennsylvania were 69.4% and \$56.07 for the three months ended September 30, 2002 compared to 65.5% and \$71.69 for the prior year's quarter. Average occupancy and REVPAR for the Hotel Pennsylvania were 61.7% and \$53.50 for the nine months ended September 30, 2002 compared to 66.6% and \$74.61 for the prior year's nine months.
- (B) No income was recognized on the Company's loans to Primestone and Vornado Operating Company for the three and nine months ended September 30, 2002.
- (C) Includes \$2,229 for Primestone litigation costs.
- (D) The development of the Palisades residential complex was substantially complete as of March 1, 2002. Accordingly, the Company placed the property into service on March 1, 2002 and discontinued the capitalization of interest and other property specific costs. Operating results for the three months ended September 30, 2002, include a charge of \$533 based on a retroactive increase in the real estate tax assessment of the complex to January 1, 2002. As of September 30, 2002, the property, which is now in the lease-up phase, is 45% occupied (244 of the 538 total apartments have been leased).
- (3) Interest and debt expense, depreciation and amortization and straight-lining of rents included in the reconciliation of net income to EBITDA reflects amounts which are netted in income from partially-owned entities.
- (4) Includes \$3,430 and \$6,298 representing the Company's share of Alexander's gain on sale of its Third Avenue property on August 30, 2002 and its Fordham Road property on January 12, 2001.
- (5) Excludes rent not recognized of \$6,808 and \$12,361 for the three and nine months ended September 30, 2002 and \$5,311 and \$7,651 for the three and nine months ended September 30, 2001.

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VORNADO REALTY TRUST

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

12. RESTATEMENT

Subsequent to the issuance of the unaudited interim financial statements

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for the quarterly period ended September 30, 2002, management determined to revise the accounting for the interest rate swaps relating to its 5.625% Senior Unsecured Notes due 2007 (the "Notes"). The Company appropriately designated the swaps as "fair value hedge transactions" with "no ineffectiveness". The Company reported the \$37,293,000 increase in the fair value of the swaps as an Other Asset on its September 30, 2002 unaudited consolidated balance sheet with a related increase in Accumulated Other Comprehensive Income. Accounting principles generally accepted in the United States of America require an increase in the carrying amount of the Notes instead of an increase in Accumulated Other Comprehensive Income. The Company has restated the September 30, 2002 unaudited consolidated balance sheet to increase the carrying amount of the Notes by \$37,293,000 and decrease Accumulated Other Comprehensive Income by a like amount. The change has no effect on the Company's results of operations for the three and nine months ended September 30, 2002, the related per share amounts or reported cash flows.

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INDEPENDENT ACCOUNTANTS' REPORT

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

We have reviewed the accompanying condensed consolidated balance sheet of Vornado Realty Trust as of September 30, 2002 (as restated), and the related condensed consolidated statements of income for the three-month and nine-month periods ended September 30, 2002 and 2001 and the condensed consolidated statements of cash flows for the nine-month periods ended September 30, 2002 and 2001. These financial statements are the responsibility of the Company's management.

We conducted our review in accordance with standards established by the American Institute of Certified Public Accountants. A review of interim financial information consists principally of applying analytical procedures to financial data and of making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with auditing standards generally accepted in the United States of America, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to such condensed consolidated financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 12, the accompanying condensed consolidated balance sheet as of September 30, 2002 has been restated.

We have previously audited, in accordance with auditing standards generally accepted in the United States of America, the consolidated balance sheet of Vornado Realty Trust as of December 31, 2001, and the related consolidated statements of income, shareholders' equity, and cash flows for the year then ended (not presented herein); and in our report dated March 11, 2002, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2001 is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

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DELOITTE & TOUCHE LLP

Parsippany, New Jersey
 October 30, 2002
 (December 24, 2002, as to the effects
 of the restatement discussed in Note 12)

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS

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

(amounts in thousands
 except per share amounts)

