

# Section 1: 8-K (VORNADO REALTY TRUST)

1

Exhibit Index on Page 5

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (date of earliest event reported): September 21, 2001

Commission File Number: 1-11954

VORNADO REALTY TRUST  
(Exact name of registrant as specified in its charter)

MARYLAND  
(State or other jurisdiction of incorporation)

22-1657560  
(I.R.S. employer  
identification number)

888 SEVENTH AVENUE, NEW YORK, NEW YORK  
(Address of principal executive offices)

10019  
(Zip Code)

(212) 235-4000  
(Registrant's telephone number, including area code)

N/A  
(Former name or former address, if changed since last report)

2  
ITEMS 1-4. NOT APPLICABLE

ITEM 5. OTHER EVENTS

ISSUANCE OF SERIES D-9 PREFERRED UNITS BY VORNADO REALTY L.P.

On September 21, 2001, Vornado Realty L.P., a Delaware limited partnership through which Vornado Realty Trust conducts its business (the "Operating Partnership"), sold \$45 million of Series D-9 Preferred Units of limited partnership interest (the "Series D-9 Preferred Units") to an institutional investor in a private placement, resulting in net proceeds of \$43,875,000.

The Series D-9 Preferred Units are perpetual and may be redeemed without penalty in whole or in part by the Operating Partnership at any time on or after September 21, 2006 for cash equal to \$25 per Series D-9 Preferred Unit and any accumulated and unpaid distributions owing in respect of the Series D-9 Preferred Units being redeemed. At any time on or after the Series D-9 Effective Date (as defined below), holders of Series D-9 Preferred Units will have the right to have their Series D-9 Preferred Units redeemed by the Operating Partnership for (i) cash equal to the holder's capital account after the carrying values of all Operating Partnership assets are adjusted pursuant to the limited partnership agreement of the Operating Partnership and the holder's capital account is adjusted accordingly for the Series D-9 Preferred Units being redeemed or (ii) at the option of Vornado Realty Trust, one Series D-9 8.25% Cumulative Redeemable Preferred Share of Beneficial Interest (liquidation preference \$25 per share), no par value (the "Series D-9 Preferred Shares"), of Vornado Realty Trust for each Series D-9 Preferred Unit redeemed. The "Series D-9 Effective Date" means the sooner of (i) September 21, 2011, (ii) the first business day following any period in which the Operating Partnership has failed to make full distributions in respect of the Series D-9 Preferred Units for six quarters, whether or not consecutive, (iii) the first business day following receipt by the holder of the Series D-9 Preferred Units of either notice from Vornado Realty Trust, or an opinion of counsel, that the Operating Partnership is or likely is a "publicly-traded partnership," as defined in the Internal Revenue Code of 1986, as amended, and (iv) the first business day following the date on which the institutional investor to which the Series D-9 Preferred Units were issued reasonably determines that there is an

imminent and substantial risk that the Series D-9 Preferred Units held by it represent or will represent 19.5% or more of the total profits or capital interests in the Operating Partnership for a taxable year.

The Series D-9 Preferred Shares will be perpetual and will be redeemable at the option of Vornado Realty Trust at any time on and after September 21, 2006 for cash equal to \$25 per Series D-9 Preferred Share plus dividends accumulated and unpaid prior to the date of redemption. No Series D-9 Preferred Shares are now outstanding. Vornado Realty Trust and the purchaser of the Series D-9 Preferred Units have entered into a registration rights agreement with respect to the Series D-9 Preferred Shares that may be issued upon redemption of Series D-9 Preferred Units.

-2-

3

ITEM 6. NOT APPLICABLE

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

The following exhibits are furnished in accordance with the provisions of Item 601 of Regulation S-K:

Exhibit No.	Description
3.1	Articles Supplementary to Declaration of Trust of Vornado Realty Trust with respect to the Series D-9 Preferred Shares, dated September 21, 2001, as filed with the State Department of Assessments and Taxation of Maryland on September 25, 2001
3.2	Fifteenth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of December 15, 2000 (incorporated by reference to Exhibit 4.35 of Vornado Realty Trust's registration statement on Form S-8 (File No. 333-68462), filed on August 27, 2001)
3.3	Sixteenth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of July 25, 2001
3.4	Seventeenth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of September 21, 2001
3.5	Press release of Vornado Realty Trust, dated September 21, 2001

ITEM 8. NOT APPLICABLE

ITEM 9. NOT APPLICABLE

-3-

4

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 hereunto duly authorized.

VORNADO REALTY TRUST  
(Registrant)

By: /s/ JOSEPH MACNOW

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

Date: October 12, 2001

-4-

5

Index to Exhibits

Exhibit No.	Description
3.1	Articles Supplementary to Declaration of Trust of Vornado Realty Trust with respect to the Series D-9 Preferred Shares, dated September 21, 2001, as filed with the State Department of Assessments and Taxation of Maryland on September 25, 2001

- 3.2 Fifteenth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of December 15, 2000 (incorporated by reference to Exhibit 4.35 of Vornado Realty Trust's registration statement on Form S-8 (File No. 333-68462), filed on August 27, 2001)
- 3.3 Sixteenth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of July 25, 2001
- 3.4 Seventeenth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of September 21, 2001
- 3.5 Press release of Vornado Realty Trust, dated September 21, 2001

-5-

[\(Back To Top\)](#)

## Section 2: EX-3.1 (ARTICLES SUPPLEMENTARY TO DECLARATION OF TRUST)

1

Exhibit 3.1

VORNADO REALTY TRUST

ARTICLES SUPPLEMENTARY

SERIES D-9 8.25% CUMULATIVE REDEEMABLE PREFERRED SHARES  
(LIQUIDATION PREFERENCE \$25.00 PER SHARE)

Vornado Realty Trust, a Maryland real estate investment trust (the "Trust"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: Under a power contained in Article VI of the Amended and Restated Declaration of Trust of the Trust (the "Declaration"), the Board of Trustees of the Trust (the "Board of Trustees"), by unanimous written consent, classified and designated 1,800,000 shares (the "Shares") of the Preferred Stock, no par value per share (as defined in the Declaration), of the Trust as shares of Series D-9 8.25% Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, with the following preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications and terms and conditions of redemption, which upon any restatement of the Declaration, shall be deemed to be part of Article VI of the Declaration, with any necessary or appropriate changes to the enumeration or lettering of sections or subsections hereof:

SERIES D-9 8.25% CUMULATIVE REDEEMABLE PREFERRED SHARES

SECTION 1. NUMBER OF SHARES AND DESIGNATION. This series of Preferred Stock shall be designated as Series D-9 8.25% Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share (the "Series D-9 Preferred Shares"), and 1,800,000 shall be the number of shares of Preferred Stock constituting such series.

SECTION 2. DEFINITIONS. For purposes of the Series D-9 Preferred Shares, the following terms shall have the meanings indicated:

-1-

2

"Board of Trustees" shall mean the Board of Trustees of the Trust or any committee authorized by such Board of Trustees to perform any of its responsibilities with respect to the Series D-9 Preferred Shares.

"Business Day" shall mean any day other than a Saturday, Sunday or a day on which state or federally chartered banking institutions in New York, New York are not required to be open.

"Common Shares" shall mean the common shares of beneficial interest of the Trust, par value \$.04 per share.

"Dividend Payment Date" shall mean the first calendar day of January, April, July and October, in each year, commencing on the first of January 1, April 1, July 1 or October 1 to follow the Issue Date;

provided, however, that if any Dividend Payment Date falls on any day other than a Business Day, the dividend payment due on such Dividend Payment Date shall be paid on the first Business Day immediately following such Dividend Payment Date.

"Dividend Periods" shall mean quarterly dividend periods commencing on January 1, April 1, July 1 and October 1 of each year and ending on and including the day preceding the first day of the next succeeding Dividend Period (other than the initial Dividend Period with respect to each Series D-9 Preferred Share, which shall commence on the date on which such Series D-9 Preferred Share was issued by the Trust and end on and include the day preceding the next succeeding January 1, April 1, July 1 or October 1 to occur (whichever occurs first)).

"Issue Date" shall mean the first date on which any Series D-9 Preferred Shares are issued.

"Junior Shares" shall mean the Common Shares and any other class or series of shares of beneficial interest of the Trust constituting junior shares of beneficial interest as described in paragraph (c) of Section 9 hereof.

"Liquidation Preference" shall have the meaning set forth in paragraph (a) of Section 4 hereof.

-2-

3

"Operating Partnership" shall mean Vornado Realty L.P., a Delaware limited partnership.

"Parity Shares" shall mean any shares of beneficial interest as described in paragraph (b) of Section 9 hereof.

"Person" shall mean any individual, firm, partnership, corporation, limited liability company or other entity, and shall include any successor (by merger or otherwise) of such entity.

"Redemption Date" shall have the meaning set forth in paragraph (c) of Section 5 hereof.

"Redemption Price" shall have the meaning set forth in paragraph (a) of Section 5 hereof.

"Series D-9 Preferred Shares" shall have the meaning set forth in Section 1 hereof. It is the intention of the Trust in establishing the Series D-9 Preferred Shares, that, except to the extent otherwise set forth herein, each Series D-9 Preferred Share shall be substantially the economic equivalent of a Series D-9 Preferred Unit in respect of which it was issued.

"Series D-9 Preferred Units" shall mean the Series D-9 Preferred Units of limited partner interest of the Operating Partnership.

"Set apart for payment" shall be deemed to include, without any action other than the following, the recording by the Trust in its accounting ledgers of any accounting or bookkeeping entry which indicates, pursuant to a declaration of a dividend or other distribution by the Board of Trustees, the allocation of funds to be so paid on any series or class of shares of beneficial interest of the Trust; provided, however, that if any funds for any class or series of Junior Shares or any class or series of shares of beneficial interest ranking on a parity with the Series D-9 Preferred Shares as to the payment of dividends are placed in a separate account of the Trust or delivered to a disbursing, paying or other similar agent, then "set apart for payment" with respect to the Series D-9 Preferred Shares shall mean placing such funds in a separate account or delivering

-3-

4

such funds to a disbursing, paying or other similar agent.

"Transfer Agent" means First Union National Bank, Charlotte, North Carolina, or such other agent or agents of the Trust as may be designated by the Board of Trustees or its designee as the transfer agent for the Series D-9 Preferred Shares.

"Voting Preferred Shares" shall have the meaning set forth in Section 10 hereof.

SECTION 3. DIVIDENDS. (a) The holders of Series D-9 Preferred Shares shall be entitled to receive, when, as and if authorized by the Board of Trustees and declared by the Trust out of assets legally available for that purpose, dividends payable in cash at the rate per annum of \$2.0625 per Series D-9 Preferred Share (the "Annual Dividend Rate"). Such dividends with respect to each Series D-9 Preferred Share shall be cumulative from the date on which such

Series D-9 Preferred Share was issued by the Trust, whether or not in any Dividend Period or Periods there shall be assets of the Trust legally available for the payment of such dividends, and shall be payable quarterly, when, as and if authorized by the Board of Trustees and declared by the Trust, in arrears on Dividend Payment Dates commencing with respect to each Series D-9 Preferred Share on the first Dividend Payment Date after the date on which such Series D-9 Preferred Share was issued by the Trust. Dividends are cumulative from the most recent Dividend Payment Date to which dividends have been paid, whether or not in any Dividend Period or Periods there shall be assets legally available therefor. Each such dividend shall be payable in arrears to the holders of record of the Series D-9 Preferred Shares, as they appear on the share records of the Trust at the close of business on such record dates, not more than 30 days preceding the applicable Dividend Payment Date (the "Dividend Payment Record Date"), as shall be fixed by the Board of Trustees. Accumulated and unpaid dividends for any past Dividend Periods may be authorized and declared and paid at any time, without reference to any regular Dividend Payment Date, to holders of record on such date, not exceeding 45 days preceding the payment date thereof, as may be fixed by the Board of Trustees.

(b) The amount of dividends payable for each full Dividend Period for each Series D-9 Preferred Share shall be computed by dividing the Annual Dividend Rate by four. The

-4-

5

amount of dividends payable for the initial Dividend Period, or any other period shorter or longer than a full Dividend Period, on the Series D-9 Preferred Shares shall be computed on the basis of twelve 30-day months and a 360-day year. Holders of Series D-9 Preferred Shares shall not be entitled to any dividends, whether payable in cash, property or stock, in excess of cumulative dividends, as herein provided, on the Series D-9 Preferred Shares. No interest, or sum of money in lieu of interest, shall be payable in respect of any dividend payment or payments on the Series D-9 Preferred Shares that may be in arrears.

(c) So long as any Series D-9 Preferred Shares are outstanding, no dividends, except as described in the immediately following sentence, shall be authorized and declared or paid or set apart for payment on any series or class or classes of Parity Shares for any period unless full cumulative dividends have been or contemporaneously are authorized and declared and paid or authorized and declared and a sum sufficient for the payment thereof set apart for such payment on the Series D-9 Preferred Shares for all Dividend Periods terminating on or prior to the dividend payment date on such class or series of Parity Shares. When dividends are not paid in full or a sum sufficient for such payment is not set apart, as aforesaid, all dividends authorized and declared upon Series D-9 Preferred Shares and all dividends authorized and declared upon any other series or class or classes of Parity Shares shall be authorized and declared ratably in proportion to the respective amounts of dividends accumulated and unpaid on the Series D-9 Preferred Shares and such Parity Shares.

(d) So long as any Series D-9 Preferred Shares are outstanding, no dividends (other than dividends or distributions paid solely in shares of, or options, warrants or rights to subscribe for or purchase shares of, Junior Shares) shall be authorized and declared or paid or set apart for payment or other distribution authorized and declared or made upon Junior Shares, nor shall any Junior Shares be redeemed, purchased or otherwise acquired (other than a redemption, purchase or other acquisition of Common Shares made for purposes of and in compliance with requirements of an employee incentive or benefit plan of the Trust or any subsidiary, or as permitted under Article VI of the Declaration), for any consideration (or any moneys to be paid to or made available for a sinking fund for the redemption of any shares of beneficial interest) by the Trust, directly or indirectly (except by conversion into or exchange for Junior

-5-

6

Shares), unless in each case (i) the full cumulative dividends on all outstanding Series D-9 Preferred Shares and any other Parity Shares of the Trust shall have been paid or set apart for payment for all past Dividend Periods with respect to the Series D-9 Preferred Shares and all past dividend periods with respect to such Parity Shares and (ii) sufficient funds shall have been paid or set apart for the payment of the dividend for the current Dividend Period with respect to the Series D-9 Preferred Shares and any Parity Shares.

(e) Any accumulated distributions on Series D-9 Preferred Units that remain unpaid at the time such Series D-9 Preferred Units are acquired by the Trust for Series D-9 Preferred Shares shall also be deemed to be accumulated and unpaid dividends in respect of such Series D-9 Preferred Shares as of the date of issuance of such Series D-9 Preferred Shares and shall be paid when declared by the Board of Trustees.

SECTION 4. LIQUIDATION PREFERENCE. (a) In the event of any liquidation, dissolution or winding up of the Trust, whether voluntary or involuntary, before any payment or distribution of the assets of the Trust (whether capital or surplus) shall be made to or set apart for the holders of Junior Shares, the holders of Series D-9 Preferred Shares shall be entitled to

receive Twenty Five Dollars (\$25.00) per Series D-9 Preferred Share (the "Liquidation Preference") plus an amount equal to all dividends (whether or not earned or declared) accumulated and unpaid thereon to the date of final distribution to such holder; but such holders of Series D-9 Preferred Shares shall not be entitled to any further payment. If, upon any such liquidation, dissolution or winding up of the Trust, the assets of the Trust, or proceeds thereof, distributable among the holders of Series D-9 Preferred Shares shall be insufficient to pay in full the preferential amount aforesaid and liquidating payments on any other Parity Shares, then such assets, or the proceeds thereof, shall be distributed among the holders of such Series D-9 Preferred Shares and any such other Parity Shares ratably in accordance with the respective amounts that would be payable on such Series D-9 Preferred Shares and any such other Parity Shares if all amounts payable thereon were paid in full. For the purposes of this Section 4, (i) a consolidation or merger of the Trust with one or more entities, (ii) a statutory share exchange and (iii) a sale or transfer of all or substantially all of the Trust's assets, shall not be deemed to be a

-6-

7

liquidation, dissolution or winding up, voluntary or involuntary, of the Trust.

(b) Subject to the rights of the holders of shares of any series or class or classes of shares of beneficial interest ranking on a parity with or prior to the Series D-9 Preferred Shares upon liquidation, dissolution or winding up, upon any liquidation, dissolution or winding up of the Trust, after payment shall have been made in full to the holders of the Series D-9 Preferred Shares, as provided in this Section 4, any series or class or classes of Junior Shares shall, subject to any respective terms and provisions applying thereto, be entitled to receive any and all assets remaining to be paid or distributed, and the holders of the Series D-9 Preferred Shares shall not be entitled to share therein.

SECTION 5. REDEMPTION AT THE OPTION OF THE TRUST. (a) Except as otherwise permitted by Article VI of the Declaration, the Series D-9 Preferred Shares shall not be redeemable by the Trust prior to September 21, 2006. On and after September 21, 2006, the Trust, at its option, may redeem the Series D-9 Preferred Shares, in whole or in part, as set forth herein, subject to the provisions described below, at a redemption price, payable in cash, equal to the Liquidation Preference plus dividends accumulated and unpaid prior to the date of redemption (the "Redemption Price"). The Redemption Price of the Series D-9 Preferred Shares (other than any portion consisting of accrued and unpaid dividends) shall be payable solely with the proceeds from the sale by the Trust or the Operating Partnership of other Capital Shares of the Trust or the Operating Partnership (whether or not such sale occurs concurrently with such redemption). For purposes of the preceding sentence, "Capital Shares" means any common shares, preferred shares, depository shares, partnership or other interests, participations or other ownership interests (however designated) and any rights (other than debt securities convertible into or exchangeable for equity securities) or options to purchase any of the foregoing of or in the Trust or the Operating Partnership.

(b) If full cumulative dividends on the Series D-9 Preferred Shares and any other series or class or classes of Parity Shares of the Trust have not been paid or declared and set apart for payment, except as otherwise permitted under Article VI of the Declaration, the Series D-9 Preferred Shares may not be redeemed in part and the Trust may not purchase,

-7-

8

redeem or otherwise acquire Series D-9 Preferred Shares or any Parity Shares other than in exchange for Junior Shares.

(c) If the Trust shall redeem shares of Series D-9 Preferred Shares pursuant to paragraph (a) of this Section 5, notice of such redemption shall be given to each holder of record of the Series D-9 Preferred Shares to be redeemed. Such notice shall be provided by first class mail, postage prepaid, at such holder's address as the same appears on the stock records of the Trust, or by publication in The Wall Street Journal or The New York Times, or if neither such newspaper is then being published, any other daily newspaper of national circulation. If the Trust elects to provide such notice by publication, it shall also promptly mail notice of such redemption to the holders of the Series D-9 Preferred Shares to be redeemed. Neither the failure to mail any notice required by this paragraph (c), nor any defect therein or in the mailing thereof, to any particular holder, shall affect the sufficiency of the notice or the validity of the proceedings for redemption with respect to the other holders. Any notice that was mailed in the manner herein provided shall be conclusively presumed to have been duly given on the date mailed whether or not the holder receives the notice. Each such mailed or published notice shall state, as appropriate: (1) the date on which such Series D-9 Preferred Shares are to be redeemed (the "Redemption Date"); (2) the number of Series D-9 Preferred Shares to be redeemed and, if fewer than all the Series D-9 Preferred Shares held by such holder are to be redeemed, the number of such Series D-9 Preferred Shares to be redeemed from such holder; (3) the Redemption Price; (4) the place or places at which certificates for such Series D-9 Preferred Shares are to be surrendered for payment of the Redemption Price; and (5) that dividends on the shares to be redeemed shall cease to accrue on such Redemption Date except as otherwise

provided herein. Notice having been published or mailed as aforesaid, from and after the Redemption Date (unless the Trust shall fail to make available an amount of cash necessary to effect such redemption), (i) except as otherwise provided herein, dividends on the Series D-9 Preferred Shares so called for redemption shall cease to accumulate, (ii) said shares shall no longer be deemed to be outstanding, and (iii) all rights of the holders thereof as holders of Series D-9 Preferred Shares of the Trust shall cease (except the right to receive the Redemption Price, without interest thereon, upon surrender and endorsement of their certificates if so required). The Trust's obligation to provide cash in accordance with the preceding sentence shall be deemed fulfilled if, on or before the Redemption Date, the

-8-

9

Trust shall deposit with a bank or trust company (which may be an affiliate of the Trust) that has an office in the Borough of Manhattan, City of New York, or in Baltimore, Maryland and that has, or is an affiliate of a bank or trust company that has, a capital and surplus of at least \$50,000,000, the cash necessary for such redemption, in trust, with irrevocable instructions that such cash be applied to the redemption of the Series D-9 Preferred Shares so called for redemption. No interest shall accrue for the benefit of the holder of Series D-9 Preferred Shares to be redeemed on any cash so set aside by the Trust. Subject to applicable escheat laws, any such cash unclaimed at the end of two years from the Redemption Date shall revert to the general funds of the Trust, after which reversion the holders of such shares so called for redemption shall look only to the general funds of the Trust for the payment of such cash.

As promptly as practicable after the surrender in accordance with said notice of the certificates for any such Series D-9 Preferred Shares so redeemed (properly endorsed or assigned for transfer, if the Trust shall so require and if the notice shall so state), such Series D-9 Preferred Shares shall be exchanged for the cash (without interest thereon) for which such Series D-9 Preferred Shares have been redeemed. If fewer than all of the outstanding Series D-9 Preferred Shares are to be redeemed, the Series D-9 Preferred Shares to be redeemed shall be selected by the Trust from the outstanding Series D-9 Preferred Shares not previously called for redemption by lot or pro rata (as nearly as may be) or by any other method determined by the Trust in its sole discretion to be equitable. If fewer than all the Series D-9 Preferred Shares evidenced by any certificate are redeemed, then new certificates evidencing the unredeemed Series D-9 Preferred Shares shall be issued without cost to the holder thereof.

SECTION 6. REACQUIRED SHARES TO BE RETIRED. All Series D-9 Preferred Shares which shall have been issued and reacquired in any manner by the Trust shall be restored to the status of authorized but unissued shares of Preferred Stock, without designation as to series.

SECTION 7. NO RIGHT OF CONVERSION. The Series D-9 Preferred Shares are not convertible into or exchangeable for any other property or securities of the Trust at the option of any holder of Series D-9 Preferred Shares.

-9-

10

SECTION 8. PERMISSIBLE DISTRIBUTIONS. In determining whether a distribution (other than upon liquidation, dissolution or winding up), whether by dividend, or upon redemption or other acquisition of shares or otherwise, is permitted under Maryland law, amounts that would be needed, if the Trust were to be dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of holders of shares of any class or series of beneficial interest whose preferential rights upon dissolution are superior or prior to those receiving the distribution shall not be added to the Trust's total liabilities.

SECTION 9. RANKING. Any class or series of shares of beneficial interest of the Trust shall be deemed to rank:

(a) prior to the Series D-9 Preferred Shares, as to the payment of dividends and as to distribution of assets upon liquidation, dissolution or winding up, if the holders of shares of such class or series shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of Series D-9 Preferred Shares ("Senior Shares");

(b) on a parity with the Series D-9 Preferred Shares, as to the payment of dividends and as to the distribution of assets upon liquidation, dissolution or winding up, whether or not the dividend rates, dividend payment dates or redemption or liquidation prices per share thereof be different from those of the Series D-9 Preferred Shares, if the holders of shares of such class or series and the Series D-9 Preferred Shares shall be entitled to the receipt of dividends and of amounts distributable upon liquidation, dissolution or winding up in proportion to their respective amounts of accumulated and unpaid dividends per share or liquidation preferences, without preference or priority one over the other ("Parity Shares"); and

(c) junior to the Series D-9 Preferred Shares, as to the

payment of dividends or as to the distribution of assets upon liquidation, dissolution or winding up, if such shares shall be Common Shares or if the holders of Series D-9 Preferred Shares shall be entitled to receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of shares of such class or series, and shares of

-10-

11

such class or series shall not in either case rank prior to the Series D-9 Preferred Shares.

SECTION 10. VOTING. Except as otherwise set forth herein, the Series D-9 Preferred Shares shall not have any relative, participating, optional or other voting rights or powers, and the consent of the holders thereof shall not be required for the taking of any corporate (or trust) action.

If and whenever six quarterly dividends (whether or not consecutive) payable on the Series D-9 Preferred Shares or any series or class of Parity Shares shall be in arrears (which shall, with respect to any such quarterly dividend, mean that any such dividend has not been paid in full) and whether or not earned or declared, the number of trustees then constituting the Board of Trustees shall be increased by two and the holders of Series D-9 Preferred Shares, together with the holders of shares of every other series or class of Parity Shares having like voting rights (shares of any such other series, the "Voting Preferred Shares"), voting as a single class regardless of series, shall be entitled to elect the two additional trustees to serve on the Board of Trustees at any annual meeting of shareholders or special meeting held in place thereof, or at a special meeting of the holders of Series D-9 Preferred Shares and the Voting Preferred Shares called as hereinafter provided. Whenever all arrears in dividends on the Series D-9 Preferred Shares and the Voting Preferred Shares then outstanding shall have been paid and full dividends thereon for the current quarterly dividend period shall have been paid or declared and set apart for payment, then the right of the holders of the Series D-9 Preferred Shares and the Voting Preferred Shares to elect such additional two trustees shall cease (but subject always to the same provision for the vesting of such voting rights in the case of any similar future arrearages in six quarterly dividends), and the terms of office of all persons elected as trustees by the holders of the Series D-9 Preferred Shares and the Voting Preferred Shares shall forthwith terminate and the number of trustees constituting the Board of Trustees shall be reduced accordingly. At any time after such voting power shall have been so vested in the holders of shares of Series D-9 Preferred Shares and the Voting Preferred Shares, the Secretary of the Trust may, and upon the written request of any holder of Series D-9 Preferred Shares (addressed to the Secretary at the principal office of the Trust) shall, call a special meeting of the holders of the Series D-9 Preferred Shares and of the Voting Preferred Shares for the election of

-11-

12

the two trustees to be elected by them as herein provided, such call to be made by notice similar to that provided in the Bylaws of the Trust for a special meeting of the shareholders or as required by law. If any such special meeting required to be called as above provided shall not be called by the Secretary within 20 days after receipt of such request, then any holder of Series D-9 Preferred Shares may call such meeting, upon the notice above provided, and for that purpose shall have access to the stock books of the Trust. The trustees elected at any such special meeting shall hold office until the next annual meeting of the shareholders or special meeting held in lieu thereof if such office shall not have previously terminated as above provided. If any vacancy shall occur among the trustees elected by the holders of the Series D-9 Preferred Shares and the Voting Preferred Shares, a successor shall be elected by the Board of Trustees, upon the nomination of the then-remaining trustee elected by the holders of the Series D-9 Preferred Shares and the Voting Preferred Shares or the successor of such remaining trustee, to serve until the next annual meeting of the shareholders or special meeting held in place thereof if such office shall not have previously terminated as provided above.

So long as any Series D-9 Preferred Shares are outstanding, in addition to any other vote or consent of shareholders required by the Declaration, the affirmative vote of at least 66-2/3% of the votes entitled to be cast by the holders of Series D-9 Preferred Shares and the Voting Preferred Shares, at the time outstanding, voting as a single class regardless of series, given in person or by proxy, either in writing without a meeting or by vote at any meeting called for the purpose, shall be necessary for effecting or validating (a) any amendment, alteration or repeal of any of the provisions of the Declaration or these Articles Supplementary that materially and adversely affects the voting powers, rights or preferences of the Series D-9 Preferred Shares; provided, however, that (i) the amendment of the provisions of the Declaration so as to authorize or create or to increase the authorized amount of, any Junior Shares or any shares of any class or series ranking on a parity with the Series D-9 Preferred Shares or the Voting Preferred Shares shall not be deemed to materially and adversely affect the voting powers, rights or preferences of the holders of Series D-9 Preferred Shares and (ii) any filing with the State Department of Assessments and Taxation of Maryland by the Trust in connection with a merger, consolidation or sale of all or substantially all



of the assets of the Trust shall not be deemed to be an amendment, alteration or repeal of any of

-12-

13

the provisions of the Declaration or these Articles Supplementary; and provided further, that if any such amendment, alteration or repeal would materially and adversely affect any voting powers, rights or preferences of the Series D-9 Preferred Shares but not all series of Voting Preferred Shares at the time outstanding, the affirmative vote of at least 66-2/3% of the votes entitled to be cast by the holders of all series similarly affected at the time outstanding, voting as a single class regardless of series, given in person or by proxy, either in writing without a meeting or by vote at any meeting called for the purpose, shall be required in lieu of the affirmative vote of at least 66-2/3% of the votes entitled to be cast by the holders of the Series D-9 Preferred Shares and the Voting Preferred Shares otherwise entitled to vote in accordance herewith or (b) the authorization or creation of, or the increase in the authorized or issued amount of, any shares of any class or series or any security convertible into or exchangeable for shares of any class or series ranking prior to the Series D-9 Preferred Shares in the distribution of assets on any liquidation, dissolution or winding up of the Trust or in the payment of dividends or distributions; provided, however, that, in the case of each of subparagraphs (a) and (b), no such vote of the holders of Series D-9 Preferred Shares or Voting Preferred Shares, as the case may be, shall be required if, at or prior to the time when such amendment, alteration or repeal is to take effect, or when the issuance of any such prior shares or convertible security is to be made, provision is made for the redemption of all Series D-9 Preferred Shares or Voting Preferred Shares, as the case may be, at the time outstanding in accordance with Section 5 hereof.

For purposes of the foregoing provisions of this Section 9, each Series D-9 Preferred Share shall have one (1) vote per share, except that when any other series of Preferred Stock shall have the right to vote with the Series D-9 Preferred Shares as a single class on any matter, then the Series D-9 Preferred Shares and such other series shall have with respect to such matters one (1) vote per \$50.00 of stated liquidation preference.

SECTION 11. RECORD HOLDERS. The Trust and the Transfer Agent may deem and treat the record holder of any Series D-9 Preferred Shares as the true and lawful owner thereof for all purposes, and neither the Trust nor the Transfer Agent shall be affected by any notice to the contrary.

-13-

14

SECTION 12. RESTRICTIONS ON OWNERSHIP AND TRANSFER. The Series D-9 Preferred Shares constitute Preferred Stock, and Preferred Stock constitutes Equity Stock of the Trust. Therefore, the Series D-9 Preferred Shares, being Equity Stock, are governed by and issued subject to all the limitations, terms and conditions of the Declaration applicable to Equity Stock generally, including but not limited to the terms and conditions (including exceptions and exemptions) of Article VI of the Declaration applicable to Equity Stock. The foregoing sentence shall not be construed to limit the applicability to the Series D-9 Preferred Shares of any other term or provision of the Declaration.

SECOND: The Shares have been classified and designated by the Board of Trustees under the authority contained in the Declaration.

THIRD: These Articles Supplementary have been approved by the Board of Trustees in the manner and by the vote required by law.

FOURTH: The undersigned Vice President and Chief Financial Officer acknowledges these Articles Supplementary to be the true act of the Trust and, as to all matters or facts required to be verified under oath, the undersigned Vice President and Chief Financial Officer acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this Statement is made under the penalties for perjury.

-14-

15

IN WITNESS WHEREOF, the Trust has caused these Articles Supplementary to be executed in its name and on its behalf by its Vice President and Chief Financial Officer and attested to by one of its Assistant Secretaries on this 21st day of September, 2001.

VORNADO REALTY TRUST

/s/ JOSEPH MACNOW  
-----

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

ATTEST:

/s/ PATRICK T. HOGAN  
-----

Name: Patrick T. Hogan  
Title: Vice President

[\(Back To Top\)](#)

### **Section 3: EX-3.3 (16TH AMENDMENT TO 2ND AMENDED/RESTATED AGREEMENT)**

1

Exhibit 3.3

SIXTEENTH  
AMENDMENT  
TO  
SECOND AMENDED AND RESTATED  
AGREEMENT OF LIMITED PARTNERSHIP  
OF  
VORNADO REALTY L.P.

Dated as of July 25, 2001

THIS SIXTEENTH AMENDMENT TO THE SECOND AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP OF VORNADO REALTY L.P. (this "Amendment") is hereby adopted by Vornado Realty Trust, a Maryland real estate investment trust (defined therein as the "General Partner"), as the general partner of Vornado Realty L.P., a Delaware limited partnership (the "Partnership"). For ease of reference, capitalized terms used herein and not otherwise defined have the meanings assigned to them in the Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., as amended by the Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of December 16, 1997, and further amended by the Second Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of April 1, 1998, and the Third Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of November 12, 1998, and the Fourth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of November 30, 1998, and the Fifth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of March 3, 1999, and the Sixth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of March 17, 1999, and the Seventh Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of May 20, 1999, and the Eighth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of May 27, 1999, and the Ninth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of September 3, 1999, and the Tenth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of September 3, 1999, and the Eleventh Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of November 24, 1999, and the Twelfth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of May 1, 2000, and the Thirteenth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of May 25, 2000, and the Fourteenth Amendment to

2

Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of December 8, 2000, and the Fifteenth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of December 15, 2000 (as so amended and as the same may be further amended, the "Agreement").

WHEREAS, the General Partner desires to establish and set forth the terms of a new series of Partnership Interests designated as Series F-1 Preferred Units (the "Series F-1 Preferred Units");

WHEREAS, on November 1, 1999, the Partnership and 58 Lexington Associates L.P., a New York limited partnership ("58 Lexington"), entered into an Agreement for Contribution of Property pursuant to which the Partnership agreed to acquire 58 Lexington's leasehold interests in certain New York City real property assets in exchange for the issuance by the Partnership to 58 Lexington of 400,000 Series F-1 Preferred Units;

WHEREAS, Section 4.2.A of the Agreement grants the General Partner authority to cause the Partnership to issue interests in the Partnership to a person other than the General Partner in one or more classes or series, with such designations, preferences and relative, participating, optional or other special rights, powers and duties as may be determined by the General Partner in its sole and absolute discretion so long as the issuance does not violate Section 4.2.E of the Agreement;

WHEREAS, the General Partner has determined that the establishment and issuance of the Series F-1 Preferred Units will not violate Section 4.2.E of the Agreement;

WHEREAS, the General Partner desires to amend the Agreement to set forth the terms of the Series F-1 Preferred Units;

WHEREAS, Section 14.1.B of the Agreement grants the General Partner power and authority to amend the Agreement without the consent of any of the Partnership's limited partners if the amendment does not adversely affect or eliminate any right granted to a limited partner pursuant to any of the provisions of the Agreement specified in Section 14.1.C or Section 14.1.D of the Agreement as requiring a particular minimum vote; and

WHEREAS, the General Partner has determined that the amendment effected hereby does not adversely affect or eliminate any of the limited partner rights specified in Section 14.1.C or Section 14.1.D of the Agreement;

-2-

3

NOW, THEREFORE, the General Partner hereby amends the Agreement as follows:

1. The exhibit attached to this Amendment as Attachment 1 is hereby added to the Agreement as Exhibit R thereof.

2. Section 4.2 of the Agreement is hereby supplemented by adding the following paragraph to the end thereof:

"S. Issuance of Series F-1 Preferred Units. The Partnership is authorized to issue a series designated as "Series F-1 Preferred Units", which units shall have the terms set forth in Exhibit R attached hereto and made part hereof."

3. In making distributions pursuant to Section 5.1.B of the Agreement, the General Partner of the Partnership shall take into account the provisions of Paragraph 2 of Exhibit R to the Agreement, including, but not limited to, Paragraph 2.F(ii) thereof.

4. Section 8.6 of the Agreement is hereby supplemented by adding the following paragraph to the end thereof:

"I. Series F-1 Preferred Unit Exception. Holders of Series F-1 Preferred Units shall not be entitled to the Redemption Right provided for in Section 8.6.A of this Agreement."

5. Exhibit A of the Agreement is hereby deleted and is replaced in its entirety by new Exhibit A attached hereto as Attachment 2.

6. Except as expressly amended hereby, the Agreement shall remain in full force and effect.

SIGNATURES ON FOLLOWING PAGE

-3-

4

IN WITNESS WHEREOF, the General Partner has executed this Amendment as of the date first written above.

VORNADO REALTY TRUST

By: /s/ JOSEPH MACNOW

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

EXHIBIT R  
DESIGNATION OF THE PREFERENCES, RESTRICTIONS, LIMITATIONS AS  
TO DISTRIBUTIONS, TERMS  
AND CONDITIONS OF REDEMPTION, VOTING POWERS  
AND OTHER QUALIFICATIONS

OF THE  
SERIES F-1 PREFERRED UNITS

1. Definitions.

When used herein, the following terms shall have the definitions set forth below; all other capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Agreement and the Exhibits thereto.

"Common Shares" shall mean the common shares of beneficial interest of the General Partner, par value \$.04 per share.

"CSCR" shall have the meaning specified in Paragraph 2.H(ii) below.

"Distribution Payment Date" shall mean the first calendar day of January, April, July and October, in each year, commencing on the first such date after the issuance of the Series F-1 Preferred Units; provided, however, that if any Distribution Payment Date falls on any day other than a Business Day the distribution payment due on such Distribution Payment Date shall be paid on the first Business Day immediately following such Distribution Payment Date.

"Distribution Periods" shall mean quarterly distribution periods commencing on January 1, April 1, July 1 and October 1 of each year and ending on and including the day preceding the first day of the next succeeding Distribution Period (other than the Initial Distribution Period).

"Excess Units" shall have the meaning specified in Paragraph 2.H(ii) below.

"Initial Distribution Period" with respect to each Series F-1 Preferred Unit shall mean the quarterly distribution period commencing on the date of issuance of such unit and ending on (and including) the day preceding the first day of the next succeeding Distribution Period.

"Junior Units" shall have the meaning set forth in Paragraph 2.F(i)(c) below.

6

"Liquidation Preference" shall have the meaning set forth in Paragraph 2.C(i) below.

"Parity Units" shall have the meaning set forth in Paragraph 2.F(i)(b) below.

"Partnership Redemption Date" shall have the meaning set forth in Paragraph 2.D(i) below.

"Redemption Amount" shall have the meaning specified in Paragraph 2.E(v) below.

"Replacement Assets" shall have the meaning specified in Paragraph 2.E(v) below.

"Series B Preferred Units" means collectively, the Partnership's outstanding Series B-1 Convertible Preferred Units and Series B-2 Restricted Preferred Units, the terms of which are set forth in Exhibit I to the Partnership Agreement.

"Series F-1 Notice of Redemption" shall have the meaning set forth in Paragraph 2.E(i)(a).

"Series F-1 Preferred Unit" means a Partnership Unit issued by the Partnership under the designation "Series F-1 Preferred Unit" and having the preferences, conversion and other rights, voting powers, restrictions, limitations as to distributions, qualifications and terms and conditions of redemption as are set forth in this Exhibit.

"Series F-1 Redeeming Partner" shall have the meaning set forth in Paragraph 2.E(i)(a) hereof.

"Series F-1 Redemption Price" shall have the meaning set forth in Paragraph 2.D(ii) hereof.

"Series F-1 Redemption Right" shall have the meaning set forth in Paragraph 2.E(i)(a) hereof.

"Series F-1 Specified Redemption Date" shall mean the first Business Day of any Distribution Period commencing with the first Distribution Period that begins on or after the second anniversary of the first issuance of Series F-1 Preferred Units and ending with the first Distribution Period in 2012; provided that the Series F-1 Redeeming Partner must have delivered the Series F-1 Notice of Redemption to the Partnership (with a copy to the General Partner) no less than 60 days prior to such first Business Day, unless the redemption in question will constitute a "block transfer" as defined in Treasury

R-2

7

Regulation Section 1.7704-1(e)(2), in which event the Series F-1 Redeeming Partner must have delivered the Series F-1 Notice of Redemption to the Partnership (with a copy to the General Partner) no less than ten (10) Business Days prior to such first Business Day.

"set apart for payment" shall be deemed to include, without any action other than the following, the recording by the Partnership or the General Partner on behalf of the Partnership in its accounting ledgers of any accounting or bookkeeping entry which indicates, pursuant to a declaration of a distribution by the General Partner, the allocation of funds to be so paid on any series or class of Partnership Units; provided, however, that if any funds for any class or series of Junior Units or any class or series of Partnership Units ranking on a parity with the Series F-1 Preferred Units as to the payment of distributions are placed in a separate account of the Partnership or delivered to a disbursing, paying or other similar agent, then "set apart for payment" with respect to the Series F-1 Preferred Units shall mean placing such funds in a separate account or delivering such funds to a disbursing, paying or other similar agent.

"Special Trust" shall have the meaning specified in Paragraph 2.H(ii) below.

"Trading Day" shall mean any day on which the securities in question are traded on the NYSE, or if such securities are not listed or admitted for trading on the NYSE, on the principal national securities exchange on which such securities are listed or admitted, or if not listed or admitted for trading on any national securities exchange, on the NASDAQ National Market, or if such securities are not quoted on such NASDAQ National Market, in the applicable securities market in which the securities are traded.

"Vornado Tenants" shall have the meaning specified in Paragraph 2.H(ii) below.

2. Terms of the Series F-1 Preferred Units.

A. Number. As of the close of business on the date of the amendment pursuant to which this Exhibit was adopted, the total number of Series F-1 Preferred Units issued and outstanding will be 400,000. The General Partner may issue additional Series F-1 Preferred Units from time to time in accordance with the terms of the Agreement, and in connection with any such additional issuance the General Partner shall revise Exhibit A to the Agreement to reflect the total number of Series F-1 Preferred Units then issued and outstanding.

B. Distributions. (i) The holders of Series F-1 Preferred Units shall be entitled to receive, when, as and if declared by the General Partner, distributions payable in cash at the rate per annum of 9.00% of the Liquidation Preference (as defined below)

R-3

8

(the "Annual Distribution Rate"). Such distributions shall be cumulative from the date of issuance and shall be payable quarterly, when, as and if authorized and declared by the General Partner, in arrears on each Distribution Payment Date commencing on the first Distribution Payment Date after the date of issuance of the Series F-1 Preferred Units; provided that the amount per Series F-1 Preferred Unit to be paid in respect of the Initial Distribution Period or any other period shorter than a full Distribution Period shall be determined in accordance with paragraph (ii) below. Accumulated and unpaid distributions for any past Distribution Periods may be declared and paid at any time, without reference to any regular Distribution Payment Date.

(ii) The amount of distribution per Series F-1 Preferred Unit accruing in each full Distribution Period shall be computed by dividing the applicable Annual Distribution Rate by four and multiplying the quotient by the Liquidation Preference. The amount of distributions payable on the Series F-1 Preferred Units for the Initial Distribution Period and for any other period shorter than a full Distribution Period shall be computed on the basis of the actual number of days in such period and a 360-day year of twelve 30-day months. The holders of Series F-1 Preferred Units shall not be entitled to any distributions, whether payable in cash, property or securities, in excess of cumulative distributions, as herein provided, on the Series F-1 Preferred Units. No interest, or sum of money in lieu of interest, shall be payable in respect of

any distribution payment or payments on the Series F-1 Preferred Units that may be in arrears.