	September 30, 2002			
	Balance	Weighted Average Interest Rate	Effect of 1% Change In Base Rates	Ba
Wholly-owned debt:				
Variable rate.....	\$ 1,361,764 (1)	3.19%	\$ 12,081 (2)	\$ 1,
Fixed rate.....	2,750,044	7.13%	--	1,
	\$ 4,111,808		12,081	\$ 2,
Partially-owned debt:				
Variable rate.....	\$ 43,841	7.12%	438 (3)	\$
Fixed rate.....	932,010	8.57%	--	1,
	\$ 975,851		438	\$ 1,
Minority interest.....			(2,629)	
Total decrease in the Company's annual net income.....			\$ 9,890	
Per share-diluted.....			\$.09	

(1) Includes \$536,612 for the Company's senior unsecured notes due 2007, as the Company entered into interest rate swap agreements that effectively converted the interest rate from a fixed rate of 5.625% to a floating rate of LIBOR plus .7725%, based upon the trailing 3 month LIBOR rate (2.53% if set on October 28, 2002). In accordance with SFAS 133, as amended, accounting for these swaps requires the Company to fair value the debt at each reporting period. At September 30, 2002, the fair value adjustment was

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\$37,293, and is included in the balance of the senior unsecured notes above.

- (2) The effect of a 1% change in wholly-owned debt base rates shown above excludes \$153,659 of variable rate mortgage financing, cross-collateralized by the Company's 770 Broadway and 595 Madison Avenue office properties as the proceeds are held in a restricted mortgage escrow account which bear interest at the same rate as the loans.
(3) The effect of a 1% change in partially-owned debt base rates shown above is calculated after including \$37,341, representing the Company's 14.9% share of Prime Group Realty L.P.'s ("PGE") outstanding variable rate debt as at June 30, 2002. PGE has not filed its quarterly report on Form 10-Q for the quarter ended September 30, 2002, prior to the filing of this quarterly report on Form 10-Q.

ITEM 4. CONTROLS AND PROCEDURES

Within the 90-day period prior to the filing of this Quarterly Report on Form 10-Q/A, an evaluation was carried out under the supervision and with the participation of Vornado Realty Trust's management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-14(c) under the Securities Exchange Act of 1934). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the design and operation of these disclosure controls and procedures were effective. No significant changes were made in our internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation.

PART II. OTHER INFORMATION

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits required by Item 601 of Regulation S-K are filed herewith or incorporated herein by reference and are listed in the attached Exhibit Index.

(b) Reports on Form 8-K:

During the quarter ended September 30, 2002, the Company filed the following reports on Form 8-K:

Period Covered:
(Date of Earliest
Event Reported)

Items Reported

Date Filed

August 20, 2002

Joseph Hakim, Executive Vice President, COO retires

August 22, 2002

SIGNATURES

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

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VORNADO REALTY TRUST

(Registrant)

Date: December 24, 2002

By: /s/ Joseph Macnow

Joseph Macnow, Executive Vice President -
Finance and Administration and
Chief Financial Officer

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CERTIFICATION

I, Steven Roth, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of Vornado Realty Trust;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
 - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have

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identified for the registrant's auditors any material weaknesses in internal controls; and

- b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: December 24, 2002

/s/ Steven Roth

Steven Roth
Chief Executive Officer

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CERTIFICATION

I, Joseph Macnow, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of Vornado Realty Trust;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
 - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

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5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
- a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: December 24, 2002

/s/ Joseph Macnow

Joseph Macnow
Chief Financial Officer

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EXHIBIT INDEX

EXHIBIT NO. -----	
3.1	-- Amended and Restated Declaration of Trust of Vornado, as filed with the State Department of Assessments and Taxation of Maryland on April 16, 1993 - Incorporated by reference to 3(a) of Vornado's Registration Statement on Form S-4 (File No. 33-60286), filed on March 11, 1993.....
3.2	-- Articles of Amendment of Declaration of Trust of Vornado, as filed with the State Department of Assessments and Taxation of Maryland on May 23, 1996 - Incorporated by reference to Vornado'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, as filed with the State Department of Assessments and Taxation of Maryland on April 3, 1997 - Incorporated by reference to Vornado'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, as filed with the State Department of Assessments and Taxation of Maryland on October 14, 1997 - Incorporated by reference to 3.2 of Vornado's Registration Statement on Form S-3 (File No. 333-36080), filed on March 11, 2002.....
3.5	-- Articles of Amendment of Declaration of Trust of Vornado, as filed with the State Department of Assessments and Taxation of Maryland on October 14, 1997 - Incorporated by reference to 3.2 of Vornado's Registration Statement on Form S-3 (File No. 333-36080), filed on March 11, 2002.....