(iii) So long as any Series F-1 Preferred Units are outstanding, no distributions, except as described in the immediately following sentence, shall be declared or paid or set apart for payment on any series or class or classes of Parity Units (as defined below) for any period unless full cumulative distributions have been or contemporaneously are declared and paid or declared and a sum sufficient for the payment thereof set apart for such payment on the Series F-1 Preferred Units for all Distribution Periods terminating on or prior to the distribution payment date on such class or series of Parity Units, except in the case of distributions on the Series B-2 Restricted Preferred Units to the extent not paid due to a lack of funds in the Nongovernmental Account. When distributions are not paid in full or a sum sufficient for such payment is not set apart, as aforesaid, all distributions declared upon Series F-1 Preferred Units and all distributions declared upon any other series or class or classes of Parity Units shall be declared ratably in proportion to the respective amounts of distributions accumulated and unpaid on the Series F-1 Preferred Units and such Parity Units, except in the case of distributions on the Series B-2 Restricted Preferred Units to the extent not paid due to a lack of funds in the Nongovernmental Account.

(iv) So long as any Series F-1 Preferred Units are outstanding, no distributions (other than distributions paid solely in Junior Units or options, warrants or rights to subscribe for or purchase Junior Units) shall be declared or paid or set apart for payment

R-4

9

or other distribution declared or made upon Junior Units, nor shall any Junior Units be redeemed, purchased or otherwise acquired by the Partnership or the General Partner (other than pursuant to Section 8.6 of the Agreement or another redemption, purchase or other acquisition right granted concurrently with the issuance of such Junior Units), for any consideration (or any moneys to be paid to or made available for a sinking fund for the redemption of any such Junior Units) by the Partnership or the General Partner, directly or indirectly (except by conversion into or exchange for Junior Units), unless in each case (a) the full cumulative distributions on all outstanding Series F-1 Preferred Units and any other Parity Units of the Partnership shall have been paid or set apart for payment for all past Distribution Periods with respect to the Series F-1 Preferred Units and all past distribution periods with respect to such Parity Units, except to the extent that distributions on the Series B-2 Restricted Preferred Units are not then able to be paid owing to a lack of funds in the Nongovernmental Account, and (b) sufficient funds shall have been paid or set apart for the payment of the distribution for the current Distribution Period with respect to the Series F-1 Preferred Units and any Parity Units, except to the extent that distributions on the Series B-2 Restricted Preferred Units are not then able to be paid owing to a lack of funds in the Nongovernmental Account.

C. Liquidation Preference. (i) In the event of any liquidation, dissolution or winding up of the Partnership or the General Partner, whether voluntary or involuntary, before any payment or distribution of the assets of the Partnership shall be made to or set apart for the holders of Junior Units, holders of the Series F-1 Preferred Units shall be entitled to receive Twenty-Five Dollars (\$25.00) per Series F-1 Preferred Unit (the "Liquidation Preference") plus an amount equal to all distributions (whether or not earned or declared) accrued and unpaid thereon to the date of final distribution to the holders of such units; but the holders of the Series F-1 Preferred Units shall not be entitled to any further payment. If, upon any such liquidation, dissolution or winding up of the Partnership or the General Partner, the assets of the Partnership, or proceeds thereof, distributable to the holders of the Series F-1 Preferred Units shall be insufficient to pay in full the preferential amount aforesaid and liquidating payments on any other Parity Units, then such assets, or the proceeds thereof, shall be distributed among the holders of the Series F-1 Preferred Units and the holders of any such other Parity Units ratably in accordance with the respective amounts that would be payable on such Series F-1 Preferred Units and any such other Parity Units if all amounts payable thereon were paid in full. For the purposes of this Paragraph 2.C, (i) a consolidation or merger of the Partnership or the General Partner with one or more entities, (ii) a statutory share exchange by the Partnership or the General Partner and (iii) a sale or transfer of all or substantially all of the Partnership's or the General Partner's assets, shall not be deemed to be a liquidation, dissolution or winding up, voluntary or involuntary, of the Partnership or General Partner.

R-5

10

(ii) Subject to the rights of the holders of Partnership Units of any series or class or classes ranking on a parity with or prior to the Series F-1 Preferred Units upon any liquidation, dissolution or winding up of the General Partner or the Partnership, after payment shall have been made in full to the holders of the Series F-1 Preferred Units as provided in this Paragraph C, any series or class or classes of Junior Units shall, subject to any respective terms and provisions applying thereto, be entitled to receive any and all assets remaining to be paid or distributed, and the holders of the Series

F-1 Preferred Units shall not be entitled to share therein.

D. Redemption of the Series F-1 Preferred Units. (i) Except as required in Paragraph 2.E, the Series F-1 Preferred Units shall not be redeemable by the Partnership except on the first Business Day in January 2012 (the "Partnership Redemption Date") and as set forth in clause D(iv) below. On the Partnership Redemption Date, the General Partner may, at its option, cause the Partnership to redeem all or any portion of the Series F-1 Preferred Units for Class A Units of the Partnership in an amount set forth in paragraph D(ii) below and subject to the other provisions of this Paragraph 2.D; provided that if a holder of Series F-1 Preferred Units thereafter delivers a Series F-1 Notice of Redemption on or before the deadline for giving such notice and otherwise in accordance with the requirements of Paragraph 2.E(i)(a) below (and the definition of "Series F-1 Specified Redemption Date"), the Partnership will be required to honor that subsequent redemption request with respect to any Series F-1 Preferred Units referred to therein.

(ii) Upon redemption of Series F-1 Preferred Units by the Partnership on the Partnership Redemption Date pursuant to this Paragraph 2.D, each holder of a Series F-1 Preferred Unit so redeemed shall receive the number of fully paid and non-assessable Class A Units obtained by dividing the sum of (x) the aggregate Liquidation Preference of the Series F-1 Preferred Units being redeemed plus (y) all accrued and unpaid distributions (whether or not declared) in arrears for any Distribution Period ending on or prior to the Partnership Redemption Date by the product of the Value of a Common Share (determined as of the Partnership Redemption Date) and the Conversion Factor as in effect on such date (such number of Class A Units, the "Series F-1 Redemption Price"). Except as provided above, the Partnership shall make no payment or allowance for unpaid distributions, whether or not in arrears, on Series F-1 Preferred Units called for redemption.

(iii) If fewer than all of the outstanding Series F-1 Preferred Units held by persons other than the General Partner are to be redeemed, the Series F-1 Preferred Units to be redeemed from each such holder (other than the General Partner, it being understood that the Partnership may elect to redeem all of the Series F-1 Preferred Units held by the General Partner prior to redeeming any other Series F-1 Preferred Units) shall be selected pro rata as nearly as practicable without creating fractional units. Any notice of redemption delivered pursuant to this Paragraph 2.D must be mailed by the

R-6

11

Partnership, by certified mail, postage prepaid, no later than October 1, 2011 addressed to each holder of record of the Series F-1 Preferred Units at such holder's address as it appears on the records of the Partnership. No defect in such notice shall affect the validity of the proceedings for the redemption of any Series F-1 Preferred Units, although the failure of the Partnership to mail notice in accordance with the preceding sentence on or before October 1, 2011 will constitute a waiver by the Partnership of its right to redeem pursuant to this Paragraph 2.D. In addition to any information required by law, each such notice shall state: (a) the Partnership Redemption Date, (b) the aggregate number of Series F-1 Preferred Units to be redeemed and, if fewer than all of the outstanding Series F-1 Preferred Units are to be redeemed, the number of Series F-1 Preferred Units to be redeemed held by such holder, which number shall to the extent practicable be such holder's pro rata share (based on the percentage of the aggregate number of outstanding Series F-1 Preferred Units not held by the General Partner that the total number of Series F-1 Preferred Units held by such holder represents and determined as nearly as practicable without creating fractional interests) of the aggregate number of Series F-1 Preferred Units held by persons other than the General Partner to be redeemed, (c) the place or places where such Series F-1 Preferred Units are to be surrendered for delivery of the Class A Units issuable upon redemption and (d) that delivery of such Class A Units will be made upon presentation and surrender of the certificate or certificates representing such Series F-1 Preferred Units.

(iv) Such Series F-1 Preferred Units as may be held by the General Partner may be redeemed, in whole or in part, at the option of the General Partner, at any time, upon payment by the Partnership to the General Partner of the Series F-1 Redemption Price.

(v) On and after the Partnership Redemption Date or a redemption pursuant to clause D(iv) above, distributions will cease to accumulate on the Series F-1 Preferred Units called for redemption and, in the case of a Partner other than the General Partner, the holder of such Series F-1 Preferred Units will thereafter be deemed the holder of the Class A Units issued in exchange therefor.

(vi) If full cumulative distributions on the Series F-1 Preferred Units and any other series or class or classes of Parity Units of the Partnership have not been paid or declared and set apart for payment, then except in fulfillment of an exercise of the redemption rights set forth in Paragraph 2.E below or, in the case of Parity Units, the exercise of any similar redemption, conversion or other similar option granted concurrently with the issuance of such Parity Units, and except to the extent that such distributions or amounts distributable on the Series B-2 Restricted Preferred Units may not be payable due to a lack of funds in the Nongovernmental Account, the Partnership may not redeem Series F-1 Preferred Units held by persons other than the General

Partner or any Parity Units and neither the Partnership nor the General Partner may purchase,

R-7

12

redeem or otherwise acquire Series F-1 Preferred Units or any Parity Units other than in exchange for Junior Units.

(vii) If fewer than all the Series F-1 Preferred Units represented by any certificate are redeemed, the Partnership shall issue new certificates representing the unredeemed Series F-1 Preferred Units without cost to the holders thereof.

(viii) No fractional Class A Unit shall be issued upon redemption of any Series F-1 Preferred Unit pursuant to this paragraph 2.D. Instead, the Partnership or General Partner shall pay the Partner to which such fractional Class A Unit would otherwise have been issuable an amount in lieu thereof in cash based upon the Value of the Common Shares as of the date of redemption.

(ix) Notwithstanding the prohibition on redemption during the first year following issuance of a Class A Unit stated in the first sentence of Section 8.6.A(i) of the Agreement, the redemption rights granted in Section 8.6.A shall be available with respect to any Class A Unit issued in fulfillment of the Partnership's redemption right pursuant to this Paragraph 2.D at any time commencing on the earlier of the first May 1 or November 1 next following the issuance of such Class A Unit.

E. Series F-1 Preferred Unit Holder Redemption Right.

(i) General. (a) Commencing on the date of issuance and subject to the remainder of this Paragraph 2.E, a holder of the Series F-1 Preferred Units shall have the right (the "Series F-1 Redemption Right") to require the Partnership to redeem Series F-1 Preferred Units held by it on any Series F-1 Specified Redemption Date for cash in an amount equal to the sum of (x) the aggregate Liquidation Preference of the Series F-1 Preferred Units being redeemed plus (y) any accumulated and unpaid distributions (whether or not declared) for the Series F-1 Preferred Units for any complete Distribution Periods ending prior to the Series F-1 Specified Redemption Date. Any such Series F-1 Redemption Right shall be exercised pursuant to a notice of redemption comparable to the Notice of Redemption required under Section 8.6 of the Agreement (such notice, a "Series F-1 Notice of Redemption") delivered to the Partnership (with a copy to the General Partner) by the partner exercising the Series F-1 Redemption Right (the "Series F-1 Redeeming Partner"). In addition, except as otherwise provided herein to the contrary, any redemption pursuant to the Series F-1 Redemption Right shall be subject to all of the provisions of the Agreement limiting redemptions under Paragraph 8.6 of the Agreement as if it were a redemption under that section.

(b) The Series F-1 Redeeming Partner shall have no right with respect to any Series F-1 Preferred Units so redeemed to receive any distributions paid after the Series F-1 Specified Redemption Date, unless the record date for the distribution preceded the

R-8

13

Series F-1 Specified Redemption Date. If the record date for such distribution was a date prior to the Series F-1 Specified Redemption Date and the Distribution Payment Date in respect of such distribution was a date after the Series F-1 Specified Redemption Date, such Series F-1 Redeeming Partner shall be required, as a condition of the redemption of such Series F-1 Preferred Units, to pay the amount of such distribution to the Partnership (if such Series F-1 Preferred Units are redeemed for cash) or to the General Partner (if such Series F-1 Preferred Units are redeemed for Common Shares as permitted in Section E(ii) below). If payment of any of the redemption price required under Paragraph 2.E(i)(a) above is improperly withheld or refused and not paid by the Partnership in full, distributions on such Series F-1 Preferred Units will continue to accumulate from the originally scheduled redemption date to the date of payment, in which case the actual payment date will be considered the Series F-1 Specified Redemption Date for purposes of calculating the redemption price.

(c) The Assignee of any Limited Partner may exercise the rights of such Limited Partner pursuant to this Paragraph 2.E, and such Limited Partner shall be deemed to have assigned such rights to such Assignee and shall be bound by the exercise of such rights by such Limited Partner's Assignee. In connection with any exercise of such rights by such Assignee on behalf of such Limited Partner, the redemption price and any accumulated and unpaid distributions shall be paid by the Partnership directly to such Assignee and not to such Limited Partner.

(ii) General Partner Assumption of Right. (a) If the holder of the Series F-1 Preferred Units has delivered a Series F-1 Notice of Redemption, the General Partner may, in its sole and absolute discretion, elect to assume directly and satisfy the Series F-1 Redemption Right by delivering to the Series F-1 Redeeming Partner on the Series F-1 Specified Redemption Date either (x) the cash redemption price required in Paragraph 2.E(i)(a) above or (y) a number of Common Shares equal to the quotient of (A) the aggregate Liquidation Preference



of the Series F-1 Preferred Units being redeemed plus all accrued and unpaid distributions (whether or not declared) in arrears for any Distribution Period ending on or prior to the Series F-1 Specified Redemption Date divided by (B) the Value of a Common Share (determined as of the Series F-1 Specified Redemption Date); provided that the General Partner may not elect to deliver Common Shares pursuant to clause (y) of this sentence with respect to a redemption occurring on the first Business Day of the first Distribution Period in any calendar year unless the Series F-1 Redeeming Partner consents to such election in advance. In the event that the Series F-1 Redeeming Partner sells any Common Shares issued pursuant to this Paragraph 2.E(ii)(a) within thirty days of either the date of issuance of such Common Shares or, if later than such date of issuance, the date when such Common Shares first become saleable without restrictions under the Securities Act of 1933, the Partnership or the General Partner shall promptly reimburse the Series F-1 Redeeming Partner for such commercially reasonable brokerage commissions as were actually incurred by the Series

R-9

14

F-1 Redeeming Partner in connection with that sale. Unless the General Partner, in its sole and absolute discretion, shall exercise its right to assume directly and satisfy the Series F-1 Redemption Right, the General Partner shall not have any obligation to the Redeeming Partner or to the Partnership with respect to the Series F-1 Redeeming Partner's exercise of the Series F-1 Redemption Right. In the event the General Partner shall exercise its right to satisfy the Series F-1 Redemption Right in the manner described in the first sentence of this paragraph (ii) and shall fully perform its obligations in connection therewith, the Partnership shall have no right or obligation to pay any amount to the Series F-1 Redeeming Partner with respect to such partner's exercise of the Series F-1 Redemption Right, and each of the Series F-1 Redeeming Partner, the Partnership and the General Partner shall, for federal income tax purposes, treat the transaction between the General Partner and the Series F-1 Redeeming Partner as a sale of the partner's Series F-1 Preferred Units to the General Partner. Nothing contained in this paragraph (ii) shall imply any right of the General Partner to require any holder of Series F-1 Preferred Units to exercise the Series F-1 Redemption Right afforded pursuant to paragraph (i) above.

(b) In the event that the Partnership redeems Series F-1 Preferred Units for cash in accordance with Paragraph 2.E(i)(a), the units so redeemed shall be terminated. In the event that the General Partner determines to acquire the Series F-1 Redeeming Partner's Series F-1 Preferred Units, whether for cash or Common Shares, then upon acquisition of such units by the General Partner, the General Partner shall be treated for all purposes of the Agreement as the owner of those Series F-1 Preferred Units so acquired and concurrently with any such acquisition of Series F-1 Preferred Units by the General Partner for Common Shares, the Series F-1 Preferred Units so acquired shall automatically be converted into a number of Class A Units equal to the number of Class A Units that would have been issuable to the Series F-1 Redeeming Partner if its Series F-1 Preferred Units had been redeemed for Class A Units pursuant to Paragraph 2.D(ii) as of the date of acquisition by the General Partner. Regardless of the method of redemption or consideration paid, any accumulated and unpaid distributions on Series F-1 Preferred Units for any period following the most recently completed Distribution Period preceding the date of redemption shall be extinguished upon redemption.

(c) In the event that the General Partner shall be a party to any transaction (including, without limitation, a merger, consolidation or statutory share exchange with respect to the Common Shares), in each case as a result of which Common Shares are converted into the right to receive shares of capital stock, other securities or other property (including cash or any combination thereof), thereafter the redemption price payable by the General Partner pursuant to Paragraph 2.E(ii)(a)(y) in lieu of a Common Share shall be the kind and amount of shares of capital stock and other securities and property (including cash or any combination thereof) that was received upon consummation of such transaction in return for one Common Share; and the General

R-10

15

Partner may not become a party to any such transaction unless the terms thereof are consistent with the foregoing.

(d) Each Redeeming Partner agrees to execute such documents as the General Partner may reasonably require in connection with the issuance of Common Shares upon exercise of the Series F-1 Redemption Right.

(iii) Exceptions to Exercise of Redemption Right. Notwithstanding the provisions of paragraphs (i) and (ii) above, a Partner shall not be entitled to exercise the Series F-1 Redemption Right pursuant to Section 2.E(i)(a) if (but only as long as) the delivery of Common Shares to such Partner on the Series F-1 Specified Redemption Date (a) would be prohibited under the Declaration of Trust, or (b) as long as the Common Shares are Publicly Traded, would be prohibited under applicable federal or state securities laws or regulations (assuming the General Partner would in fact assume and satisfy the Series F-1 Redemption Right), provided that the provisions of this clause (iii) shall not apply to any redemption on the first Business Day of the first Distribution Period of any calendar year.

(iv) No Liens on Partnership Units Delivered for Redemption. All Series F-1 Preferred Units delivered for redemption must be delivered to the Partnership or the General Partner, as the case may be, free and clear of all liens, and, notwithstanding anything contained herein to the contrary, neither the General Partner nor the Partnership shall be under any obligation to acquire Series F-1 Preferred Units which are or may be subject to any liens. In the event any state or local property transfer tax is payable as a result of the transfer of its Series F-1 Preferred Units to the Partnership or the General Partner, the Series F-1 Redeeming Partner must assume and pay such transfer tax, and if the Partnership or the General Partner determines that any such tax is owing, it will be entitled to withhold delivery of the relevant redemption price until it has received evidence satisfactory to it that such tax and any related charges or penalties have been paid in full.

(v) Notwithstanding any provision to the contrary in this Section E, if the Series F-1 Redeeming Partner so requests in a duly delivered Series F-1 Notice of Redemption with respect to all or a portion of the Series F-1 Preferred Units on a Series F-1 Specified Redemption Date, the Partnership and the General Partner shall cooperate with the Series F-1 Redeeming Partner to purchase one or more real property assets designated by such Partner (the "Replacement Assets") for a total cost no greater than the amount equal to the redemption price specified in Paragraph 2.E(i)(a) above for the Series F-1 Preferred Units to be redeemed (including any accumulated and unpaid distribution amount payable pursuant to such Paragraph) (the "Redemption Amount") on such terms as may be negotiated by the Series F-1 Redeeming Partner and approved by the Partnership, such purchase to occur on or as soon as reasonably possible following the

R-11

16

applicable Series F-1 Specified Redemption Date, and concurrently with such purchase the Partnership shall distribute the Replacement Assets so acquired to the Series F-1 Redeeming Partner in exchange for the Series F-1 Preferred Units to which the Series F-1 Notice of Redemption relates, in full satisfaction of all obligations of the Partnership and the General Partner with respect to the Series F-1 Redemption Right with respect to such Series F-1 Preferred Units (it being understood that the Series F-1 Redeeming Partner would be exercising this election with a view toward receiving all or some portion of the distribution without recognition of gain or loss by it as contemplated in Section 731(a) of the Code, but with the express understanding that the Partnership's obligation in this regard is limited to the express requirements set forth herein and, to the extent reasonable, to reporting the redemption in a manner consistent with that objective and that neither the Partnership nor the General Partner shall have any responsibility for the success, or any liability for any failure, of the Series F-1 Redeeming Partner's effort in this regard). Any Series F-1 Notice of Redemption containing the request described in the preceding sentence shall become irrevocable upon execution by the Partnership or any entity in which the Partnership owns an interest of any binding agreement relating to the proposed purchase of the Replacement Assets. The distribution of the Replacement Assets to the Series F-1 Redeeming Partner shall be in lieu of a distribution to the Series F-1 Redeeming Partner of the Redemption Amount, provided that to the extent the total costs of acquiring and distributing the Replacement Assets are less than the Redemption Amount, the Partnership will be obligated to pay the amount of such deficiency to the Series F-1 Redeeming Partner in cash concurrently with the distribution of the Replacement Assets (it being agreed, however, that the Partnership will be entitled to hold back a reasonable amount for any costs which have not been billed or whose amounts are not yet determinable and to apply any such holdback toward payment of any such costs and thereafter promptly will return any excess of such holdback over such costs to the Series F-1 Redeeming Partner). Neither the Partnership nor the General Partner shall be required to assume any liability whatsoever, including taxes, with respect to such purchase and transfer or with respect to such real property. The Partnership will not be required to effect or cooperate in the foregoing purchase and in-kind distribution unless the Series F-1 Redeeming Partner provides the Partnership with a written agreement in form and substance satisfactory to the Partnership and from a credit-worthy entity acceptable to the Partnership in which the party thereto agrees to indemnify and hold harmless the Partnership and the General Partner (and their respective partners, members, directors, officers, employees, agents and affiliates) against any and all liabilities (including tax liabilities and penalties), losses, claims, damages and expenses, including accountant's and attorneys' fees and disbursements, in any way arising out of the performance of the obligations of the Partnership under this Section 2.E(v). Any earnest money deposit or other similar security to be provided in connection with the acquisition of the Replacement Assets shall be provided by the Series F-1 Redeeming Partner and shall be treated as a loan by the Series F-1 Redeeming Partner to the Partnership bearing interest at the rate actually earned by the Partnership on the deposit, if

R-12

17

any, and only maturing at the closing of the related acquisition and distribution. The General Partner agrees that it will cause the Partnership to execute and deliver such documents or other instruments and take such further actions as the Series F-1 Redeeming Partner may reasonably request in order to carry out its obligation under this Section 2.E(v).

F. Ranking. (i) Any class or series of Partnership Units shall be deemed to rank:

(a) prior to the Series F-1 Preferred Units, as to the payment of distributions and as to distribution of assets upon liquidation, dissolution or winding up of the General Partner or the Partnership, if the holders of such class or series of Partnership Units shall be entitled to the receipt of distributions or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of Series F-1 Preferred Units;

(b) on a parity with the Series F-1 Preferred Units, as to the payment of distributions and as to the distribution of assets upon liquidation, dissolution or winding up of the General Partner or the Partnership, whether or not the distribution rates, distribution payment dates or redemption or liquidation prices per Partnership Unit are different from those of the Series F-1 Preferred Units, if the holders of such Partnership Units of such class or series and the Series F-1 Preferred Units shall be entitled to the receipt of distributions and of amounts distributable upon liquidation, dissolution or winding up in proportion to their respective amounts of accrued and unpaid distributions per Partnership Unit or liquidation preferences, without preference or priority one over the other, except to the extent that such distributions or amounts distributable on the Series B-2 Restricted Preferred Units may not be payable due to a lack of funds in the Nongovernmental Account ("Parity Units"); and

(c) junior to the Series F-1 Preferred Units, as to the payment of distributions or as to the distribution of assets upon liquidation, dissolution or winding up of the General Partner or the Partnership, if such class or series of Partnership Units shall be Class A Units or if the holders of Series F-1 Preferred Units shall be entitled to receive distributions or amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of Partnership Units of such class or series ("Junior Units").

(ii) The Series A Preferred Units shall be Parity Units with respect to the Series F-1 Preferred Units and the holders of the Series F-1 Preferred Units and the Series A Preferred Units shall be entitled to receive distributions and amounts distributable upon liquidation, dissolution or winding up in proportion to their respective amounts of

R-13

18

accrued and unpaid distributions per Partnership Unit or liquidation preferences, without preference or priority one over the other, except in the case of distributions on the Series B-2 Restricted Preferred Units to the extent not payable due to a lack of funds in the Nongovernmental Account and except that:

(a) For so long as the Class D Units are outstanding, the Series F-1 Preferred Units shall not rank senior to the Class D Units as to preferential distributions or redemption or voting rights. For so long as the Class D Units are outstanding, the Series F-1 Preferred Units shall receive: (i) accumulated and unpaid distributions on a basis *pari passu* with distributions made to the holders of any outstanding Class D Units pursuant to Subsection 5.1.B(ii) of the Agreement and (ii) other distributions on a basis *pari passu* with distributions made to the holders of any outstanding Class D Units pursuant to Subsection 5.1.B(iii) of the Agreement.

(b) When the Class D Units are no longer outstanding, the Series F-1 Preferred Units shall receive distributions on a basis *pari passu* with other Partnership Units, if any, receiving distributions pursuant to Section 5.1.B(i) of the Agreement, except to the extent that distributions on the Series B-2 Restricted Preferred Units may not be paid due to a lack of funds in the Nongovernmental Account.

(c) Distributions made pursuant to Subsections F(ii)(a) and F(ii)(b) of this Exhibit R shall be made *pro rata* with other distributions made to other Partnership Units as to which they rank *pari passu* based on the ratio of the amounts to be paid the Series F-1 Preferred Units and such other Partnership Units, as applicable, to the total amounts to be paid in respect of the Series F-1 Preferred Units and such other Partnership Units taken together on the Partnership Record Date, except in the case of distributions on the Series B-2 Restricted Preferred Units to the extent such distribution may not be paid due to a lack of funds in the Nongovernmental Account.

(iii) For purposes of allocations of items made pursuant to Article VI of the Agreement:

(a) As long as the Class D Units are outstanding, the Series F-1 Preferred Units shall be allocated items *pari passu* with the allocation of items to the holders of Class D Units in respect of their priority payments (i.e., as allocated in Section 6.1.A (iii) and (iv) and Section 6.1.B (viii) and (ix) of the Agreement) and shall share in those

allocations in a pro rata manner based on the distributions and allocations of items, as applicable, made to such Partnership Units, as applicable; references to Class D Units in Article VI of the Agreement shall be deemed to also refer to Series F-1 Preferred Units except that references to distributions made to the

R-14

19

Class D Units shall be deemed to refer to distributions made to the Series F-1 Preferred Units in a pro rata manner with such distributions made to the Class D Units.

(b) When the Class D Units are no longer outstanding, the Series F-1 Preferred Units shall be allocated items pari passu with the allocation of items to holders of Preference Units (i.e., as allocated in Section 6.1.A (ii) and Section 6.1.B (x) of the Agreement) and shall share in those allocations in a pro rata manner based on the distributions and allocations of items, as applicable, made to Preference Units, as applicable; references to Preference Units in Article VI of the Agreement shall be deemed to also refer to Series F-1 Preferred Units except that references to distributions made to Preference Units shall be deemed to refer to distributions made to the Series F-1 Preferred Units in a pro rata manner with such distributions, if any, made to the Preference Units.

G. Voting. (i) Except as required by law or as provided in this Section G, the holders of the Series F-1 Preferred Units shall not be entitled to vote at any meeting of the Partners or for any other purpose or otherwise to participate in any action taken by the Partnership or the Partners, or to receive notice of any meeting of the Partners. When entitled to vote on a matter being submitted to holders of Partnership Units of more than one Class or Series, the Series F-1 Preferred Units shall vote together as a class.

(ii) So long as any Series F-1 Preferred Units are outstanding, the General Partner shall not authorize the issuance of, and the Partnership shall not issue, Partnership Units of any class or series or any interest in the Partnership convertible, exchangeable or redeemable into Partnership Units of any class or series ranking prior to the Series F-1 Preferred Units as to the payment of distributions or as to the distribution of assets on any liquidation, dissolution or winding up of the General Partner or the Partnership or reclassify any Partnership Units into any such senior Partnership Units, unless (i) such issuance has been approved by the holders of a majority in interest of the then outstanding Series F-1 Preferred Units, (ii) such Partnership Units are issued to the General Partner and the distribution and redemption (but not voting) rights of such Partnership Units are substantially similar to the terms of securities issued by the General Partner and the proceeds or other consideration from the issuance of such securities have been or are concurrently with such issuance contributed to the Partnership or (iii) the aggregate liquidation preference of all such issued and outstanding Partnership Units (excluding for purposes hereof any Partnership Units of the type referred to in the preceding clause (i) and clause (ii)) does not exceed \$350,000,000, it being understood that the General Partner and the Partnership shall have the absolute right to authorize and issue any such Partnership Units so long as the aggregate liquidation preference of all such Units (excluding for purposes hereof any Partnership Units of the type referred to in the

R-15

20

preceding clause (i) and clause (ii)) outstanding at any time when any Series F-1 Preferred Units are also outstanding shall not exceed \$350,000,000.

H. Restrictions on Ownership and Transfer. (i) Transfers of Series F-1 Preferred Units shall be governed by Article XI of the Agreement.

(ii) No person may, while owning, directly or indirectly, equity interests in the Partnership with an aggregate value equal to or exceeding 5% of the total value of the outstanding equity interests in the Partnership, own, either directly or under the attribution rules of Section 318(a) of the Code (as modified by Section 856(d)(5) of the Code, and using the principles of Section 7704(d)(3)(B) of the Code in determining when interests owned, directly or under the attribution rules, by a partner in an entity that is treated as a partnership for federal tax purposes as owned by such entity), any equity interests in Vornado Operating Company, Vornado Operating L.P., Charles E. Smith Commercial Realty L.P. ("CSCR") or any direct or indirect tenant or subtenant of the Partnership or any of its subsidiaries; (Vornado Operating Company, Vornado Operating L.P., CSCR or any direct or indirect tenant or subtenant of the Partnership or its subsidiaries, collectively, the "Vornado Tenants"); provided, that Vornado Tenant ownership shall breach this provision only where the Vornado Tenant ownership would cause either (x) the General Partner to fail to qualify as a "real estate investment trust" for purposes of Section 856 of the Code or (y) the Partnership to be treated as a publicly traded partnership treated as a corporation under Section 7704(a) of the Code. If at any time any person would, but for the provisions of this Paragraph 2.H, own, directly or under the attribution rules of Section 318(a) of the Code (as modified by Section 856(d)(5) and Section 7704(d)(3)(B) of the Code, applying Section 7704(d)(3)(B) rather than Section 856(d)(5) in treating interests owned by a partner in an

entity that is treated as a partnership for federal tax purposes as owned by such entity), (A) 5 percent or more (by value) of the outstanding equity interests in the Partnership and (B) an interest in a Vornado Tenant in violation of the preceding sentence, then, effective immediately prior to such point in time, a portion of the interests in the Partnership owned, either directly or indirectly, by such person (but limited to the F-1 Preferred Units) shall become "Excess Units". The portion that shall become Excess Units shall be the smallest portion necessary to cause such person to own, either directly or indirectly, interests in the Partnership with a value that is not in excess of 4.9 percent of the value of the Partnership's outstanding interests. While interests in the Partnership are Excess Units, such interests will be deemed to have been transferred by operation of law to a trust (the "Special Trust") for the exclusive benefit of an organization described in Section 501(c)(3) of the Code and designated by the General Partner. The Partnership, as trustee of the Special Trust, shall be entitled to receive all distributions made in respect of Excess Units. Any distributions made prior to the discovery that interests in the Partnership have become Excess Units shall be repaid to the Partnership as trustee of the Special Trust. The trustee shall exercise all rights associated with interests in the Partnership that

R-16

21

become Excess Units during the period that such interests are Excess Units. The Partnership shall have the right to transfer the Excess Units held in the Special Trust to any person. The holder of the interests that became Excess Units (or such holder's successor) shall be entitled to receive, from the proceeds of such a transfer, an amount not in excess of the lesser of (X) the fair market value of the interests that became Excess Units on the date they became Excess Units and (Y) the consideration for the transfer of the Excess Units. Excess Units shall cease to be treated as Excess Units following such a transfer. In the event that a liquidating distribution is made in respect of Excess Units, the holder of the interests that became Excess Units (or such holder's successor) shall be entitled to receive a portion of such distribution not in excess of the fair market value of the interests that became Excess Units on the day they became Excess Units. The Partnership agrees that if it becomes aware that Partnership interests have become Excess Units, then it will make reasonable efforts to cause a transfer of such Excess Units as promptly as practicable. No holder of Partnership Units will be subject to any liability for damages, monetary or otherwise, as a result of a breach of this Paragraph 2.H(ii), other than having their interests become Excess Units under this Paragraph 2.H(ii) and, as a result, being liable to pay over any distributions or other amounts which the holder receives to which it is not entitled under the Excess Units provisions of this Paragraph 2.H(ii).

(iii) Without the prior written consent of the Partnership, Series F-1 Preferred Units may not be transferred (x) through (1) a national, non-U.S., regional, local or other securities exchange, (2) PORTAL, or (3) an over-the-counter market (including an interdealer quotation system that regularly disseminates firm buy or sell quotations by identified brokers or dealers by electronic means or otherwise) or (y) to or through (A) a person, such as a broker or dealer, that makes a market in, or regularly quotes prices for, interests in the Partnership or (B) a person that regularly makes available to the public (including customers or subscribers) bid or offer quotes with respect to any interests in the Partnership and stands ready to effect transactions at the quoted prices for itself or on behalf of others.

R-17

22

Attachment 2

VORNADO REALTY L.P.  
 PARTNERS AND PARTNERSHIP INTERESTS  
 EXHIBIT A (07/25/01)  
 (NEW ISSUE F-1'S 58 LEXINGTON ASSOCIATES LP)

Partner #		\$51.39 Class of Units		
		Series A Preferred Shares	Value of Series A	Percentage of Series A
1	VORNADO REALTY TRUST Vornado Realty Trust Vornado Finance Corp Vornado Investment Corporation 40 East 14 Realty Associates General Partnership 825 Seventh Avenue Holding Corporation	5,788,055	\$297,448,146	100.0000%

Menands Holdings Corporation  
 Two Guys From Harrison, N.Y. , Inc.  
 VRT (Units issued in 909 refinancing)

188 Washington Design Center, L.L.C.  
 189 Merchandise Mart Owners, L.L.C.  
 203 H2K L.L.C. (MERCHANDISE MART ENTERPRISES, L.L.C.)  
 200 World Trade Center Chicago, L.L.C.

192 Goldman Sachs (Greene Street) 1998 Exchange Fund L.P. (D-1)  
 239 Meadowbrook Equity Fund II, LLC. (D-2)  
 240 Goldman Sachs 1999 Exchange Place Fund, LP (D-3)  
 241 TMCT II, LLC (D-4)  
 1000 GS-MSD Select Sponsors, L.P. (D-5)  
 SSB Tax Advantage Exchange Fund III REIT, Inc. (D-6)  
 Goldman Sachs 2000 Exchange Place Fund, LP (D-7)  
 SSB Tax Advantage Exchange Fund III REIT, Inc. (D-8)

58 LEXINGTON ASSOCIATES LP (F-1)

242 Commonwealth Atlantic Properties Inc.  
 243 Commonwealth Atlantic - Crystal City OP Holding Inc.

197 Jacob H Froelich, Jr.  
 194 S.D. Phillips  
 196 George W Lyles  
 199 Canoe House Partners, LLC  
 193 Roaring Gap Limited Partnership  
 195 Phillips Property Company, LLC

252-990 NEWKIRK PARTNERS

106 THE MENDIK PARTNERSHIP, L.P.  
 191 Mendik Holdings L.L.C.  
 40 FW / Mendik REIT, L.L.C.  
 1279 Mendik Realty Company  
 107 Mendik RELP Corp.  
 1272 1992 Jessica Greenbaum Trust  
 1273 1992 Allison Greenbaum Trust  
 251 2750 Associates Limited Partnership  
 6 Abrams, Trust U/W/O Ralph  
 214 ACI Associates  
 7 Adler, Robert  
 1002 Alibo Financing Corp.  
 215 Allen & Company Incorporated  
 216 Allen, C. Robert III  
 8 Alpert, Vicki  
 9 Ambassador Construction Company, Inc.  
 10 Aschendorf- Shasha, Ellen  
 11 Ash, Herbert  
 171 Aubert, Lysa  
 13 Barr, Thomas  
 12 Barkin, Leonard  
 173 Batkin, Nancy 1998 Trust u/a/d 5/11/98  
 17 Berenson, David  
 18 Berenson, Joan  
 19 Berenson, Richard  
 20 BERENSON, ROBERT  
 174 Berger, Alice C.  
 21 Bianculli, Louis  
 22 Bierman, Jacquin  
 23 Blumenthal, Joel Marie  
 190 Bonk, Chris  
 24 Braverman, Madlyn  
 217 Burack, Daniel A.  
 CALLOWAY, NICOLE DUNAY  
 26 Carb, Sally  
 244 Carney, Margaret R.  
 28 Chambers, Robert  
 25 CHO Enterprises  
 218 Damson, Barrie  
 30 Dembner, Shirley  
 29 Dembner, Shirley UGMA for Lindsey Dembner  
 1274 DL Investment  
 31 Doner, Max  
 32 Downey, Michael  
 33 Dryfoos, Jacqueline  
 34 Dubrowski, Raymond

\$25.00  
 Class of Units

Partner	-----		
	Series B Preferred	Value of	Percentage of

#		Shares	Series B	Series B
1	VORNADO REALTY TRUST Vornado Realty Trust Vornado Finance Corp Vornado Investment Corporation 40 East 14 Realty Associates General Partnership 825 Seventh Avenue Holding Corporation Menands Holdings Corporation Two Guys From Harrison, N.Y. , Inc. VRT (Units issued in 909 refinancing)	3,400,000	\$85,000,000	100.0000%
188	Washington Design Center, L.L.C.			
189	Merchandise Mart Owners, L.L.C.			
203	H2K L.L.C. (MERCHANDISE MART ENTERPRISES, L.L.C.)			
200	World Trade Center Chicago, L.L.C.			
192	Goldman Sachs (Greene Street) 1998 Exchange Fund L.P. (D-1)			
239	Meadowbrook Equity Fund II, LLC. (D-2)			
240	Goldman Sachs 1999 Exchange Place Fund, LP (D-3)			
241	TMCT II, LLC (D-4)			
1000	GS-MSD Select Sponsors, L.P. (D-5)			
	SSB Tax Advantage Exchange Fund III REIT, Inc. (D-6)			
	Goldman Sachs 2000 Exchange Place Fund, LP (D-7)			
	SSB Tax Advantage Exchange Fund III REIT, Inc. (D-8)			
58	LEXINGTON ASSOCIATES LP (F-1)			
242	Commonwealth Atlantic Properties Inc.			
243	Commonwealth Atlantic - Crystal City OP Holding Inc.			
197	Jacob H Froelich, Jr.			
194	S.D. Phillips			
196	George W Lyles			
199	Canoe House Partners, LLC			
193	Roaring Gap Limited Partnership			
195	Phillips Property Company, LLC			
252-990	NEWKIRK PARTNERS			
106	THE MENDIK PARTNERSHIP, L.P.			
191	Mendik Holdings L.L.C.			
40	FW / Mendik REIT, L.L.C.			
1279	Mendik Realty Company			
107	Mendik RELP Corp.			
1272	1992 Jessica Greenbaum Trust			
1273	1992 Allison Greenbaum Trust			
251	2750 Associates Limited Partnership			
6	Abrams, Trust U/W/O Ralph			
214	ACI Associates			
7	Adler, Robert			
1002	Alibo Financing Corp.			
215	Allen & Company Incorporated			
216	Allen, C. Robert III			
8	Alpert, Vicki			
9	Ambassador Construction Company, Inc.			
10	Aschendorf- Shasha, Ellen			
11	Ash, Herbert			
171	Aubert, Lysa			
13	Barr, Thomas			
12	Barkin, Leonard			
173	Batkin, Nancy 1998 Trust u/a/d 5/11/98			
17	Berenson, David			
18	Berenson, Joan			
19	Berenson, Richard			
20	BERENSON, ROBERT			
174	Berger, Alice C.			
21	Bianculli, Louis			
22	Bierman, Jacquin			
23	Blumenthal, Joel Marie			
190	Bonk, Chris			
24	Braverman, Madlyn			
217	Burack, Daniel A. CALLOWAY, NICOLE DUNAY			
26	Carb, Sally			
244	Carney, Margaret R.			
28	Chambers, Robert			
25	CHO Enterprises			
218	Damson, Barrie			
30	Dembner, Shirley			
29	Dembner, Shirley UGMA for Lindsey Dembner			
1274	DL Investment			
31	Doner, Max			
32	Downey, Michael			
33	Dryfoos, Jacqueline			
34	Dubrowski, Raymond			

Partner #		\$25.00 Class of Units		
		Series C Preferred Shares	Value of Series C	Percentage of Series C
1	VORNADO REALTY TRUST Vornado Realty Trust Vornado Finance Corp Vornado Investment Corporation 40 East 14 Realty Associates General Partnership 825 Seventh Avenue Holding Corporation Menands Holdings Corporation Two Guys From Harrison, N.Y. , Inc. VRT (Units issued in 909 refinancing)	4,600,000	\$115,000,000	100.0000%
188	Washington Design Center, L.L.C.			
189	Merchandise Mart Owners, L.L.C.			
203	H2K L.L.C. (MERCHANDISE MART ENTERPRISES, L.L.C.)			
200	World Trade Center Chicago, L.L.C.			
192	Goldman Sachs (Greene Street) 1998 Exchange Fund L.P. (D-1)			
239	Meadowbrook Equity Fund II, LLC. (D-2)			
240	Goldman Sachs 1999 Exchange Place Fund, LP (D-3)			
241	TMCT II, LLC (D-4)			
1000	GS-MSD Select Sponsors, L.P. (D-5)			
	SSB Tax Advantage Exchange Fund III REIT, Inc. (D-6)			
	Goldman Sachs 2000 Exchange Place Fund, LP (D-7)			
	SSB Tax Advantage Exchange Fund III REIT, Inc. (D-8)			
58	LEXINGTON ASSOCIATES LP (F-1)			
242	Commonwealth Atlantic Properties Inc.			
243	Commonwealth Atlantic - Crystal City OP Holding Inc.			
197	Jacob H Froelich, Jr.			
194	S.D. Phillips			
196	George W Lyles			
199	Canoe House Partners, LLC			
193	Roaring Gap Limited Partnership			
195	Phillips Property Company, LLC			
252-990	NEWKIRK PARTNERS			
106	THE MENDIK PARTNERSHIP, L.P.			
191	Mendik Holdings L.L.C.			
40	FW / Mendik REIT, L.L.C.			
1279	Mendik Realty Company			
107	Mendik RELP Corp.			
1272	1992 Jessica Greenbaum Trust			
1273	1992 Allison Greenbaum Trust			
251	2750 Associates Limited Partnership			
6	Abrams, Trust U/W/O Ralph			
214	ACI Associates			
7	Adler, Robert			
1002	Alibo Financing Corp.			
215	Allen & Company Incorporated			
216	Allen, C. Robert III			
8	Alpert, Vicki			
9	Ambassador Construction Company, Inc.			
10	Aschendorf- Shasha, Ellen			
11	Ash, Herbert			
171	Aubert, Lysa			
13	Barr, Thomas			
12	Barkin, Leonard			
173	Batkin, Nancy 1998 Trust u/a/d 5/11/98			
17	Berenson, David			
18	Berenson, Joan			
19	Berenson, Richard			
20	BERENSON, ROBERT			
174	Berger, Alice C.			
21	Bianculli, Louis			
22	Bierman, Jacquin			
23	Blumenthal, Joel Marie			
190	Bonk, Chris			
24	Braverman, Madlyn			
217	Burack, Daniel A.			
	CALLOWAY, NICOLE DUNAY			
26	Carb, Sally			
244	Carney, Margaret R.			