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- Assessments and Taxation of Maryland on April 22, 1998 - Incorporated by reference to 3.1 of Vornado's Current Report on Form 8-K, dated April 22, 1998 (File No. 001-11954), filed on April 28, 1998.....
- 3.6 -- Articles of Amendment of Declaration of Trust of Vornado, as filed with the State Department of Assessments and Taxation of Maryland on November 24, 1999 - Incorporated by reference to 3.4 of Vornado's Registration Statement on Form S-3 (File No. 333-36080), filed on November 24, 1999.....
- 3.7 -- Articles of Amendment of Declaration of Trust of Vornado, as filed with the State Department of Assessments and Taxation of Maryland on April 20, 2000 - Incorporated by reference to 3.5 of Vornado's Registration Statement on Form S-3 (File No. 333-36080), filed on April 20, 2000.....
- 3.8 -- Articles of Amendment of Declaration of Trust of Vornado, as filed with the State Department of Assessments and Taxation of Maryland on September 14, 2000 - Incorporated by reference to Exhibit 4.6 of Vornado's Registration Statement on Form S-8 (File No. 333-68462), filed on August 27, 2001.....
- 3.9 -- Articles of Amendment of Declaration of Trust of Vornado dated May 31, 2002, as filed with the State Department of Assessments and Taxation of the State 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).....
- 3.10 -- Articles of Amendment of Declaration of Trust of Vornado dated June 6, 2002, as filed with the State Department of Assessments and Taxation of the State 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).....
- 3.11 -- Articles Supplementary Classifying Vornado's \$3.25 Series A Preferred Shares of Beneficial Interest, liquidation preference \$50.00 per share - Incorporated by reference to Exhibit 3.11 of Vornado's Current Report on Form 8-K, dated April 3, 1997 (File No. 001-11954), filed on April 8, 1997.....

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- 3.12 -- Articles Supplementary Classifying Vornado's \$3.25 Series A Convertible Preferred Shares of Beneficial Interest, as filed with the State Department of Assessments and Taxation of Maryland on December 15, 1997 - Incorporated by reference to Exhibit 3.10 to Vornado's Annual Report on Form 10-K for the year ended December 31, 2001 (File No. 001-11954), filed on March 1, 2002.....
- 3.13 -- Articles Supplementary Classifying Vornado's Series D-1 8.5% Cumulative Redeemable Preferred Shares of Beneficial Interest, no par value (the "Series D-1 Preferred Shares") - Incorporated by reference to Exhibit 3.1 of Vornado's Current Report on Form 8-K, dated November 12, 1998 (File No. 001-11954), filed on November 30, 1998.....
- 3.14 -- Articles Supplementary Classifying Additional Series D-1 8.5% Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value - Incorporated by reference to Exhibit 3.2 of Vornado's Current Report on Form 8-K/A, dated November 12, 1998 (File No. 001-11954), filed on February 9, 1999.....
- 3.15 -- Articles Supplementary Classifying 8.5% Series B Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value - Incorporated by reference to Exhibit 3.3 of Vornado's Current Report on Form 8-K, dated March 3, 1999 (File No. 001-11954), filed on March 17, 1999.....