28 Chambers, Robert  
 25 CHO Enterprises  
 218 Damson, Barrie  
 30 Dembner, Shirley  
 29 Dembner, Shirley UGMA for Lindsey Dembner  
 1274 DL Investment  
 31 Doner, Max  
 32 Downey, Michael  
 33 Dryfoos, Jacqueline  
 34 Dubrowski, Raymond

\$50.00  
 Class of Units

Partner #		Series B-1 Preferred Units	Value of Series B-1	Percentage of Series B-1
1	VORNADO REALTY TRUST Vornado Realty Trust Vornado Finance Corp Vornado Investment Corporation 40 East 14 Realty Associates General Partnership 825 Seventh Avenue Holding Corporation Menands Holdings Corporation Two Guys From Harrison, N.Y. , Inc. VRT (Units issued in 909 refinancing)			
188	Washington Design Center, L.L.C.	200,000	\$10,000,000	22.23%
189	Merchandise Mart Owners, L.L.C.	699,566	\$34,978,300	77.77%
203	H2K L.L.C. (MERCHANDISE MART ENTERPRISES, L.L.C.)			
200	World Trade Center Chicago, L.L.C.			
192	Goldman Sachs (Greene Street) 1998 Exchange Fund L.P. (D-1)			
239	Meadowbrook Equity Fund II, LLC. (D-2)			
240	Goldman Sachs 1999 Exchange Place Fund, LP (D-3)			
241	TMCT II, LLC (D-4)			
1000	GS-MSD Select Sponsors, L.P. (D-5) SSB Tax Advantage Exchange Fund III REIT, Inc. (D-6) Goldman Sachs 2000 Exchange Place Fund, LP (D-7) SSB Tax Advantage Exchange Fund III REIT, Inc. (D-8)			
	58 LEXINGTON ASSOCIATES LP (F-1)			
242	Commonwealth Atlantic Properties Inc.			
243	Commonwealth Atlantic - Crystal City OP Holding Inc.			
197	Jacob H Froelich, Jr.			
194	S.D. Phillips			
196	George W Lyles			
199	Canoe House Partners, LLC			
193	Roaring Gap Limited Partnership			
195	Phillips Property Company, LLC			
252-990	NEWKIRK PARTNERS			
106	THE MENDIK PARTNERSHIP, L.P.			
191	Mendik Holdings L.L.C.			
40	FW / Mendik REIT, L.L.C.			
1279	Mendik Realty Company			
107	Mendik RELP Corp.			
1272	1992 Jessica Greenbaum Trust			
1273	1992 Allison Greenbaum Trust			
251	2750 Associates Limited Partnership			
6	Abrams, Trust U/W/O Ralph			
214	ACI Associates			
7	Adler, Robert			
1002	Alibo Financing Corp.			
215	Allen & Company Incorporated			
216	Allen, C. Robert III			
8	Alpert, Vicki			
9	Ambassador Construction Company, Inc.			
10	Aschendorf- Shasha, Ellen			
11	Ash, Herbert			
171	Aubert, Lysa			
13	Barr, Thomas			
12	Barkin, Leonard			
173	Batkin, Nancy 1998 Trust u/a/d 5/11/98			
17	Berenson, David			
18	Berenson, Joan			
19	Berenson, Richard			
20	BERENSON, ROBERT			

174 Berger, Alice C.  
 21 Bianculli, Louis  
 22 Bierman, Jacquin  
 23 Blumenthal, Joel Marie  
 190 Bonk, Chris  
 24 Braverman, Madlyn  
 217 Burack, Daniel A.  
 CALLOWAY, NICOLE DUNAY  
 26 Carb, Sally  
 244 Carney, Margaret R.  
 28 Chambers, Robert  
 25 CHO Enterprises  
 218 Damson, Barrie  
 30 Dembner, Shirley  
 29 Dembner, Shirley UGMA for Lindsey Dembner  
 1274 DL Investment  
 31 Doner, Max  
 32 Downey, Michael  
 33 Dryfoos, Jacqueline  
 34 Dubrowski, Raymond

Partner #		\$50.00 Class of Units		
		Series B-2 Preferred Units	Value of Series B-2	Percentage of Series B-2
1	VORNADO REALTY TRUST Vornado Realty Trust Vornado Finance Corp Vornado Investment Corporation 40 East 14 Realty Associates General Partnership 825 Seventh Avenue Holding Corporation Menands Holdings Corporation Two Guys From Harrison, N.Y. , Inc. VRT (Units issued in 909 refinancing)			
188	Washington Design Center, L.L.C.	100,000	\$ 5,000,000	22.23%
189	Merchandise Mart Owners, L.L.C.	349,783	\$17,489,150	77.77%
203	H2K L.L.C. (MERCHANDISE MART ENTERPRISES, L.L.C.)			
200	World Trade Center Chicago, L.L.C.			
192	Goldman Sachs (Greene Street) 1998 Exchange Fund L.P. (D-1)			
239	Meadowbrook Equity Fund II, LLC. (D-2)			
240	Goldman Sachs 1999 Exchange Place Fund, LP (D-3)			
241	TMCT II, LLC (D-4)			
1000	GS-MSD Select Sponsors, L.P. (D-5)			
	SSB Tax Advantage Exchange Fund III REIT, Inc. (D-6)			
	Goldman Sachs 2000 Exchange Place Fund, LP (D-7)			
	SSB Tax Advantage Exchange Fund III REIT, Inc. (D-8)			
58	LEXINGTON ASSOCIATES LP (F-1)			
242	Commonwealth Atlantic Properties Inc.			
243	Commonwealth Atlantic - Crystal City OP Holding Inc.			
197	Jacob H Froelich, Jr.			
194	S.D. Phillips			
196	George W Lyles			
199	Canoe House Partners, LLC			
193	Roaring Gap Limited Partnership			
195	Phillips Property Company, LLC			
252-990	NEWKIRK PARTNERS			
106	THE MENDIK PARTNERSHIP, L.P.			
191	Mendik Holdings L.L.C.			
40	FW / Mendik REIT, L.L.C.			
1279	Mendik Realty Company			
107	Mendik RELP Corp.			
1272	1992 Jessica Greenbaum Trust			
1273	1992 Allison Greenbaum Trust			
251	2750 Associates Limited Partnership			
6	Abrams, Trust U/W/O Ralph			
214	ACI Associates			
7	Adler, Robert			
1002	Alibo Financing Corp.			
215	Allen & Company Incorporated			
216	Allen, C. Robert III			
8	Alpert, Vicki			
9	Ambassador Construction Company, Inc.			

10 Aschendorf- Shasha, Ellen  
 11 Ash, Herbert  
 171 Aubert, Lysa  
 13 Barr, Thomas  
 12 Barkin, Leonard  
 173 Batkin, Nancy 1998 Trust u/a/d 5/11/98  
 17 Berenson, David  
 18 Berenson, Joan  
 19 Berenson, Richard  
 20 BERENSON, ROBERT  
 174 Berger, Alice C.  
 21 Bianculli, Louis  
 22 Bierman, Jacquin  
 23 Blumenthal, Joel Marie  
 190 Bonk, Chris  
 24 Braverman, Madlyn  
 217 Burack, Daniel A.  
 CALLOWAY, NICOLE DUNAY  
 26 Carb, Sally  
 244 Carney, Margaret R.  
 28 Chambers, Robert  
 25 CHO Enterprises  
 218 Damson, Barrie  
 30 Dembner, Shirley  
 29 Dembner, Shirley UGMA for Lindsey Dembner  
 1274 DL Investment  
 31 Doner, Max  
 32 Downey, Michael  
 33 Dryfoos, Jacqueline  
 34 Dubrowski, Raymond

\$25.00  
 Class of Units

Partner #		Series C-1 Preferred Units	Value of Series C-1	Percentage of Series C-1
1	VORNADO REALTY TRUST Vornado Realty Trust Vornado Finance Corp Vornado Investment Corporation 40 East 14 Realty Associates General Partnership 825 Seventh Avenue Holding Corporation Menands Holdings Corporation Two Guys From Harrison, N.Y. , Inc. VRT (Units issued in 909 refinancing)			
188	Washington Design Center, L.L.C.			
189	Merchandise Mart Owners, L.L.C.			
203	H2K L.L.C. (MERCHANDISE MART ENTERPRISES, L.L.C.)			
200	World Trade Center Chicago, L.L.C.			
192	Goldman Sachs (Greene Street) 1998 Exchange Fund L.P. (D-1)			
239	Meadowbrook Equity Fund II, LLC. (D-2)			
240	Goldman Sachs 1999 Exchange Place Fund, LP (D-3)			
241	TMCT II, LLC (D-4)			
1000	GS-MSD Select Sponsors, L.P. (D-5)			
	SSB Tax Advantage Exchange Fund III REIT, Inc. (D-6)			
	Goldman Sachs 2000 Exchange Place Fund, LP (D-7)			
	SSB Tax Advantage Exchange Fund III REIT, Inc. (D-8)			
58	LEXINGTON ASSOCIATES LP (F-1)			
242	Commonwealth Atlantic Properties Inc.			
243	Commonwealth Atlantic - Crystal City OP Holding Inc.			
197	Jacob H Froelich, Jr.	150,067	\$ 7,503,350	20.0648%
194	S.D. Phillips	9,976	\$ 498,800	1.3338%
196	George W Lyles	70,044	\$ 3,502,200	9.3653%
199	Canoe House Partners, LLC	200,090	\$10,004,500	26.7531%
193	Roaring Gap Limited Partnership	290,158	\$14,507,900	38.7957%
195	Phillips Property Company, LLC	27,577	\$ 1,378,850	3.6872%
252-990	NEWKIRK PARTNERS			
106	THE MENDIK PARTNERSHIP, L.P.			
191	Mendik Holdings L.L.C.			
40	FW / Mendik REIT, L.L.C.			
1279	Mendik Realty Company			
107	Mendik RELP Corp.			
1272	1992 Jessica Greenbaum Trust			



207 Gould Investors, L.P.  
 58 Green, Bernard  
 57 Green, Barbara  
 1277 Greenbaum, David R.  
 59 Greif, Goldie  
 60 Gutenberg, Bernice  
 48 H L Silbert trustee U/W of H A Goldman  
 221 Hagler, Philip Trustee Hagler Family Trust u/a 6/98  
 62 Harteveldt, Robert L.  
 179 Hassler, Jane  
 222 Hauser, Rita F.  
 64 Hirsch, Phillip J.  
 63 Hirsch, Judith  
 HIRSCHTRITT, LEAH  
 65 Hrusha, Alan  
 66 Hutner, Anne Trust F/B/O  
 37 FIERSTEIN CO.  
 69 Jaffe, Elizabeth  
 71 Jones, Hazel  
 73 Kaufman, Robert M.  
 74 Klein, Robin  
 76 Knight, Laureine  
 77 Komaroff, Stanley  
 79 Kosloff, Andrea  
 78 Kosloff, Andrea UGMA for Adam Kosloff  
 80 Kosloff, Andrea UGMA for Justin Kosloff  
 246 Koven, Corey  
 181 Koven, Esther  
 Kramer, Terry Allen  
 223 Kramer, Irwin H & Terry Allen JTWR0S  
 1003 Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust  
 84 Kramer, Saul  
 85 Kuhn, James D.  
 86 Kuhn, Leo  
 88 Kurshan, Herbert  
 224 Langenmyer Co.  
 89 Lauder, Leonard  
 90 Lauder, Ronald  
 91 Leff, Joseph  
 92 Leff, Valerie  
 93 Lefkowitz, Howard  
 95 Liroff, Harriett  
 96 Liroff, Richard  
 98 Loewengart, Irene  
 99 Lovitz, David  
 187 M. Westport Associates  
 225 M-L Three  
 100 Maayan Partners  
 247 Magid, Eleanore  
 226 MAHONEY, DAVID J.  
 Mahoney, David J. Estate of  
 227 Mank, Edward H.  
 101 Marvin, Morton  
 102 Marvin, Suzanne  
 103 Maynard, Jean  
 104 Mazer, David  
 105 Mazer, Richard  
 228 McKee, William S.  
 1278 Meister, Wendy A.  
 229 Meister, Robert A.  
 1280 MENDIK, BERNARD  
 THE ESTATE OF BERNARD H. MENDIK

\$25.00  
Class of Units

Partner #	Series B Preferred Shares	Value of Series B	Percentage of Series B
DUNAY, ALEXIA			
EEE Investments LP 219 Elson, Edward E.			
35 Evans, Ben			
36 FIELD, WALTER L.			
70 JESSE FIERSTEIN & CO.			
38 Fischer, Alan A.			
39 Freedman, Robert			
41 Gershon, Estate of Murray			
42 Getz, Howard			
43 Getz, Sandra			
44 Getz, Sandra & Howard			
46 Gold, Frederica			
176 Ginsberg, Adele			

47 Goldberg, Clarence  
 49 Goldring, Stanley  
 50 Goldschmidt, Beatrice  
 52 Goldschmidt, Charles  
 53 Goldschmidt, Edward  
 54 Goldschmidt, Lawrence  
 177 Goldschmidt, Peter  
 178 Goldschmidt, Richard  
 1276 Gordon, Herta  
 220 Gordon, Melvin  
 55 Gorfinkle, Alaine  
 56 Gorfinkle, Lawrence  
 207 Gould Investors, L.P.  
 58 Green, Bernard  
 57 Green, Barbara  
 1277 Greenbaum, David R.  
 59 Greif, Goldie  
 60 Gutenberg, Bernice  
 48 H L Silbert trustee U/W of H A Goldman  
 221 Hagler, Philip Trustee Hagler Family Trust u/a 6/98  
 62 Hartevelde, Robert L.  
 179 Hassler, Jane  
 222 Hauser, Rita F.  
 64 Hirsch, Phillip J.  
 63 Hirsch, Judith  
 HIRSCHTRITT, LEAH  
 65 Hrusha, Alan  
 66 Hutner, Anne Trust F/B/O  
 37 FIERSTEIN CO.  
 69 Jaffe, Elizabeth  
 71 Jones, Hazel  
 73 Kaufman, Robert M.  
 74 Klein, Robin  
 76 Knight, Laureine  
 77 Komaroff, Stanley  
 79 Kosloff, Andrea  
 78 Kosloff, Andrea UGMA for Adam Kosloff  
 80 Kosloff, Andrea UGMA for Justin Kosloff  
 246 Koven, Corey  
 181 Koven, Esther  
 Kramer, Terry Allen  
 223 Kramer, Irwin H & Terry Allen JTWR0S  
 1003 Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust  
 84 Kramer, Saul  
 85 Kuhn, James D.  
 86 Kuhn, Leo  
 88 Kurshan, Herbert  
 224 Langenmyer Co.  
 89 Lauder, Leonard  
 90 Lauder, Ronald  
 91 Leff, Joseph  
 92 Leff, Valerie  
 93 Lefkowitz, Howard  
 95 Liroff, Harriett  
 96 Liroff, Richard  
 98 Loewengart, Irene  
 99 Lovitz, David  
 187 M. Westport Associates  
 225 M-L Three  
 100 Maayan Partners  
 247 Magid, Eleanore  
 226 MAHONEY, DAVID J.  
 Mahoney, David J. Estate of  
 227 Mank, Edward H.  
 101 Marvin, Morton  
 102 Marvin, Suzanne  
 103 Maynard, Jean  
 104 Mazer, David  
 105 Mazer, Richard  
 228 McKee, William S.  
 1278 Meister, Wendy A.  
 229 Meister, Robert A.  
 1280 MENDIK, BERNARD  
 THE ESTATE OF BERNARD H. MENDIK

\$25.00  
Class of Units

Partner #	Series C Preferred Shares	Value of Series C	Percentage of Series C
--------------	---------------------------------	-------------------------	------------------------------

EEE Investments LP  
219 Elson, Edward E.  
35 Evans, Ben  
36 FIELD, WALTER L.  
70 JESSE FIERSTEIN & CO.  
38 Fischer, Alan A.  
39 Freedman, Robert  
41 Gershon, Estate of Murray  
42 Getz, Howard  
43 Getz, Sandra  
44 Getz, Sandra & Howard  
46 Gold, Frederica  
176 Ginsberg, Adele  
47 Goldberg, Clarence  
49 Goldring, Stanley  
50 Goldschmidt, Beatrice  
52 Goldschmidt, Charles  
53 Goldschmidt, Edward  
54 Goldschmidt, Lawrence  
177 Goldschmidt, Peter  
178 Goldschmidt, Richard  
1276 Gordon, Herta  
220 Gordon, Melvin  
55 Gorfinkle, Alaine  
56 Gorfinkle, Lawrence  
207 Gould Investors, L.P.  
58 Green, Bernard  
57 Green, Barbara  
1277 Greenbaum, David R.  
59 Greif, Goldie  
60 Gutenberg, Bernice  
48 H L Silbert trustee U/W of H A Goldman  
221 Hagler, Philip Trustee Hagler Family Trust u/a 6/98  
62 Harteveldt, Robert L.  
179 Hassler, Jane  
222 Hauser, Rita F.  
64 Hirsch, Phillip J.  
63 Hirsch, Judith  
HIRSCHTRITT, LEAH  
65 Hrusha, Alan  
66 Hutner, Anne Trust F/B/O  
37 FIERSTEIN CO.  
69 Jaffe, Elizabeth  
71 Jones, Hazel  
73 Kaufman, Robert M.  
74 Klein, Robin  
76 Knight, Laureine  
77 Komaroff, Stanley  
79 Kosloff, Andrea  
78 Kosloff, Andrea UGMA for Adam Kosloff  
80 Kosloff, Andrea UGMA for Justin Kosloff  
246 Koven, Corey  
181 Koven, Esther  
Kramer, Terry Allen  
223 Kramer, Irwin H & Terry Allen JTWR0S  
1003 Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust  
84 Kramer, Saul  
85 Kuhn, James D.  
86 Kuhn, Leo  
88 Kurshan, Herbert  
224 Langenmyer Co.  
89 Lauder, Leonard  
90 Lauder, Ronald  
91 Leff, Joseph  
92 Leff, Valerie  
93 Lefkowitz, Howard  
95 Liroff, Harriett  
96 Liroff, Richard  
98 Loewengart, Irene  
99 Lovitz, David  
187 M. Westport Associates  
225 M-L Three  
100 Maayan Partners  
247 Magid, Eleanore  
226 MAHONEY, DAVID J.  
Mahoney, David J. Estate of  
227 Mank, Edward H.  
101 Marvin, Morton  
102 Marvin, Suzanne  
103 Maynard, Jean  
104 Mazer, David  
105 Mazer, Richard  
228 McKee, William S.  
1278 Meister, Wendy A.  
229 Meister, Robert A.  
1280 MENDIK, BERNARD  
THE ESTATE OF BERNARD H. MENDIK

\$50.00  
Class of Units

Partner #		Series B-1 Preferred Units	Value of Series B-1	Percentage of Series B-1
	DUNAY, ALEXIA			
	EEE Investments LP 219 Elson, Edward E.			
35	Evans, Ben			
36	FIELD, WALTER L.			
70	JESSE FIERSTEIN & CO.			
38	Fischer, Alan A.			
39	Freedman, Robert			
41	Gershon, Estate of Murray			
42	Getz, Howard			
43	Getz, Sandra			
44	Getz, Sandra & Howard			
46	Gold, Frederica			
176	Ginsberg, Adele			
47	Goldberg, Clarence			
49	Goldring, Stanley			
50	Goldschmidt, Beatrice			
52	Goldschmidt, Charles			
53	Goldschmidt, Edward			
54	Goldschmidt, Lawrence			
177	Goldschmidt, Peter			
178	Goldschmidt, Richard			
1276	Gordon, Herta			
220	Gordon, Melvin			
55	Gorfinkle, Elaine			
56	Gorfinkle, Lawrence			
207	Gould Investors, L.P.			
58	Green, Bernard			
57	Green, Barbara			
1277	Greenbaum, David R.			
59	Greif, Goldie			
60	Gutenberg, Bernice			
48	H L Silbert trustee U/W of H A Goldman			
221	Hagler, Philip Trustee Hagler Family Trust u/a 6/98			
62	Harteveldt, Robert L.			
179	Hassler, Jane			
222	Hauser, Rita F.			
64	Hirsch, Phillip J.			
63	Hirsch, Judith			
	HIRSCHTRITT, LEAH			
65	Hrusha, Alan			
66	Hutner, Anne Trust F/B/O			
37	FIERSTEIN CO.			
69	Jaffe, Elizabeth			
71	Jones, Hazel			
73	Kaufman, Robert M.			
74	Klein, Robin			
76	Knight, Laureine			
77	Komaroff, Stanley			
79	Kosloff, Andrea			
78	Kosloff, Andrea UGMA for Adam Kosloff			
80	Kosloff, Andrea UGMA for Justin Kosloff			
246	Koven, Corey			
181	Koven, Esther			
	Kramer, Terry Allen			
223	Kramer, Irwin H & Terry Allen JTWR0S			
1003	Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust			
84	Kramer, Saul			
85	Kuhn, James D.			
86	Kuhn, Leo			
88	Kurshan, Herbert			
224	Langenmyer Co.			
89	Lauder, Leonard			
90	Lauder, Ronald			
91	Leff, Joseph			
92	Leff, Valerie			
93	Lefkowitz, Howard			
95	Liroff, Harriett			
96	Liroff, Richard			
98	Loewengart, Irene			
99	Lovitz, David			
187	M. Westport Associates			
225	M-L Three			
100	Maayan Partners			
247	Magid, Eleanore			
226	MAHONEY, DAVID J.			
	Mahoney, David J. Estate of			







181 Koven, Esther  
 Kramer, Terry Allen  
 223 Kramer, Irwin H & Terry Allen JTWROS  
 1003 Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust  
 84 Kramer, Saul  
 85 Kuhn, James D.  
 86 Kuhn, Leo  
 88 Kurshan, Herbert  
 224 Langenmyer Co.  
 89 Lauder, Leonard  
 90 Lauder, Ronald  
 91 Leff, Joseph  
 92 Leff, Valerie  
 93 Lefkowitz, Howard  
 95 Liroff, Harriett  
 96 Liroff, Richard  
 98 Loewengart, Irene  
 99 Lovitz, David  
 187 M. Westport Associates  
 225 M-L Three  
 100 Maayan Partners  
 247 Magid, Eleanore  
 226 MAHONEY, DAVID J.  
 Mahoney, David J. Estate of  
 227 Mank, Edward H.  
 101 Marvin, Morton  
 102 Marvin, Suzanne  
 103 Maynard, Jean  
 104 Mazer, David  
 105 Mazer, Richard  
 228 McKee, William S.  
 1278 Meister, Wendy A.  
 229 Meister, Robert A.  
 1280 MENDIK, BERNARD  
 THE ESTATE OF BERNARD H. MENDIK

24

VORNADO REALTY L.P.  
 PARTNERS AND PARTNERSHIP INTERESTS  
 EXHIBIT A (07/25/01)  
 (NEW ISSUE F-1'S 58 LEXINGTON ASSOCIATES LP)

Partner #	\$51.39 Class of Units		
	Series A Preferred Shares	Value of Series A	Percentage of Series A
108	Mendik, Susan		
212	Mendik, Susan Trust u/w/o Jean A. Batkin		
72	L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein		
109	Mil Equities		
201	Myers Group III, Inc.		
202	Myers Group IV, Inc.		
230	Myers, Israel		
185	Nevas, Alan		
186	Nevas, Leo		
111	Novick, Lawrence		
112	Oestreich, David A.		
113	Oestreich, Joan E.		
115	Oppenheimer, Martin J.		
116	Oppenheimer, Suzanne		
210	Phillips, Jonathan		
183	Phillips, Lynn		
158	Prentice Revocable Trust, 12/12/75		
121	Reichler, Richard		
122	Reingold, Suzy		
123	Roberts, H. Richard		
124	Roche, Sara		
125	Rolfe, Ronald		
231	Root, Leon		
126	Rosenberg, Ilse		
97	Rosenheim, Edna Revocable Living Trust		
127	Rosenzweig, Abraham		
128	Rubashkin, Martin		
129	RUBIN, MURRAY M. RUBIN, MURRAY M. & ISABELLE TRUST RUBIN, ISABELLE & MURRAY TRUST		
130	Sahid, Joseph		

132 Saunders, Paul  
 131 Saul, Andrew  
 133 Schacht, Ronald  
 1283 Schwartz, Carolyn  
 135 Schwartz, Samuel Trust UWO Barbara Schwartz  
 139 Schwartz, Samuel Trust FBO UWO Ellis Schwartz  
 136 Schwartz, Carolyn Trust FBO UWO Barbara Schwartz  
 138 Schwartz, Carolyn Trust FBO UWO Ellis Schwartz  
 140 Shapiro, Howard  
 142 Shapiro, Robert I.  
 143 Shasha, Alfred  
 144 Shasha, Alfred A. & Hanina  
 145 Shasha, Alfred & Hanina Trustees UTA 6/8/94  
 146 Shasha, Robert Y.  
 87 Shasha-Kupchick, Leslie  
 147 Sheridan Family Partners, L.P.  
 148 Shine, William  
 232 Shuman, Stanley S.  
 149 Silberstein, John J.  
 150 Silbert, Harvey I.  
 248 Simons, Robert - Estate of  
 152 Sims, David  
 233 Skoker, Saul  
 154 Steiner, Phillip Harry  
 155 Steiner, Richard Harris  
 234 Strauss, Melville  
 249 Sussman, Walter  
 156 Tannenbaum, Bernard  
 157 Tannenbaum, Bernice  
 159 Tartikoff Living Trust  
 235 Tessler, Allan R.  
 VUSA PROPERTIES, INC.  
 164 Winik, Trust U/W/O Carolyn  
 161 Watt, Emily  
 160 Wang, Kevin  
 162 Weissman, Sheila  
 236 Wexler, Monte  
 237 Wexner, Leslie H.  
 163 WILLIAMS, JOHN  
 238 WSNH Partners

TOTAL

5,788,055

\$297,448,146

100.0000%

Partner  
#

\$25.00  
Class of Units

Series B Preferred Shares Value of Series B Percentage of Series B

108 Mendik, Susan  
 212 Mendik, Susan Trust u/w/o Jean A. Batkin  
 72 L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein  
 109 Mil Equities  
 201 Myers Group III, Inc.  
 202 Myers Group IV, Inc.  
 230 Myers, Israel  
 185 Nevas, Alan  
 186 Nevas, Leo  
 111 Novick, Lawrence  
 112 Oestreich, David A.  
 113 Oestreich, Joan E.  
 115 Oppenheimer, Martin J.  
 116 Oppenheimer, Suzanne  
 210 Phillips, Jonathan  
 183 Phillips, Lynn  
 158 Prentice Revocable Trust, 12/12/75  
 121 Reichler, Richard  
 122 Reingold, Suzy  
 123 Roberts, H. Richard  
 124 Roche, Sara  
 125 Rolfe, Ronald  
 231 Root, Leon  
 126 Rosenberg, Ilse  
 97 Rosenheim, Edna Revocable Living Trust  
 127 Rosenzweig, Abraham  
 128 Rubashkin, Martin  
 129 RUBIN, MURRAY M.  
 RUBIN, MURRAY M. & ISABELLE TRUST  
 RUBIN, ISABELLE & MURRAY TRUST  
 130 Sahid, Joseph  
 132 Saunders, Paul

131 Saul, Andrew  
 133 Schacht, Ronald  
 1283 Schwartz,Carolynn  
 135 Schwartz, Samuel Trust UWO Barbara Schwartz  
 139 Schwartz, Samuel Trust FBO UWO Ellis Schwartz  
 136 Schwartz,Carolynn Trust FBO UWO Barbara Schwartz  
 138 Schwartz,Carolynn Trust FBO UWO Ellis Schwartz  
 140 Shapiro, Howard  
 142 Shapiro, Robert I.  
 143 Shasha, Alfred  
 144 Shasha, Alfred A. & Hanina  
 145 Shasha, Alfred & Hanina Trustees UTA 6/8/94  
 146 Shasha, Robert Y.  
 87 Shasha-Kupchick, Leslie  
 147 Sheridan Family Partners, L.P.  
 148 Shine, William  
 232 Shuman, Stanley S.  
 149 Silberstein, John J.  
 150 Silbert, Harvey I.  
 248 Simons, Robert - Estate of  
 152 Sims, David  
 233 Skoker, Saul  
 154 Steiner, Phillip Harry  
 155 Steiner, Richard Harris  
 234 Strauss, Melville  
 249 Sussman, Walter  
 156 Tannenbaum, Bernard  
 157 Tannenbaum, Bernice  
 159 Tartikoff Living Trust  
 235 Tessler, Allan R.  
 VUSA PROPERTIES, INC.  
 164 Winik, Trust U/W/O Carolyn  
 161 Watt, Emily  
 160 Wang, Kevin  
 162 Weissman, Sheila  
 236 Wexler, Monte  
 237 Wexner, Leslie H.  
 163 WILLIAMS, JOHN  
 238 WSNH Partners

TOTAL

-----  
 3,400,000      \$85,000,000      100.0000%  
 -----

\$25.00  
 Class of Units

Partner #	Series C Preferred Shares	Value of Series C	Percentage of Series C
108			
212			
72			
109			
201			
202			
230			
185			
186			
111			
112			
113			
115			
116			
210			
183			
158			
121			
122			
123			
124			
125			
231			
126			
97			
127			
128			
129			
130			
132			
131			

133 Schacht, Ronald  
 1283 Schwartz,Carolynn  
 135 Schwartz, Samuel Trust UWO Barbara Schwartz  
 139 Schwartz, Samuel Trust FBO UWO Ellis Schwartz  
 136 Schwartz,Carolynn Trust FBO UWO Barbara Schwartz  
 138 Schwartz,Carolynn Trust FBO UWO Ellis Schwartz  
 140 Shapiro, Howard 142 Shapiro, Robert I.  
 143 Shasha, Alfred  
 144 Shasha, Alfred A. & Hanina  
 145 Shasha, Alfred & Hanina Trustees UTA 6/8/94  
 146 Shasha, Robert Y.  
 87 Shasha-Kupchick, Leslie  
 147 Sheridan Family Partners, L.P.  
 148 Shine, William  
 232 Shuman, Stanley S.  
 149 Silberstein, John J.  
 150 Silbert, Harvey I.  
 248 Simons, Robert - Estate of  
 152 Sims, David  
 233 Skoker, Saul  
 154 Steiner, Phillip Harry  
 155 Steiner, Richard Harris  
 234 Strauss, Melville  
 249 Sussman, Walter  
 156 Tannenbaum, Bernard  
 157 Tannenbaum, Bernice  
 159 Tartikoff Living Trust  
 235 Tessler, Allan R.  
 VUSA PROPERTIES, INC.  
 164 Winik, Trust U/W/O Carolyn  
 161 Watt, Emily  
 160 Wang, Kevin  
 162 Weissman, Sheila  
 236 Wexler, Monte  
 237 Wexner, Leslie H.  
 163 WILLIAMS, JOHN  
 238 WSNH Partners

TOTAL

-----  
 4,600,000 \$115,000,000 100.00%  
 -----

\$50.00  
 Class of Units

Partner  
 #

-----  
 Series B-1 Value Percentage  
 Preferred of  
 Units Series B-1 of  
 Series B-1  
 -----

108 Mendik, Susan  
 212 Mendik, Susan Trust u/w/o Jean A. Batkin  
 72 L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein  
 109 Mil Equities  
 201 Myers Group III, Inc.  
 202 Myers Group IV, Inc.  
 230 Myers, Israel  
 185 Nevas, Alan  
 186 Nevas, Leo  
 111 Novick, Lawrence  
 112 Oestreich, David A.  
 113 Oestreich, Joan E.  
 115 Oppenheimer, Martin J.  
 116 Oppenheimer, Suzanne  
 210 Phillips, Jonathan  
 183 Phillips, Lynn  
 158 Prentice Revocable Trust, 12/12/75  
 121 Reichler, Richard  
 122 Reingold, Suzy  
 123 Roberts, H. Richard  
 124 Roche, Sara  
 125 Rolfe, Ronald  
 231 Root, Leon  
 126 Rosenberg, Ilse  
 97 Rosenheim, Edna Revocable Living Trust  
 127 Rosenzweig, Abraham  
 128 Rubashkin, Martin  
 129 RUBIN, MURRAY M.  
 RUBIN, MURRAY M. & ISABELLE TRUST  
 RUBIN, ISABELLE & MURRAY TRUST  
 130 Sahid, Joseph  
 132 Saunders, Paul  
 131 Saul, Andrew  
 133 Schacht, Ronald  
 1283 Schwartz,Carolynn

135 Schwartz, Samuel Trust UWO Barbara Schwartz  
 139 Schwartz, Samuel Trust FBO UWO Ellis Schwartz  
 136 Schwartz,Carolynn Trust FBO UWO Barbara Schwartz  
 138 Schwartz,Carolynn Trust FBO UWO Ellis Schwartz  
 140 Shapiro, Howard 142 Shapiro, Robert I.  
 142 Shapiro, Robert I.  
 143 Shasha, Alfred  
 144 Shasha, Alfred A. & Hanina  
 145 Shasha, Alfred & Hanina Trustees UTA 6/8/94  
 146 Shasha, Robert Y.  
 87 Shasha-Kupchick, Leslie  
 147 Sheridan Family Partners, L.P.  
 148 Shine, William  
 232 Shuman, Stanley S.  
 149 Silberstein, John J.  
 150 Silbert, Harvey I.  
 248 Simons, Robert - Estate of  
 152 Sims, David  
 233 Skoker, Saul  
 154 Steiner, Phillip Harry  
 155 Steiner, Richard Harris  
 234 Strauss, Melville  
 249 Sussman, Walter  
 156 Tannenbaum, Bernard  
 157 Tannenbaum, Bernice  
 159 Tartikoff Living Trust  
 235 Tessler, Allan R.  
 VUSA PROPERTIES, INC.  
 164 Winik, Trust U/W/O Carolyn  
 161 Watt, Emily  
 160 Wang, Kevin  
 162 Weissman, Sheila  
 236 Wexler, Monte  
 237 Wexner, Leslie H.  
 163 WILLIAMS, JOHN  
 238 WSNH Partners

TOTAL

899,566 \$44,978,300 100.00%

\$50.00  
Class of Units

Partner #	Series B-2 Preferred Units	Value of Series B-2	Percentage of Series B-2
108	Mendik, Susan		
212	Mendik, Susan Trust u/w/o Jean A. Batkin		
72	L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein		
109	Mil Equities		
201	Myers Group III, Inc.		
202	Myers Group IV, Inc.		
230	Myers, Israel		
185	Nevas, Alan		
186	Nevas, Leo		
111	Novick, Lawrence		
112	Oestreich, David A.		
113	Oestreich, Joan E.		
115	Oppenheimer, Martin J.		
116	Oppenheimer, Suzanne		
210	Phillips, Jonathan		
183	Phillips, Lynn		
158	Prentice Revocable Trust, 12/12/75		
121	Reichler, Richard		
122	Reingold, Suzy		
123	Roberts, H. Richard		
124	Roche, Sara		
125	Rolfe, Ronald		
231	Root, Leon		
126	Rosenberg, Ilse		
97	Rosenheim, Edna Revocable Living Trust		
127	Rosenzweig, Abraham		
128	Rubashkin, Martin		
129	RUBIN, MURRAY M. RUBIN, MURRAY M. & ISABELLE TRUST RUBIN, ISABELLE & MURRAY TRUST		
130	Sahid, Joseph		
132	Saunders, Paul		
131	Saul, Andrew		
133	Schacht, Ronald		
1283	Schwartz,Carolynn		
135	Schwartz, Samuel Trust UWO Barbara Schwartz		

139 Schwartz, Samuel Trust FBO UWO Ellis Schwartz  
 136 Schwartz, Carolyn Trust FBO UWO Barbara Schwartz  
 138 Schwartz, Carolyn Trust FBO UWO Ellis Schwartz  
 140 Shapiro, Howard  
 142 Shapiro, Robert I.  
 143 Shasha, Alfred  
 144 Shasha, Alfred A. & Hanina  
 145 Shasha, Alfred & Hanina Trustees UTA 6/8/94  
 146 Shasha, Robert Y.  
 87 Shasha-Kupchick, Leslie  
 147 Sheridan Family Partners, L.P.  
 148 Shine, William  
 232 Shuman, Stanley S.  
 149 Silberstein, John J.  
 150 Silbert, Harvey I.  
 248 Simons, Robert - Estate of  
 152 Sims, David  
 233 Skoker, Saul  
 154 Steiner, Phillip Harry  
 155 Steiner, Richard Harris  
 234 Strauss, Melville  
 249 Sussman, Walter  
 156 Tannenbaum, Bernard  
 157 Tannenbaum, Bernice  
 159 Tartikoff Living Trust  
 235 Tessler, Allan R.  
 VUSA PROPERTIES, INC.  
 164 Winik, Trust U/W/O Carolyn  
 161 Watt, Emily  
 160 Wang, Kevin  
 162 Weissman, Sheila  
 236 Wexler, Monte  
 237 Wexner, Leslie H.  
 163 WILLIAMS, JOHN  
 238 WSNH Partners

TOTAL 449,783 \$22,489,150 100.00%

\$25.00  
 Class of Units

Partner #	Series C-1 Preferred Units	Value of Series C-1	Percentage of Series C-1
108			
212			
72			
109			
201			
202			
230			
185			
186			
111			
112			
113			
115			
116			
210			
183			
158			
121			
122			
123			
124			
125			
231			
126			
97			
127			
128			
129			
130			
132			
131			
133			
1283			
135			
139			



136 Schwartz,Carolynn Trust FBO UWO Barbara Schwartz  
 138 Schwartz,Carolynn Trust FBO UWO Ellis Schwartz  
 140 Shapiro,Howard  
 142 Shapiro,Robert I.  
 143 Shasha,Alfred  
 144 Shasha,Alfred A. & Hanina  
 145 Shasha,Alfred & Hanina Trustees UTA 6/8/94  
 146 Shasha,Robert Y.  
 87 Shasha-Kupchick,Leslie  
 147 Sheridan Family Partners, L.P.  
 148 Shine,William  
 232 Shuman,Stanley S.  
 149 Silberstein,John J.  
 150 Silbert,Harvey I.  
 248 Simons,Robert - Estate of  
 152 Sims,David  
 233 Skoker,Saul  
 154 Steiner,Phillip Harry  
 155 Steiner,Richard Harris  
 234 Strauss,Melville  
 249 Sussman,Walter  
 156 Tannenbaum,Bernard  
 157 Tannenbaum,Bernice  
 159 Tartikoff Living Trust  
 235 Tessler,Allan R.  
 VUSA PROPERTIES, INC.  
 164 Winik,Trust U/W/O Carolyn  
 161 Watt,Emily  
 160 Wang,Kevin  
 162 Weissman,Sheila  
 236 Wexler,Monte  
 237 Wexner,Leslie H.  
 163 WILLIAMS,JOHN  
 238 WSNH Partners

TOTAL 747,912 \$37,395,600 100.00%

25

VORNADO REALTY L.P.  
 PARTNERS AND PARTNERSHIP INTERESTS  
 EXHIBIT A (07/25/01)  
 (NEW ISSUE F-1'S 58 LEXINGTON ASSOCIATES LP)

\$25.00  
 Class of Units

Partner #	Series D-(1-8) Preferred Units	Value of Series D-(1-8)	Percentage of Series D-(1-8)
1	VORNADO REALTY TRUST VORNADO REALTY TRUST Vornado Finance Corp Vornado Investment Corporation 40 East 14 Realty Associates General Partnership 825 Seventh Avenue Holding Corporation Menands Holdings Corporation Two Guys From Harrison, N.Y. , Inc. VRT (Units issued in 909 refinancing)		
188	Washington Design Center, L.L.C.		
189	Merchandise Mart Owners, L.L.C.		
203	H2K L.L.C. (MERCHANDISE MART ENTERPRISES, L.L.C.)		
200	World Trade Center Chicago, L.L.C.		
192	3,500,000	\$ 87,500,000	10.45%
239	549,336	\$ 27,466,800	3.28%
240	8,000,000	\$200,000,000	23.90%
241	5,000,000	\$125,000,000	14.93%
1000	7,480,000	\$187,000,000	22.34%
	840,000	\$ 21,000,000	2.51%
	7,200,000	\$180,000,000	21.51%
	360,000	\$ 9,000,000	1.08%
	58 LEXINGTON ASSOCIATES LP (F-1)		
242	Commonwealth Atlantic Properties Inc.		

243 Commonwealth Atlantic - Crystal City OP Holding Inc.

197 Jacob H Froelich, Jr.  
 194 S.D. Phillips  
 196 George W Lyles  
 199 Canoe House Partners, LLC  
 193 Roaring Gap Limited Partnership  
 195 Phillips Property Company, LLC

252-990 NEWKIRK PARTNERS

106 THE MENDIK PARTNERSHIP, L.P.  
 191 Mendik Holdings L.L.C.  
 40 FW / Mendik REIT, L.L.C.  
 1279 Mendik Realty Company  
 107 Mendik RELP Corp.  
 1272 1992 Jessica Greenbaum Trust  
 1273 1992 Allison Greenbaum Trust  
 251 2750 Associates Limited Partnership  
 6 Abrams, Trust U/W/O Ralph  
 214 ACI Associates  
 7 Adler, Robert  
 1002 Alibo Financing Corp.  
 215 Allen & Company Incorporated  
 216 Allen, C. Robert III  
 8 Alpert, Vicki  
 9 Ambassador Construction Company, Inc.  
 10 Aschendorf- Shasha, Ellen  
 11 Ash, Herbert  
 171 Aubert, Lysa  
 13 Barr, Thomas  
 12 Barkin, Leonard  
 173 Batkin, Nancy 1998 Trust u/a/d 5/11/98  
 17 Berenson, David  
 18 Berenson, Joan  
 19 Berenson, Richard  
 20 BERENSON, ROBERT  
 174 Berger, Alice C.  
 21 Bianculli, Louis  
 22 Bierman, Jacquin  
 23 Blumenthal, Joel Marie  
 190 Bonk, Chris  
 24 Braverman, Madlyn  
 217 Burack, Daniel A.  
 CALLOWAY, NICOLE DUNAY  
 26 Carb, Sally  
 244 Carney, Margaret R.  
 28 Chambers, Robert  
 25 CHO Enterprises  
 218 Damson, Barrie  
 30 Dembner, Shirley  
 29 Dembner, Shirley UGMA for Lindsey Dembner  
 1274 DL Investment  
 31 Doner, Max  
 32 Downey, Michael  
 33 Dryfoos, Jacqueline  
 34 Dubrowski, Raymond

Partner #	Class of Units	\$50.00		
		Series E-1 Preferred Units	Value of Series E-1	Percentage of Series E-1
1	VORNADO REALTY TRUST VORNADO REALTY TRUST Vornado Finance Corp Vornado Investment Corporation 40 East 14 Realty Associates General Partnership 825 Seventh Avenue Holding Corporation Menands Holdings Corporation Two Guys From Harrison, N.Y. , Inc. VRT (Units issued in 909 refinancing)			
188	Washington Design Center, L.L.C.			
189	Merchandise Mart Owners, L.L.C.			
203	H2K L.L.C. (MERCHANDISE MART ENTERPRISES, L.L.C.)			
200	World Trade Center Chicago, L.L.C.			
192	Goldman Sachs (Greene Street) 1998 Exchange Fund L.P. (D-1)			
239	Meadowbrook Equity Fund II, LLC. (D-2)			

240 Goldman Sachs 1999 Exchange Place Fund, LP (D-3)  
 241 TMCT II, LLC (D-4)  
 1000 GS-MSD Select Sponsors, L.P. (D-5)  
 SSB Tax Advantage Exchange Fund III REIT, Inc. (D-6)  
 Goldman Sachs 2000 Exchange Place Fund, LP (D-7)  
 SSB Tax Advantage Exchange Fund III REIT, Inc. (D-8)

58 LEXINGTON ASSOCIATES LP (F-1)

242	Commonwealth Atlantic Properties Inc.	3,899,333	\$194,966,650	78.02%
243	Commonwealth Atlantic - Crystal City OP Holding Inc.	1,098,667	\$ 54,933,350	21.98%

197 Jacob H Froelich, Jr.  
 194 S.D. Phillips  
 196 George W Lyles  
 199 Canoe House Partners, LLC  
 193 Roaring Gap Limited Partnership  
 195 Phillips Property Company, LLC

252-990 NEWKIRK PARTNERS

106 THE MENDIK PARTNERSHIP, L.P.  
 191 Mendik Holdings L.L.C.  
 40 FW / Mendik REIT, L.L.C.  
 1279 Mendik Realty Company  
 107 Mendik RELP Corp.  
 1272 1992 Jessica Greenbaum Trust  
 1273 1992 Allison Greenbaum Trust  
 251 2750 Associates Limited Partnership  
 6 Abrams, Trust U/W/O Ralph  
 214 ACI Associates  
 7 Adler, Robert  
 1002 Alibo Financing Corp.  
 215 Allen & Company Incorporated  
 216 Allen, C. Robert III  
 8 Alpert, Vicki  
 9 Ambassador Construction Company, Inc.  
 10 Aschendorf- Shasha, Ellen  
 11 Ash, Herbert  
 171 Aubert, Lysa  
 13 Barr, Thomas  
 12 Barkin, Leonard  
 173 Batkin, Nancy 1998 Trust u/a/d 5/11/98  
 17 Berenson, David  
 18 Berenson, Joan  
 19 Berenson, Richard  
 20 BERENSON, ROBERT  
 174 Berger, Alice C.  
 21 Bianculli, Louis  
 22 Bierman, Jacquin  
 23 Blumenthal, Joel Marie  
 190 Bonk, Chris  
 24 Braverman, Madlyn  
 217 Burack, Daniel A.  
 CALLOWAY, NICOLE DUNAY  
 Carb, Sally  
 244 Carney, Margaret R.  
 28 Chambers, Robert  
 25 CHO Enterprises  
 218 Damson, Barrie  
 30 Dembner, Shirley  
 29 Dembner, Shirley UGMA for Lindsey Dembner  
 1274 DL Investment  
 31 Doner, Max  
 32 Downey, Michael  
 33 Dryfoos, Jacqueline  
 34 Dubrowski, Raymond

\$25.00

Partner #	Series F-1 Preferred Units	Value of Series F-1	Percentage of Series F-1
--------------	----------------------------------	---------------------------	--------------------------------

1	VORNADO REALTY TRUST VORNADO REALTY TRUST Vornado Finance Corp Vornado Investment Corporation 40 East 14 Realty Associates General Partnership 825 Seventh Avenue Holding Corporation Menands Holdings Corporation Two Guys From Harrison, N.Y. , Inc.		
---	--	--	--

VRT (Units issued in 909 refinancing)

188	Washington Design Center, L.L.C.			
189	Merchandise Mart Owners, L.L.C.			
203	H2K L.L.C. (MERCHANDISE MART ENTERPRISES, L.L.C.)			
200	World Trade Center Chicago, L.L.C.			
192	Goldman Sachs (Greene Street) 1998 Exchange Fund L.P. (D-1)			
239	Meadowbrook Equity Fund II, LLC. (D-2)			
240	Goldman Sachs 1999 Exchange Place Fund, LP (D-3)			
241	TMCT II, LLC (D-4)			
1000	GS-MSD Select Sponsors, L.P. (D-5)			
	SSB Tax Advantage Exchange Fund III REIT, Inc. (D-6)			
	Goldman Sachs 2000 Exchange Place Fund, LP (D-7)			
	SSB Tax Advantage Exchange Fund III REIT, Inc. (D-8)			
	58 LEXINGTON ASSOCIATES LP (F-1)	400,000	10,000,000	100.00%
242	Commonwealth Atlantic Properties Inc.			
243	Commonwealth Atlantic - Crystal City OP Holding Inc.			
197	Jacob H Froelich, Jr.			
194	S.D. Phillips			
196	George W Lyles			
199	Canoe House Partners, LLC			
193	Roaring Gap Limited Partnership			
195	Phillips Property Company, LLC			
252-990	NEWKIRK PARTNERS			
106	THE MENDIK PARTNERSHIP, L.P.			
191	Mendik Holdings L.L.C.			
40	FW / Mendik REIT, L.L.C.			
1279	Mendik Realty Company			
107	Mendik RELP Corp.			
1272	1992 Jessica Greenbaum Trust			
1273	1992 Allison Greenbaum Trust			
251	2750 Associates Limited Partnership			
6	Abrams, Trust U/W/O Ralph			
214	ACI Associates			
7	Adler, Robert			
1002	Alibo Financing Corp.			
215	Allen & Company Incorporated			
216	Allen, C. Robert III			
8	Alpert, Vicki			
9	Ambassador Construction Company, Inc.			
10	Aschendorf- Shasha, Ellen			
11	Ash, Herbert			
171	Aubert, Lysa			
13	Barr, Thomas			
12	Barkin, Leonard			
173	Batkin, Nancy 1998 Trust u/a/d 5/11/98			
17	Berenson, David			
18	Berenson, Joan			
19	Berenson, Richard			
20	BERENSON, ROBERT			
174	Berger, Alice C.			
21	Bianculli, Louis			
22	Bierman, Jacquin			
23	Blumenthal, Joel Marie			
190	Bonk, Chris			
24	Braverman, Madlyn			
217	Burack, Daniel A.			
	CALLOWAY, NICOLE DUNAY			
26	Carb, Sally			
244	Carney, Margaret R.			
28	Chambers, Robert			
25	CHO Enterprises			
218	Damson, Barrie			
30	Dembner, Shirley			
29	Dembner, Shirley UGMA for Lindsey Dembner			
1274	DL Investment			
31	Doner, Max			
32	Downey, Michael			
33	Dryfoos, Jacqueline			
34	Dubrowski, Raymond			

Partner #	Common Units		Total Common Units
	A	D	

	VORNADO REALTY TRUST	88,722,323		88,722,323
	Vornado Finance Corp			0
	Vornado Investment Corporation			0
	40 East 14 Realty Associates			0
	General Partnership			0
	825 Seventh Avenue Holding Corporation			0
	Menands Holdings Corporation			0
	Two Guys From Harrison, N.Y. , Inc.			0
	VRT (Units issued in 909 refinancing)	13,248		13,248
188	Washington Design Center, L.L.C.	0		0
189	Merchandise Mart Owners, L.L.C.			0
203	H2K L.L.C. (MERCHANDISE MART ENTERPRISES, L.L.C.)	365,059		365,059
200	World Trade Center Chicago, L.L.C.	23,948		23,948
192	Goldman Sachs (Greene Street) 1998 Exchange Fund L.P. (D-1)			0
239	Meadowbrook Equity Fund II, LLC. (D-2)			0
240	Goldman Sachs 1999 Exchange Place Fund, LP (D-3)			0
241	TMCT II, LLC (D-4)			0
1000	GS-MSD Select Sponsors, L.P. (D-5)			0
	SSB Tax Advantage Exchange Fund III REIT, Inc. (D-6)			0
	Goldman Sachs 2000 Exchange Place Fund, LP (D-7)			0
	SSB Tax Advantage Exchange Fund III REIT, Inc. (D-8)			0
	58 LEXINGTON ASSOCIATES LP (F-1)			
242	Commonwealth Atlantic Properties Inc.			0
243	Commonwealth Atlantic - Crystal City OP Holding Inc.			0
197	Jacob H Froelich, Jr.	202,411		202,411
194	S.D. Phillips			0
196	George W Lyles			0
199	Canoe House Partners, LLC			0
193	Roaring Gap Limited Partnership			0
195	Phillips Property Company, LLC			0
252-990	NEWKIRK PARTNERS	1,797,162		1,797,162
106	THE MENDIK PARTNERSHIP, L.P.	593,270		593,270
191	Mendik Holdings L.L.C.	0		0
40	FW / Mendik REIT, L.L.C.	0		0
1279	Mendik Realty Company	27,575		27,575
107	Mendik RELP Corp.	846		846
1272	1992 Jessica Greenbaum Trust	89,030		89,030
1273	1992 Allison Greenbaum Trust	89,030		89,030
251	2750 Associates Limited Partnership		2,704	2,704
6	Abrams, Trust U/W/O Ralph		7,244	7,244
214	ACI Associates	1,057		1,057
7	Adler, Robert		2,496	2,496
1002	Alibo Financing Corp.	1365		1,365
215	Allen & Company Incorporated	1,760		1,760
216	Allen, C. Robert III	880		880
8	Alpert, Vicki		5,228	5,228
9	Ambassador Construction Company, Inc.		27,939	27,939
10	Aschendorf- Shasha, Ellen		1,710	1,710
11	Ash, Herbert		154	154
171	Aubert, Lysa		4,534	4,534
13	Barr, Thomas		1,844	1,844
12	Barkin, Leonard		962	962
173	Batkin, Nancy 1998 Trust u/a/d 5/11/98	130	6,338	6,468
17	Berenson, David		1,034	1,034
18	Berenson, Joan		1,382	1,382
19	Berenson, Richard		842	842
20	BERENSON, ROBERT		0	0
174	Berger, Alice C.		0	0
21	Bianculli, Louis		5,604	5,604
22	Bierman, Jacquin		5,376	5,376
23	Blumenthal, Joel Marie		154	154
190	Bonk, Chris	83,098	0	83,098
24	Braverman, Madlyn		35,032	35,032
217	Burack, Daniel A.	176		176
	CALLOWAY, NICOLE DUNAY			0
26	Carb, Sally		1,793	1,793
244	Carney, Margaret R.		1,419	1,419
28	Chambers, Robert	222	7,961	8,183
25	CHO Enterprises		5,364	5,364
218	Damson, Barrie	1,144		1,144
30	Dembner, Shirley	145	78	223
29	Dembner, Shirley UGMA for Lindsey Dembner		3,462	3,462
1274	DL Investment	43,271		43,271
31	Doner, Max		3,364	3,364
32	Downey, Michael	89,482		89,482
33	Dryfoos, Jacqueline		962	962
34	Dubrowski, Raymond		2,304	2,304

Partner #		Value Common Units	Percentage Common Units	Total Units
1	VORNADO REALTY TRUST			102,510,378
	VORNADO REALTY TRUST	3,460,170,597	93.8069%	
	Vornado Finance Corp	0	0.0000%	
	Vornado Investment Corporation	0	0.0000%	
	40 East 14 Realty Associates	0	0.0000%	
	General Partnership	0	0.0000%	
	825 Seventh Avenue Holding Corporation	0	0.0000%	
	Menands Holdings Corporation	0	0.0000%	
	Two Guys From Harrison, N.Y. , Inc.	0	0.0000%	
	VRT (Units issued in 909 refinancing)	516,672	0.0140%	13,248
188	Washington Design Center, L.L.C.	0	0.0000%	300,000
189	Merchandise Mart Owners, L.L.C.	0	0.0000%	1,049,349
203	H2K L.L.C. (MERCHANDISE MART ENTERPRISES, L.L.C.)	14,237,301	0.3860%	365,059
200	World Trade Center Chicago, L.L.C.	933,972	0.0253%	23,948
192	Goldman Sachs (Greene Street) 1998 Exchange Fund L.P. (D-1)	0	0.0000%	3,500,000
239	Meadowbrook Equity Fund II, LLC. (D-2)	0	0.0000%	549,336
240	Goldman Sachs 1999 Exchange Place Fund, LP (D-3)	0	0.0000%	8,000,000
241	TMCT II, LLC (D-4)	0	0.0000%	5,000,000
1000	GS-MSD Select Sponsors, L.P. (D-5)	0	0.0000%	7,480,000
	SSB Tax Advantage Exchange Fund III REIT, Inc. (D-6)	0	0.0000%	840,000
	Goldman Sachs 2000 Exchange Place Fund, LP (D-7)	0	0.0000%	7,200,000
	SSB Tax Advantage Exchange Fund III REIT, Inc. (D-8)	0	0.0000%	360,000
58	LEXINGTON ASSOCIATES LP (F-1)		0.0000%	400,000
242	Commonwealth Atlantic Properties Inc.	0	0.0000%	3,899,333
243	Commonwealth Atlantic - Crystal City OP Holding Inc.	0	0.0000%	1,098,667
197	Jacob H Froelich, Jr.	7,894,029	0.2140%	352,478
194	S.D. Phillips	0	0.0000%	9,976
196	George W Lyles	0	0.0000%	70,044
199	Canoe House Partners, LLC	0	0.0000%	200,090
193	Roaring Gap Limited Partnership	0	0.0000%	290,158
195	Phillips Property Company, LLC	0	0.0000%	27,577
252-990	NEWKIRK PARTNERS	70,089,318	1.9002%	1,797,162
106	THE MENDIK PARTNERSHIP, L.P.	23,137,530	0.6273%	593,270
191	Mendik Holdings L.L.C.	0	0.0000%	0
40	FW / Mendik REIT, L.L.C.	0	0.0000%	0
1279	Mendik Realty Company	1,075,425	0.0292%	27,575
107	Mendik RELP Corp.	32,994	0.0009%	846
1272	1992 Jessica Greenbaum Trust	3,472,170	0.0941%	89,030
1273	1992 Allison Greenbaum Trust	3,472,170	0.0941%	89,030
251	2750 Associates Limited Partnership	105,456	0.0029%	2,704
6	Abrams, Trust U/W/O Ralph	282,516	0.0077%	7,244
214	ACI Associates	41,223	0.0011%	1,057
7	Adler, Robert	97,344	0.0026%	2,496
1002	Alibo Financing Corp.	\$53,235	0.0014%	1,365
215	Allen & Company Incorporated	68,640	0.0019%	1,760
216	Allen, C. Robert III	34,320	0.0009%	880
8	Alpert, Vicki	203,892	0.0055%	5,228
9	Ambassador Construction Company, Inc.	1,089,621	0.0295%	27,939
10	Aschendorf- Shasha, Ellen	66,690	0.0018%	1,710
11	Ash, Herbert	6,006	0.0002%	154
171	Aubert, Lysa	176,826	0.0048%	4,534
13	Barr, Thomas	71,916	0.0019%	1,844
12	Barkin, Leonard	37,518	0.0010%	962
173	Batkin, Nancy 1998 Trust u/a/d 5/11/98	252,252	0.0068%	6,468
17	Berenson, David	40,326	0.0011%	1,034
18	Berenson, Joan	53,898	0.0015%	1,382
19	Berenson, Richard	32,838	0.0009%	842
20	BERENSON, ROBERT	0	0.0000%	0
174	Berger, Alice C.	0	0.0000%	0
21	Bianculli, Louis	218,556	0.0059%	5,604
22	Bierman, Jacquin	209,664	0.0057%	5,376
23	Blumenthal, Joel Marie	6,006	0.0002%	154
190	Bonk, Chris	3,240,822	0.0879%	83,098
24	Braverman, Madlyn	1,366,248	0.0370%	35,032
217	Burack, Daniel A.	6,864	0.0002%	176
	CALLOWAY, NICOLE DUNAY	0	0.0000%	0
26	Carb, Sally	69,927	0.0019%	1,793
244	Carney, Margaret R.	55,341	0.0015%	1,419
28	Chambers, Robert	319,137	0.0087%	8,183
25	CHO Enterprises	209,196	0.0057%	5,364
218	Damson, Barrie	44,616	0.0012%	1,144
30	Dembner, Shirley	8,697	0.0002%	223
29	Dembner, Shirley UGMA for Lindsey Dembner	135,018	0.0037%	3,462
1274	DL Investment	1,687,569	0.0458%	43,271

31	Doner, Max	131,196	0.0036%	3,364
32	Downey, Michael	3,489,798	0.0946%	89,482
33	Dryfoos, Jacqueline	37,518	0.0010%	962
34	Dubrowski, Raymond	89,856	0.0024%	2,304

Partner #		Total Value	Percentage Interest
1	VORNADO REALTY TRUST VORNADO REALTY TRUST Vornado Finance Corp Vornado Investment Corporation 40 East 14 Realty Associates General Partnership 825 Seventh Avenue Holding Corporation Menands Holdings Corporation Two Guys From Harrison, N.Y. , Inc. VRT (Units issued in 909 refinancing)	3,957,618,743  516,672	73.4556%  0.0096%
188	Washington Design Center, L.L.C.	15,000,000	0.2784%
189	Merchandise Mart Owners, L.L.C.	52,467,450	0.9738%
203	H2K L.L.C. (MERCHANDISE MART ENTERPRISES, L.L.C.)	14,237,301	0.2643%
200	World Trade Center Chicago, L.L.C.	933,972	0.0173%
192	Goldman Sachs (Greene Street) 1998 Exchange Fund L.P. (D-1)	87,500,000	1.6240%
239	Meadowbrook Equity Fund II, LLC. (D-2)	27,466,800	0.5098%
240	Goldman Sachs 1999 Exchange Place Fund, LP (D-3)	200,000,000	3.7121%
241	TMCT II, LLC (D-4)	125,000,000	2.3201%
1000	GS-MSD Select Sponsors, L.P. (D-5)	187,000,000	3.4708%
	SSB Tax Advantage Exchange Fund III REIT, Inc. (D-6)	21,000,000	0.3898%
	Goldman Sachs 2000 Exchange Place Fund, LP (D-7)	180,000,000	3.3409%
	SSB Tax Advantage Exchange Fund III REIT, Inc. (D-8)	9,000,000	0.1670%
58	LEXINGTON ASSOCIATES LP (F-1)	10,000,000	0.1856%
242	Commonwealth Atlantic Properties Inc.	194,966,650	3.6187%
243	Commonwealth Atlantic - Crystal City OP Holding Inc.	54,933,350	1.0196%
197	Jacob H Froelich, Jr.	15,397,379	0.2858%
194	S.D. Phillips	498,800	0.0093%
196	George W Lyles	3,502,200	0.0650%
199	Canoe House Partners, LLC	10,004,500	0.1857%
193	Roaring Gap Limited Partnership	14,507,900	0.2693%
195	Phillips Property Company, LLC	1,378,850	0.0256%
252-990	NEWKIRK PARTNERS	70,089,318	1.3009%
106	THE MENDIK PARTNERSHIP, L.P.	23,137,530	0.4294%
191	Mendik Holdings L.L.C.	0	0.0000%
40	FW / Mendik REIT, L.L.C.	0	0.0000%
1279	Mendik Realty Company	1,075,425	0.0200%
107	Mendik RELP Corp.	32,994	0.0006%
1272	1992 Jessica Greenbaum Trust	3,472,170	0.0644%
1273	1992 Allison Greenbaum Trust	3,472,170	0.0644%
251	2750 Associates Limited Partnership	105,456	0.0020%
6	Abrams, Trust U/W/O Ralph	282,516	0.0052%
214	ACI Associates	41,223	0.0008%
7	Adler, Robert	97,344	0.0018%
1002	Alibo Financing Corp.	\$53,235	0.0010%
215	Allen & Company Incorporated	68,640	0.0013%
216	Allen, C. Robert III	34,320	0.0006%
8	Alpert, Vicki	203,892	0.0038%
9	Ambassador Construction Company, Inc.	1,089,621	0.0202%
10	Aschendorf- Shasha, Ellen	66,690	0.0012%
11	Ash, Herbert	6,006	0.0001%
171	Aubert, Lysa	176,826	0.0033%
13	Barr, Thomas	71,916	0.0013%
12	Barkin, Leonard	37,518	0.0007%
173	Batkin, Nancy 1998 Trust u/a/d 5/11/98	252,252	0.0047%
17	Berenson, David	40,326	0.0007%
18	Berenson, Joan	53,898	0.0010%
19	Berenson, Richard	32,838	0.0006%
20	BERENSON, ROBERT	0	0.0000%
174	Berger, Alice C.	0	0.0000%
21	Bianculli, Louis	218,556	0.0041%
22	Bierman, Jacquin	209,664	0.0039%
23	Blumenthal, Joel Marie	6,006	0.0001%
190	Bonk, Chris	3,240,822	0.0602%
24	Braverman, Madlyn	1,366,248	0.0254%
217	Burack, Daniel A.	6,864	0.0001%
	CALLOWAY, NICOLE DUNAY	0	0.0000%
26	Carb, Sally	69,927	0.0013%
244	Carney, Margaret R.	55,341	0.0010%
28	Chambers, Robert	319,137	0.0059%
25	CHO Enterprises	209,196	0.0039%

218	Damson, Barrie	44,616	0.0008%
30	Dembner, Shirley	8,697	0.0002%
29	Dembner, Shirley UGMA for Lindsey Dembner	135,018	0.0025%
1274	DL Investment	1,687,569	0.0313%
31	Doner, Max	131,196	0.0024%
32	Downey, Michael	3,489,798	0.0648%
33	Dryfoos, Jacqueline	37,518	0.0007%
34	Dubrowski, Raymond	89,856	0.0017%

26

VORNADO REALTY L.P.  
PARTNERS AND PARTNERSHIP INTERESTS  
EXHIBIT A (07/25/01)  
(NEW ISSUE F-1'S 58 LEXINGTON ASSOCIATES LP)

Partner #	\$25.00 Class of Units		
	Series D-(1-8) Preferred Units	Value of Series D-(1-8)	Percentage of Series D-(1-8)
219	DUNAY, ALEXIA		
35	EEE Investments LP		
36	Elson, Edward E.		
70	Evans, Ben		
38	FIELD, WALTER L.		
39	JESSE FIERSTEIN & CO.		
41	Fischer, Alan A.		
42	Freedman, Robert		
43	Gershon, Estate of Murray		
44	Getz, Howard		
46	Getz, Sandra		
176	Getz, Sandra & Howard		
47	Gold, Frederica		
49	Ginsberg, Adele		
50	Goldberg, Clarence		
52	Goldring, Stanley		
53	Goldschmidt, Beatrice		
54	Goldschmidt, Charles		
177	Goldschmidt, Edward		
178	Goldschmidt, Lawrence		
1276	Goldschmidt, Peter		
220	Goldschmidt, Richard		
55	Gordon, Herta		
56	Gordon, Melvin		
207	Gorfinkle, Alaine		
58	Gorfinkle, Lawrence		
57	Gould Investors, L.P.		
1277	Green, Bernard		
59	Green, Barbara		
60	Greenbaum, David R.		
48	Greif, Goldie		
221	Gutenberg, Bernice		
62	H L Silbert trustee U/W of H A Goldman		
179	Hagler, Philip Trustee Hagler Family Trust u/a 6/98		
222	Harteveldt, Robert L.		
64	Hassler, Jane		
63	Hauser, Rita F.		
65	Hirsch, Phillip J.		
66	Hirsch, Judith		
37	HIRSCHTRITT, LEAH		
69	Hrusha, Alan		
71	Hutner, Anne Trust F/B/O		
73	FIERSTEIN CO.		
74	Jaffe, Elizabeth		
76	Jones, Hazel		
77	Kaufman, Robert M.		
79	Klein, Robin		
80	Knight, Laureine		
246	Komaroff, Stanley		
181	Kosloff, Andrea		
223	Kosloff, Andrea UGMA for Adam Kosloff		
1003	Kosloff, Andrea UGMA for Justin Kosloff		
84	Koven, Corey		
	Koven, Esther		
	Kramer, Terry Allen		
	Kramer, Irwin H & Terry Allen JTWROS		
	Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust		
	Kramer, Saul		







221 Hagler, Philip Trustee Hagler Family Trust u/a 6/98  
 62 Harteveltdt, Robert L.  
 179 Hassler, Jane  
 222 Hauser, Rita F.  
 64 Hirsch, Phillip J.  
 63 Hirsch, Judith  
 HIRSCHTRITT, LEAH  
 65 Hrusha, Alan  
 66 Hutner, Anne Trust F/B/O  
 37 FIERSTEIN CO.  
 69 Jaffe, Elizabeth  
 71 Jones, Hazel  
 73 Kaufman, Robert M.  
 74 Klein, Robin  
 76 Knight, Laureine  
 77 Komaroff, Stanley  
 79 Kosloff, Andrea  
 78 Kosloff, Andrea UGMA for Adam Kosloff  
 80 Kosloff, Andrea UGMA for Justin Kosloff  
 246 Koven, Corey  
 181 Koven, Esther  
 Kramer, Terry Allen  
 223 Kramer, Irwin H & Terry Allen JTWR0S  
 1003 Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust  
 84 Kramer, Saul  
 85 Kuhn, James D.  
 86 Kuhn, Leo  
 88 Kurshan, Herbert  
 224 Langenmyer Co.  
 89 Lauder, Leonard  
 90 Lauder, Ronald  
 91 Leff, Joseph  
 92 Leff, Valerie  
 93 Lefkowitz, Howard  
 95 Liroff, Harriett  
 96 Liroff, Richard  
 98 Loewengart, Irene  
 99 Lovitz, David  
 187 M. Westport Associates  
 225 M-L Three  
 100 Maayan Partners  
 247 Magid, Eleanore  
 226 MAHONEY, DAVID J.  
 MAHONEY, DAVID J. ESTATE OF  
 227 Mank, Edward H.  
 101 Marvin, Morton  
 102 Marvin, Suzanne  
 103 Maynard, Jean  
 104 Mazer, David  
 105 Mazer, Richard  
 228 McKee, William S.  
 1278 Meister, Wendy A.  
 229 Meister, Robert A.  
 1280 MENDIK, BERNARD  
 THE ESTATE OF BERNARD H. MENDIK

Partner #	Common Units		Total Common Units
	A	D	
			0
	1,760		1,760
219	0		0
35		104	104
36		1,680	1,680
70		4,045	4,045
38		3,364	3,364
39		5,770	5,770
41		10,494	10,494
42		333	333
43		7,328	7,328
44		748	748
46		414	414
176		932	932
47		916	916
49		10,833	10,833
50		22,045	22,045
52	21	10,752	10,773
53		12,842	12,842
54	21	67,454	67,475
177		2,796	2,796
178		2,796	2,796

1276	Gordon, Herta	440		440
220	Gordon, Melvin	0		0
55	Gorfinkle, Alaine		664	664
56	Gorfinkle, Lawrence	21	3,830	3,851
207	Gould Investors, L.P.	458,964		458,964
58	Green, Bernard		8,548	8,548
57	Green, Barbara		8,546	8,546
1277	Greenbaum, David R.	525,726		525,726
59	Greif, Goldie		6,724	6,724
60	Gutenberg, Bernice		688	688
48	H L Silbert trustee U/W of H A Goldman		38,692	38,692
221	Hagler, Philip Trustee Hagler Family Trust u/a 6/98	77	14,631	14,708
62	Hartveltdt, Robert L.		0	0
179	Hassler, Jane		2,797	2,797
222	Hauser, Rita F.	1,760		1,760
64	Hirsch, Phillip J.		338	338
63	Hirsch, Judith		338	338
	HIRSCHTRITT, LEAH			0
65	Hrusha, Alan		1,844	1,844
66	Hutner, Anne Trust F/B/O		15,944	15,944
37	FIERSTEIN CO.		28,415	28,415
69	Jaffe, Elizabeth		76	76
71	Jones, Hazel		2,496	2,496
73	Kaufman, Robert M.		338	338
74	Klein, Robin		3,364	3,364
76	Knight, Laureine	10,242		10,242
77	Komaroff, Stanley		576	576
79	Kosloff, Andrea		78	78
78	Kosloff, Andrea UGMA for Adam Kosloff		2,116	2,116
80	Kosloff, Andrea UGMA for Justin Kosloff		2,116	2,116
246	Koven, Corey		2,791	2,791
181	Koven, Esther		14,400	14,400
	Kramer, Terry Allen	1,760		1,760
223	Kramer, Irwin H & Terry Allen JTWR0S	0		0
1003	Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust	1,760		1,760
84	Kramer, Saul		652	652
85	Kuhn, James D.	168,912		168,912
86	Kuhn, Leo		902	902
88	Kurshan, Herbert		2,496	2,496
224	Langenmyer Co.	880		880
89	Lauder, Leonard		4,660	4,660
90	Lauder, Ronald		4,660	4,660
91	Leff, Joseph		3,364	3,364
92	Leff, Valerie		3,364	3,364
93	Lefkowitz, Howard		414	414
95	Liroff, Harriett		12,166	12,166
96	Liroff, Richard		1,532	1,532
98	Loewengart, Irene		1,664	1,664
99	Lovitz, David		2,244	2,244
187	M. Westport Associates	0		0
225	M-L Three	1,760		1,760
100	Maayan Partners		9,616	9,616
247	Magid, Eleanore		2,326	2,326
226	MAHONEY, DAVID J.	0		0
	MAHONEY, DAVID J. ESTATE OF	1,760		1,760
227	Mank, Edward H.	1,760		1,760
101	Marvin, Morton		914	914
102	Marvin, Suzanne		76	76
103	Maynard, Jean		2,304	2,304
104	Mazer, David		6,724	6,724
105	Mazer, Richard		6,724	6,724
228	McKee, William S.	264		264
1278	Meister, Wendy A.	0		0
229	Meister, Robert A.	880		880
1280	MENDIK, BERNARD	0		0
	THE ESTATE OF BERNARD H. MENDIK	0		0

Partner #		Value Common Units	Percentage Common Units	Total Units
	DUNAY, ALEXIA	0	0.0000%	0
	EEE Investments LP	68,640	0.0019%	1,760
219	Elson, Edward E.	0	0.0000%	0
35	Evans, Ben	4,056	0.0001%	104
36	FIELD, WALTER L.	65,520	0.0018%	1,680
70	JESSE FIERSTEIN & CO.	157,755	0.0043%	4,045
38	Fischer, Alan A.	131,196	0.0036%	3,364
39	Freedman, Robert	225,030	0.0061%	5,770
41	Gershon, Estate of Murray	409,266	0.0111%	10,494
42	Getz, Howard	12,987	0.0004%	333
43	Getz, Sandra	285,792	0.0077%	7,328

44	Getz, Sandra & Howard	29,172	0.0008%	748
46	Gold, Frederica	16,146	0.0004%	414
176	Ginsberg, Adele	23,300	0.0010%	932
47	Goldberg, Clarence	35,724	0.0010%	916
49	Goldring, Stanley	422,487	0.0115%	10,833
50	Goldschmidt, Beatrice	859,755	0.0233%	22,045
52	Goldschmidt, Charles	420,147	0.0114%	10,773
53	Goldschmidt, Edward	500,838	0.0136%	12,842
54	Goldschmidt, Lawrence	2,631,525	0.0713%	67,475
177	Goldschmidt, Peter	109,044	0.0030%	2,796
178	Goldschmidt, Richard	109,044	0.0030%	2,796
1276	Gordon, Herta	17,160	0.0005%	440
220	Gordon, Melvin	0	0.0000%	0
55	Gorfinkle, Alaine	25,896	0.0007%	664
56	Gorfinkle, Lawrence	150,189	0.0041%	3,851
207	Gould Investors, L.P.	17,899,596	0.4853%	458,964
58	Green, Bernard	333,372	0.0090%	8,548
57	Green, Barbara	333,294	0.0090%	8,546
1277	Greenbaum, David R.	20,503,314	0.5559%	525,726
59	Greif, Goldie	262,236	0.0071%	6,724
60	Gutenberg, Bernice	26,832	0.0007%	688
48	H L Silbert trustee U/W of H A Goldman	1,508,988	0.0409%	38,692
221	Hagler, Philip Trustee Hagler Family Trust u/a 6/98	573,612	0.0156%	14,708
62	Harteveldt, Robert L.	0	0.0000%	0
179	Hassler, Jane	109,083	0.0030%	2,797
222	Hauser, Rita F.	68,640	0.0019%	1,760
64	Hirsch, Phillip J.	13,182	0.0004%	338
63	Hirsch, Judith	13,182	0.0004%	338
	HIRSCHTRITT, LEAH	0	0.0000%	0
65	Hrusha, Alan	71,916	0.0019%	1,844
66	Hutner, Anne Trust F/B/O	621,816	0.0169%	15,944
37	FIERSTEIN CO.	1,108,185	0.0300%	28,415
69	Jaffe, Elizabeth	2,964	0.0001%	76
71	Jones, Hazel	97,344	0.0026%	2,496
73	Kaufman, Robert M.	13,182	0.0004%	338
74	Klein, Robin	131,196	0.0036%	3,364
76	Knight, Laureine	399,438	0.0108%	10,242
77	Komaroff, Stanley	22,464	0.0006%	576
79	Kosloff, Andrea	3,042	0.0001%	78
78	Kosloff, Andrea UGMA for Adam Kosloff	82,524	0.0022%	2,116
80	Kosloff, Andrea UGMA for Justin Kosloff	82,524	0.0022%	2,116
246	Koven, Corey	108,849	0.0030%	2,791
181	Koven, Esther	561,600	0.0152%	14,400
	Kramer, Terry Allen	68,640	0.0019%	1,760
223	Kramer, Irwin H & Terry Allen JTWR0S	0	0.0000%	0
1003	Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust	68,640	0.0019%	1,760
84	Kramer, Saul	25,428	0.0007%	652
85	Kuhn, James D.	6,587,568	0.1786%	168,912
86	Kuhn, Leo	35,178	0.0010%	902
88	Kurshan, Herbert	97,344	0.0026%	2,496
224	Langenmyer Co.	34,320	0.0009%	880
89	Lauder, Leonard	181,740	0.0049%	4,660
90	Lauder, Ronald	181,740	0.0049%	4,660
91	Leff, Joseph	131,196	0.0036%	3,364
92	Leff, Valerie	131,196	0.0036%	3,364
93	Lefkowitz, Howard	16,146	0.0004%	414
95	Liroff, Harriett	474,474	0.0129%	12,166
96	Liroff, Richard	59,748	0.0016%	1,532
98	Loewengart, Irene	64,896	0.0018%	1,664
99	Lovitz, David	87,516	0.0024%	2,244
187	M. Westport Associates	0	0.0000%	0
225	M-L Three	68,640	0.0019%	1,760
100	Maayan Partners	375,024	0.0102%	9,616
247	Magid, Eleanore	90,714	0.0025%	2,326
226	MAHONEY, DAVID J.	0	0.0000%	0
	MAHONEY, DAVID J. ESTATE OF	68,640	0.0019%	1,760
227	Mank, Edward H.	68,640	0.0019%	1,760
101	Marvin, Morton	35,646	0.0010%	914
102	Marvin, Suzanne	2,964	0.0001%	76
103	Maynard, Jean	89,856	0.0024%	2,304
104	Mazer, David	262,236	0.0071%	6,724
105	Mazer, Richard	262,236	0.0071%	6,724
228	McKee, William S.	10,296	0.0003%	264
1278	Meister, Wendy A.	0	0.0000%	0
229	Meister, Robert A.	34,320	0.0009%	880
1280	MENDIK, BERNARD	0	0.0000%	0
	THE ESTATE OF BERNARD H. MENDIK	0	0.0000%	0

Partner  
#

Total  
Value

Percentage  
Interest

DUNAY, ALEXIA

0

0.0000%

	EEE Investments LP	68,640	0.0013%
219	Elson, Edward E.	0	0.0000%
35	Evans, Ben	4,056	0.0001%
36	FIELD, WALTER L.	65,520	0.0012%
70	JESSE FIERSTEIN & CO.	157,755	0.0029%
38	Fischer, Alan A.	131,196	0.0024%
39	Freedman, Robert	225,030	0.0042%
41	Gershon, Estate of Murray	409,266	0.0076%
42	Getz, Howard	12,987	0.0002%
43	Getz, Sandra	285,792	0.0053%
44	Getz, Sandra & Howard	29,172	0.0005%
46	Gold, Frederica	16,146	0.0003%
176	Ginsberg, Adele	23,300	0.0004%
47	Goldberg, Clarence	35,724	0.0007%
49	Goldring, Stanley	422,487	0.0078%
50	Goldschmidt, Beatrice	859,755	0.0160%
52	Goldschmidt, Charles	420,147	0.0078%
53	Goldschmidt, Edward	500,838	0.0093%
54	Goldschmidt, Lawrence	2,631,525	0.0488%
177	Goldschmidt, Peter	109,044	0.0020%
178	Goldschmidt, Richard	109,044	0.0020%
1276	Gordon, Herta	17,160	0.0003%
220	Gordon, Melvin	0	0.0000%
55	Gorfinkle, Alaine	25,896	0.0005%
56	Gorfinkle, Lawrence	150,189	0.0028%
207	Gould Investors, L.P.	17,899,596	0.3322%
58	Green, Bernard	333,372	0.0062%
57	Green, Barbara	333,294	0.0062%
1277	Greenbaum, David R.	20,503,314	0.3806%
59	Greif, Goldie	262,236	0.0049%
60	Gutenberg, Bernice	26,832	0.0005%
48	H L Silbert trustee U/W of H A Goldman	1,508,988	0.0280%
221	Hagler, Philip Trustee Hagler Family Trust u/a 6/98	573,612	0.0106%
62	Harteveldt, Robert L.	0	0.0000%
179	Hassler, Jane	109,083	0.0020%
222	Hauser, Rita F.	68,640	0.0013%
64	Hirsch, Phillip J.	13,182	0.0002%
63	Hirsch, Judith	13,182	0.0002%
	HIRSCHTRITT, LEAH	0	0.0000%
65	Hrusha, Alan	71,916	0.0013%
66	Hutner, Anne Trust F/B/O	621,816	0.0115%
37	FIERSTEIN CO.	1,108,185	0.0206%
69	Jaffe, Elizabeth	2,964	0.0001%
71	Jones, Hazel	97,344	0.0018%
73	Kaufman, Robert M.	13,182	0.0002%
74	Klein, Robin	131,196	0.0024%
76	Knight, Laureine	399,438	0.0074%
77	Komaroff, Stanley	22,464	0.0004%
79	Kosloff, Andrea	3,042	0.0001%
78	Kosloff, Andrea UGMA for Adam Kosloff	82,524	0.0015%
80	Kosloff, Andrea UGMA for Justin Kosloff	82,524	0.0015%
246	Koven, Corey	108,849	0.0020%
181	Koven, Esther	561,600	0.0104%
	Kramer, Terry Allen	68,640	0.0013%
223	Kramer, Irwin H & Terry Allen JTWR0S	0	0.0000%
1003	Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust	68,640	0.0013%
84	Kramer, Saul	25,428	0.0005%
85	Kuhn, James D.	6,587,568	0.1223%
86	Kuhn, Leo	35,178	0.0007%
88	Kurshan, Herbert	97,344	0.0018%
224	Langenmyer Co.	34,320	0.0006%
89	Lauder, Leonard	181,740	0.0034%
90	Lauder, Ronald	181,740	0.0034%
91	Leff, Joseph	131,196	0.0024%
92	Leff, Valerie	131,196	0.0024%
93	Lefkowitz, Howard	16,146	0.0003%
95	Liroff, Harriett	474,474	0.0088%
96	Liroff, Richard	59,748	0.0011%
98	Loewengart, Irene	64,896	0.0012%
99	Lovitz, David	87,516	0.0016%
187	M. Westport Associates	0	0.0000%
225	M-L Three	68,640	0.0013%
100	Maayan Partners	375,024	0.0070%
247	Magid, Eleanore	90,714	0.0017%
226	MAHONEY, DAVID J.	0	0.0000%
	MAHONEY, DAVID J. ESTATE OF	68,640	0.0013%
227	Mank, Edward H.	68,640	0.0013%
101	Marvin, Morton	35,646	0.0007%
102	Marvin, Suzanne	2,964	0.0001%
103	Maynard, Jean	89,856	0.0017%
104	Mazer, David	262,236	0.0049%
105	Mazer, Richard	262,236	0.0049%
228	McKee, William S.	10,296	0.0002%
1278	Meister, Wendy A.	0	0.0000%
229	Meister, Robert A.	34,320	0.0006%
1280	MENDIK, BERNARD	0	0.0000%
	THE ESTATE OF BERNARD H. MENDIK	0	0.0000%

VORNADO REALTY L.P.  
 PARTNERS AND PARTNERSHIP INTERESTS  
 EXHIBIT A (07/25/01)  
 (NEW ISSUE F-1'S 58 LEXINGTON ASSOCIATES LP)