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- 3.16 -- Articles Supplementary Classifying Vornado's Series C 8.5% Cumulative Redeemable P of Beneficial Interest, liquidation preference \$25.00 per share, no par value - I reference to Exhibit 3.7 of Vornado's Registration Statement on Form 8-A (File No filed on May 19, 1999.....
- 3.17 -- Articles Supplementary Classifying Vornado Realty Trust's Series D-2 8.375% Cumula Preferred Shares, dated as of May 27, 1999, as filed with the State Department of and Taxation of Maryland on May 27, 1999 - Incorporated by reference to Exhibit 3 Current Report on Form 8-K, dated May 27, 1999 (File No. 001-11954), filed on Jul
- 3.18 -- Articles Supplementary Classifying Vornado's Series D-3 8.25% Cumulative Redeemabl Shares, dated September 3, 1999, as filed with the State Department of Assessment of Maryland on September 3, 1999 - Incorporated by reference to Exhibit 3.1 of Vo Report on Form 8-K, dated September 3, 1999 (File No. 001-11954), filed on Octobe
- 3.19 -- Articles Supplementary Classifying Vornado's Series D-4 8.25% Cumulative Redeemabl Shares, dated September 3, 1999, as filed with the State Department of Assessment of Maryland on September 3, 1999 - Incorporated by reference to Exhibit 3.2 of Vo Report on Form 8-K, dated September 3, 1999 (File No. 001-11954), filed on Octobe
- 3.20 -- Articles Supplementary Classifying Vornado's Series D-5 8.25% Cumulative Redeemabl Shares - Incorporated by reference to Exhibit 3.1 of Vornado's Current Report on November 24, 1999 (File No. 001-11954), filed on December 23, 1999.....
- 3.21 -- Articles Supplementary Classifying Vornado's Series D-6 8.25% Cumulative Redeemabl Shares, dated May 1, 2000, as filed with the State Department of Assessments and Maryland on May 1, 2000 - Incorporated by reference to Exhibit 3.1 of Vornado's C on Form 8-K, dated May 1, 2000 (File No. 001-11954), filed May 19, 2000.....

* Incorporated by reference

EXHIBIT
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- 3.22 -- Articles Supplementary Classifying Vornado's Series D-7 8.25% Cumulative Redeemabl Shares, dated May 25, 2000, as filed with the State Department of Assessments and Maryland on June 1, 2000 - Incorporated by reference to Exhibit 3.1 of Vornado's on Form 8-K, dated May 25, 2000 (File No. 001-11954), filed on June 16, 2000.....
- 3.23 -- Articles Supplementary Classifying Vornado's Series D-8 8.25% Cumulative Redeemabl Shares - Incorporated by reference to Exhibit 3.1 of Vornado's Current Report on December 8, 2000 (File No. 001-11954), filed on December 28, 2000.....
- 3.24 -- Articles Supplementary Classifying Vornado's Series D-9 8.75% Preferred Shares, da 21, 2001, as filed with the State Department of Assessments and Taxation of Maryl September 25, 2001 - Incorporated by reference to Exhibit 3.1 of Vornado's Curren Form 8-K (File No. 001-11954), filed on October 12, 2001.....
- 3.25 -- Amended and Restated Bylaws of Vornado, as amended on March 2, 2000 - Incorporated to Exhibit 3.12 of Vornado's Annual Report on Form 10-K for the year ended Decemb (File No. 001-11954), filed on March 9, 2000.....
- 3.26 -- Second Amended and Restated Agreement of Limited Partnership of the Operating Part as of October 20, 1997 (the "Partnership Agreement") - Incorporated by reference of Vornado's Annual Report on Form 10-K for the year ended December 31, 1997 file

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- 1998.....
- 3.27 -- Amendment to the Partnership Agreement, dated as of December 16, 1997-Incorporated to Exhibit 3.5 of Vornado's Annual Report on Form 10-K for the year ended December (File No. 001-11954) filed on March 31, 1998.....
- 3.28 -- Second Amendment to the Partnership Agreement, dated as of April 1, 1998 - Incorporation reference to Exhibit 3.5 of Vornado's Registration Statement on Form S-3 (File No. 001-11954) filed on April 14, 1998.....
- 3.29 -- Third Amendment to the Partnership Agreement, dated as of November 12, 1998 - Incorporation reference to Exhibit 3.2 of Vornado's Current Report on Form 8-K, dated November 12, 1998 (File No. 001-11954), filed on November 30, 1998.....
- 3.30 -- Fourth Amendment to the Partnership Agreement, dated as of November 30, 1998 - Incorporation reference to Exhibit 3.1 of Vornado's Current Report on Form 8-K, dated December 1, 1998 (File No. 001-11954), filed on February 9, 1999.....
- 3.31 -- Exhibit A to the Partnership Agreement, dated as of December 22, 1998 - Incorporation reference to Exhibit 3.4 of Vornado's Current Report on Form 8-K/A, dated November 12, 1998 (File No. 001-11954), filed on February 9, 1999.....
- 3.32 -- Fifth Amendment to the Partnership Agreement, dated as of March 3, 1999 - Incorporation reference to Exhibit 3.1 of Vornado's Current Report on Form 8-K, dated March 3, 1999 (File No. 001-11954), filed on March 17, 1999.....
- 3.33 -- Exhibit A to the Partnership Agreement, dated as of March 11, 1999 - Incorporation reference to Exhibit 3.2 of Vornado's Current Report on Form 8-K, dated March 3, 1999 (File No. 001-11954), filed on March 17, 1999.....