Partner #	\$25.00 Class of Units		
	Series D-(1-8) Preferred Units	Value of Series D-(1-8)	Percentage of Series D-(1-8)
108	Mendik, Susan		
212	Mendik, Susan Trust u/w/o Jean A. Batkin		
72	L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein		
109	Mil Equities		
201	Myers Group III, Inc.		
202	Myers Group IV, Inc.		
230	Myers, Israel		
185	Nevas, Alan		
186	Nevas, Leo		
111	Novick, Lawrence		
112	Oestreich, David A.		
113	Oestreich, Joan E.		
115	Oppenheimer, Martin J.		
116	Oppenheimer, Suzanne		
210	Phillips, Jonathan		
183	Phillips, Lynn		
158	Prentice Revocable Trust, 12/12/75		
121	Reichler, Richard		
122	Reingold, Suzy		
123	Roberts, H. Richard		
124	Roche, Sara		
125	Rolfe, Ronald		
231	Root, Leon		
126	Rosenberg, Ilse		
97	Rosenheim, Edna Revocable Living Trust		
127	Rosenzweig, Abraham		
128	Rubashkin, Martin		
129	RUBIN, MURRAY M. RUBIN, MURRAY M. & ISABELLE TRUST RUBIN, ISABELLE & MURRAY TRUST		
130	Sahid, Joseph		
132	Saunders, Paul		
131	Saul, Andrew		
133	Schacht, Ronald		
1283	Schwartz,Carolynn		
135	Schwartz, Samuel Trust UWO Barbara Schwartz		
139	Schwartz, Samuel Trust FBO UWO Ellis Schwartz		
136	Schwartz,Carolynn Trust FBO UWO Barbara Schwartz		
138	Schwartz,Carolynn Trust FBO UWO Ellis Schwartz		
140	Shapiro, Howard		
142	Shapiro, Robert I.		
143	Shasha, Alfred		
144	Shasha, Alfred A. & Hanina		
145	Shasha, Alfred & Hanina Trustees UTA 6/8/94		
146	Shasha, Robert Y.		
87	Shasha-Kupchick, Leslie		
147	Sheridan Family Partners, L.P.		
148	Shine, William		
232	Shuman, Stanley S.		
149	Silberstein, John J.		
150	Silbert, Harvey I.		
248	Simons, Robert - Estate of		
152	Sims, David		
233	Skoker, Saul		
154	Steiner, Phillip Harry		
155	Steiner, Richard Harris		
234	Strauss, Melville		
249	Sussman, Walter		
156	Tannenbaum, Bernard		
157	Tannenbaum, Bernice		
159	Tartikoff Living Trust		
235	Tessler, Allan R. VUSA PROPERTIES, INC.		
164	Winik, Trust U/W/O Carolyn		
161	Watt, Emily		
160	Wang, Kevin		

162 Weissman, Sheila  
 236 Wexler, Monte  
 237 Wexner, Leslie H.  
 163 WILLIAMS, JOHN  
 238 WSNH Partners

TOTAL 32,929,336 \$836,966,800 100.00%

Partner #		\$50.00 Class of Units		
		Series E-1 Preferred Units	Value of Series E-1	Percentage of Series E-1
108	Mendik, Susan			
212	Mendik, Susan Trust u/w/o Jean A. Batkin			
72	L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein			
109	Mil Equities			
201	Myers Group III, Inc.			
202	Myers Group IV, Inc.			
230	Myers, Israel			
185	Nevas, Alan			
186	Nevas, Leo			
111	Novick, Lawrence			
112	Oestreich, David A.			
113	Oestreich, Joan E.			
115	Oppenheimer, Martin J.			
116	Oppenheimer, Suzanne			
210	Phillips, Jonathan			
183	Phillips, Lynn			
158	Prentice Revocable Trust, 12/12/75			
121	Reichler, Richard			
122	Reingold, Suzy			
123	Roberts, H. Richard			
124	Roche, Sara			
125	Rolfe, Ronald			
231	Root, Leon			
126	Rosenberg, Ilse			
97	Rosenheim, Edna Revocable Living Trust			
127	Rosenzweig, Abraham			
128	Rubashkin, Martin			
129	RUBIN, MURRAY M. RUBIN, MURRAY M. & ISABELLE TRUST RUBIN, ISABELLE & MURRAY TRUST			
130	Sahid, Joseph			
132	Saunders, Paul			
131	Saul, Andrew			
133	Schacht, Ronald			
1283	Schwartz,Carolynn			
135	Schwartz, Samuel Trust UWO Barbara Schwartz			
139	Schwartz, Samuel Trust FBO UWO Ellis Schwartz			
136	Schwartz, Carolynn Trust FBO UWO Barbara Schwartz			
138	Schwartz, Carolynn Trust FBO UWO Ellis Schwartz			
140	Shapiro, Howard			
142	Shapiro, Robert I.			
143	Shasha, Alfred			
144	Shasha, Alfred A. & Hanina			
145	Shasha, Alfred & Hanina Trustees UTA 6/8/94			
146	Shasha, Robert Y.			
87	Shasha-Kupchick, Leslie			
147	Sheridan Family Partners, L.P.			
148	Shine, William			
232	Shuman, Stanley S.			
149	Silberstein, John J.			
150	Silbert, Harvey I.			
248	Simons, Robert - Estate of			
152	Sims, David			
233	Skoker, Saul			
154	Steiner, Phillip Harry			
155	Steiner, Richard Harris			
234	Strauss, Melville			
249	Sussman, Walter			
156	Tannenbaum, Bernard			
157	Tannenbaum, Bernice			
159	Tartikoff Living Trust			
235	Tessler, Allan R. VUSA PROPERTIES, INC.			
164	Winik, Trust U/W/O Carolyn			
161	Watt, Emily			
160	Wang, Kevin			



162 Weissman, Sheila  
 236 Wexler, Monte  
 237 Wexner, Leslie H.  
 163 WILLIAMS, JOHN  
 238 WSNH Partners

TOTAL

4,998,000 \$249,900,000 100.00%

\$25.00  
 Class of Units

Partner #	Series F-1 Preferred Units	Value of Series F-1	Percentage of Series F-1
108			
212			
72			
109			
201			
202			
230			
185			
186			
111			
112			
113			
115			
116			
210			
183			
158			
121			
122			
123			
124			
125			
231			
126			
97			
127			
128			
129			
130			
132			
131			
133			
1283			
135			
139			
136			
138			
140			
142			
143			
144			
145			
146			
87			
147			
148			
232			
149			
150			
248			
152			
233			
154			
155			
234			
249			
156			
157			
159			
235			
164			
161			
160			

162 Weissman, Sheila  
 236 Wexler, Monte  
 237 Wexner, Leslie H.  
 163 WILLIAMS, JOHN  
 238 WSNH Partners

TOTAL

400,000 \$10,000,000 100.00%

Partner #	Common Units		Total Common Units
	A	D	
108	976	930	1,906
212	58	4,474	4,532
72		10,256	10,256
109		6,667	6,667
201	17,641		17,641
202	126,979		126,979
230	880		880
185	1,636		1,636
186	3,271		3,271
111		154	154
112	43	38,808	38,851
113	43	38,802	38,845
115		338	338
116		338	338
210		3,364	3,364
183		3,364	3,364
158		2,601	2,601
121		5,400	5,400
122	224	4,888	5,112
123		39,426	39,426
124		3,364	3,364
125		1,844	1,844
231	440		440
126		576	576
97		1,124	1,124
127		3,744	3,744
128		460	460
129		3,364	3,364
			0
			0
130		1,844	1,844
132		1,844	1,844
131		20,196	20,196
133		988	988
1283		4,534	4,534
135		4,278	4,278
139		256	256
136		0	0
138		0	0
140		932	932
142		3,364	3,364
143		5,770	5,770
144		7,484	7,484
145		13,676	13,676
146		1,710	1,710
87		0	0
147		15,944	15,944
148		2,766	2,766
232	1,760		1,760
149	82,804		82,804
150		57,409	57,409
248		0	0
152	59,194		59,194
233	880		880
154		1,124	1,124
155		1,124	1,124
234	880		880
249		930	930
156		912	912
157		76	76
159		3,364	3,364
235	880		880
	1,119		1,119
164		3,364	3,364
161		1,332	1,332
160	78,714		78,714
162		664	664
236	176		176

237	Wexner, Leslie H.	10,563		10,563
163	WILLIAMS, JOHN		2,244	2,244
238	WSNH Partners	2,641		2,641

TOTAL		93,717,202	862,497	94,579,699
-------	--	------------	---------	------------

Partner #		Value Common Units	Percentage Common Units	Total Units
108	Mendik, Susan	74,334	0.0020%	1,906
212	Mendik, Susan Trust u/w/o Jean A. Batkin	176,748	0.0048%	4,532
72	L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein	399,984	0.0108%	10,256
109	Mil Equities	260,013	0.0070%	6,667
201	Myers Group III, Inc.	687,999	0.0187%	17,641
202	Myers Group IV, Inc.	4,952,181	0.1343%	126,979
230	Myers, Israel	34,320	0.0009%	880
185	Nevas, Alan	63,804	0.0017%	1,636
186	Nevas, Leo	127,569	0.0035%	3,271
111	Novick, Lawrence	6,006	0.0002%	154
112	Oestreich, David A.	1,515,189	0.0411%	38,851
113	Oestreich, Joan E.	1,514,955	0.0411%	38,845
115	Oppenheimer, Martin J.	13,182	0.0004%	338
116	Oppenheimer, Suzanne	13,182	0.0004%	338
210	Phillips, Jonathan	131,196	0.0036%	3,364
183	Phillips, Lynn	131,196	0.0036%	3,364
158	Prentice Revocable Trust, 12/12/75	101,439	0.0028%	2,601
121	Reichler, Richard	210,600	0.0057%	5,400
122	Reingold, Suzy	199,368	0.0054%	5,112
123	Roberts, H. Richard	1,537,614	0.0417%	39,426
124	Roche, Sara	131,196	0.0036%	3,364
125	Rolfe, Ronald	71,916	0.0019%	1,844
231	Root, Leon	17,160	0.0005%	440
126	Rosenberg, Ilse	22,464	0.0006%	576
97	Rosenheim, Edna Revocable Living Trust	43,836	0.0012%	1,124
127	Rosenzweig, Abraham	146,016	0.0040%	3,744
128	Rubashkin, Martin	17,940	0.0005%	460
129	RUBIN, MURRAY M.	131,196	0.0036%	3,364
	RUBIN, MURRAY M. & ISABELLE TRUST	0	0.0000%	0
	RUBIN, ISABELLE & MURRAY TRUST	0	0.0000%	0
130	Sahid, Joseph	71,916	0.0019%	1,844
132	Saunders, Paul	71,916	0.0019%	1,844
131	Saul, Andrew	787,644	0.0214%	20,196
133	Schacht, Ronald	38,532	0.0010%	988
1283	Schwartz,Carolynn	176,826	0.0048%	4,534
135	Schwartz, Samuel Trust UWO Barbara Schwartz	166,842	0.0045%	4,278
139	Schwartz, Samuel Trust FBO UWO Ellis Schwartz	9,984	0.0003%	256
136	Schwartz,Carolynn Trust FBO UWO Barbara Schwartz	0	0.0000%	0
138	Schwartz,Carolynn Trust FBO UWO Ellis Schwartz	0	0.0000%	0
140	Shapiro, Howard	36,348	0.0010%	932
142	Shapiro, Robert I.	131,196	0.0036%	3,364
143	Shasha, Alfred	225,030	0.0061%	5,770
144	Shasha, Alfred A. & Hanina	291,876	0.0079%	7,484
145	Shasha, Alfred & Hanina Trustees UTA 6/8/94	533,364	0.0145%	13,676
146	Shasha, Robert Y.	66,690	0.0018%	1,710
87	Shasha-Kupchick, Leslie	0	0.0000%	0
147	Sheridan Family Partners, L.P.	621,816	0.0169%	15,944
148	Shine, William	107,874	0.0029%	2,766
232	Shuman, Stanley S.	68,640	0.0019%	1,760
149	Silberstein, John J.	3,229,356	0.0875%	82,804
150	Silbert, Harvey I.	2,238,951	0.0607%	57,409
248	Simons, Robert - Estate of	0	0.0000%	0
152	Sims, David	2,308,566	0.0626%	59,194
233	Skoker, Saul	34,320	0.0009%	880
154	Steiner, Phillip Harry	43,836	0.0012%	1,124
155	Steiner, Richard Harris	43,836	0.0012%	1,124
234	Strauss, Melville	34,320	0.0009%	880
249	Sussman, Walter	36,270	0.0010%	930
156	Tannenbaum, Bernard	35,568	0.0010%	912
157	Tannenbaum, Bernice	2,964	0.0001%	76
159	Tartikoff Living Trust	131,196	0.0036%	3,364
235	Tessler, Allan R.	34,320	0.0009%	880
	VUSA PROPERTIES, INC.	43,641	0.0012%	1,119
164	Winik, Trust U/W/O Carolyn	131,196	0.0036%	3,364
161	Watt, Emily	51,948	0.0014%	1,332
160	Wang, Kevin	3,069,846	0.0832%	78,714
162	Weissman, Sheila	25,896	0.0007%	664
236	Wexler, Monte	6,864	0.0002%	176
237	Wexner, Leslie H.	411,957	0.0112%	10,563
163	WILLIAMS, JOHN	87,516	0.0024%	2,244
238	WSNH Partners	102,999	0.0028%	2,641

Partner #		Total Value	Percentage Interest
108	Mendik, Susan	74,334	0.0014%
212	Mendik, Susan Trust u/w/o Jean A. Batkin	176,748	0.0033%
72	L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein	399,984	0.0074%
109	Mil Equities	260,013	0.0048%
201	Myers Group III, Inc.	687,999	0.0128%
202	Myers Group IV, Inc.	4,952,181	0.0919%
230	Myers, Israel	34,320	0.0006%
185	Nevas, Alan	63,804	0.0012%
186	Nevas, Leo	127,569	0.0024%
111	Novick, Lawrence	6,006	0.0001%
112	Oestreich, David A.	1,515,189	0.0281%
113	Oestreich, Joan E.	1,514,955	0.0281%
115	Oppenheimer, Martin J.	13,182	0.0002%
116	Oppenheimer, Suzanne	13,182	0.0002%
210	Phillips, Jonathan	131,196	0.0024%
183	Phillips, Lynn	131,196	0.0024%
158	Prentice Revocable Trust, 12/12/75	101,439	0.0019%
121	Reichler, Richard	210,600	0.0039%
122	Reingold, Suzy	199,368	0.0037%
123	Roberts, H. Richard	1,537,614	0.0285%
124	Roche, Sara	131,196	0.0024%
125	Rolfe, Ronald	71,916	0.0013%
231	Root, Leon	17,160	0.0003%
126	Rosenberg, Ilse	22,464	0.0004%
97	Rosenheim, Edna Revocable Living Trust	43,836	0.0008%
127	Rosenzweig, Abraham	146,016	0.0027%
128	Rubashkin, Martin	17,940	0.0003%
129	RUBIN, MURRAY M.	131,196	0.0024%
	RUBIN, MURRAY M. & ISABELLE TRUST	0	0.0000%
	RUBIN, ISABELLE & MURRAY TRUST	0	0.0000%
130	Sahid, Joseph	71,916	0.0013%
132	Saunders, Paul	71,916	0.0013%
131	Saul, Andrew	787,644	0.0146%
133	Schacht, Ronald	38,532	0.0007%
1283	Schwartz,Carolynn	176,826	0.0033%
135	Schwartz, Samuel Trust UWO Barbara Schwartz	166,842	0.0031%
139	Schwartz, Samuel Trust FBO UWO Ellis Schwartz	9,984	0.0002%
136	Schwartz,Carolynn Trust FBO UWO Barbara Schwartz	0	0.0000%
138	Schwartz,Carolynn Trust FBO UWO Ellis Schwartz	0	0.0000%
140	Shapiro, Howard	36,348	0.0007%
142	Shapiro, Robert I.	131,196	0.0024%
143	Shasha, Alfred	225,030	0.0042%
144	Shasha, Alfred A. & Hanina	291,876	0.0054%
145	Shasha, Alfred & Hanina Trustees UTA 6/8/94	533,364	0.0099%
146	Shasha, Robert Y.	66,690	0.0012%
87	Shasha-Kupchick, Leslie	0	0.0000%
147	Sheridan Family Partners, L.P.	621,816	0.0115%
148	Shine, William	107,874	0.0020%
232	Shuman, Stanley S.	68,640	0.0013%
149	Silberstein, John J.	3,229,356	0.0599%
150	Silbert, Harvey I.	2,238,951	0.0416%
248	Simons, Robert - Estate of	0	0.0000%
152	Sims, David	2,308,566	0.0428%
233	Skoker, Saul	34,320	0.0006%
154	Steiner, Phillip Harry	43,836	0.0008%
155	Steiner, Richard Harris	43,836	0.0008%
234	Strauss, Melville	34,320	0.0006%
249	Sussman, Walter	36,270	0.0007%
156	Tannenbaum, Bernard	35,568	0.0007%
157	Tannenbaum, Bernice	2,964	0.0001%
159	Tartikoff Living Trust	131,196	0.0024%
235	Tessler, Allan R.	34,320	0.0006%
	VUSA PROPERTIES, INC.	43,641	0.0008%
164	Winik, Trust U/W/O Carolyn	131,196	0.0024%
161	Watt, Emily	51,948	0.0010%
160	Wang, Kevin	3,069,846	0.0570%
162	Weissman, Sheila	25,896	0.0005%
236	Wexler, Monte	6,864	0.0001%
237	Wexner, Leslie H.	411,957	0.0076%
163	WILLIAMS, JOHN	87,516	0.0016%
238	WSNH Partners	102,999	0.0019%
	TOTAL	5,387,773,209	100.0000%

## COMMON UNITS

Vornado	88,722,323
909 Third Refinance	13,248
Original Mendik Partners	2,830,993
Newkirk Partners	1,797,162
Kennedy Partners	389,007
Freezer Services Partners	144,620
Westport Partners	4,907
770 Broadway Partner	458,964
20 Broad Partners	16,064
High Point Partners	202,411
	-----
	94,579,699
	=====

[\(Back To Top\)](#)

## Section 4: EX-3.4 (17TH AMENDMENT TO 2ND AMENDED/RESTATED AGREEMENT)

1

Exhibit 3.4

SEVENTEENTH  
AMENDMENT  
TO  
SECOND AMENDED AND RESTATED  
AGREEMENT OF LIMITED PARTNERSHIP  
OF  
VORNADO REALTY L.P.

Dated as of September 21, 2001

THIS SEVENTEENTH AMENDMENT TO THE SECOND AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP OF VORNADO REALTY L.P. (this "Amendment"), dated as of September 21, 2001, is hereby adopted by Vornado Realty Trust, a Maryland real estate investment trust (defined therein as the "General Partner"), as the general partner of Vornado Realty L.P., a Delaware limited partnership (the "Partnership"). For ease of reference, capitalized terms used herein and not otherwise defined have the meanings assigned to them in the Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of October 20, 1997, as amended by the Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of December 16, 1997, and further amended by the Second Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of April 1, 1998, the Third Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of November 12, 1998, the Fourth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of November 30, 1998, the Fifth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of March 3, 1999, the Sixth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of March 17, 1999, the Seventh Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of May 20, 1999, the Eighth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of May 27, 1999, the Ninth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of September 3, 1999, the Tenth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of September 3, 1999, the Eleventh Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of November 24, 1999, the Twelfth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of May 1, 2000, the Thirteenth Amendment

2

to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of May 25, 2000, the Fourteenth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of December 8, 2000, the Fifteenth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of December 15, 2000, and the Sixteenth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of July 25, 2001 (as so amended, the "Agreement").

WHEREAS, the General Partner desires to establish and set forth the terms of a new series of Partnership Interests designated as Series D-9 Preferred Units (the "Series D-9 Preferred Units");

WHEREAS, as of the date hereof, the Partnership entered into a Private Placement Purchase Agreement with GSEP 2001 Realty Corp., a Delaware corporation (the "Initial Series D-9 Purchaser") and wholly-owned subsidiary of Goldman Sachs 2001 Exchange Place Fund, L.P., a Delaware limited partnership, pursuant to which the Partnership agreed to issue to the Initial Series D-9 Purchaser Series D-9 Preferred Units;

WHEREAS, the General Partner has determined that it is in the best interest of the Partnership to amend the Agreement to reflect the issuance of the above-referenced Series D-9 Preferred Units;

WHEREAS, Section 14.1.B of the Agreement grants the General Partner power and authority to amend the Agreement without the consent of any of the Partnership's limited partners if the amendment does not adversely affect or eliminate any right granted to a limited partner pursuant to any of the provisions of the Agreement specified in Section 14.1.C or Section 14.1.D of the Agreement as requiring a particular minimum vote; and

WHEREAS, the General Partner has determined that the amendment effected hereby does not adversely affect or eliminate any of the limited partner rights specified in Section 14.1.C or Section 14.1.D of the Agreement;

NOW, THEREFORE, the General Partner hereby amends the Agreement as follows:

1. Exhibit W, attached hereto as Attachment 1, is hereby incorporated by reference into the Agreement and made a part thereof.

2. Section 4.2 of the Agreement is hereby supplemented by adding the following paragraph to the end thereof:

-2-

3

"S. Issuance of Series D-9 Preferred Units. From and after the date hereof the Partnership shall be authorized to issue Partnership Units of a new series, which Partnership Units are hereby designated as "Series D-9 Preferred Units". Series D-9 Preferred Units shall have the terms set forth in Exhibit W attached hereto and made part hereof."

3. In making distributions pursuant to Section 5.1(B) of the Agreement, the General Partner of the Partnership shall take into account the provisions of Paragraph 2 of Exhibit W to the Agreement, including, but not limited to, Paragraph 2.G(ii) thereof.

4. The Agreement is hereby supplemented by adding the following paragraph at the end of Section 8.6 thereof:

"R. Series D-9 Preferred Unit Exception. Holders of Series D-9 Preferred Units shall not be entitled to the Redemption Right provided for in Section 8.6.A of this Agreement."

5. Exhibit A of the Agreement is hereby deleted and is replaced in its entirety by new Exhibit A attached hereto as Attachment 2.

6. Except as expressly amended hereby, the Agreement shall remain in full force and effect.

-3-

4

IN WITNESS WHEREOF, the General Partner has executed this Amendment as of the date first written above.

VORNADO REALTY TRUST

By: /s/ JOSEPH MACNOW

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

5

Attachment 1

EXHIBIT W  
DESIGNATION OF THE PREFERENCES, CONVERSION  
AND OTHER RIGHTS, VOTING POWERS, RESTRICTIONS,  
LIMITATIONS AS TO DISTRIBUTIONS, QUALIFICATIONS AND TERMS  
AND CONDITIONS OF REDEMPTION

OF THE

1. Definitions.

In addition to those terms defined in the Agreement, the following definitions shall be for all purposes, unless otherwise clearly indicated to the contrary, applied to the terms used in the Agreement and this Exhibit W:

"Annual Distribution Rate" shall have the meaning set forth in Section 2.B(i) hereof.

"Common Shares" shall mean the common shares of beneficial interest of the General Partner, par value \$.04 per share.

"Distribution Payment Date" shall mean the first calendar day of January, April, July and October, in each year, commencing on October 1, 2001; provided, however, that if any Distribution Payment Date falls on any day other than a Unit Business Day, the distribution payment due on such Distribution Payment Date shall be paid on the first Unit Business Day immediately following such Distribution Payment Date.

"Distribution Periods" shall mean quarterly distribution periods commencing on January 1, April 1, July 1 and October 1 of each year and ending on and including the day preceding the first day of the next succeeding Distribution Period (other than the initial Distribution Period with respect to each Series D-9 Preferred Unit, which shall commence on the date on which such Series D-9 Preferred Unit was issued by the Partnership and end on and include the day preceding the first day of the next succeeding Distribution Period).

6

"Dividend Payment Date" shall mean a dividend payment date with respect to the Series D-9 Preferred Shares.

"Redemption Date" shall have the meaning set forth in Section 2.D(iii) hereof.

"Redemption Price" shall have the meaning set forth in Section 2.D(i) hereof.

"Series D-9 Effective Date" shall be the sooner of: (w) September 21, 2011, (x) the first Unit Business Day following any period in which the Partnership has failed to make full distributions in respect of the Series D-9 Preferred Units for six (6) Distribution Periods, whether or not consecutive, (y) the first Unit Business Day following the receipt by the holder of the Series D-9 Preferred Units of (A) notice from the General Partner that the General Partner or the Partnership has taken the position that the Partnership is or likely is a publicly-traded partnership within the meaning of Section 7704 of the Code or any successor provision thereof (a "PTP") or (B) an opinion rendered by independent counsel familiar with such matters addressed to the holder of Series D-9 Preferred Units that the Partnership is or likely is a PTP, and (z) the first Unit Business Day following the date on which GSEP 2001 Realty Corp., or its assignee (the "Initial Series D-9 Purchaser") as approved by the General Partner in accordance with the terms and conditions of the Agreement and the Limited Partner Acceptance of Partnership Agreement executed and delivered by GSEP 2001 Realty Corp., including any amendment thereto, determines, based on results or projected results, that there exists (in the Initial Series D-9 Purchaser's reasonable judgment) an imminent and substantial risk that the Series D-9 Preferred Units held by the Initial Series D-9 Purchaser represent or will represent 19.5% or more of the total profits or capital interests in the Partnership for a taxable year (determined in accordance with Treasury Regulations Section 1.731- 2(e)(4)).

"Series D-9 Notice of Redemption" shall have the meaning set forth in Section 2.E(i)(a) hereof.

"Series D-9 Preferred Shares" means the shares of beneficial interest of the General Partner Entity designated as Series D-9 8.25% Cumulative Redeemable Preferred Shares of Beneficial Interest (liquidation preference \$25.00 per share), no par value, having the rights and preferences and other terms set forth in Schedule 1 to this Exhibit W.

"Series D-9 Preferred Unit" means a Partnership Unit issued by the Partnership having the preferences, conversion and other rights, voting powers,

-2-

7

restrictions, limitations as to distributions, qualifications and terms and conditions of redemption as are set forth in this Exhibit W.

"Series D-9 Redeeming Partner" shall have the meaning set forth in Section 2.E(i)(a) hereof.

"Series D-9 Redemption Right" shall have the meaning set forth in Section 2.E(i)(a) hereof.

"Series D-9 Specified Redemption Date" shall mean the sixtieth Unit Business Day after receipt by the General Partner of a Series D-9 Notice of Redemption in respect of the Series D-9 Units; provided, however, that the Series D-9 Specified Redemption Date shall mean the tenth Unit Business Day after receipt by the General Partner of a Series D-9 Notice of Redemption delivered in respect of a redemption described in Treas. Reg. Section 1.7704-1(e).

"set apart for payment" shall be deemed to include, without any action other than the following, the recording by the Partnership or the General Partner on behalf of the Partnership in its accounting ledgers of any accounting or bookkeeping entry which indicates, pursuant to a declaration of a distribution by the General Partner, the allocation of funds to be so paid on any series or class of Partnership Units; provided, however, that if any funds for any class or series of Junior Units (as defined below) or any class or series of Partnership Units ranking on a parity with the Series D-9 Preferred Units as to the payment of distributions are placed in a separate account of the Partnership or delivered to a disbursing, paying or other similar agent, then "set apart for payment" with respect to the Series D-9 Preferred Units shall mean placing such funds in a separate account or delivering such funds to a disbursing, paying or other similar agent.

"Third Party Redemption Date" shall have the meaning set forth in Section 2.D(ii) hereof.

"Unit Business Day" shall mean any day other than a Saturday, Sunday or a day on which state or federally chartered banking institutions in New York, New York are not required to be open.

2. Terms of the Series D-9 Preferred Units.

A. Number. As of the close of business on the date of the amendment pursuant to which this Exhibit W was adopted, the total number of Series D-9 Preferred Units issued and outstanding will be 1,800,000. The Partnership may issue additional Series D-9 Preferred Units from time to time in accordance with the terms of the Agreement and, in connection with any such additional issuance, Exhibit A to the

-3-

8

Agreement shall be revised to reflect the total number of Series D-9 Preferred Units then issued and outstanding.

B. Distributions. (i) The holders of the then outstanding Series D-9 Preferred Units shall be entitled to receive, when, as and if declared by the General Partner, distributions payable in cash at the rate per annum of \$2.0625 per Series D-9 Preferred Unit (the "Annual Distribution Rate"). Such distributions with respect to each Series D-9 Preferred Unit shall be cumulative from the date of issuance of such Series D-9 Preferred Unit and shall be payable quarterly, when, as and if authorized and declared by the General Partner, in arrears on Distribution Payment Dates, commencing on the first Distribution Payment Date after September 21, 2001. Distributions are cumulative from the most recent Distribution Payment Date to which distributions have been paid; provided that the amount per Series D-9 Preferred Unit to be paid in respect of the initial Distribution Period, or any other period shorter or longer than a full Distribution Period, shall be determined in accordance with paragraph (ii) below. Accumulated and unpaid distributions for any past Distribution Periods may be declared and paid at any time, without reference to any regular Distribution Payment Date.

(ii) The amount of distribution per Series D-9 Preferred Unit accruing in each full Distribution Period shall be computed by dividing the Annual Distribution Rate by four. The amount of distributions payable for the initial Distribution Period, or any other period shorter or longer than a full Distribution Period, on the Series D-9 Preferred Units shall be computed on the basis of twelve 30-day months and a 360-day year. The holders of the then outstanding Series D-9 Preferred Units shall not be entitled to any distributions, whether payable in cash, property or securities, in excess of cumulative distributions, as herein provided, on the Series D-9 Preferred Units. No interest, or sum of money in lieu of interest, shall be payable in respect of any distribution payment or payments on the Series D-9 Preferred Units that may be in arrears.

(iii) So long as any Series D-9 Preferred Units are outstanding, no distributions, except as described in the immediately following sentence, shall be declared or paid or set apart for payment on any series or class or classes of Parity Units (as defined below) for any period unless full cumulative distributions have been or contemporaneously are declared and paid or declared and a sum sufficient for the payment thereof set apart for such payment on the Series D-9 Preferred Units for all Distribution Periods terminating on or prior to the distribution payment date on such class or series of Parity Units, except in the case of distributions on the Series B-2 Restricted Preferred Units to the extent not paid due to a lack of funds in the Nongovernmental Account. When distributions are not paid in full or a sum sufficient for such payment is not set apart, as aforesaid, all distributions declared upon Series D-9 Preferred Units and all distributions declared upon any other series or class or classes of Parity Units shall be declared ratably in proportion to the



unpaid on the Series D-9 Preferred Units and such Parity Units, except in the case of distributions on the Series B-2 Restricted Preferred Units to the extent not paid due to a lack of funds in the Nongovernmental Account.

(iv) So long as any Series D-9 Preferred Units are outstanding, no distributions (other than distributions paid solely in Junior Units or options, warrants or rights to subscribe for or purchase Junior Units) shall be declared or paid or set apart for payment or other distribution declared or made upon Junior Units, nor shall any Junior Units be redeemed, purchased or otherwise acquired (other than a redemption, purchase or other acquisition of Junior Units made in respect of a redemption, purchase or other acquisition of Common Shares made for purposes of and in compliance with requirements of an employee incentive or benefit plan of the General Partner or any subsidiary, or as permitted under Article VI of the Declaration of Trust of the General Partner), for any consideration (or any moneys to be paid to or made available for a sinking fund for the redemption of any such Junior Units) by the General Partner, directly or indirectly (except by conversion into or exchange for Junior Units), unless in each case (a) the full cumulative distributions on all outstanding Series D-9 Preferred Units and any other Parity Units of the Partnership shall have been paid or set apart for payment for all past Distribution Periods with respect to the Series D-9 Preferred Units and all past distribution periods with respect to such Parity Units, except to the extent that distributions on the Series B-2 Restricted Preferred Units are not then able to be paid owing to a lack of funds in the Nongovernmental Account, and (b) sufficient funds shall have been paid or set apart for the payment of the distribution for the current Distribution Period with respect to the Series D-9 Preferred Units and any Parity Units, except to the extent that distributions on the Series B-2 Restricted Preferred Units are not then able to be paid owing to a lack of funds in the Nongovernmental Account.

C. Liquidation Preference. (i) In the event of any liquidation, dissolution or winding up of the Partnership or the General Partner, whether voluntary or involuntary, before any payment or distribution of the assets of the Partnership shall be made to or set apart for the holders of Junior Units, holders of the Series D-9 Preferred Units shall be entitled to receive an amount equal to the holder's Capital Account in respect of those Series D-9 Preferred Units; but the holders of Series D-9 Preferred Units shall not be entitled to any further payment. If, upon any such liquidation, dissolution or winding up of the Partnership or the General Partner, the assets of the Partnership, or proceeds thereof, distributable to the holders of Series D-9 Preferred Units, shall be insufficient to pay in full the preferential amount aforesaid and liquidating payments on any other Parity Units, then such assets, or the proceeds thereof, shall be distributed among the holders of the Series D-9 Preferred Units and the holders of any such other Parity Units ratably in accordance with the respective amounts that would be payable on such Series D-9 Preferred Units and any such other Parity Units if all amounts payable thereon were paid in full. For the purposes of this Section 2.C, (i) a consolidation or

merger of the Partnership or the General Partner with one or more entities, (ii) a statutory share exchange by the Partnership or the General Partner and (iii) a sale or transfer of all or substantially all of the Partnership's or the General Partner's assets, shall not be deemed to be a liquidation, dissolution or winding up, voluntary or involuntary, of the Partnership or General Partner.

(ii) Subject to the rights of the holders of Partnership Units of any series or class or classes of shares ranking on a parity with or prior to the Series D-9 Preferred Units upon any liquidation, dissolution or winding up of the General Partner or the Partnership, after payment shall have been made in full to the holders of the Series D-9 Preferred Units, as provided in this Section, any series or class or classes of Junior Units shall, subject to any respective terms and provisions applying thereto, be entitled to receive any and all assets remaining to be paid or distributed, and the holder of the Series D-9 Preferred Units shall not be entitled to share therein.

D. The Partnership's Right to Redeem the Series D-9 Preferred Units. (i) Except in connection with the redemption of the Series D-9 Preferred Shares by the General Partner as permitted by Article VI of the Declaration of Trust or as set forth in Section E below, the Series D-9 Preferred Units shall not be redeemable prior to September 21, 2006. On and after September 21, 2006, the General Partner may, at its option, cause the Partnership to redeem the Series D-9 Preferred Units in whole or in part, as set forth herein, subject to the provisions described below, at a redemption price, payable in cash, in an amount equal to \$25 per unit for the Series D-9 Preferred Units being redeemed (the "Redemption Price"). Upon any such redemption, the Partnership shall also pay any accumulated and unpaid distributions owing in respect of the Series D-9 Preferred Units being redeemed.

(ii) Such Series D-9 Preferred Units as are not held by the General Partner may be redeemed by the Partnership on or after September 21,

2006, in whole or in part, at any time or from time to time, upon not less than 30 nor more than 60 days' written notice. If fewer than all of the outstanding Series D-9 Preferred Units that are not held by the General Partner are to be redeemed, the Series D-9 Preferred Units to be redeemed from each holder (other than the General Partner) shall be selected pro rata (as nearly as practicable without creating fractional units). Any notice of redemption delivered pursuant to this Section D(ii) will be (x) faxed and (y) mailed by the Partnership, by certified mail, postage prepaid, not less than 30 nor more than 60 days prior to the date upon which such redemption is to occur (the "Third Party Redemption Date"), addressed to each holder of record of the Series D-9 Preferred Units at their respective addresses as they appear on the records of the Partnership. No failure to give or defect in such notice shall affect the validity of the proceedings for the redemption of any Series D-9 Preferred Units. In addition to any information required by law, each such notice shall state: (a) the Third Party Redemption Date, (b) the amount payable per Series D-9 Preferred Unit upon

-6-

11

redemption, including the Redemption Price and any amount payable pursuant to Section D(iv) hereof, (c) the aggregate number of Series D-9 Preferred Units to be redeemed and, if fewer than all of the outstanding Series D-9 Preferred Units are to be redeemed, the number of Series D-9 Preferred Units to be redeemed held by such holder, which number shall equal such holder's pro rata share (based on the percentage of the aggregate number of outstanding Series D-9 Preferred Units not held by the General Partner that the total number of Series D-9 Preferred Units held by such holder represents and determined as nearly as practicable without creating fractional interests) of the aggregate number of Series D-9 Preferred Units to be redeemed, (d) the place or places where such Series D-9 Preferred Units are to be surrendered for payment of the amount payable upon redemption and (e) that payment of such amount will be made upon presentation and surrender of such Series D-9 Preferred Units. If the Partnership gives a notice of redemption in respect of Series D-9 Preferred Units pursuant to this Section D(ii), then, by 12:00 noon, New York City time, on the Third Party Redemption Date, the Partnership will deposit irrevocably in trust for the benefit of the holders of Series D-9 Preferred Units being redeemed funds sufficient to pay the applicable amount payable with respect to such Series D-9 Preferred Units and will give irrevocable instructions and authority to pay such amount to the holders of the Series D-9 Preferred Units upon surrender of the Series D-9 Preferred Units by such holders at the place designated in the notice of redemption.

(iii) Such Series D-9 Preferred Units as may be held by the General Partner may be redeemed, in whole or in part, at the option of the General Partner, at any time, upon payment by the Partnership to the General Partner of the Redemption Price and any amount payable pursuant to Section D(iv) hereof with respect to such Series D-9 Preferred Units; provided that the General Partner shall redeem an equivalent number of Series D-9 Preferred Shares. Such redemption of Series D-9 Preferred Units shall occur substantially concurrently with the redemption by the General Partner of such Series D-9 Preferred Shares (such date is herein referred to collectively with the Third Party Redemption Date as the "Redemption Date").

(iv) Upon any redemption of Series D-9 Preferred Units, the Partnership shall pay any accumulated and unpaid distributions for any Distribution Period, or any other period shorter than a full Distribution Period, ending on or prior to the Redemption Date. On and after the Redemption Date, distributions will cease to accumulate on the Series D-9 Preferred Units called for redemption, unless the Partnership defaults in payment therefor. If any date fixed for redemption of Series D-9 Preferred Units is not a Unit Business Day, then payment of the Redemption Price payable on such date will be made on the next succeeding day that is a Unit Business Day (and without any interest or other payment in respect of any such delay) except that, if such Unit Business Day falls in the next calendar year, such payment will be made on the immediately preceding Unit Business Day, in each case with the same force and effect as if made on such date fixed for redemption. If payment of the Redemption Price is improperly withheld or refused

-7-

12

and not paid by the Partnership, distributions on such Series D-9 Preferred Units will continue to accumulate from the original redemption date to the date of payment, in which case the actual payment date will be considered the date fixed for redemption for purposes of calculating the applicable Redemption Price. Except as provided above, the Partnership shall make no payment or allowance for unpaid distributions, whether or not in arrears, on Series D-9 Preferred Units called for redemption under this Section 2.D.

(v) If full cumulative distributions on the Series D-9 Preferred Units and any other series or class or classes of Parity Units of the Partnership have not been paid or declared and set apart for payment, except in connection with a purchase, redemption or other acquisition of Series D-9 Preferred Shares or shares of beneficial interest ranking on a parity with such Series D-9 Preferred Shares as permitted under Article VI of the Declaration of Trust and except to the extent that such distributions or amounts distributable on the Series B-2 Restricted Preferred Units may not be payable due to a lack of funds in the Nongovernmental Account, the Series D-9 Preferred Units may not be

redeemed in part and the Partnership may not purchase, redeem or otherwise acquire Series D-9 Preferred Units or any Parity Units other than in exchange for Junior Units.

As promptly as practicable after the surrender of any such Series D-9 Preferred Units so redeemed, such Series D-9 Preferred Units shall be exchanged for the amount of cash (without interest thereon) payable therefore pursuant to Section 2.D(i). If fewer than all the Series D-9 Preferred Units represented by any physical certificate are redeemed, then the Partnership shall issue new certificates representing the unredeemed Series D-9 Preferred Units without cost to the holder thereof.

(vi) Unless the General Partner elects to assume directly and satisfy the Series D-9 Redemption Right by paying to the Redeeming Partner wholly in the form of Series D-9 Preferred Shares as provided for in Section 2.E(ii)(a) below, such part of the redemption price of the Series D-9 Preferred Units (other than any portion consisting of accumulated and unpaid distributions) required in Section 2.D(i) above and Sections 2.E(i)(a) and Section 2.E(ii)(a) below as is payable in cash shall be payable solely with the proceeds from the sale by the General Partner Entity or the Partnership of other capital shares of the General Partner Entity or the Partnership (whether or not such sale occurs concurrently with such redemption, but in the case of a redemption required by Section 2.E below such sale must occur after the delivery of the applicable Series D-9 Notice of Redemption). For purposes of the preceding sentence, "capital shares" means any common shares, preferred shares, depository shares, partnership or other interests, participations or other ownership interests (however designated) and any rights (other than debt securities convertible into or exchangeable for equity securities) or options to purchase any of the foregoing of or in the General Partner Entity or the Partnership.

#### E. Series D-9 Preferred Unit Holder Redemption Right.

-8-

13

(i) General. (a) Subject to paragraphs (ii) and (iii) below, on or after the Series D-9 Effective Date, the holder of the Series D-9 Preferred Units shall have the right (the "Series D-9 Redemption Right") to require the Partnership to redeem the Series D-9 Preferred Units on any Series D-9 Specified Redemption Date in cash in an amount equal to the holder's Capital Account after the Carrying Values of all Partnership assets are adjusted pursuant to Section 1.D of Exhibit B to the Agreement and the holder's Capital Account is adjusted accordingly for the Series D-9 Preferred Units being redeemed. Any such Series D-9 Redemption Right shall be exercised pursuant to notice of redemption comparable to the Notice of Redemption required under Section 8.6 of the Agreement (a "Series D-9 Notice of Redemption") delivered to the Partnership (with a copy to the General Partner) by the Limited Partner who is exercising the Series D-9 Redemption Right (the "Series D-9 Redeeming Partner"). Except in the event of the occurrence of the circumstance described in clause (z) of the definition of "Series D-9 Effective Date", a holder of the Series D-9 Preferred Units may only exercise the Series D-9 Redemption Right in respect of all Series D-9 Preferred Units held by such holder on the date of the applicable Series D-9 Redemption Notice. In addition, any redemption pursuant to the Series D-9 Redemption Right shall be subject to all of the provisions of the Agreement governing redemptions under Section 8.6 of the Agreement as if it were a redemption under that section, except as otherwise provided herein.

(b) The Series D-9 Redeeming Partner shall have no right with respect to any Series D-9 Preferred Units so redeemed to receive any distributions paid after the Series D-9 Specified Redemption Date, unless the record date for the distribution preceded the Series D-9 Specified Redemption Date. If the record date for such distribution was a date prior to the Series D-9 Specified Redemption Date and the Distribution Payment Date in respect of such distribution was a date after the Series D-9 Specified Redemption Date, such Series D-9 Redeeming Partner shall be required, as a condition of the redemption of such Series D-9 Preferred Units, to pay the amount of such distribution to the Partnership (if such Series D-9 Preferred Units are redeemed for cash) or to the General Partner (if such Series D-9 Preferred Units are redeemed for Series D-9 Preferred Shares).

(c) The Assignee of any Limited Partner may exercise the rights of such Limited Partner pursuant to this Section 2.E, and such Limited Partner shall be deemed to have assigned such rights to such Assignee and shall be bound by the exercise of such rights by such Limited Partner's Assignee. In connection with any exercise of the such rights by such Assignee on behalf of such Limited Partner, the Redemption Price and any accumulated and unpaid distributions shall be paid by the Partnership directly to such Assignee and not to such Limited Partner.