* Incorporated by reference

EXHIBIT
NO.

- 3.34 -- Sixth Amendment to the Partnership Agreement, dated as of March 17, 1999 - Incorporation reference to Exhibit 3.2 of Vornado's Current Report on Form 8-K, dated May 27, 1999 (File No. 001-11954), filed on July 7, 1999.....
- 3.35 -- Seventh Amendment to the Partnership Agreement, dated as of May 20, 1999 - Incorporation reference to Exhibit 3.3 of Vornado's Current Report on Form 8-K, dated May 27, 1999 (File No. 001-11954), filed on July 7, 1999.....
- 3.36 -- Eighth Amendment to the Partnership Agreement, dated as of May 27, 1999 - Incorporation reference to Exhibit 3.4 of Vornado's Current Report on Form 8-K, dated May 27, 1999 (File No. 001-11954), filed on July 7, 1999.....
- 3.37 -- Ninth Amendment to the Partnership Agreement, dated as of September 3, 1999 - Incorporation reference to Exhibit 3.3 of Vornado's Current Report on Form 8-K (File No. 001-11954), dated October 25, 1999.....
- 3.38 -- Tenth Amendment to the Partnership Agreement, dated as of September 3, 1999 - Incorporation reference to Exhibit 3.4 of Vornado's Current Report on Form 8-K, dated September 3, 1999 (File No. 001-11954), filed on October 25, 1999.....

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- 3.39 -- Eleventh Amendment to the Partnership Agreement, dated as of November 24, 1999 - I reference to Exhibit 3.2 of Vornado's Current Report on Form 8-K, dated November No. 001-11954), filed on December 23, 1999.....
- 3.40 -- Twelfth Amendment to the Partnership Agreement, dated as of May 1, 2000 - Incorpor reference to Exhibit 3.2 of Vornado's Current Report on Form 8-K, dated May 1, 20 001-11954), filed on May 19, 2000.....
- 3.41 -- Thirteenth Amendment to the Partnership Agreement, dated as of May 25, 2000 - Inco reference to Exhibit 3.2 of Vornado's Current Report on Form 8-K, dated May 25, 2 001-11954), filed on June 16, 2000.....
- 3.42 -- Fourteenth Amendment to the Partnership Agreement, dated as of December 8, 2000 - reference to Exhibit 3.2 of Vornado's Current Report on Form 8-K, dated December No. 001-11954), filed on December 28, 2000.....
- 3.43 -- Fifteenth Amendment to the Partnership Agreement, dated as of December 15, 2000 - reference to Exhibit 4.35 of Vornado Realty Trust's Registration Statement on For 333-68462), filed on August 27, 2001.....
- 3.44 -- Sixteenth Amendment to the Partnership Agreement, dated as of July 25, 2001 - Inco reference to Exhibit 3.3 of Vornado Realty Trust's Current Report on Form 8-K (Fi 001-11954), filed on October 12, 2001.....
- 3.45 -- Seventeenth Amendment to the Partnership Agreement, dated as of September 21, 2001 by reference to Exhibit 3.4 of Vornado Realty Trust's Current Report on Form 8-K 001-11954), filed on October 12, 2001.....
- 3.46 -- Eighteenth Amendment to the Partnership Agreement, dated as of January 1, 2002 - I reference to Exhibit 3.1 of Vornado's Current Report on Form 8-K (File No. 1-1195 March 18, 2002.....
- 3.47 -- Nineteenth Amendment to the Partnership Agreement, dated as of July 1, 2002 - Inco reference to Exhibit 3.47 to Vornado Realty Trust's Quarterly Report on Form 10-Q quarter ended June 30, 2002 (File No. 001-11954)

 * Incorporated by reference

EXHIBIT
 NO.