(ii) General Partner Assumption of Right. (a) If the holder of the Series D-9 Preferred Units has delivered a Series D-9 Notice of Redemption, the General Partner may, in its sole and absolute discretion (subject to any limitations on ownership

-9-

14

and transfer of Shares set forth in the Declaration of Trust), elect to assume directly and satisfy the Series D-9 Redemption Right by paying to the Redeeming Partner either (x) an amount equal to the holder's Capital Account for the Series D-9 Preferred Units being redeemed after the Carrying Values of all Partnership assets are adjusted pursuant to Section 1.D of Exhibit B to the Agreement and the holder's Capital Account is adjusted accordingly or (y) in the form of Series D-9 Preferred Shares, as set forth in paragraph (b) below. Unless the General Partner, in its sole and absolute discretion, shall exercise its right to assume directly and satisfy the Series D-9 Redemption Right, the General Partner shall not have any obligation to the Redeeming Partner or to the Partnership with respect to the Redeeming Partner's exercise of the Series D-9 Redemption Right. In the event the General Partner shall exercise its right to satisfy the Series D-9 Redemption Right in the manner described in the first sentence of this paragraph (ii) and shall fully perform its obligations in connection therewith, the Partnership shall have no right or obligation to pay any amount to the Redeeming Partner with respect to such Redeeming Partner's exercise of the Series D-9 Redemption Right, and each of the Redeeming Partner, the Partnership and the General Partner shall, for federal income tax purposes, treat the transaction between the General Partner and the Redeeming Partner as a sale of the Redeeming Partner's Partnership Units to the General Partner. Nothing contained in this paragraph (ii) shall imply any right of the General Partner to require any holder of Series D-9 Preferred Units to exercise the Series D-9 Redemption Right afforded pursuant to paragraph (i) above.

(b) In the event that the Partnership redeems Series D-9 Preferred Units for cash in accordance with Section 2.E(i)(a), the units so redeemed shall be terminated. In the event that the General Partner determines to pay the Redeeming Partner in the form of Series D-9 Preferred Shares, the General Partner shall issue to the Series D-9 Redeeming Partner one Series D-9 Preferred Share for each Series D-9 Preferred Unit being redeemed (subject to modification as set forth in paragraph (c) below), whereupon the General Partner shall acquire the Series D-9 Preferred Units offered for redemption by the Series D-9 Redeeming Partner and shall be treated for all purposes of the Agreement as the owner of such Series D-9 Preferred Units. Any accumulated and unpaid distributions on such Series D-9 Preferred Units to the date of such redemption shall also be deemed to have accumulated on the Series D-9 Preferred Shares paid to the Series D-9 Redeeming Partner in consideration of such Series D-9 Preferred Units at the time of the issuance of such Series D-9 Preferred Shares.

(c) In the event that there shall be outstanding at any time both Series D-9 Preferred Shares and Series D-9 Preferred Units and the General Partner shall be a party to any transaction (including, without limitation, a merger, consolidation or statutory share exchange with respect to the Series D-9 Preferred Shares), in each case as a result of which the Series D-9 Preferred Shares are converted into the right to receive shares of capital stock, other securities or other property (including cash or any combination

-10-

15

thereof), thereafter the Redemption Price payable by the General Partner in respect of one Series D-9 Preferred Unit shall be the kind and amount of shares of capital stock and other securities and property (including cash or any combination thereof) that was received upon consummation of such transaction in return for one Series D-9 Preferred Share; and the General Partner may not become a party to any such transaction unless the terms thereof are consistent with the foregoing. In case there shall be outstanding Series D-9 Preferred Units and no Series D-9 Preferred Shares and the General Partner shall be a party to any merger or consolidation in which the General Partner is not the surviving entity, then the Series D-9 Preferred Shares deliverable by the General Partner thereafter in redemption of Series D-9 Preferred Units pursuant to clause (ii) above shall be shares of the surviving entity or any entity controlling the surviving entity having the preferences, rights, voting powers, restrictions, limitations as to dividends, qualifications and terms and conditions of redemption substantially similar to those set forth on Schedule 1 to this Exhibit W.

(d) Each Redeeming Partner agrees to execute such documents as the General Partner may reasonably require in connection with the issuance of Series D-9 Preferred Shares upon exercise of the Series D-9 Redemption Right.

(iii) Exceptions to Exercise of Redemption Right.

Notwithstanding the provisions of paragraphs (i) and (ii) above, a Partner shall not be entitled to exercise the Series D-9 Redemption Right if (but only as long as) the delivery of Series D-9 Preferred Shares to such Partner on the Series D-9 Specified Redemption Date (a) would be prohibited under the Declaration of Trust, or (b) as long as the Common Shares or any previously issued Series D-9 Preferred Shares are Publicly Traded, would be prohibited under applicable federal or state securities laws or regulations (assuming the General Partner would in fact assume and satisfy the Series D-9 Redemption Right).

(iv) No Liens on Partnership Units Delivered for Redemption.

Each holder of any Series D-9 Preferred Units covenants and agrees with the General Partner that all Series D-9 Preferred Units delivered for redemption shall be delivered to the Partnership or the General Partner, as the case may be, free and clear of all liens, and, notwithstanding anything contained herein to the contrary, neither the General Partner nor the Partnership shall be under

any obligation to acquire Series D-9 Preferred Units which are or may be subject to any liens. Each holder of Series D-9 Preferred Units further agrees that, in the event any state or local property transfer tax is payable as a result of the transfer of its Series D-9 Preferred Units to the Partnership or the General Partner, such holder shall assume and pay such transfer tax.

F. Conversion. The Series D-9 Preferred Units are not convertible into or redeemable or exchangeable for any other property or securities of the General Partner

-11-

16

Entity or the Partnership at the option of any holder of Series D-9 Preferred Units, except as provided in Sections D and E hereof.

G. Ranking. (i) Any class or series of Partnership Units shall be deemed to rank:

(a) prior to the Series D-9 Preferred Units, as to the payment of distributions and as to distribution of assets upon liquidation, dissolution or winding up of the General Partner or the Partnership, if the holders of such class or series of Partnership Units shall be entitled to the receipt of distributions or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of Series D-9 Preferred Units;

(b) on a parity with the Series D-9 Preferred Units, as to the payment of distributions and as to the distribution of assets upon liquidation, dissolution or winding up of the General Partner or the Partnership, whether or not the distribution rates, distribution payment dates or redemption or liquidation prices per Partnership Unit be different from those of the Series D-9 Preferred Units, if the holders of such Partnership Units of such class or series and the Series D-9 Preferred Units shall be entitled to the receipt of distributions and of amounts distributable upon liquidation, dissolution or winding up in proportion to their respective amounts of accrued and unpaid distributions per Partnership Unit or liquidation preferences, without preference or priority one over the other, except to the extent that such distributions or amounts distributable on the Series B-2 Restricted Preferred Units may not be payable due to a lack of funds in the Nongovernmental Account ("Parity Units"); and

(c) junior to the Series D-9 Preferred Units, as to the payment of distributions or as to the distribution of assets upon liquidation, dissolution or winding up of the General Partner or the Partnership, if such class or series of Partnership Units shall be Class A Units or if the holders of Series D-9 Preferred Units shall be entitled to receipt of distributions or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of Partnership Units of such class or series ("Junior Units").

(ii) The Series A Preferred Units, Series B Pass-Through Preferred Units and Series C Pass-Through Preferred Units shall be Parity Units with respect to the Series D-9 Preferred Units and the holders of the Series D-9 Preferred Units and Series A Preferred Units, Series B Pass-Through Preferred Units and Series C Pass-Through Preferred Units shall be entitled to the receipt of distributions and of amounts distributable upon liquidation, dissolution or winding up in proportion to their respective amounts of accumulated and unpaid distributions per Partnership Unit or liquidation preferences, without preference or priority one over the other, except in the case of

-12-

17

distributions on the Series B-2 Restricted Preferred Units to the extent not payable due to a lack of funds in the Nongovernmental Account and except that:

(a) For so long as the Class D Units are outstanding, the Series D-9 Preferred Units shall not rank senior to the Class D Units as to preferential distributions or redemption or voting rights. For so long as the Class D Units are outstanding, the Series D-9 Preferred Units shall receive: (i) accumulated and unpaid distributions on a basis *pari passu* with distributions made to the holders of any outstanding Class D Units pursuant to Subsection 5.1.B(ii) of the Agreement and (ii) other distributions on a basis *pari passu* with distributions made to the holders of any outstanding Class D Units pursuant to Subsection 5.1.B(iii) of the Agreement.

(b) When the Class D Units are no longer outstanding, the Series D-9 Preferred Units shall be Preference Units and shall receive distributions on a basis *pari passu* with other Partnership Units, if any, receiving distributions pursuant to Section 5.1.B(i) of the Agreement, except to the extent that distributions on the Series B-2 Restricted Preferred Units may not be paid due to a lack of funds in the Nongovernmental Account.

(c) Distributions made pursuant to Subsections G(ii)(a) and G(ii)(b) of this Exhibit W shall be made *pro rata* with other distributions made to other Partnership Units as to which they rank *pari passu* based on the ratio of the amounts to be paid the Series D-9 Preferred Units and such other

Partnership Units, as applicable, to the total amounts to be paid in respect of the Series D-9 Preferred Units and such other Partnership Units taken together on the Partnership Record Date, except in the case of distributions on the Series B-2 Restricted Preferred Units to the extent such distributions may not be paid due to a lack of funds in the Nongovernmental Account.

(iii) For purposes of allocations of items made pursuant to Article VI of the Agreement:

(a) As long as the Class D Units are outstanding, the Series D-9 Preferred Units shall be allocated items *pari passu* with the allocation of items to the holders of Class D Units in respect of their priority payments (i.e., as allocated in Section 6.1.A (iii) and (vi) and Section 6.1.B (viii) and (ix) of the Agreement) and shall share in those allocations in a *pro rata* manner based on the distributions and allocations of items, as applicable, made to such Partnership Units, as applicable; references to Class D Units in Article VI of the Agreement shall be deemed to also refer to Series D-9 Preferred Units except that references to distributions made to the Class D Units shall be deemed to refer to distributions made to the Series D-9 Preferred Units in a *pro rata* manner with such distributions made to the Class D Units.

-13-

18

(b) When the Class D Units are no longer outstanding, the Series D-9 Preferred Units shall be Preference Units and shall be allocated items *pari passu* with the allocation of items to holders of Preference Units (i.e., as allocated in Section 6.1.A (ii) and Section 6.1.B (x) of the Agreement) and shall share in those allocations in a *pro rata* manner based on the distributions and allocations of items, as applicable, made to Preference Units, as applicable; references to Preference Units in Article VI of the Agreement shall be deemed to also refer to Series D-9 Preferred Units except that references to distributions made to Preference Units shall be deemed to refer to distributions made to the Series D-9 Preferred Units in a *pro rata* manner with such distributions, if any, made to the Preference Units.

H. Voting. (i) Except as provided in this Section H or as required by law, the holders of the Series D-9 Preferred Units shall not be entitled to vote at any meeting of the Partners or for any other purpose or otherwise to participate in any action taken by the Partnership or the Partners, or to receive notice of any meeting of the Partners.

(ii) So long as any Series D-9 Preferred Units are outstanding, the General Partner shall not authorize the creation of or cause the Partnership to issue Partnership Units of any class or series or any interest in the Partnership convertible into or exchangeable for Partnership Units of any class or series ranking prior to the Series D-9 Preferred Units in the distribution of assets on any liquidation, dissolution or winding up of the General Partner or the Partnership or in the payment of distributions, or reclassify any Partnership Units of the Partnership into any such senior Partnership Units; provided that so long as any Class D Units are outstanding, such senior Partnership Units may be issued to the General Partner if the distribution and redemption (but not voting) rights of such senior Partnership Units are substantially similar to the terms of securities issued by the General Partner and the proceeds or other consideration from the issuance of such securities have been or are concurrently with such issuance contributed to the Partnership.

(iii) So long as any Series D-9 Preferred Units are outstanding, in addition to any other vote or consent of unit holders required by the Agreement of Limited Partnership or of shareholders required by the Declaration of Trust, the affirmative vote of at least a majority of the votes entitled to be cast by the holders of Series D-9 Preferred Units at the time outstanding given in person or by proxy, either in writing without a meeting or by vote at any meeting called for the purpose, shall be necessary for effecting or validating (a) any amendment, alteration or repeal of any of the provisions of the Declaration of Trust that materially and adversely affects the voting powers, rights or preferences of the Series D-9 Preferred Shares; provided, however, that the amendment of the provisions of the Declaration of Trust so as to authorize or create or to increase the authorized amount of, any Junior Shares with respect to the Series D-9 Preferred Shares or any units of any class or series ranking on a parity with the Series D-9 Preferred Shares

-14-

19

shall not be deemed to materially and adversely affect the voting powers, rights or preferences of the holders of Series D-9 Preferred Shares or (b) the authorization or creation of, or the increase in the authorized or issued amount of, any shares of any class or series or any security convertible into or exchangeable for shares of any class or series ranking prior to the Series D-9 Preferred Shares in the distribution of assets on any liquidation, dissolution or winding up of the General Partner or in the payment of dividends or distributions; provided, however, that, in the case of each of subparagraphs (a) and (b), no such vote of the holders of Series D-9 Preferred Units shall be required if, at or prior to the time when such amendment, alteration or repeal is to take effect, or when the issuance of any such prior shares or convertible security is to be made, provision is made for the redemption of all Series D-9

Preferred Units at the time outstanding in accordance with the provisions hereof.

I. General. (i) At such time, if any, as the General Partner becomes a holder of Series D-9 Preferred Units, the rights of the General Partner, in its capacity as the holder of the Series D-9 Preferred Units, will be in addition to and not in limitation of any other rights or authority of the General Partner, in any other capacity, under the Agreement. In addition, nothing contained in this Exhibit W shall be deemed to limit or otherwise restrict any rights or authority of the General Partner under the Agreement, other than in its capacity as the holder of Series D-9 Preferred Units.

(ii) Anything herein contained to the contrary notwithstanding, the General Partner shall take all steps that it determines are necessary or appropriate (including modifying the foregoing terms of the Series D-9 Preferred Units) to ensure that the Series D-9 Preferred Units (including, without limitation the redemption and conversion terms thereof) permit the General Partner to satisfy its obligations with respect to the Series D-9 Preferred Shares (including, without limitation, its obligations to make dividend payments on the Series D-9 Preferred Shares), if and when any such shares are issued, it being the intention that, except to the extent provided in Schedule 1 to this Exhibit W, the terms of the Series D-9 Preferred Shares will be the same as the terms of the Series D-9 Preferred Units in all material respects.

-15-

20

Attachment 2

VORNADO REALTY L.P.  
PARTNERS AND PARTNERSHIP INTERESTS  
EXHIBIT A (09/25/01)  
ISSUANCE OF D-9 UNITS TO GSEP 2001 REALTY CORP.

Partner #	\$51.39 Class of Units		
	Series A Preferred Shares	Value of Series A	Percentage of Series A
1 VORNADO REALTY TRUST VORNADO REALTY TRUST Vornado Finance Corp Vornado Investment Corporation 40 East 14 Realty Associates General Partnership 825 Seventh Avenue Holding Corporation Menands Holdings Corporation Two Guys From Harrison, N.Y. , Inc. VRT (Units issued in 909 refinancing)	5,727,952	\$294,359,453	100.0000%
188 Washington Design Center, L.L.C.			
189 Merchandise Mart Owners, L.L.C.			
203 H2K L.L.C. (Merchandise Mart Enterprises, L.L.C.)			
200 World Trade Center Chicago, L.L.C.			
192 Goldman Sachs (Greene Street) 1998 Exchange Fund L.P. (D-1)			
239 Meadowbrook Equity Fund II, LLC. (D-2)			
240 Goldman Sachs 1999 Exchange Place Fund, LP (D-3)			
241 TMCT II, LLC (D-4)			
1000 GS-MSD Select Sponsors, L.P. (D-5)			
SSB Tax Advantage Exchange Fund III REIT, Inc. (D-6)			
Goldman Sachs 2000 Exchange Place Fund, LP (D-7)			
SSB Tax Advantage Exchange Fund III REIT, Inc. (D-8)			
GSEP 2001 REALTY CORP.(D-9)			
58 Lexington Associates LP (F-1)			
242 Commonwealth Atlantic Properties Inc.			
243 Commonwealth Atlantic - Crystal City OP Holding Inc.			
197 Jacob H Froelich, Jr.			
194 S.D. Phillips			
196 George W Lyles			
199 Canoe House Partners, LLC			
193 Roaring Gap Limited Partnership			
195 Phillips Property Company, LLC			
NEWKIRK PARTNERS			
106 The Mendik Partnership, L.P.			

191 Mendik Holdings L.L.C.  
 40 FW / Mendik REIT, L.L.C.  
 1279 Mendik Realty Company  
 107 Mendik RELP Corp.  
 1272 1992 Jessica Greenbaum Trust  
 1273 1992 Allison Greenbaum Trust  
 251 2750 Associates Limited Partnership  
 6 Abrams, Trust U/W/O Ralph  
 214 ACI Associates  
 7 Adler, Robert  
 1002 Alibo Financing Corp.  
 215 Allen & Company Incorporated  
 216 Allen, C. Robert III  
 8 Alpert, Vicki  
 9 Ambassador Construction Company, Inc.  
 10 Aschendorf- Shasha, Ellen  
 11 Ash, Herbert  
 171 Aubert, Lysa  
 13 Barr, Thomas  
 12 Barkin, Leonard  
 173 Batkin, Nancy 1998 Trust u/a/d 5/11/98  
 17 Berenson, David  
 18 Berenson, Joan  
 19 Berenson, Richard  
 20 Berenson, Robert  
 174 Berger, Alice C.  
 21 Bianculli, Louis  
 22 Bierman, Jacquin  
 23 Blumenthal, Joel Marie  
 190 Bonk, Chris  
 24 Braverman, Madlyn  
 217 Burack, Daniel A.  
 CALLOWAY, NICOLE DUNAY  
 26 Carb, Sally  
 244 Carney, Margaret R.  
 28 Chambers, Robert  
 25 CHO Enterprises  
 218 Damsen, Barrie  
 30 Dembner, Shirley  
 29 Dembner, Shirley UGMA for Lindsey Dembner  
 1274 DL Investment  
 31 Doner, Max  
 32 Downey, Michael  
 33 Dryfoos, Jacqueline  
 34 Dubrowski, Raymond

Partner #	\$25.00 Class of Units		
	Series B Preferred Shares	Value of Series B	Percentage of Series B
1 VORNADO REALTY TRUST VORNADO REALTY TRUST Vornado Finance Corp Vornado Investment Corporation 40 East 14 Realty Associates General Partnership 825 Seventh Avenue Holding Corporation Menands Holdings Corporation Two Guys From Harrison, N.Y. , Inc. VRT (Units issued in 909 refinancing)	3,400,000	\$85,000,000	100.0000%
188 Washington Design Center, L.L.C.			
189 Merchandise Mart Owners, L.L.C.			
203 H2K L.L.C. (Merchandise Mart Enterprises, L.L.C.)			
200 World Trade Center Chicago, L.L.C.			
192 Goldman Sachs (Greene Street) 1998 Exchange Fund L.P. (D-1)			
239 Meadowbrook Equity Fund II, LLC. (D-2)			
240 Goldman Sachs 1999 Exchange Place Fund, LP (D-3)			
241 TMCT II, LLC (D-4)			
1000 GS-MSD Select Sponsors, L.P. (D-5)			
SSB Tax Advantage Exchange Fund III REIT, Inc. (D-6)			
Goldman Sachs 2000 Exchange Place Fund, LP (D-7)			
SSB Tax Advantage Exchange Fund III REIT, Inc. (D-8)			
GSEP 2001 REALTY CORP.(D-9)			
58 Lexington Associates LP (F-1)			



242 Commonwealth Atlantic Properties Inc.  
 243 Commonwealth Atlantic - Crystal City OP Holding Inc.

197 Jacob H Froelich, Jr.  
 194 S.D. Phillips  
 196 George W Lyles  
 199 Canoe House Partners, LLC  
 193 Roaring Gap Limited Partnership  
 195 Phillips Property Company, LLC

NEWKIRK PARTNERS

106 The Mendik Partnership, L.P.  
 191 Mendik Holdings L.L.C.  
 40 FW / Mendik REIT, L.L.C.  
 1279 Mendik Realty Company  
 107 Mendik RELP Corp.  
 1272 1992 Jessica Greenbaum Trust  
 1273 1992 Allison Greenbaum Trust  
 251 2750 Associates Limited Partnership  
 6 Abrams, Trust U/W/O Ralph  
 214 ACI Associates  
 7 Adler, Robert  
 1002 Alibo Financing Corp.  
 215 Allen & Company Incorporated  
 216 Allen, C. Robert III  
 8 Alpert, Vicki  
 9 Ambassador Construction Company, Inc.  
 10 Aschendorf- Shasha, Ellen  
 11 Ash, Herbert  
 171 Aubert, Lysa  
 13 Barr, Thomas  
 12 Barkin, Leonard  
 173 Batkin, Nancy 1998 Trust u/a/d 5/11/98  
 17 Berenson, David  
 18 Berenson, Joan  
 19 Berenson, Richard  
 20 Berenson, Robert  
 174 Berger, Alice C.  
 21 Bianculli, Louis  
 22 Bierman, Jacquin  
 23 Blumenthal, Joel Marie  
 190 Bonk, Chris  
 24 Braverman, Madlyn  
 217 Burack, Daniel A.  
 CALLOWAY, NICOLE DUNAY  
 26 Carb, Sally  
 244 Carney, Margaret R.  
 28 Chambers, Robert  
 25 CHO Enterprises  
 218 Damson, Barrie  
 30 Dembner, Shirley  
 29 Dembner, Shirley UGMA for Lindsey Dembner  
 1274 DL Investment  
 31 Doner, Max  
 32 Downey, Michael  
 33 Dryfoos, Jacqueline  
 34 Dubrowski, Raymond

\$25.00  
 Class of Units

Partner #	Series C Preferred Shares	Value of Series C	Percentage of Series C
1 VORNADO REALTY TRUST VORNADO REALTY TRUST Vornado Finance Corp Vornado Investment Corporation 40 East 14 Realty Associates General Partnership 825 Seventh Avenue Holding Corporation Menands Holdings Corporation Two Guys From Harrison, N.Y. , Inc. VRT (Units issued in 909 refinancing)	4,600,000	\$115,000,000	100.0000%
188 Washington Design Center, L.L.C.			
189 Merchandise Mart Owners, L.L.C.			
203 H2K L.L.C. (Merchandise Mart Enterprises, L.L.C.)			
200 World Trade Center Chicago, L.L.C.			

- 192 Goldman Sachs (Greene Street) 1998 Exchange Fund L.P. (D-1)
- 239 Meadowbrook Equity Fund II, LLC. (D-2)
- 240 Goldman Sachs 1999 Exchange Place Fund, LP (D-3)
- 241 TMCT II, LLC (D-4)
- 1000 GS-MSD Select Sponsors, L.P. (D-5)
- SSB Tax Advantage Exchange Fund III REIT, Inc. (D-6)
- Goldman Sachs 2000 Exchange Place Fund, LP (D-7)
- SSB Tax Advantage Exchange Fund III REIT, Inc. (D-8)
- GSEP 2001 REALTY CORP.(D-9)

58 Lexington Associates LP (F-1)

- 242 Commonwealth Atlantic Properties Inc.
- 243 Commonwealth Atlantic - Crystal City OP Holding Inc.

- 197 Jacob H Froelich, Jr.
- 194 S.D. Phillips
- 196 George W Lyles
- 199 Canoe House Partners, LLC
- 193 Roaring Gap Limited Partnership
- 195 Phillips Property Company, LLC

NEWKIRK PARTNERS (SEE ATTACHED SCHEDULE)

- 106 The Mendik Partnership, L.P.
- 191 Mendik Holdings L.L.C.
- 40 FW / Mendik REIT, L.L.C.
- 1279 Mendik Realty Company
- 107 Mendik RELP Corp.
- 1272 1992 Jessica Greenbaum Trust
- 1273 1992 Allison Greenbaum Trust
- 251 2750 Associates Limited Partnership
- 6 Abrams, Trust U/W/O Ralph
- 214 ACI Associates
- 7 Adler, Robert
- 1002 Alibo Financing Corp.
- 215 Allen & Company Incorporated
- 216 Allen, C. Robert III
- 8 Alpert, Vicki
- 9 Ambassador Construction Company, Inc.
- 10 Aschendorf- Shasha, Ellen
- 11 Ash, Herbert
- 171 Aubert, Lysa
- 13 Barr, Thomas
- 12 Barkin, Leonard
- 173 Batkin, Nancy 1998 Trust u/a/d 5/11/98
- 17 Berenson, David
- 18 Berenson, Joan
- 19 Berenson, Richard
- 20 Berenson, Robert
- 174 Berger, Alice C.
- 21 Bianculli, Louis
- 22 Bierman, Jacquin
- 23 Blumenthal, Joel Marie
- 190 Bonk, Chris
- 24 Braverman, Madlyn
- 217 Burack, Daniel A.
- CALLOWAY, NICOLE DUNAY
- 26 Carb, Sally
- 244 Carney, Margaret R.
- 28 Chambers, Robert
- 25 CHO Enterprises
- 218 Damson, Barrie
- 30 Dembner, Shirley
- 29 Dembner, Shirley UGMA for Lindsey Dembner
- 1274 DL Investment
- 31 Doner, Max
- 32 Downey, Michael
- 33 Dryfoos, Jacqueline
- 34 Dubrowski, Raymond

\$50.00  
Class of Units

Partner #	Series B-1 Preferred Units	Value of Series B-1	Percentage of Series B-1
--------------	----------------------------------	---------------------------	--------------------------------

1 VORNADO REALTY TRUST  
 VORNADO REALTY TRUST  
 Vornado Finance Corp  
 Vornado Investment Corporation  
 40 East 14 Realty Associates

General Partnership  
 825 Seventh Avenue Holding Corporation  
 Menands Holdings Corporation  
 Two Guys From Harrison, N.Y. , Inc.  
 VRT (Units issued in 909 refinancing)

188 Washington Design Center, L.L.C.	200,000	\$10,000,000	22.23%
189 Merchandise Mart Owners, L.L.C.	699,566	\$34,978,300	77.77%
203 H2K L.L.C. (Merchandise Mart Enterprises, L.L.C.)			
200 World Trade Center Chicago, L.L.C.			

192 Goldman Sachs (Greene Street) 1998 Exchange Fund L.P. (D-1)  
 239 Meadowbrook Equity Fund II, LLC. (D-2)  
 240 Goldman Sachs 1999 Exchange Place Fund, LP (D-3)  
 241 TMCT II, LLC (D-4)  
 1000 GS-MSD Select Sponsors, L.P. (D-5)  
 SSB Tax Advantage Exchange Fund III REIT, Inc. (D-6)  
 Goldman Sachs 2000 Exchange Place Fund, LP (D-7)  
 SSB Tax Advantage Exchange Fund III REIT, Inc. (D-8)  
 GSEP 2001 REALTY CORP.(D-9)

58 Lexington Associates LP (F-1)

242 Commonwealth Atlantic Properties Inc.  
 243 Commonwealth Atlantic - Crystal City OP Holding Inc.

197 Jacob H Froelich, Jr.  
 194 S.D. Phillips  
 196 George W Lyles  
 199 Canoe House Partners, LLC  
 193 Roaring Gap Limited Partnership  
 195 Phillips Property Company, LLC

NEWKIRK PARTNERS

106 The Mendik Partnership, L.P.  
 191 Mendik Holdings L.L.C.  
 40 FW / Mendik REIT, L.L.C.  
 1279 Mendik Realty Company  
 107 Mendik RELP Corp.  
 1272 1992 Jessica Greenbaum Trust  
 1273 1992 Allison Greenbaum Trust  
 251 2750 Associates Limited Partnership  
 6 Abrams, Trust U/W/O Ralph  
 214 ACI Associates  
 7 Adler, Robert  
 1002 Alibo Financing Corp.  
 215 Allen & Company Incorporated  
 216 Allen, C. Robert III  
 8 Alpert, Vicki  
 9 Ambassador Construction Company, Inc.  
 10 Aschendorf- Shasha, Ellen  
 11 Ash, Herbert  
 171 Aubert, Lysa  
 13 Barr, Thomas  
 12 Barkin, Leonard  
 173 Batkin, Nancy 1998 Trust u/a/d 5/11/98  
 17 Berenson, David  
 18 Berenson, Joan  
 19 Berenson, Richard  
 20 Berenson, Robert  
 174 Berger, Alice C.  
 21 Bianculli, Louis  
 22 Bierman, Jacquin  
 23 Blumenthal, Joel Marie  
 190 Bonk, Chris  
 24 Braverman, Madlyn  
 217 Burack, Daniel A.  
 CALLOWAY, NICOLE DUNAY  
 26 Carb, Sally  
 244 Carney, Margaret R.  
 28 Chambers, Robert  
 25 CHO Enterprises  
 218 Damson, Barrie  
 30 Dembner, Shirley  
 29 Dembner, Shirley UGMA for Lindsey Dembner  
 1274 DL Investment  
 31 Doner, Max  
 32 Downey, Michael  
 33 Dryfoos, Jacqueline  
 34 Dubrowski, Raymond

Partner #	Series B-2 Preferred Units	Value of Series B-2	Percentage of Series B-2
1 VORNADO REALTY TRUST VORNADO REALTY TRUST Vornado Finance Corp Vornado Investment Corporation 40 East 14 Realty Associates General Partnership 825 Seventh Avenue Holding Corporation Menands Holdings Corporation Two Guys From Harrison, N.Y. , Inc. VRT (Units issued in 909 refinancing)			
188 Washington Design Center, L.L.C.	100,000	\$5,000,000	22.23%
189 Merchandise Mart Owners, L.L.C.	349,783	\$17,489,150	77.77%
203 H2K L.L.C. (Merchandise Mart Enterprises, L.L.C.)			
200 World Trade Center Chicago, L.L.C.			
192 Goldman Sachs (Greene Street) 1998 Exchange Fund L.P. (D-1)			
239 Meadowbrook Equity Fund II, LLC. (D-2)			
240 Goldman Sachs 1999 Exchange Place Fund, LP (D-3)			
241 TMCT II, LLC (D-4)			
1000 GS-MSD Select Sponsors, L.P. (D-5)			
SSB Tax Advantage Exchange Fund III REIT, Inc. (D-6)			
Goldman Sachs 2000 Exchange Place Fund, LP (D-7)			
SSB Tax Advantage Exchange Fund III REIT, Inc. (D-8)			
GSEP 2001 REALTY CORP.(D-9)			
58 Lexington Associates LP (F-1)			
242 Commonwealth Atlantic Properties Inc.			
243 Commonwealth Atlantic - Crystal City OP Holding Inc.			
197 Jacob H Froelich, Jr.			
194 S.D. Phillips			
196 George W Lyles			
199 Canoe House Partners, LLC			
193 Roaring Gap Limited Partnership			
195 Phillips Property Company, LLC			
NEWKIRK PARTNERS			
106 The Mendik Partnership, L.P.			
191 Mendik Holdings L.L.C.			
40 FW / Mendik REIT, L.L.C.			
1279 Mendik Realty Company			
107 Mendik RELP Corp.			
1272 1992 Jessica Greenbaum Trust			
1273 1992 Allison Greenbaum Trust			
251 2750 Associates Limited Partnership			
6 Abrams, Trust U/W/O Ralph			
214 ACI Associates			
7 Adler, Robert			
1002 Alibo Financing Corp.			
215 Allen & Company Incorporated			
216 Allen, C. Robert III			
8 Alpert, Vicki			
9 Ambassador Construction Company, Inc.			
10 Aschendorf- Shasha, Ellen			
11 Ash, Herbert			
171 Aubert, Lysa			
13 Barr, Thomas			
12 Barkin, Leonard			
173 Batkin, Nancy 1998 Trust u/a/d 5/11/98			
17 Berenson, David			
18 Berenson, Joan			
19 Berenson, Richard			
20 Berenson, Robert			
174 Berger, Alice C.			
21 Bianculli, Louis			
22 Bierman, Jacquin			
23 Blumenthal, Joel Marie			
190 Bonk, Chris			
24 Braverman, Madlyn			
217 Burack, Daniel A.			
CALLOWAY, NICOLE DUNAY			
26 Carb, Sally			
244 Carney, Margaret R.			
28 Chambers, Robert			
25 CHO Enterprises			
218 Damson, Barrie			
30 Dembner, Shirley			
29 Dembner, Shirley UGMA for Lindsey Dembner			
1274 DL Investment			

31 Doner, Max  
 32 Downey, Michael  
 33 Dryfoos, Jacqueline  
 34 Dubrowski, Raymond

\$25.00  
 Class of Units

Partner #	Series C-1 Preferred Units	Value of Series C-1	Percentage of Series C-1	
1 VORNADO REALTY TRUST VORNADO REALTY TRUST Vornado Finance Corp Vornado Investment Corporation 40 East 14 Realty Associates General Partnership 825 Seventh Avenue Holding Corporation Menands Holdings Corporation Two Guys From Harrison, N.Y. , Inc. VRT (Units issued in 909 refinancing)				
188 Washington Design Center, L.L.C.				
189 Merchandise Mart Owners, L.L.C.				
203 H2K L.L.C. (Merchandise Mart Enterprises, L.L.C.)				
200 World Trade Center Chicago, L.L.C.				
192 Goldman Sachs (Greene Street) 1998 Exchange Fund L.P. (D-1)				
239 Meadowbrook Equity Fund II, LLC. (D-2)				
240 Goldman Sachs 1999 Exchange Place Fund, LP (D-3)				
241 TMCT II, LLC (D-4)				
1000 GS-MSD Select Sponsors, L.P. (D-5)				
SSB Tax Advantage Exchange Fund III REIT, Inc. (D-6)				
Goldman Sachs 2000 Exchange Place Fund, LP (D-7)				
SSB Tax Advantage Exchange Fund III REIT, Inc. (D-8)				
GSEP 2001 REALTY CORP.(D-9)				
58 Lexington Associates LP (F-1)				
242 Commonwealth Atlantic Properties Inc.				
243 Commonwealth Atlantic - Crystal City OP Holding Inc.				
197	Jacob H Froelich, Jr.	150,067	\$7,503,350	20.0648%
194	S.D. Phillips	9,976	\$498,800	1.3338%
196	George W Lyles	70,044	\$3,502,200	9.3653%
199	Canoe House Partners, LLC	200,090	\$10,004,500	26.7531%
193	Roaring Gap Limited Partnership	290,158	\$14,507,900	38.7957%
195	Phillips Property Company, LLC	27,577	\$1,378,850	3.6872%
NEWKIRK PARTNERS				
106 The Mendik Partnership, L.P.				
191 Mendik Holdings L.L.C.				
40 FW / Mendik REIT, L.L.C.				
1279 Mendik Realty Company				
107 Mendik RELP Corp.				
1272 1992 Jessica Greenbaum Trust				
1273 1992 Allison Greenbaum Trust				
251 2750 Associates Limited Partnership				
6 Abrams, Trust U/W/O Ralph				
214 ACI Associates				
7 Adler, Robert				
1002 Alibo Financing Corp.				
215 Allen & Company Incorporated				
216 Allen, C. Robert III				
8 Alpert, Vicki				
9 Ambassador Construction Company, Inc.				
10 Aschendorf- Shasha, Ellen				
11 Ash, Herbert				
171 Aubert, Lysa				
13 Barr, Thomas				
12 Barkin, Leonard				
173 Batkin, Nancy 1998 Trust u/a/d 5/11/98				
17 Berenson, David				
18 Berenson, Joan				
19 Berenson, Richard				
20 Berenson, Robert				
174 Berger, Alice C.				
21 Bianculli, Louis				
22 Bierman, Jacquin				
23 Blumenthal, Joel Marie				
190 Bonk, Chris				

- 24 Braverman, Madlyn
- 217 Burack, Daniel A.  
CALLOWAY, NICOLE DUNAY
- 26 Carb, Sally
- 244 Carney, Margaret R.
- 28 Chambers, Robert
- 25 CHO Enterprises
- 218 Damsen, Barrie
- 30 Dembner, Shirley
- 29 Dembner, Shirley UGMA for Lindsey Dembner
- 1274 DL Investment
- 31 Doner, Max
- 32 Downey, Michael
- 33 Dryfoos, Jacqueline
- 34 Dubrowski, Raymond

21

VORNADO REALTY L.P.  
PARTNERS AND PARTNERSHIP INTERESTS  
EXHIBIT A (09/25/01)  
ISSUANCE OF D-9 UNITS TO GSEP 2001 REALTY CORP.

Partner #	\$25.00 Class of Units		
Partner #	Series D-(1-9) Preferred Units	Value of Series D-(1-9)	Percentage of Series D-(1-9)
-----			
1 VORNADO REALTY TRUST VORNADO REALTY TRUST Vornado Finance Corp Vornado Investment Corporation 40 East 14 Realty Associates General Partnership 825 Seventh Avenue Holding Corporation Menands Holdings Corporation Two Guys From Harrison, N.Y. , Inc. VRT (Units issued in 909 refinancing)			
188 Washington Design Center, L.L.C.			
189 Merchandise Mart Owners, L.L.C.			
203 H2K L.L.C. (Merchandise Mart Enterprises, L.L.C.)			
200 World Trade Center Chicago, L.L.C.			
192 Goldman Sachs (Greene Street) 1998 Exchange Fund L.P. (D-1)	3,500,000	\$87,500,000	9.92%
239 Meadowbrook Equity Fund II, LLC. (D-2)	549,336	\$27,466,800	3.11%
240 Goldman Sachs 1999 Exchange Place Fund, LP (D-3)	8,000,000	\$200,000,000	22.68%
241 TMCT II, LLC (D-4)	5,000,000	\$125,000,000	14.17%
1000 GS-MSD Select Sponsors, L.P. (D-5)	7,480,000	\$187,000,000	21.20%
SSB Tax Advantage Exchange Fund III REIT, Inc. (D-6)	840,000	\$21,000,000	2.38%
Goldman Sachs 2000 Exchange Place Fund, LP (D-7)	7,200,000	\$180,000,000	20.41%
SSB Tax Advantage Exchange Fund III REIT, Inc. (D-8)	360,000	\$9,000,000	1.02%
GSEP 2001 REALTY CORP.(D-9)	1,800,000	45,000,000	5.10%
58 Lexington Associates LP (F-1)			
242 Commonwealth Atlantic Properties Inc.			
243 Commonwealth Atlantic - Crystal City OP Holding Inc.			
197 Jacob H Froelich, Jr.			
194 S.D. Phillips			
196 George W Lyles			
199 Canoe House Partners, LLC			
193 Roaring Gap Limited Partnership			
195 Phillips Property Company, LLC			
NEWKIRK PARTNERS			
106 The Mendik Partnership, L.P.			
191 Mendik Holdings L.L.C.			
40 FW / Mendik REIT, L.L.C.			
1279 Mendik Realty Company			
107 Mendik RELP Corp.			
1272 1992 Jessica Greenbaum Trust			
1273 1992 Allison Greenbaum Trust			
251 2750 Associates Limited Partnership			
6 Abrams, Trust U/W/O Ralph			
214 ACI Associates			
7 Adler, Robert			
1002 Alibo Financing Corp.			
215 Allen & Company Incorporated			

216 Allen, C. Robert III  
 8 Alpert, Vicki  
 9 Ambassador Construction Company, Inc.  
 10 Aschendorf- Shasha, Ellen  
 11 Ash, Herbert  
 171 Aubert, Lysa  
 13 Barr, Thomas  
 12 Barkin, Leonard  
 173 Batkin, Nancy 1998 Trust u/a/d 5/11/98  
 17 Berenson, David  
 18 Berenson, Joan  
 19 Berenson, Richard  
 20 Berenson, Robert  
 174 Berger, Alice C.  
 21 Bianculli, Louis  
 22 Bierman, Jacquin  
 23 Blumenthal, Joel Marie  
 190 Bonk, Chris  
 24 Braverman, Madlyn  
 217 Burack, Daniel A.  
 CALLOWAY, NICOLE DUNAY  
 26 Carb, Sally  
 244 Carney, Margaret R.  
 28 Chambers, Robert  
 25 CHO Enterprises  
 218 Damson, Barrie  
 30 Dembner, Shirley  
 29 Dembner, Shirley UGMA for Lindsey Dembner  
 1274 DL Investment  
 31 Doner, Max  
 32 Downey, Michael  
 33 Dryfoos, Jacqueline  
 34 Dubrowski, Raymond

Partner #	\$50.00 Class of Units		
	Series E-1 Preferred Units	Value of Series E-1	Percentage of Series E-1
-----			
1 VORNADO REALTY TRUST			
VORNADO REALTY TRUST			
Vornado Finance Corp			
Vornado Investment Corporation			
40 East 14 Realty Associates			
General Partnership			
825 Seventh Avenue Holding Corporation			
Menands Holdings Corporation			
Two Guys From Harrison, N.Y. , Inc.			
VRT (Units issued in 909 refinancing)			
188 Washington Design Center, L.L.C.			
189 Merchandise Mart Owners, L.L.C.			
203 H2K L.L.C. (Merchandise Mart Enterprises, L.L.C.)			
200 World Trade Center Chicago, L.L.C.			
192 Goldman Sachs (Greene Street) 1998 Exchange Fund L.P. (D-1)			
239 Meadowbrook Equity Fund II, LLC. (D-2)			
240 Goldman Sachs 1999 Exchange Place Fund, LP (D-3)			
241 TMCT II, LLC (D-4)			
1000 GS-MSD Select Sponsors, L.P. (D-5)			
SSB Tax Advantage Exchange Fund III REIT, Inc. (D-6)			
Goldman Sachs 2000 Exchange Place Fund, LP (D-7)			
SSB Tax Advantage Exchange Fund III REIT, Inc. (D-8)			
GSEP 2001 REALTY CORP.(D-9)			
58 Lexington Associates LP (F-1)			
242 Commonwealth Atlantic Properties Inc.	3,899,333	\$194,966,650	78.02%
243 Commonwealth Atlantic - Crystal City OP Holding Inc.	1,098,667	\$54,933,350	21.98%
197 Jacob H Froelich, Jr.			
194 S.D. Phillips			
196 George W Lyles			
199 Canoe House Partners, LLC			
193 Roaring Gap Limited Partnership			
195 Phillips Property Company, LLC			
NEWKIRK PARTNERS			
106 The Mendik Partnership, L.P.			