- 4.1 -- Indenture, dated as of June 24, 2002, between Vornado Realty L.P. and The Bank of Trustee - Incorporated by reference to Exhibit 4.1 to Vornado Realty L.P.'s Curre Form 8-K dated June 19, 2002 (File No. 000-22685), filed on June 24, 2002.....
- 4.2 -- Officer's Certificate pursuant to Sections 102 and 301 of the Indenture, dated Jun Incorporated by reference to Exhibit 4.2 to Vornado Realty Trust's Quarterly Repo for the quarter ended June 30, 2002 (File No. 001-11954).....
- 10.1 -- Amended and Restated Credit Agreement dated July 3, 2002, between 59th Street Corp Vornado Lending L.L.C. (evidencing \$40,000,000 of debt) - Incorporated by referen 10(i) (B) (1) of Alexander's Inc.'s quarterly report for the period ended June 30, 001-06064), filed on August 7, 2002.....

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- 10.2 -- Credit Agreement, dated July 3, 2002, between Alexander's Inc. and Vornado Lending (evidencing a \$20,000,000 loan) - Incorporated by reference to Exhibit 10(i)(B)(2) of Alexander's Inc.'s quarterly report for the period ended June 30, 2002 (File No. 001-06064), filed on August 7, 2002.....
- 10.3 -- Amended and Restated Credit Agreement, dated July 3, 2002, between Alexander's Inc. and Vornado Lending L.L.C. (evidencing a \$50,000,000 line of credit facility) - Incorporated by reference to Exhibit 10(i)(B)(3) of Alexander's Inc.'s quarterly report for the period ended June 30, 2002 (File No. 001-06064), filed on August 7, 2002.....
- 10.4 -- Credit Agreement, dated July 3, 2002, between Alexander's and Vornado Lending L.L.C. (evidencing a \$35,000,000 loan) - Incorporated by reference to Exhibit 10(i)(B)(4) of Alexander's Inc.'s quarterly report for the period ended June 30, 2002 (File No. 001-06064), filed on August 7, 2002.....
- 10.5 -- Guaranty of Completion, dated as of July 3, 2002, executed by Vornado Realty L.P. and Bayerische Hypo- and Vereinsbank AG, New York Branch, as Agent for the Lenders - Incorporated by reference to Exhibit 10(i)(C)(5) of Alexander's Inc.'s quarterly report for the period ended June 30, 2002 (File No. 001-06064), filed on August 7, 2002.....
- 10.6 -- Reimbursement Agreement, dated as of July 3, 2002, by and between Alexander's, Inc., 731 Commercial LLC, 731 Residential LLC and Vornado Realty L.P. - Incorporated by reference to Exhibit 10(i)(C)(8) of Alexander's Inc.'s quarterly report for the period ended June 30, 2002 (File No. 001-06064), filed on August 7, 2002.....
- 10.7 -- 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)(D)(1) of Alexander's Inc.'s quarterly report for the period ended June 30, 2002 (File No. 001-06064), filed on August 7, 2002.....
- 10.8 -- 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) of Alexander's Inc.'s quarterly report for the period ended June 30, 2002 (File No. 001-06064), filed on August 7, 2002.....

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EXHIBIT
NO.

- 10.9 -- Amended and Restated Management and Development Agreement, dated as of July 3, 2002, between Alexander's, Inc., the subsidiaries party thereto and Vornado Management Corp. - Incorporated by reference to Exhibit 10(i)(F)(1) of Alexander's Inc.'s quarterly report for the period ended June 30, 2002 (File No. 001-06064), filed on August 7, 2002.....
- 10.10 -- 59th Street Management and Development Agreement, dated as of July 3, 2002, by and between Vornado Commercial LLC and Vornado Management Corp. - Incorporated by reference to Exhibit 10(i)(F)(2) of Alexander's Inc.'s quarterly report for the period ended June 30, 2002 (File No. 001-06064), filed on August 7, 2002.....
- 15.1 -- Letter regarding Unaudited Interim Financial Information

* Incorporated by reference