191 Mendik Holdings L.L.C.  
 40 FW / Mendik REIT, L.L.C.  
 1279 Mendik Realty Company  
 107 Mendik RELP Corp.  
 1272 1992 Jessica Greenbaum Trust  
 1273 1992 Allison Greenbaum Trust  
 251 2750 Associates Limited Partnership  
 6 Abrams, Trust U/W/O Ralph  
 214 ACI Associates  
 7 Adler, Robert  
 1002 Alibo Financing Corp.  
 215 Allen & Company Incorporated  
 216 Allen, C. Robert III  
 8 Alpert, Vicki  
 9 Ambassador Construction Company, Inc.  
 10 Aschendorf- Shasha, Ellen  
 11 Ash, Herbert  
 171 Aubert, Lysa  
 13 Barr, Thomas  
 12 Barkin, Leonard  
 173 Batkin, Nancy 1998 Trust u/a/d 5/11/98  
 17 Berenson, David  
 18 Berenson, Joan  
 19 Berenson, Richard  
 20 Berenson, Robert  
 174 Berger, Alice C.  
 21 Bianculli, Louis  
 22 Bierman, Jacquin  
 23 Blumenthal, Joel Marie  
 190 Bonk, Chris  
 24 Braverman, Madlyn  
 217 Burack, Daniel A.  
 CALLOWAY, NICOLE DUNAY  
 26 Carb, Sally  
 244 Carney, Margaret R.  
 28 Chambers, Robert  
 25 CHO Enterprises  
 218 Damsen, Barrie  
 30 Dembner, Shirley  
 29 Dembner, Shirley UGMA for Lindsey Dembner  
 1274 DL Investment  
 31 Doner, Max  
 32 Downey, Michael  
 33 Dryfoos, Jacqueline  
 34 Dubrowski, Raymond

Partner #	\$25.00 Class of Units		
	Series F-1 Preferred Units	Value of Series F-1	Percentage of Series F-1
1 VORNADO REALTY TRUST VORNADO REALTY TRUST Vornado Finance Corp Vornado Investment Corporation 40 East 14 Realty Associates General Partnership 825 Seventh Avenue Holding Corporation Menands Holdings Corporation Two Guys From Harrison, N.Y. , Inc. VRT (Units issued in 909 refinancing)			
188 Washington Design Center, L.L.C. 189 Merchandise Mart Owners, L.L.C. 203 H2K L.L.C. (Merchandise Mart Enterprises, L.L.C.) 200 World Trade Center Chicago, L.L.C.			
192 Goldman Sachs (Greene Street) 1998 Exchange Fund L.P. (D-1) 239 Meadowbrook Equity Fund II, LLC. (D-2) 240 Goldman Sachs 1999 Exchange Place Fund, LP (D-3) 241 TMCT II, LLC (D-4) 1000 GS-MSD Select Sponsors, L.P. (D-5) SSB Tax Advantage Exchange Fund III REIT, Inc. (D-6) Goldman Sachs 2000 Exchange Place Fund, LP (D-7) SSB Tax Advantage Exchange Fund III REIT, Inc. (D-8) GSEP 2001 REALTY CORP.(D-9)			
58 Lexington Associates LP (F-1)	400,000	10,000,000	100.00%



242 Commonwealth Atlantic Properties Inc.  
 243 Commonwealth Atlantic - Crystal City OP Holding Inc.

197 Jacob H Froelich, Jr.  
 194 S.D. Phillips  
 196 George W Lyles  
 199 Canoe House Partners, LLC  
 193 Roaring Gap Limited Partnership  
 195 Phillips Property Company, LLC

NEWKIRK PARTNERS

106 The Mendik Partnership, L.P.  
 191 Mendik Holdings L.L.C.  
 40 FW / Mendik REIT, L.L.C.  
 1279 Mendik Realty Company  
 107 Mendik RELP Corp.  
 1272 1992 Jessica Greenbaum Trust  
 1273 1992 Allison Greenbaum Trust  
 251 2750 Associates Limited Partnership  
 6 Abrams, Trust U/W/O Ralph  
 214 ACI Associates  
 7 Adler, Robert  
 1002 Alibo Financing Corp.  
 215 Allen & Company Incorporated  
 216 Allen, C. Robert III  
 8 Alpert, Vicki  
 9 Ambassador Construction Company, Inc.  
 10 Aschendorf- Shasha, Ellen  
 11 Ash, Herbert  
 171 Aubert, Lysa  
 13 Barr, Thomas  
 12 Barkin, Leonard  
 173 Batkin, Nancy 1998 Trust u/a/d 5/11/98  
 17 Berenson, David  
 18 Berenson, Joan  
 19 Berenson, Richard  
 20 Berenson, Robert  
 174 Berger, Alice C.  
 21 Bianculli, Louis  
 22 Bierman, Jacquin  
 23 Blumenthal, Joel Marie  
 190 Bonk, Chris  
 24 Braverman, Madlyn  
 217 Burack, Daniel A.  
 CALLOWAY, NICOLE DUNAY  
 26 Carb, Sally  
 244 Carney, Margaret R.  
 28 Chambers, Robert  
 25 CHO Enterprises  
 218 Damson, Barrie  
 30 Dembner, Shirley  
 29 Dembner, Shirley UGMA for Lindsey Dembner  
 1274 DL Investment  
 31 Doner, Max  
 32 Downey, Michael  
 33 Dryfoos, Jacqueline  
 34 Dubrowski, Raymond

Partner #	Common Units ----- A	Total Common Units	Value Common Units
1 VORNADO REALTY TRUST			
VORNADO REALTY TRUST	88,891,956	88,891,956	3,466,786,284
Vornado Finance Corp		0	0
Vornado Investment Corporation		0	0
40 East 14 Realty Associates		0	0
General Partnership		0	0
825 Seventh Avenue Holding Corporation		0	0
Menands Holdings Corporation		0	0
Two Guys From Harrison, N.Y. , Inc.		0	0
VRT (Units issued in 909 refinancing)	13,248	13,248	516,672
188 Washington Design Center, L.L.C.	0	0	0
189 Merchandise Mart Owners, L.L.C.		0	0
203 H2K L.L.C. (Merchandise Mart Enterprises, L.L.C.)	365,059	365,059	14,237,301
200 World Trade Center Chicago, L.L.C.	23,948	23,948	933,972
192 Goldman Sachs (Greene Street) 1998 Exchange Fund L.P. (D-1)		0	0
239 Meadowbrook Equity Fund II, LLC. (D-2)		0	0
240 Goldman Sachs 1999 Exchange Place Fund, LP (D-3)		0	0
241 TMCT II, LLC (D-4)		0	0

1000	GS-MSD Select Sponsors, L.P. (D-5)		0	0
	SSB Tax Advantage Exchange Fund III REIT, Inc. (D-6)		0	0
	Goldman Sachs 2000 Exchange Place Fund, LP (D-7)		0	0
	SSB Tax Advantage Exchange Fund III REIT, Inc. (D-8)		0	0
	GSEP 2001 REALTY CORP.(D-9)			
	58 Lexington Associates LP (F-1)			
242	Commonwealth Atlantic Properties Inc.		0	0
243	Commonwealth Atlantic - Crystal City OP Holding Inc.		0	0
197	Jacob H Froelich, Jr.	202,411	202,411	7,894,029
194	S.D. Phillips		0	0
196	George W Lyles		0	0
199	Canoe House Partners, LLC		0	0
193	Roaring Gap Limited Partnership		0	0
195	Phillips Property Company, LLC		0	0
	NEWKIRK PARTNERS	1,790,053	1,790,053	69,812,067
106	The Mendik Partnership, L.P.	593,270	593,270	23,137,530
191	Mendik Holdings L.L.C.	0	0	0
40	FW / Mendik REIT, L.L.C. (2)	0	0	0
1279	Mendik Realty Company	27,575	27,575	1,075,425
107	Mendik RELP Corp.	846	846	32,994
1272	1992 Jessica Greenbaum Trust	89,030	89,030	3,472,170
1273	1992 Allison Greenbaum Trust	89,030	89,030	3,472,170
251	2750 Associates Limited Partnership	2,704	2,704	105,456
6	Abrams, Trust U/W/O Ralph	7,244	7,244	282,516
214	ACI Associates	1,057	1,057	41,223
7	Adler, Robert	2,496	2,496	97,344
1002	Alibo Financing Corp.	1,365	1,365	\$53,235
215	Allen & Company Incorporated	1,760	1,760	68,640
216	Allen, C. Robert III	880	880	34,320
8	Alpert, Vicki	5,228	5,228	203,892
9	Ambassador Construction Company, Inc.	27,939	27,939	1,089,621
10	Aschendorf- Shasha, Ellen	1,710	1,710	66,690
11	Ash, Herbert	154	154	6,006
171	Aubert, Lysa	4,534	4,534	176,826
13	Barr, Thomas	1,844	1,844	71,916
12	Barkin, Leonard	962	962	37,518
173	Batkin, Nancy 1998 Trust u/a/d 5/11/98	6,468	6,468	252,252
17	Berenson, David	1,034	1,034	40,326
18	Berenson, Joan	1,382	1,382	53,898
19	Berenson, Richard	842	842	32,838
20	Berenson, Robert	0	0	0
174	Berger, Alice C.	0	0	0
21	Bianculli, Louis	5,604	5,604	218,556
22	Bierman, Jacquin	5,376	5,376	209,664
23	Blumenthal, Joel Marie	154	154	6,006
190	Bonk, Chris	83,098	83,098	3,240,822
24	Braverman, Madlyn	35,032	35,032	1,366,248
217	Burack, Daniel A.	176	176	6,864
	CALLOWAY, NICOLE DUNAY	674	674	26,286
26	Carb, Sally	1,793	1,793	69,927
244	Carney, Margaret R.	1,419	1,419	55,341
28	Chambers, Robert	8,183	8,183	319,137
25	CHO Enterprises	5,364	5,364	209,196
218	Damson, Barrie	1,144	1,144	44,616
30	Dembner, Shirley	223	223	8,697
29	Dembner, Shirley UGMA for Lindsey Dembner	3,462	3,462	135,018
1274	DL Investment	43,271	43,271	1,687,569
31	Doner, Max	3,364	3,364	131,196
32	Downey, Michael	89,482	89,482	3,489,798
33	Dryfoos, Jacqueline	962	962	37,518
34	Dubrowski, Raymond	2,304	2,304	89,856

Partner #	Percentage			
	Common Units	Total Units	Total Value	Percentage Interest
1 VORNADO REALTY TRUST		102,619,908	3,961,145,737	73.4779%
VORNADO REALTY TRUST	93.8273%			
Vornado Finance Corp	0.0000%			
Vornado Investment Corporation	0.0000%			
40 East 14 Realty Associates	0.0000%			
General Partnership	0.0000%			
825 Seventh Avenue Holding Corporation	0.0000%			
Menands Holdings Corporation	0.0000%			
Two Guys From Harrison, N.Y. , Inc.	0.0000%			
VRT (Units issued in 909 refinancing)	0.0140%	13,248	516,672	0.0096%

188	Washington Design Center, L.L.C.	0.0000%	300,000	15,000,000	0.2782%
189	Merchandise Mart Owners, L.L.C.	0.0000%	1,049,349	52,467,450	0.9733%
203	H2K L.L.C. (Merchandise Mart Enterprises, L.L.C.)	0.3853%	365,059	14,237,301	0.2641%
200	World Trade Center Chicago, L.L.C.	0.0253%	23,948	933,972	0.0173%
192	Goldman Sachs (Greene Street) 1998 Exchange Fund L.P. (D-1)	0.0000%	3,500,000	87,500,000	1.6231%
239	Meadowbrook Equity Fund II, LLC. (D-2)	0.0000%	549,336	27,466,800	0.5095%
240	Goldman Sachs 1999 Exchange Place Fund, LP (D-3)	0.0000%	8,000,000	200,000,000	3.7099%
241	TMCT II, LLC (D-4)	0.0000%	5,000,000	125,000,000	2.3187%
1000	GS-MSD Select Sponsors, L.P. (D-5)	0.0000%	7,480,000	187,000,000	3.4688%
	SSB Tax Advantage Exchange Fund III REIT, Inc. (D-6)	0.0000%	840,000	21,000,000	0.3895%
	Goldman Sachs 2000 Exchange Place Fund, LP (D-7)	0.0000%	7,200,000	180,000,000	3.3389%
	SSB Tax Advantage Exchange Fund III REIT, Inc. (D-8)	0.0000%	360,000	9,000,000	0.1669%
	GSEP 2001 REALTY CORP.(D-9)				
58	Lexington Associates LP (F-1)	0.0000%	0	10,000,000	0.1855%
242	Commonwealth Atlantic Properties Inc.	0.0000%	3,899,333	194,966,650	3.6166%
243	Commonwealth Atlantic - Crystal City OP Holding Inc.	0.0000%	1,098,667	54,933,350	1.0190%
197	Jacob H Froelich, Jr.	0.2136%	352,478	15,397,379	0.2856%
194	S.D. Phillips	0.0000%	9,976	498,800	0.0093%
196	George W Lyles	0.0000%	70,044	3,502,200	0.0650%
199	Canoe House Partners, LLC	0.0000%	200,090	10,004,500	0.1856%
193	Roaring Gap Limited Partnership	0.0000%	290,158	14,507,900	0.2691%
195	Phillips Property Company, LLC	0.0000%	27,577	1,378,850	0.0256%
	NEWKIRK PARTNERS	1.8894%	1,790,053	69,812,067	1.2950%
106	The Mendik Partnership, L.P.	0.6262%	593,270	23,137,530	0.4292%
191	Mendik Holdings L.L.C.	0.0000%	0	0	0.0000%
40	FW / Mendik REIT, L.L.C. (2)	0.0000%	0	0	0.0000%
1279	Mendik Realty Company	0.0291%	27,575	1,075,425	0.0199%
107	Mendik RELP Corp.	0.0009%	846	32,994	0.0006%
1272	1992 Jessica Greenbaum Trust	0.0940%	89,030	3,472,170	0.0644%
1273	1992 Allison Greenbaum Trust	0.0940%	89,030	3,472,170	0.0644%
251	2750 Associates Limited Partnership	0.0029%	2,704	105,456	0.0020%
6	Abrams, Trust U/W/O Ralph	0.0076%	7,244	282,516	0.0052%
214	ACI Associates	0.0011%	1,057	41,223	0.0008%
7	Adler, Robert	0.0026%	2,496	97,344	0.0018%
1002	Alibo Financing Corp.	0.0014%	1,365	\$53,235	0.0010%
215	Allen & Company Incorporated	0.0019%	1,760	68,640	0.0013%
216	Allen, C. Robert III	0.0009%	880	34,320	0.0006%
8	Alpert, Vicki	0.0055%	5,228	203,892	0.0038%
9	Ambassador Construction Company, Inc.	0.0295%	27,939	1,089,621	0.0202%
10	Aschendorf- Shasha, Ellen	0.0018%	1,710	66,690	0.0012%
11	Ash, Herbert	0.0002%	154	6,006	0.0001%
171	Aubert, Lysa	0.0048%	4,534	176,826	0.0033%
13	Barr, Thomas	0.0019%	1,844	71,916	0.0013%
12	Barkin, Leonard	0.0010%	962	37,518	0.0007%
173	Batkin, Nancy 1998 Trust u/a/d 5/11/98	0.0068%	6,468	252,252	0.0047%
17	Berenson, David	0.0011%	1,034	40,326	0.0007%
18	Berenson, Joan	0.0015%	1,382	53,898	0.0010%
19	Berenson, Richard	0.0009%	842	32,838	0.0006%
20	Berenson, Robert	0.0000%	0	0	0.0000%
174	Berger, Alice C.	0.0000%	0	0	0.0000%
21	Bianculli, Louis	0.0059%	5,604	218,556	0.0041%
22	Bierman, Jacquin	0.0057%	5,376	209,664	0.0039%
23	Blumenthal, Joel Marie	0.0002%	154	6,006	0.0001%
190	Bonk, Chris	0.0877%	83,098	3,240,822	0.0601%
24	Braverman, Madlyn	0.0370%	35,032	1,366,248	0.0253%
217	Burack, Daniel A.	0.0002%	176	6,864	0.0001%
	CALLOWAY, NICOLE DUNAY	0.0007%	674	26,286	0.0005%
26	Carb, Sally	0.0019%	1,793	69,927	0.0013%
244	Carney, Margaret R.	0.0015%	1,419	55,341	0.0010%
28	Chambers, Robert	0.0086%	8,183	319,137	0.0059%
25	CHO Enterprises	0.0057%	5,364	209,196	0.0039%
218	Damson, Barrie	0.0012%	1,144	44,616	0.0008%
30	Dembner, Shirley	0.0002%	223	8,697	0.0002%
29	Dembner, Shirley UGMA for Lindsey Dembner	0.0037%	3,462	135,018	0.0025%
1274	DL Investment	0.0457%	43,271	1,687,569	0.0313%
31	Doner, Max	0.0036%	3,364	131,196	0.0024%
32	Downey, Michael	0.0945%	89,482	3,489,798	0.0647%
33	Dryfoos, Jacqueline	0.0010%	962	37,518	0.0007%
34	Dubrowski, Raymond	0.0024%	2,304	89,856	0.0017%

\$51.39  
Class of Units

Partner #	Series A Preferred Shares	Value of Series A	Percentage of Series A
--------------	---------------------------------	-------------------------	------------------------------

-----

DUNAY, ALEXIA  
EEE Investments LP  
219 Elson, Edward E.  
35 Evans, Ben  
36 FIELD, WALTER L.  
70 JESSE FIERSTEIN & CO.  
38 Fischer, Alan A.  
39 Freedman, Robert  
41 Gershon, Estate of Murray  
Gershon, Michael  
42 Getz, Howard  
43 Getz, Sandra  
44 Getz, Sandra & Howard  
46 Gold, Frederica  
176 Ginsberg, Adele  
47 Goldberg, Clarence  
49 Goldring, Stanley  
50 Goldschmidt, Beatrice  
52 Goldschmidt, Charles  
53 Goldschmidt, Edward  
54 Goldschmidt, Lawrence  
177 Goldschmidt, Peter  
178 Goldschmidt, Richard  
1276 Gordon, Herta  
220 Gordon, Melvin  
55 Gorfinkle, Alaine  
56 Gorfinkle, Lawrence  
207 Gould Investors, L.P.  
58 Green, Bernard  
57 Green, Barbara  
1277 Greenbaum, David R.  
59 Greif, Goldie  
60 Gutenberg, Bernice  
48 H L Silbert trustee U/W of H A Goldman  
221 Hagler, Philip Trustee Hagler Family Trust u/a 6/98  
62 Harteveltdt, Robert L.  
179 Hassler, Jane  
222 Hauser, Rita F.  
64 Hirsch, Phillip J.  
63 Hirsch, Judith  
HIRSCHTRITT, LEAH  
65 Hrusha, Alan  
66 Hutner, Anne Trust F/B/O  
37 FIERSTEIN CO.  
69 Jaffe, Elizabeth  
71 Jones, Hazel  
73 Kaufman, Robert M.  
74 Klein, Robin  
76 Knight, Laureine  
77 Komaroff, Stanley  
79 Kosloff, Andrea  
78 Kosloff, Andrea UGMA for Adam Kosloff  
80 Kosloff, Andrea UGMA for Justin Kosloff  
246 Koven, Corey  
181 Koven , Esther  
Kramer, Terry Allen  
223 Kramer, Irwin H & Terry Allen JTWROS  
1003 Kramer, Irwin H & Terry Allen tt for the Terry  
Allen Kramer Trust  
84 Kramer, Saul  
85 Kuhn, James D.  
86 Kuhn, Leo  
88 Kurshan, Herbert  
224 Langenmyer Co.  
89 Lauder, Leonard  
90 Lauder, Ronald  
91 Leff, Joseph  
92 Leff, Valerie  
93 Lefkowitz, Howard  
95 Liroff, Harriett  
96 Liroff, Richard  
98 Loewengart, Irene  
99 Lovitz, David  
187 M. Westport Associates  
225 M-L Three  
100 Maayan Partners  
247 Magid, Eleanore  
226 Mahoney, David J.  
Mahoney, David J. Estate of  
227 Mank, Edward H.  
101 Marvin, Morton  
102 Marvin, Suzanne  
103 Maynard, Jean  
104 Mazer, David  
105 Mazer, Richard  
228 McKee, William S.

1278 Meister, Wendy A.  
 229 Meister, Robert A.  
 1280 Mendik, Bernard

\$25.00  
 Class of Units

Partner #	Series B Preferred Shares	Value of Series B	Percentage of Series B
DUNAY, ALEXIA EEE Investments LP			
219 Elson, Edward E.			
35 Evans, Ben			
36 FIELD, WALTER L.			
70 JESSE FIERSTEIN & CO.			
38 Fischer, Alan A.			
39 Freedman, Robert			
41 Gershon, Estate of Murray Gershon, Michael			
42 Getz, Howard			
43 Getz, Sandra			
44 Getz, Sandra & Howard			
46 Gold, Frederica			
176 Ginsberg, Adele			
47 Goldberg, Clarence			
49 Goldring, Stanley			
50 Goldschmidt, Beatrice			
52 Goldschmidt, Charles			
53 Goldschmidt, Edward			
54 Goldschmidt, Lawrence			
177 Goldschmidt, Peter			
178 Goldschmidt, Richard			
1276 Gordon, Herta			
220 Gordon, Melvin			
55 Gorfinkle, Alaine			
56 Gorfinkle, Lawrence			
207 Gould Investors, L.P.			
58 Green, Bernard			
57 Green, Barbara			
1277 Greenbaum, David R.			
59 Greif, Goldie			
60 Gutenberg, Bernice			
48 H L Silbert trustee U/W of H A Goldman			
221 Hagler, Philip Trustee Hagler Family Trust u/a 6/98			
62 Harteveldt, Robert L.			
179 Hassler, Jane			
222 Hauser, Rita F.			
64 Hirsch, Phillip J.			
63 Hirsch, Judith HIRSCHTRITT, LEAH			
65 Hrusha, Alan			
66 Hutner, Anne Trust F/B/O			
37 FIERSTEIN CO.			
69 Jaffe, Elizabeth			
71 Jones, Hazel			
73 Kaufman, Robert M.			
74 Klein, Robin			
76 Knight, Laureine			
77 Komaroff, Stanley			
79 Kosloff, Andrea			
78 Kosloff, Andrea UGMA for Adam Kosloff			
80 Kosloff, Andrea UGMA for Justin Kosloff			
246 Koven, Corey			
181 Koven, Esther Kramer, Terry Allen			
223 Kramer, Irwin H & Terry Allen JTWR0S			
1003 Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust			
84 Kramer, Saul			
85 Kuhn, James D.			
86 Kuhn, Leo			
88 Kurshan, Herbert			
224 Langenmyer Co.			
89 Lauder, Leonard			
90 Lauder, Ronald			
91 Leff, Joseph			
92 Leff, Valerie			
93 Lefkowitz, Howard			
95 Liroff, Harriett			
96 Liroff, Richard			
98 Loewengart, Irene			
99 Lovitz, David			
187 M. Westport Associates			

225 M-L Three  
 100 Maayan Partners  
 247 Magid, Eleanore  
 226 Mahoney, David J.  
 Mahoney, David J. Estate of  
 227 Mank, Edward H.  
 101 Marvin, Morton  
 102 Marvin, Suzanne  
 103 Maynard, Jean  
 104 Mazer, David  
 105 Mazer, Richard  
 228 McKee, William S.  
 1278 Meister, Wendy A.  
 229 Meister, Robert A.  
 1280 Mendik, Bernard

Partner #	\$25.00 Class of Units		
	Series C Preferred Shares	Value of Series C	Percentage of Series C
DUNAY, ALEXIA EEE Investments LP			
219 Elson, Edward E.			
35 Evans, Ben			
36 FIELD, WALTER L.			
70 JESSE FIERSTEIN & CO.			
38 Fischer, Alan A.			
39 Freedman, Robert			
41 Gershon, Estate of Murray Gershon. Michael			
42 Getz, Howard			
43 Getz, Sandra			
44 Getz, Sandra & Howard			
46 Gold, Frederica			
176 Ginsberg, Adele			
47 Goldberg, Clarence			
49 Goldring, Stanley			
50 Goldschmidt, Beatrice			
52 Goldschmidt, Charles			
53 Goldschmidt, Edward			
54 Goldschmidt, Lawrence			
177 Goldschmidt, Peter			
178 Goldschmidt, Richard			
1276 Gordon, Herta			
220 Gordon, Melvin			
55 Gorfinkle, Elaine			
56 Gorfinkle, Lawrence			
207 Gould Investors, L.P.			
58 Green, Bernard			
57 Green, Barbara			
1277 Greenbaum, David R.			
59 Greif, Goldie			
60 Gutenberg, Bernice			
48 H L Silbert trustee U/W of H A Goldman			
221 Hagler, Philip Trustee Hagler Family Trust u/a 6/98			
62 Harteveldt, Robert L.			
179 Hassler, Jane			
222 Hauser, Rita F.			
64 Hirsch, Phillip J.			
63 Hirsch, Judith HIRSCHTRITT, LEAH			
65 Hrusha, Alan			
66 Hutner, Anne Trust F/B/O			
37 FIERSTEIN CO.			
69 Jaffe, Elizabeth			
71 Jones, Hazel			
73 Kaufman, Robert M.			
74 Klein, Robin			
76 Knight, Laureine			
77 Komaroff, Stanley			
79 Kosloff, Andrea			
78 Kosloff, Andrea UGMA for Adam Kosloff			
80 Kosloff, Andrea UGMA for Justin Kosloff			
246 Koven, Corey			
181 Koven, Esther Kramer, Terry Allen			
223 Kramer, Irwin H & Terry Allen JTWROS			
1003 Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust			
84 Kramer, Saul			
85 Kuhn, James D.			

86 Kuhn, Leo  
 88 Kurshan, Herbert  
 224 Langenmyer Co.  
 89 Lauder, Leonard  
 90 Lauder, Ronald  
 91 Leff, Joseph  
 92 Leff, Valerie  
 93 Lefkowitz, Howard  
 95 Liroff, Harriett  
 96 Liroff, Richard  
 98 Loewengart, Irene  
 99 Lovitz, David  
 187 M. Westport Associates  
 225 M-L Three  
 100 Maayan Partners  
 247 Magid, Eleanore  
 226 Mahoney, David J.  
     Mahoney, David J. Estate of  
 227 Mank, Edward H.  
 101 Marvin, Morton  
 102 Marvin, Suzanne  
 103 Maynard, Jean  
 104 Mazer, David  
 105 Mazer, Richard  
 228 McKee, William S.  
 1278 Meister, Wendy A.  
 229 Meister, Robert A.  
 1280 Mendik, Bernard

\$50.00  
 Class of Units

Partner #	Series B-1 Preferred Units	Value of Series B-1	Percentage of Series B-1
-----			
DUNAY, ALEXIA			
EEE Investments LP			
219 Elson, Edward E.			
35 Evans, Ben			
36 FIELD, WALTER L.			
70 JESSE FIERSTEIN & CO.			
38 Fischer, Alan A.			
39 Freedman, Robert			
41 Gershon, Estate of Murray			
Gershon, Michael			
42 Getz, Howard			
43 Getz, Sandra			
44 Getz, Sandra & Howard			
46 Gold, Frederica			
176 Ginsberg, Adele			
47 Goldberg, Clarence			
49 Goldring, Stanley			
50 Goldschmidt, Beatrice			
52 Goldschmidt, Charles			
53 Goldschmidt, Edward			
54 Goldschmidt, Lawrence			
177 Goldschmidt, Peter			
178 Goldschmidt, Richard			
1276 Gordon, Herta			
220 Gordon, Melvin			
55 Gorfinkle, Alaine			
56 Gorfinkle, Lawrence			
207 Gould Investors, L.P.			
58 Green, Bernard			
57 Green, Barbara			
1277 Greenbaum, David R.			
59 Greif, Goldie			
60 Gutenberg, Bernice			
48 H L Silbert trustee U/W of H A Goldman			
221 Hagler, Philip Trustee Hagler Family Trust u/a 6/98			
62 Harteveldt, Robert L.			
179 Hassler, Jane			
222 Hauser, Rita F.			
64 Hirsch, Phillip J.			
63 Hirsch, Judith			
HIRSCHTRITT, LEAH			
65 Hrusha, Alan			
66 Hutner, Anne Trust F/B/O			
37 FIERSTEIN CO.			
69 Jaffe, Elizabeth			
71 Jones, Hazel			
73 Kaufman, Robert M.			
74 Klein, Robin			

76 Knight, Laureine  
77 Komaroff, Stanley  
79 Kosloff, Andrea  
78 Kosloff, Andrea UGMA for Adam Kosloff  
80 Kosloff, Andrea UGMA for Justin Kosloff  
246 Koven, Corey  
181 Koven, Esther  
Kramer, Terry Allen  
223 Kramer, Irwin H & Terry Allen JTWROS  
1003 Kramer, Irwin H & Terry Allen tt for the  
Terry Allen Kramer Trust  
84 Kramer, Saul  
85 Kuhn, James D.  
86 Kuhn, Leo  
88 Kurshan, Herbert  
224 Langenmyer Co.  
89 Lauder, Leonard  
90 Lauder, Ronald  
91 Leff, Joseph  
92 Leff, Valerie  
93 Lefkowitz, Howard  
95 Liroff, Harriett  
96 Liroff, Richard  
98 Loewengart, Irene  
99 Lovitz, David  
187 M. Westport Associates  
225 M-L Three  
100 Maayan Partners  
247 Magid, Eleanore  
226 Mahoney, David J.  
Mahoney, David J. Estate of  
227 Mank, Edward H.  
101 Marvin, Morton  
102 Marvin, Suzanne  
103 Maynard, Jean  
104 Mazer, David  
105 Mazer, Richard  
228 McKee, William S.  
1278 Meister, Wendy A.  
229 Meister, Robert A.  
1280 Mendik, Bernard

\$50.00  
Class of Units

Partner #	Series B-2 Preferred Units	Value of Series B-2	Percentage of Series B-2
DUNAY, ALEXIA			
EEE Investments LP			
219 Elson, Edward E.			
35 Evans, Ben			
36 FIELD, WALTER L.			
70 JESSE FIERSTEIN & CO.			
38 Fischer, Alan A.			
39 Freedman, Robert			
41 Gershon, Estate of Murray Gershon. Michael			
42 Getz, Howard			
43 Getz, Sandra			
44 Getz, Sandra & Howard			
46 Gold, Frederica			
176 Ginsberg, Adele			
47 Goldberg, Clarence			
49 Goldring, Stanley			
50 Goldschmidt, Beatrice			
52 Goldschmidt, Charles			
53 Goldschmidt, Edward			
54 Goldschmidt, Lawrence			
177 Goldschmidt, Peter			
178 Goldschmidt, Richard			
1276 Gordon, Herta			
220 Gordon, Melvin			
55 Gorfinkle, Alaine			
56 Gorfinkle, Lawrence			
207 Gould Investors, L.P.			
58 Green, Bernard			
57 Green, Barbara			
1277 Greenbaum, David R.			
59 Greif, Goldie			
60 Gutenberg, Bernice			
48 H L Silbert trustee U/W of H A Goldman			
221 Hagler, Philip Trustee Hagler Family Trust u/a 6/98			



62 Harteveltdt, Robert L.  
 179 Hassler, Jane  
 222 Hauser, Rita F.  
 64 Hirsch, Phillip J.  
 63 Hirsch, Judith  
     HIRSCHTRITT, LEAH  
 65 Hrusha, Alan  
 66 Hutner, Anne Trust F/B/O  
 37 FIERSTEIN CO.  
 69 Jaffe, Elizabeth  
 71 Jones, Hazel  
 73 Kaufman, Robert M.  
 74 Klein, Robin  
 76 Knight, Laureine  
 77 Komaroff, Stanley  
 79 Kosloff, Andrea  
 78 Kosloff, Andrea UGMA for Adam Kosloff  
 80 Kosloff, Andrea UGMA for Justin Kosloff  
 246 Koven, Corey  
 181 Koven, Esther  
     Kramer, Terry Allen  
 223 Kramer, Irwin H & Terry Allen JTWROS  
 1003 Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust  
 84 Kramer, Saul  
 85 Kuhn, James D.  
 86 Kuhn, Leo  
 88 Kurshan, Herbert  
 224 Langenmyer Co.  
 89 Lauder, Leonard  
 90 Lauder, Ronald  
 91 Leff, Joseph  
 92 Leff, Valerie  
 93 Lefkowitz, Howard  
 95 Liroff, Harriett  
 96 Liroff, Richard  
 98 Loewengart, Irene  
 99 Lovitz, David  
 187 M. Westport Associates  
 225 M-L Three  
 100 Maayan Partners  
 247 Magid, Eleanore  
 226 Mahoney, David J.  
     Mahoney, David J. Estate of  
 227 Mank, Edward H.  
 101 Marvin, Morton  
 102 Marvin, Suzanne  
 103 Maynard, Jean  
 104 Mazer, David  
 105 Mazer, Richard  
 228 McKee, William S.  
 1278 Meister, Wendy A.  
 229 Meister, Robert A.  
 1280 Mendik, Bernard

\$25.00  
 Class of Units

Partner #	Series C-1 Preferred Units	Value of Series C-1	Percentage of Series C-1
DUNAY, ALEXIA EEE Investments LP			
219 Elson, Edward E.			
35 Evans, Ben			
36 FIELD, WALTER L.			
70 JESSE FIERSTEIN & CO.			
38 Fischer, Alan A.			
39 Freedman, Robert			
41 Gershon, Estate of Murray Gershon. Michael			
42 Getz, Howard			
43 Getz, Sandra			
44 Getz, Sandra & Howard			
46 Gold, Frederica			
176 Ginsberg, Adele			
47 Goldberg, Clarence			
49 Goldring, Stanley			
50 Goldschmidt, Beatrice			
52 Goldschmidt, Charles			
53 Goldschmidt, Edward			
54 Goldschmidt, Lawrence			
177 Goldschmidt, Peter			

178 Goldschmidt, Richard  
 1276 Gordon, Herta  
 220 Gordon, Melvin  
 55 Gorfinkle, Alaine  
 56 Gorfinkle, Lawrence  
 207 Gould Investors, L.P.  
 58 Green, Bernard  
 57 Green, Barbara  
 1277 Greenbaum, David R.  
 59 Greif, Goldie  
 60 Gutenberg, Bernice  
 48 H L Silbert trustee U/W of H A Goldman  
 221 Hagler, Philip Trustee Hagler Family Trust u/a 6/98  
 62 Harteveldt, Robert L.  
 179 Hassler, Jane  
 222 Hauser, Rita F.  
 64 Hirsch, Phillip J.  
 63 Hirsch, Judith  
 HIRSCHTRITT, LEAH  
 65 Hrusha, Alan  
 66 Hutner, Anne Trust F/B/O  
 37 FIERSTEIN CO.  
 69 Jaffe, Elizabeth  
 71 Jones, Hazel  
 73 Kaufman, Robert M.  
 74 Klein, Robin  
 76 Knight, Laureine  
 77 Komaroff, Stanley  
 79 Kosloff, Andrea  
 78 Kosloff, Andrea UGMA for Adam Kosloff  
 80 Kosloff, Andrea UGMA for Justin Kosloff  
 246 Koven, Corey  
 181 Koven, Esther  
 Kramer, Terry Allen  
 223 Kramer, Irwin H & Terry Allen JTWROS  
 1003 Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust  
 84 Kramer, Saul  
 85 Kuhn, James D.  
 86 Kuhn, Leo  
 88 Kurshan, Herbert  
 224 Langenmyer Co.  
 89 Lauder, Leonard  
 90 Lauder, Ronald  
 91 Leff, Joseph  
 92 Leff, Valerie  
 93 Lefkowitz, Howard  
 95 Liroff, Harriett  
 96 Liroff, Richard  
 98 Loewengart, Irene  
 99 Lovitz, David  
 187 M. Westport Associates  
 225 M-L Three  
 100 Maayan Partners  
 247 Magid, Eleanore  
 226 Mahoney, David J.  
 Mahoney, David J. Estate of  
 227 Mank, Edward H.  
 101 Marvin, Morton  
 102 Marvin, Suzanne  
 103 Maynard, Jean  
 104 Mazer, David  
 105 Mazer, Richard  
 228 McKee, William S.  
 1278 Meister, Wendy A.  
 229 Meister, Robert A.  
 1280 Mendik, Bernard

23

VORNADO REALTY L.P.  
 PARTNERS AND PARTNERSHIP INTERESTS  
 EXHIBIT A (09/25/01)  
 ISSUANCE OF D-9 UNITS TO GSEP 2001 REALTY CORP.

Partner #	\$25.00 Class of Units		
	Series D-(1-9) Preferred Units	Value of Series D-(1-9)	Percentage of Series D-(1-9)
-----			

DUNAY, ALEXIA

EEE Investments LP  
219 Elson, Edward E.  
35 Evans, Ben  
36 FIELD, WALTER L.  
70 JESSE FIERSTEIN & CO.  
38 Fischer, Alan A.  
39 Freedman, Robert  
41 Gershon, Estate of Murray  
Gershon, Michael  
42 Getz, Howard  
43 Getz, Sandra  
44 Getz, Sandra & Howard  
46 Gold, Frederica  
176 Ginsberg, Adele  
47 Goldberg, Clarence  
49 Goldring, Stanley  
50 Goldschmidt, Beatrice  
52 Goldschmidt, Charles  
53 Goldschmidt, Edward  
54 Goldschmidt, Lawrence  
177 Goldschmidt, Peter  
178 Goldschmidt, Richard  
1276 Gordon, Herta  
220 Gordon, Melvin  
55 Gorfinkle, Alaine  
56 Gorfinkle, Lawrence  
207 Gould Investors, L.P.  
58 Green, Bernard  
57 Green, Barbara  
1277 Greenbaum, David R.  
59 Greif, Goldie  
60 Gutenberg, Bernice  
48 H L Silbert trustee U/W of H A Goldman  
221 Hagler, Philip Trustee Hagler Family Trust u/a 6/98  
62 Harteveldt, Robert L.  
179 Hassler, Jane  
222 Hauser, Rita F.  
64 Hirsch, Phillip J.  
63 Hirsch, Judith  
HIRSCHTRITT, LEAH  
65 Hrusha, Alan  
66 Hutner, Anne Trust F/B/O  
37 FIERSTEIN CO.  
69 Jaffe, Elizabeth  
71 Jones, Hazel  
73 Kaufman, Robert M.  
74 Klein, Robin  
76 Knight, Laureine  
77 Komaroff, Stanley  
79 Kosloff, Andrea  
78 Kosloff, Andrea UGMA for Adam Kosloff  
80 Kosloff, Andrea UGMA for Justin Kosloff  
246 Koven, Corey  
181 Koven, Esther  
Kramer, Terry Allen  
223 Kramer, Irwin H & Terry Allen JTWROS  
1003 Kramer, Irwin H & Terry Allen tt for the Terry  
Allen Kramer Trust  
84 Kramer, Saul  
85 Kuhn, James D.  
86 Kuhn, Leo  
88 Kurshan, Herbert  
224 Langenmyer Co.  
89 Lauder, Leonard  
90 Lauder, Ronald  
91 Leff, Joseph  
92 Leff, Valerie  
93 Lefkowitz, Howard  
95 Liroff, Harriett  
96 Liroff, Richard  
98 Loewengart, Irene  
99 Lovitz, David  
187 M. Westport Associates  
225 M-L Three  
100 Maayan Partners  
247 Magid, Eleanore  
226 Mahoney, David J.  
Mahoney, David J. Estate of  
227 Mank, Edward H.  
101 Marvin, Morton  
102 Marvin, Suzanne  
103 Maynard, Jean  
104 Mazer, David  
105 Mazer, Richard  
228 McKee, William S.  
1278 Meister, Wendy A.  
229 Meister, Robert A.  
1280 Mendik, Bernard

\$50.00  
Class of Units

Partner #	Series E-1 Preferred Units	Value of Series E-1	Percentage of Series E-1
DUNAY, ALEXIA			
EEE Investments LP			
219 Elson, Edward E.			
35 Evans, Ben			
36 FIELD, WALTER L.			
70 JESSE FIERSTEIN & CO.			
38 Fischer, Alan A.			
39 Freedman, Robert			
41 Gershon, Estate of Murray Gershon, Michael			
42 Getz, Howard			
43 Getz, Sandra			
44 Getz, Sandra & Howard			
46 Gold, Frederica			
176 Ginsberg, Adele			
47 Goldberg, Clarence			
49 Goldring, Stanley			
50 Goldschmidt, Beatrice			
52 Goldschmidt, Charles			
53 Goldschmidt, Edward			
54 Goldschmidt, Lawrence			
177 Goldschmidt, Peter			
178 Goldschmidt, Richard			
1276 Gordon, Herta			
220 Gordon, Melvin			
55 Gorfinkle, Alaine			
56 Gorfinkle, Lawrence			
207 Gould Investors, L.P.			
58 Green, Bernard			
57 Green, Barbara			
1277 Greenbaum, David R.			
59 Greif, Goldie			
60 Gutenberg, Bernice			
48 H L Silbert trustee U/W of H A Goldman			
221 Hagler, Philip Trustee Hagler Family Trust u/a 6/98			
62 Harteveldt, Robert L.			
179 Hassler, Jane			
222 Hauser, Rita F.			
64 Hirsch, Phillip J.			
63 Hirsch, Judith HIRSCHTRITT, LEAH			
65 Hrusha, Alan			
66 Hutner, Anne Trust F/B/O			
37 FIERSTEIN CO.			
69 Jaffe, Elizabeth			
71 Jones, Hazel			
73 Kaufman, Robert M.			
74 Klein, Robin			
76 Knight, Laureine			
77 Komaroff, Stanley			
79 Kosloff, Andrea			
78 Kosloff, Andrea UGMA for Adam Kosloff			
80 Kosloff, Andrea UGMA for Justin Kosloff			
246 Koven, Corey			
181 Koven, Esther Kramer, Terry Allen			
223 Kramer, Irwin H & Terry Allen JTWR0S			
1003 Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust			
84 Kramer, Saul			
85 Kuhn, James D.			
86 Kuhn, Leo			
88 Kurshan, Herbert			
224 Langenmyer Co.			
89 Lauder, Leonard			
90 Lauder, Ronald			
91 Leff, Joseph			
92 Leff, Valerie			
93 Lefkowitz, Howard			
95 Liroff, Harriett			
96 Liroff, Richard			
98 Loewengart, Irene			
99 Lovitz, David			
187 M. Westport Associates			
225 M-L Three			

100 Maayan Partners  
 247 Magid, Eleanore  
 226 Mahoney, David J.  
     Mahoney, David J. Estate of  
 227 Mank, Edward H.  
 101 Marvin, Morton  
 102 Marvin, Suzanne  
 103 Maynard, Jean  
 104 Mazer, David  
 105 Mazer, Richard  
 228 McKee, William S.  
 1278 Meister, Wendy A.  
 229 Meister, Robert A.  
 1280 Mendik, Bernard

Partner #	\$25.00 Class of Units		
	Series F-1 Preferred Units	Value of Series F-1	Percentage of Series F-1
DUNAY, ALEXIA EEE Investments LP			
219 Elson, Edward E.			
35 Evans, Ben			
36 FIELD, WALTER L.			
70 JESSE FIERSTEIN & CO.			
38 Fischer, Alan A.			
39 Freedman, Robert			
41 Gershon, Estate of Murray Gershon. Michael			
42 Getz, Howard			
43 Getz, Sandra			
44 Getz, Sandra & Howard			
46 Gold, Frederica			
176 Ginsberg, Adele			
47 Goldberg, Clarence			
49 Goldring, Stanley			
50 Goldschmidt, Beatrice			
52 Goldschmidt, Charles			
53 Goldschmidt, Edward			
54 Goldschmidt, Lawrence			
177 Goldschmidt, Peter			
178 Goldschmidt, Richard			
1276 Gordon, Herta			
220 Gordon, Melvin			
55 Gorfinkle, Elaine			
56 Gorfinkle, Lawrence			
207 Gould Investors, L.P.			
58 Green, Bernard			
57 Green, Barbara			
1277 Greenbaum, David R.			
59 Greif, Goldie			
60 Gutenberg, Bernice			
48 H L Silbert trustee U/W of H A Goldman			
221 Hagler, Philip Trustee Hagler Family Trust u/a 6/98			
62 Harteveldt, Robert L.			
179 Hassler, Jane			
222 Hauser, Rita F.			
64 Hirsch, Phillip J.			
63 Hirsch, Judith HIRSCHTRITT, LEAH			
65 Hrusha, Alan			
66 Hutner, Anne Trust F/B/O			
37 FIERSTEIN CO.			
69 Jaffe, Elizabeth			
71 Jones, Hazel			
73 Kaufman, Robert M.			
74 Klein, Robin			
76 Knight, Laureine			
77 Komaroff, Stanley			
79 Kosloff, Andrea			
78 Kosloff, Andrea UGMA for Adam Kosloff			
80 Kosloff, Andrea UGMA for Justin Kosloff			
246 Koven, Corey			
181 Koven, Esther Kramer, Terry Allen			
223 Kramer, Irwin H & Terry Allen JTWROS			
1003 Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust			
84 Kramer, Saul			

85 Kuhn, James D.  
86 Kuhn, Leo  
88 Kurshan, Herbert  
224 Langenmyer Co.  
89 Lauder, Leonard  
90 Lauder, Ronald  
91 Leff, Joseph  
92 Leff, Valerie  
93 Lefkowitz, Howard  
95 Liroff, Harriett  
96 Liroff, Richard  
98 Loewengart, Irene  
99 Lovitz, David  
187 M. Westport Associates  
225 M-L Three  
100 Maayan Partners  
247 Magid, Eleanore  
226 Mahoney, David J.  
Mahoney, David J. Estate of  
227 Mank, Edward H.  
101 Marvin, Morton  
102 Marvin, Suzanne  
103 Maynard, Jean  
104 Mazer, David  
105 Mazer, Richard  
228 McKee, William S.  
1278 Meister, Wendy A.  
229 Meister, Robert A.  
1280 Mendik, Bernard

	Common Units ----- A	Total Common Units	Value Common Units
DUNAY, ALEXIA	674	674	26,286
EEE Investments LP	1,760	1,760	68,640
219 Elson, Edward E.	0	0	0
35 Evans, Ben	104	104	4,056
36 FIELD, WALTER L.	1,680	1,680	65,520
70 JESSE FIERSTEIN & CO.	0	0	0
38 Fischer, Alan A.	3,364	3,364	131,196
39 Freedman, Robert	5,770	5,770	225,030
41 Gershon, Estate of Murray Gershon, Michael	10,494	10,494	409,266
42 Getz, Howard	333	333	12,987
43 Getz, Sandra	7,328	7,328	285,792
44 Getz, Sandra & Howard	748	748	29,172
46 Gold, Frederica	414	414	16,146
176 Ginsberg, Adele	932	932	23,300
47 Goldberg, Clarence	916	916	35,724
49 Goldring, Stanley	10,833	10,833	422,487
50 Goldschmidt, Beatrice	22,045	22,045	859,755
52 Goldschmidt, Charles	10,773	10,773	420,147
53 Goldschmidt, Edward	12,842	12,842	500,838
54 Goldschmidt, Lawrence	67,475	67,475	2,631,525
177 Goldschmidt, Peter	2,796	2,796	109,044
178 Goldschmidt, Richard	2,796	2,796	109,044
1276 Gordon, Herta	440	440	17,160
220 Gordon, Melvin	0	0	0
55 Gorfinkle, Alaine	664	664	25,896
56 Gorfinkle, Lawrence	3,851	3,851	150,189
207 Gould Investors, L.P.	458,964	458,964	17,899,596
58 Green, Bernard	8,548	8,548	333,372
57 Green, Barbara	8,546	8,546	333,294
1277 Greenbaum, David R.	525,726	525,726	20,503,314
59 Greif, Goldie	6,724	6,724	262,236
60 Gutenberg, Bernice	688	688	26,832
48 H L Silbert trustee U/W of H A Goldman	38,692	38,692	1,508,988
221 Hagler, Philip Trustee Hagler Family Trust u/a 6/98	14,708	14,708	573,612
62 Harteveltdt, Robert L.	0	0	0
179 Hassler, Jane	2,797	2,797	109,083
222 Hauser, Rita F.	1,760	1,760	68,640
64 Hirsch, Phillip J.	338	338	13,182
63 Hirsch, Judith	338	338	13,182
HIRSCHTRITT, LEAH	1,348	1,348	52,572
65 Hrusha, Alan	1,844	1,844	71,916
66 Hutner, Anne Trust F/B/O	15,944	15,944	621,816
37 FIERSTEIN CO.	29,764	29,764	1,160,796
69 Jaffe, Elizabeth	76	76	2,964
71 Jones, Hazel	2,496	2,496	97,344
73 Kaufman, Robert M.	338	338	13,182

74 Klein, Robin	3,364	3,364	131,196
76 Knight, Laureine	10,242	10,242	399,438
77 Komaroff, Stanley	576	576	22,464
79 Kosloff, Andrea	78	78	3,042
78 Kosloff, Andrea UGMA for Adam Kosloff	2,116	2,116	82,524
80 Kosloff, Andrea UGMA for Justin Kosloff	2,116	2,116	82,524
246 Koven, Corey	2,791	2,791	108,849
181 Koven, Esther	14,400	14,400	561,600
Kramer, Terry Allen	1,760	1,760	68,640
223 Kramer, Irwin H & Terry Allen JTWROS	0	0	0
1003 Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust	1,760	1,760	68,640
84 Kramer, Saul	652	652	25,428
85 Kuhn, James D.	168,912	168,912	6,587,568
86 Kuhn, Leo	902	902	35,178
88 Kurshan, Herbert	2,496	2,496	97,344
224 Langenmyer Co.	880	880	34,320
89 Lauder, Leonard	4,660	4,660	181,740
90 Lauder, Ronald	4,660	4,660	181,740
91 Leff, Joseph	3,364	3,364	131,196
92 Leff, Valerie	3,364	3,364	131,196
93 Lefkowitz, Howard	414	414	16,146
95 Liroff, Harriett	12,166	12,166	474,474
96 Liroff, Richard	1,532	1,532	59,748
98 Loewengart, Irene	1,664	1,664	64,896
99 Lovitz, David	2,244	2,244	87,516
187 M. Westport Associates	0	0	0
225 M-L Three	1,760	1,760	68,640
100 Maayan Partners	9,616	9,616	375,024
247 Magid, Eleanore	2,326	2,326	90,714
226 Mahoney, David J.	0	0	0
Mahoney, David J. Estate of	1,760	1,760	68,640
227 Mank, Edward H.	1,760	1,760	68,640
101 Marvin, Morton	914	914	35,646
102 Marvin, Suzanne	76	76	2,964
103 Maynard, Jean	2,304	2,304	89,856
104 Mazer, David	6,724	6,724	262,236
105 Mazer, Richard	6,724	6,724	262,236
228 McKee, William S.	264	264	10,296
1278 Meister, Wendy A.	0	0	0
229 Meister, Robert A.	880	880	34,320
1280 Mendik, Bernard	0	0	0

Partner #	Percentage Common Units	Total Units	Total Value	Percentage Interest
DUNAY, ALEXIA	0.0007%	674	26,286	0.0005%
EEE Investments LP	0.0019%	1,760	68,640	0.0013%
219 Elson, Edward E.	0.0000%	0	0	0.0000%
35 Evans, Ben	0.0001%	104	4,056	0.0001%
36 FIELD, WALTER L.	0.0018%	1,680	65,520	0.0012%
70 JESSE FIERSTEIN & CO.	0.0000%	0	0	0.0000%
38 Fischer, Alan A.	0.0036%	3,364	131,196	0.0024%
39 Freedman, Robert	0.0061%	5,770	225,030	0.0042%
41 Gershon, Estate of Murray Gershon. Michael	0.0111%	10,494	409,266	0.0076%
42 Getz, Howard	0.0004%	333	12,987	0.0002%
43 Getz, Sandra	0.0077%	7,328	285,792	0.0053%
44 Getz, Sandra & Howard	0.0008%	748	29,172	0.0005%
46 Gold, Frederica	0.0004%	414	16,146	0.0003%
176 Ginsberg, Adele	0.0010%	932	23,300	0.0004%
47 Goldberg, Clarence	0.0010%	916	35,724	0.0007%
49 Goldring, Stanley	0.0114%	10,833	422,487	0.0078%
50 Goldschmidt, Beatrice	0.0233%	22,045	859,755	0.0159%
52 Goldschmidt, Charles	0.0114%	10,773	420,147	0.0078%
53 Goldschmidt, Edward	0.0136%	12,842	500,838	0.0093%
54 Goldschmidt, Lawrence	0.0712%	67,475	2,631,525	0.0488%
177 Goldschmidt, Peter	0.0030%	2,796	109,044	0.0020%
178 Goldschmidt, Richard	0.0030%	2,796	109,044	0.0020%
1276 Gordon, Herta	0.0005%	440	17,160	0.0003%
220 Gordon, Melvin	0.0000%	0	0	0.0000%
55 Gorfinkle, Alaine	0.0007%	664	25,896	0.0005%
56 Gorfinkle, Lawrence	0.0041%	3,851	150,189	0.0028%
207 Gould Investors, L.P.	0.4844%	458,964	17,899,596	0.3320%
58 Green, Bernard	0.0090%	8,548	333,372	0.0062%
57 Green, Barbara	0.0090%	8,546	333,294	0.0062%
1277 Greenbaum, David R.	0.5549%	525,726	20,503,314	0.3803%
59 Greif, Goldie	0.0071%	6,724	262,236	0.0049%
60 Gutenberg, Bernice	0.0007%	688	26,832	0.0005%
48 H L Silbert trustee U/W of H A Goldman	0.0408%	38,692	1,508,988	0.0280%
221 Hagler, Philip Trustee Hagler Family Trust u/a 6/98	0.0155%	14,708	573,612	0.0106%

62	Harteveldt, Robert L.	0.0000%	0	0	0.0000%
179	Hassler, Jane	0.0030%	2,797	109,083	0.0020%
222	Hauser, Rita F.	0.0019%	1,760	68,640	0.0013%
64	Hirsch, Phillip J.	0.0004%	338	13,182	0.0002%
63	Hirsch, Judith	0.0004%	338	13,182	0.0002%
	HIRSCHTRITT, LEAH	0.0014%	1,348	52,572	0.0010%
65	Hrusha, Alan	0.0019%	1,844	71,916	0.0013%
66	Hutner, Anne Trust F/B/O	0.0168%	15,944	621,816	0.0115%
37	FIERSTEIN CO.	0.0314%	29,764	1,160,796	0.0215%
69	Jaffe, Elizabeth	0.0001%	76	2,964	0.0001%
71	Jones, Hazel	0.0026%	2,496	97,344	0.0018%
73	Kaufman, Robert M.	0.0004%	338	13,182	0.0002%
74	Klein, Robin	0.0036%	3,364	131,196	0.0024%
76	Knight, Laureine	0.0108%	10,242	399,438	0.0074%
77	Komaroff, Stanley	0.0006%	576	22,464	0.0004%
79	Kosloff, Andrea	0.0001%	78	3,042	0.0001%
78	Kosloff, Andrea UGMA for Adam Kosloff	0.0022%	2,116	82,524	0.0015%
80	Kosloff, Andrea UGMA for Justin Kosloff	0.0022%	2,116	82,524	0.0015%
246	Koven, Corey	0.0029%	2,791	108,849	0.0020%
181	Koven, Esther	0.0152%	14,400	561,600	0.0104%
	Kramer, Terry Allen	0.0019%	1,760	68,640	0.0013%
223	Kramer, Irwin H & Terry Allen JTWROS	0.0000%	0	0	0.0000%
1003	Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust	0.0019%	1,760	68,640	0.0013%
84	Kramer, Saul	0.0007%	652	25,428	0.0005%
85	Kuhn, James D.	0.1783%	168,912	6,587,568	0.1222%
86	Kuhn, Leo	0.0010%	902	35,178	0.0007%
88	Kurshan, Herbert	0.0026%	2,496	97,344	0.0018%
224	Langenmyer Co.	0.0009%	880	34,320	0.0006%
89	Lauder, Leonard	0.0049%	4,660	181,740	0.0034%
90	Lauder, Ronald	0.0049%	4,660	181,740	0.0034%
91	Leff, Joseph	0.0036%	3,364	131,196	0.0024%
92	Leff, Valerie	0.0036%	3,364	131,196	0.0024%
93	Lefkowitz, Howard	0.0004%	414	16,146	0.0003%
95	Liroff, Harriett	0.0128%	12,166	474,474	0.0088%
96	Liroff, Richard	0.0016%	1,532	59,748	0.0011%
98	Loewengart, Irene	0.0018%	1,664	64,896	0.0012%
99	Lovitz, David	0.0024%	2,244	87,516	0.0016%
187	M. Westport Associates	0.0000%	0	0	0.0000%
225	M-L Three	0.0019%	1,760	68,640	0.0013%
100	Maayan Partners	0.0101%	9,616	375,024	0.0070%
247	Magid, Eleanore	0.0025%	2,326	90,714	0.0017%
226	Mahoney, David J.	0.0000%	0	0	0.0000%
	Mahoney, David J. Estate of	0.0019%	1,760	68,640	0.0013%
227	Mank, Edward H.	0.0019%	1,760	68,640	0.0013%
101	Marvin, Morton	0.0010%	914	35,646	0.0007%
102	Marvin, Suzanne	0.0001%	76	2,964	0.0001%
103	Maynard, Jean	0.0024%	2,304	89,856	0.0017%
104	Mazer, David	0.0071%	6,724	262,236	0.0049%
105	Mazer, Richard	0.0071%	6,724	262,236	0.0049%
228	McKee, William S.	0.0003%	264	10,296	0.0002%
1278	Meister, Wendy A.	0.0000%	0	0	0.0000%
229	Meister, Robert A.	0.0009%	880	34,320	0.0006%
1280	Mendik, Bernard	0.0000%	0	0	0.0000%

24

VORNADO REALTY L.P.  
PARTNERS AND PARTNERSHIP INTERESTS  
EXHIBIT A (09/25/01)  
ISSUANCE OF D-9 UNITS TO GSEP 2001 REALTY CORP.

\$51.39  
Class of Units

Partner #	Series A Preferred Shares	Value of Series A	Percentage of Series A
-----			
The Estate of Bernard H. Mendik			
108	Mendik, Susan		
212	Mendik, Susan Trust u/w/o Jean A. Batkin		
72	L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein		
109	Mil Equities		
201	Myers Group III, Inc.		
202	Myers Group IV, Inc.		
230	Myers, Israel		
185	Nevas, Alan		
186	Nevas, Leo		
111	Novick, Lawrence		
112	Oestreich, David A.		
113	Oestreich, Joan E.		
115	Oppenheimer, Martin J.		
116	Oppenheimer, Suzanne		
210	Phillips, Jonathan		



- 183 Phillips, Lynn
- 158 Prentice Revocable Trust, 12/12/75
- 121 Reichler, Richard
- 122 Reingold, Suzy
- 123 Roberts, H. Richard
- 124 Roche, Sara
- 125 Rolfe, Ronald
- 231 Root, Leon
- 126 Rosenberg, Ilse
- 97 Rosenheim, Edna Revocable Living Trust
- 127 Rosenzweig, Abraham
- 128 Rubashkin, Martin
- 129 RUBIN, MURRAY M.  
RUBIN, MURRAY M. & ISABELLE TRUST  
RUBIN, ISABELLE & MURRAY TRUST
- 130 Sahid, Joseph
- 132 Saunders, Paul
- 131 Saul, Andrew
- 133 Schacht, Ronald
- 1283 Schwartz,Carolynn
- 135 Schwartz, Samuel Trust UWO Barbara Schwartz
- 139 Schwartz, Samuel Trust FBO UWO Ellis Schwartz
- 136 Schwartz,Carolynn Trust FBO UWO Barbara Schwartz
- 138 Schwartz,Carolynn Trust FBO UWO Ellis Schwartz
- 140 Shapiro, Howard
- 142 Shapiro, Robert I.
- 143 Shasha, Alfred
- 144 Shasha, Alfred A. & Hanina
- 145 Shasha, Alfred & Hanina Trustees UTA 6/8/94
- 146 Shasha, Robert Y.  
87 Shasha-Kupchick, Leslie
- 147 Sheridan Family Partners, L.P.
- 148 Shine, William
- 232 Shuman, Stanley S.
- 149 Silberstein, John J.
- 150 Silbert, Harvey I.
- 248 Simons, Robert - Estate of
- 152 Sims, David
- 233 Skoker, Saul
- 154 Steiner, Phillip Harry
- 155 Steiner, Richard Harris
- 234 Strauss, Melville
- 249 Sussman, Walter
- 156 Tannenbaum, Bernard
- 157 Tannenbaum, Bernice
- 159 Tartikoff Living Trust
- 235 Tessler, Allan R.  
VUSA Properties, Inc.
- 164 Winik, Trust U/W/O Carolyn
- 161 Watt, Emily
- 160 Wang, Kevin
- 162 Weissman, Sheila
- 236 Wexler, Monte
- 237 Wexner, Leslie H.
- 163 Williams, John
- 238 WSNH Partners

```

=====
TOTAL                5,727,952          $294,359,453          100.0000%
=====

```

Partner #	\$25.00 Class of Units		
	Series B Preferred Shares	Value of Series B	Percentage of Series B

- The Estate of Bernard H. Mendik
- 108 Mendik, Susan
- 212 Mendik, Susan Trust u/w/o Jean A. Batkin
- 72 L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein
- 109 Mil Equities
- 201 Myers Group III, Inc.
- 202 Myers Group IV, Inc.
- 230 Myers, Israel
- 185 Nevas, Alan
- 186 Nevas, Leo
- 111 Novick, Lawrence
- 112 Oestreich, David A.
- 113 Oestreich, Joan E.
- 115 Oppenheimer, Martin J.
- 116 Oppenheimer, Suzanne
- 210 Phillips, Jonathan

183 Phillips, Lynn  
 158 Prentice Revocable Trust, 12/12/75  
 121 Reichler, Richard  
 122 Reingold, Suzy  
 123 Roberts, H. Richard  
 124 Roche, Sara  
 125 Rolfe, Ronald  
 231 Root, Leon  
 126 Rosenberg, Ilse  
 97 Rosenheim, Edna Revocable Living Trust  
 127 Rosenzweig, Abraham  
 128 Rubashkin, Martin  
 129 RUBIN, MURRAY M.  
 RUBIN, MURRAY M. & ISABELLE TRUST  
 RUBIN, ISABELLE & MURRAY TRUST  
 130 Sahid, Joseph  
 132 Saunders, Paul  
 131 Saul, Andrew  
 133 Schacht, Ronald  
 1283 Schwartz, Carolynn  
 135 Schwartz, Samuel Trust UWO Barbara Schwartz  
 139 Schwartz, Samuel Trust FBO UWO Ellis Schwartz  
 136 Schwartz, Carolynn Trust FBO UWO Barbara Schwartz  
 138 Schwartz, Carolynn Trust FBO UWO Ellis Schwartz  
 140 Shapiro, Howard  
 142 Shapiro, Robert I.  
 143 Shasha, Alfred  
 144 Shasha, Alfred A. & Hanina  
 145 Shasha, Alfred & Hanina Trustees UTA 6/8/94  
 146 Shasha, Robert Y.  
 87 Shasha-Kupchick, Leslie  
 147 Sheridan Family Partners, L.P.  
 148 Shine, William  
 232 Shuman, Stanley S.  
 149 Silberstein, John J.  
 150 Silbert, Harvey I.  
 248 Simons, Robert - Estate of  
 152 Sims, David  
 233 Skoker, Saul  
 154 Steiner, Phillip Harry  
 155 Steiner, Richard Harris  
 234 Strauss, Melville  
 249 Sussman, Walter  
 156 Tannenbaum, Bernard  
 157 Tannenbaum, Bernice  
 159 Tartikoff Living Trust  
 235 Tessler, Allan R.  
 VUSA Properties, Inc.  
 164 Winik, Trust U/W/O Carolyn  
 161 Watt, Emily  
 160 Wang, Kevin  
 162 Weissman, Sheila  
 236 Wexler, Monte  
 237 Wexner, Leslie H.  
 163 Williams, John  
 238 WSNH Partners

TOTAL

=====

3,400,000	\$85,000,000	100.0000%
-----------	--------------	-----------

=====

\$25.00  
Class of Units

Partner #	Series C Preferred Shares	Value of Series C	Percentage of Series C
The Estate of Bernard H. Mendik			
108 Mendik, Susan			
212 Mendik, Susan Trust u/w/o Jean A. Batkin			
72 L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein			
109 Mil Equities			
201 Myers Group III, Inc.			
202 Myers Group IV, Inc.			
230 Myers, Israel			
185 Nevas, Alan			
186 Nevas, Leo			
111 Novick, Lawrence			
112 Oestreich, David A.			
113 Oestreich, Joan E.			
115 Oppenheimer, Martin J.			
116 Oppenheimer, Suzanne			

210 Phillips, Jonathan  
 183 Phillips, Lynn  
 158 Prentice Revocable Trust, 12/12/75  
 121 Reichler, Richard  
 122 Reingold, Suzy  
 123 Roberts, H. Richard  
 124 Roche, Sara  
 125 Rolfe, Ronald  
 231 Root, Leon  
 126 Rosenberg, Ilse  
 97 Rosenheim, Edna Revocable Living Trust  
 127 Rosenzweig, Abraham  
 128 Rubashkin, Martin  
 129 RUBIN, MURRAY M.  
     RUBIN, MURRAY M. & ISABELLE TRUST  
     RUBIN, ISABELLE & MURRAY TRUST  
 130 Sahid, Joseph  
 132 Saunders, Paul  
 131 Saul, Andrew  
 133 Schacht, Ronald  
 1283 Schwartz, Carolynn  
 135 Schwartz, Samuel Trust UWO Barbara Schwartz  
 139 Schwartz, Samuel Trust FBO UWO Ellis Schwartz  
 136 Schwartz, Carolynn Trust FBO UWO Barbara Schwartz  
 138 Schwartz, Carolynn Trust FBO UWO Ellis Schwartz  
 140 Shapiro, Howard  
 142 Shapiro, Robert I.  
 143 Shasha, Alfred  
 144 Shasha, Alfred A. & Hanina  
 145 Shasha, Alfred & Hanina Trustees UTA 6/8/94  
 146 Shasha, Robert Y.  
     87 Shasha-Kupchick, Leslie  
 147 Sheridan Family Partners, L.P.  
 148 Shine, William  
 232 Shuman, Stanley S.  
 149 Silberstein, John J.  
 150 Silbert, Harvey I.  
 248 Simons, Robert - Estate of  
 152 Sims, David  
 233 Skoker, Saul  
 154 Steiner, Phillip Harry  
 155 Steiner, Richard Harris  
 234 Strauss, Melville  
 249 Sussman, Walter  
 156 Tannenbaum, Bernard  
 157 Tannenbaum, Bernice  
 159 Tartikoff Living Trust  
 235 Tessler, Allan R.  
     VUSA Properties, Inc.  
 164 Winik, Trust U/W/O Carolyn  
 161 Watt, Emily  
 160 Wang, Kevin  
 162 Weissman, Sheila  
 236 Wexler, Monte  
 237 Wexner, Leslie H.  
 163 Williams, John  
 238 WSNH Partners

TOTAL

=====

4,600,000	\$115,000,000	100.00%
-----------	---------------	---------

=====

\$50.00  
Class of Units

Partner  
#

-----

Series B-1 Preferred Units	Value of Series B-1	Percentage of Series B-1
----------------------------------	---------------------------	--------------------------------

-----

The Estate of Bernard H. Mendik  
 108 Mendik, Susan  
 212 Mendik, Susan Trust u/w/o Jean A. Batkin  
     72 L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein  
 109 Mil Equities  
 201 Myers Group III, Inc.  
 202 Myers Group IV, Inc.  
 230 Myers, Israel  
 185 Nevas, Alan  
 186 Nevas, Leo  
 111 Novick, Lawrence  
 112 Oestreich, David A.  
 113 Oestreich, Joan E.  
 115 Oppenheimer, Martin J.





116 Oppenheimer, Suzanne  
 210 Phillips, Jonathan  
 183 Phillips, Lynn  
 158 Prentice Revocable Trust, 12/12/75  
 121 Reichler, Richard  
 122 Reingold, Suzy  
 123 Roberts, H. Richard  
 124 Roche, Sara  
 125 Rolfe, Ronald  
 231 Root, Leon  
 126 Rosenberg, Ilse  
   97 Rosenheim, Edna Revocable Living Trust  
 127 Rosenzveig, Abraham  
 128 Rubashkin, Martin  
 129 RUBIN, MURRAY M.  
   RUBIN, MURRAY M. & ISABELLE TRUST  
   RUBIN, ISABELLE & MURRAY TRUST  
 130 Sahid, Joseph  
 132 Saunders, Paul  
 131 Saul, Andrew  
 133 Schacht, Ronald  
 1283 Schwartz,Carolynn  
 135 Schwartz, Samuel Trust UWO Barbara Schwartz  
 139 Schwartz, Samuel Trust FBO UWO Ellis Schwartz  
 136 Schwartz,Carolynn Trust FBO UWO Barbara Schwartz  
 138 Schwartz,Carolynn Trust FBO UWO Ellis Schwartz  
 140 Shapiro, Howard  
 142 Shapiro, Robert I.  
 143 Shasha, Alfred  
 144 Shasha, Alfred A. & Hanina  
 145 Shasha, Alfred & Hanina Trustees UTA 6/8/94  
 146 Shasha, Robert Y.  
   87 Shasha-Kupchick, Leslie  
 147 Sheridan Family Partners, L.P.  
 148 Shine, William  
 232 Shuman, Stanley S.  
 149 Silberstein, John J.  
 150 Silbert, Harvey I.  
 248 Simons, Robert - Estate of  
 152 Sims, David  
 233 Skoker, Saul  
 154 Steiner, Phillip Harry  
 155 Steiner, Richard Harris  
 234 Strauss, Melville  
 249 Sussman, Walter  
 156 Tannenbaum, Bernard  
 157 Tannenbaum, Bernice  
 159 Tartikoff Living Trust  
 235 Tessler, Allan R.  
   VUSA Properties, Inc.  
 164 Winik, Trust U/W/O Carolyn  
 161 Watt, Emily  
 160 Wang, Kevin  
 162 Weissman, Sheila  
 236 Wexler, Monte  
 237 Wexner, Leslie H.  
 163 Williams, John  
 238 WSNH Partners

TOTAL	747,912	\$37,395,600	100.00%
-------	---------	--------------	---------

VORNADO REALTY L.P.  
 PARTNERS AND PARTNERSHIP INTERESTS  
 EXHIBIT A (09/25/01)  
 ISSUANCE OF D-9 UNITS TO GSEP 2001 REALTY CORP.

	\$25.00 Class of Units		
	Series D-(1-9) Preferred Units	Value of Series D-(1-9)	Percentage of Series D-(1-9)
The Estate of Bernard H. Mendik			
108 Mendik, Susan			
212 Mendik, Susan Trust u/w/o Jean A. Batkin			
72 L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein			
109 Mil Equities			
201 Myers Group III, Inc.			
202 Myers Group IV, Inc.			
230 Myers, Israel			

185 Nevas, Alan  
 186 Nevas, Leo  
 111 Novick, Lawrence  
 112 Oestreich, David A.  
 113 Oestreich, Joan E.  
 115 Oppenheimer, Martin J.  
 116 Oppenheimer, Suzanne  
 210 Phillips, Jonathan  
 183 Phillips, Lynn  
 158 Prentice Revocable Trust, 12/12/75  
 121 Reichler, Richard  
 122 Reingold, Suzy  
 123 Roberts, H. Richard  
 124 Roche, Sara  
 125 Rolfe, Ronald  
 231 Root, Leon  
 126 Rosenberg, Ilse  
     97 Rosenheim, Edna Revocable Living Trust  
 127 Rosenzweig, Abraham  
 128 RUBASHKIN, MARTIN  
 129 RUBIN, MURRAY M.  
     RUBIN, MURRAY M. & ISABELLE TRUST  
     RUBIN, ISABELLE & MURRAY TRUST  
 130 Sahid, Joseph  
 132 Saunders, Paul  
 131 Saul, Andrew  
 133 Schacht, Ronald  
 1283 Schwartz, Carolynn  
 135 Schwartz, Samuel Trust UWO Barbara Schwartz  
 139 Schwartz, Samuel Trust FBO UWO Ellis Schwartz  
 136 Schwartz, Carolynn Trust FBO UWO Barbara Schwartz  
 138 Schwartz, Carolynn Trust FBO UWO Ellis Schwartz  
 140 Shapiro, Howard  
 142 Shapiro, Robert I.  
 143 Shasha, Alfred  
 144 Shasha, Alfred A. & Hanina  
 145 Shasha, Alfred & Hanina Trustees UTA 6/8/94  
 146 Shasha, Robert Y.  
     87 Shasha-Kupchick, Leslie  
 147 Sheridan Family Partners, L.P.  
 148 Shine, William  
 232 Shuman, Stanley S.  
 149 Silberstein, John J.  
 150 Silbert, Harvey I.  
 248 Simons, Robert - Estate of  
 152 Sims, David  
 233 Skoker, Saul  
 154 Steiner, Phillip Harry  
 155 Steiner, Richard Harris  
 234 Strauss, Melville  
 249 Sussman, Walter  
 156 Tannenbaum, Bernard  
 157 Tannenbaum, Bernice  
 159 Tartikoff Living Trust  
 235 Tessler, Allan R.  
     VUSA Properties, Inc.  
 164 Winik, Trust U/W/O Carolyn  
 161 Watt, Emily  
 160 Wang, Kevin  
 162 Weissman, Sheila  
 236 Wexler, Monte  
 237 Wexner, Leslie H.  
 163 Williams, John  
 238 WSNH Partners

TOTAL

=====  
 34,729,336                      \$881,966,800                      100.00%  
 =====

\$50.00  
 Class of Units

Partner #	Series E-1 Preferred Units	Value of Series E-1	Percentage of Series E-1
--------------	----------------------------------	---------------------------	--------------------------------

The Estate of Bernard H. Mendik  
 108 Mendik, Susan  
 212 Mendik, Susan Trust u/w/o Jean A. Batkin  
 72 L.C. Migdal & Ellin Kalmus, Trustees of Murray  
 Silberstein

109 Mil Equities  
 201 Myers Group III, Inc.  
 202 Myers Group IV, Inc.  
 230 Myers, Israel  
 185 Nevas, Alan  
 186 Nevas, Leo  
 111 Novick, Lawrence  
 112 Oestreich, David A.  
 113 Oestreich, Joan E.  
 115 Oppenheimer, Martin J.  
 116 Oppenheimer, Suzanne  
 210 Phillips, Jonathan  
 183 Phillips, Lynn  
 158 Prentice Revocable Trust, 12/12/75  
 121 Reichler, Richard  
 122 Reingold, Suzy  
 123 Roberts, H. Richard  
 124 Roche, Sara  
 125 Rolfe, Ronald  
 231 Root, Leon  
 126 Rosenberg, Ilse  
 97 Rosenheim, Edna Revocable Living Trust  
 127 Rosenzweig, Abraham  
 128 Rubashkin, Martin  
 129 RUBIN, MURRAY M.  
 RUBIN, MURRAY M. & ISABELLE TRUST  
 RUBIN, ISABELLE & MURRAY TRUST  
 130 Sahid, Joseph  
 132 Saunders, Paul  
 131 Saul, Andrew  
 133 Schacht, Ronald  
 1283 Schwartz, Carolyn  
 135 Schwartz, Samuel Trust UWO Barbara Schwartz  
 139 Schwartz, Samuel Trust FBO UWO Ellis Schwartz  
 136 Schwartz, Carolyn Trust FBO UWO Barbara Schwartz  
 138 Schwartz, Carolyn Trust FBO UWO Ellis Schwartz  
 140 Shapiro, Howard  
 142 Shapiro, Robert I.  
 143 Shasha, Alfred  
 144 Shasha, Alfred A. & Hanina  
 145 Shasha, Alfred & Hanina Trustees UTA 6/8/94  
 146 Shasha, Robert Y.  
 87 Shasha-Kupchick, Leslie  
 147 Sheridan Family Partners, L.P.  
 148 Shine, William  
 232 Shuman, Stanley S.  
 149 Silberstein, John J.  
 150 Silbert, Harvey I.  
 248 Simons, Robert - Estate of  
 152 Sims, David  
 233 Skoker, Saul  
 154 Steiner, Phillip Harry  
 155 Steiner, Richard Harris  
 234 Strauss, Melville  
 249 Sussman, Walter  
 156 Tannenbaum, Bernard  
 157 Tannenbaum, Bernice  
 159 Tartikoff Living Trust  
 235 Tessler, Allan R.  
 VUSA Properties, Inc.  
 164 Winik, Trust U/W/O Carolyn  
 161 Watt, Emily  
 160 Wang, Kevin  
 162 Weissman, Sheila  
 236 Wexler, Monte  
 237 Wexner, Leslie H.  
 163 Williams, John  
 238 WSNH Partners

TOTAL

=====  
 4,998,000      \$249,900,000      100.00%  
 =====

\$25.00  
 Class of Units

-----  
 Series F-1      Value      Percentage  
 Preferred      of      of  
 Units      Series F-1      Series F-1  
 -----

The Estate of Bernard H. Mendik  
 108 Mendik, Susan  
 212 Mendik, Susan Trust u/w/o Jean A. Batkin  
 72 L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein



109 Mil Equities  
 201 Myers Group III, Inc.  
 202 Myers Group IV, Inc.  
 230 Myers, Israel  
 185 Nevas, Alan  
 186 Nevas, Leo  
 111 Novick, Lawrence  
 112 Oestreich, David A.  
 113 Oestreich, Joan E.  
 115 Oppenheimer, Martin J.  
 116 Oppenheimer, Suzanne  
 210 Phillips, Jonathan  
 183 Phillips, Lynn  
 158 Prentice Revocable Trust, 12/12/75  
 121 Reichler, Richard  
 122 Reingold, Suzy  
 123 Roberts, H. Richard  
 124 Roche, Sara  
 125 Rolfe, Ronald  
 231 Root, Leon  
 126 Rosenberg, Ilse  
     97 Rosenheim, Edna Revocable Living Trust  
 127 Rosenzweig, Abraham  
 128 Rubashkin, Martin  
 129 RUBIN, MURRAY M.  
     RUBIN, MURRAY M. & ISABELLE TRUST  
     RUBIN, ISABELLE & MURRAY TRUST  
 130 Sahid, Joseph  
 132 Saunders, Paul  
 131 Saul, Andrew  
 133 Schacht, Ronald  
 1283 Schwartz,Carolynn  
 135 Schwartz, Samuel Trust UWO Barbara Schwartz  
 139 Schwartz, Samuel Trust FBO UWO Ellis Schwartz  
 136 Schwartz, Carolynn Trust FBO UWO Barbara Schwartz  
 138 Schwartz, Carolynn Trust FBO UWO Ellis Schwartz  
 140 Shapiro, Howard  
 142 Shapiro, Robert I.  
 143 Shasha, Alfred  
 144 Shasha, Alfred A. & Hanina  
 145 Shasha, Alfred & Hanina Trustees UTA 6/8/94  
 146 Shasha, Robert Y.  
     87 Shasha-Kupchick, Leslie  
 147 Sheridan Family Partners, L.P.  
 148 Shine, William  
 232 Shuman, Stanley S.  
 149 Silberstein, John J.  
 150 Silbert, Harvey I.  
 248 Simons, Robert - Estate of  
 152 Sims, David  
 233 Skoker, Saul  
 154 Steiner, Phillip Harry  
 155 Steiner, Richard Harris  
 234 Strauss, Melville  
 249 Sussman, Walter  
 156 Tannenbaum, Bernard  
 157 Tannenbaum, Bernice  
 159 Tartikoff Living Trust  
 235 Tessler, Allan R.  
     VUSA Properties, Inc.  
 164 Winik, Trust U/W/O Carolyn  
 161 Watt, Emily  
 160 Wang, Kevin  
 162 Weissman, Sheila  
 236 Wexler, Monte  
 237 Wexner, Leslie H.  
 163 Williams, John  
 238 WSNH Partners

TOTAL

=====

400,000	\$10,000,000	100.00%
---------	--------------	---------

=====

Partner  
#

-----

Common Units	Total	Value
-----	Common	Common
A	Units	Units

-----

The Estate of Bernard H. Mendik	0	0	0
108 Mendik, Susan	1,906	1,906	74,334
212 Mendik, Susan Trust u/w/o Jean A. Batkin	4,532	4,532	176,748
72 L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein	10,256	10,256	399,984
109 Mil Equities	6,667	6,667	260,013

201 Myers Group III, Inc.	17,641	17,641	687,999
202 Myers Group IV, Inc.	126,979	126,979	4,952,181
230 Myers, Israel	880	880	34,320
185 Nevas, Alan	1,636	1,636	63,804
186 Nevas, Leo	3,271	3,271	127,569
111 Novick, Lawrence	154	154	6,006
112 Oestreich, David A.	38,851	38,851	1,515,189
113 Oestreich, Joan E.	38,845	38,845	1,514,955
115 Oppenheimer, Martin J.	338	338	13,182
116 Oppenheimer, Suzanne	338	338	13,182
210 Phillips, Jonathan	3,364	3,364	131,196
183 Phillips, Lynn	3,364	3,364	131,196
158 Prentice Revocable Trust, 12/12/75	2,601	2,601	101,439
121 Reichler, Richard	5,400	5,400	210,600
122 Reingold, Suzy	5,112	5,112	199,368
123 Roberts, H. Richard	39,426	39,426	1,537,614
124 Roche, Sara	3,364	3,364	131,196
125 Rolfe, Ronald	1,844	1,844	71,916
231 Root, Leon	440	440	17,160
126 Rosenberg, Ilse	576	576	22,464
97 Rosenheim, Edna Revocable Living Trust	1,124	1,124	43,836
127 Rosenzweig, Abraham	3,744	3,744	146,016
128 Rubashkin, Martin	460	460	17,940
129 RUBIN, MURRAY M.	3,364	3,364	131,196
RUBIN, MURRAY M. & ISABELLE TRUST		0	0
RUBIN, ISABELLE & MURRAY TRUST		0	0
130 Sahid, Joseph	1,844	1,844	71,916
132 Saunders, Paul	1,844	1,844	71,916
131 Saul, Andrew	20,196	20,196	787,644
133 Schacht, Ronald	988	988	38,532
1283 Schwartz, Carolynn	4,534	4,534	176,826
135 Schwartz, Samuel Trust UWO Barbara Schwartz	4,278	4,278	166,842
139 Schwartz, Samuel Trust FBO UWO Ellis Schwartz	256	256	9,984
136 Schwartz, Carolynn Trust FBO UWO Barbara Schwartz	0	0	0
138 Schwartz, Carolynn Trust FBO UWO Ellis Schwartz	0	0	0
140 Shapiro, Howard	932	932	36,348
142 Shapiro, Robert I.	3,364	3,364	131,196
143 Shasha, Alfred	5,770	5,770	225,030
144 Shasha, Alfred A. & Hanina	7,484	7,484	291,876
145 Shasha, Alfred & Hanina Trustees UTA 6/8/94	13,676	13,676	533,364
146 Shasha, Robert Y.	1,710	1,710	66,690
87 Shasha-Kupchick, Leslie	0	0	0
147 Sheridan Family Partners, L.P.	15,944	15,944	621,816
148 Shine, William	2,766	2,766	107,874
232 Shuman, Stanley S.	1,760	1,760	68,640
149 Silberstein, John J.	82,804	82,804	3,229,356
150 Silbert, Harvey I.	57,409	57,409	2,238,951
248 Simons, Robert - Estate of		0	0
152 Sims, David	59,194	59,194	2,308,566
233 Skoker, Saul	880	880	34,320
154 Steiner, Phillip Harry	1,124	1,124	43,836
155 Steiner, Richard Harris	1,124	1,124	43,836
234 Strauss, Melville	880	880	34,320
249 Sussman, Walter	930	930	36,270
156 Tannenbaum, Bernard	912	912	35,568
157 Tannenbaum, Bernice	76	76	2,964
159 Tartikoff Living Trust	3,364	3,364	131,196
235 Tessler, Allan R.	880	880	34,320
VUSA Properties, Inc.	1,119	1,119	43,641
164 Winik, Trust U/W/O Carolyn	3,364	3,364	131,196
161 Watt, Emily	1,332	1,332	51,948
160 Wang, Kevin	78,714	78,714	3,069,846
162 Weissman, Sheila	664	664	25,896
236 Wexler, Monte	176	176	6,864
237 Wexner, Leslie H.	10,563	10,563	411,957
163 Williams, John		0	0
238 WSNH Partners	2,641	2,641	102,999

TOTAL

=====  
94,739,979                      94,739,979                      3,694,846,133  
=====

Partner #	Percentage		Total Value	Percentage Interest
	Common Units	Total Units		
The Estate of Bernard H. Mendik	0.0000%	0	0	0.0000%
108 Mendik, Susan	0.0020%	1,906	74,334	0.0014%
212 Mendik, Susan Trust u/w/o Jean A. Batkin	0.0048%	4,532	176,748	0.0033%
72 L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein	0.0108%	10,256	399,984	0.0074%
109 Mil Equities	0.0070%	6,667	260,013	0.0048%
201 Myers Group III, Inc.	0.0186%	17,641	687,999	0.0128%
202 Myers Group IV, Inc.	0.1340%	126,979	4,952,181	0.0919%
230 Myers, Israel	0.0009%	880	34,320	0.0006%
185 Nevas, Alan	0.0017%	1,636	63,804	0.0012%
186 Nevas, Leo	0.0035%	3,271	127,569	0.0024%
111 Novick, Lawrence	0.0002%	154	6,006	0.0001%
112 Oestreich, David A.	0.0410%	38,851	1,515,189	0.0281%
113 Oestreich, Joan E.	0.0410%	38,845	1,514,955	0.0281%
115 Oppenheimer, Martin J.	0.0004%	338	13,182	0.0002%
116 Oppenheimer, Suzanne	0.0004%	338	13,182	0.0002%
210 Phillips, Jonathan	0.0036%	3,364	131,196	0.0024%
183 Phillips, Lynn	0.0036%	3,364	131,196	0.0024%
158 Prentice Revocable Trust, 12/12/75	0.0027%	2,601	101,439	0.0019%
121 Reichler, Richard	0.0057%	5,400	210,600	0.0039%
122 Reingold, Suzy	0.0054%	5,112	199,368	0.0037%
123 Roberts, H. Richard	0.0416%	39,426	1,537,614	0.0285%
124 Roche, Sara	0.0036%	3,364	131,196	0.0024%
125 Rolfe, Ronald	0.0019%	1,844	71,916	0.0013%
231 Root, Leon	0.0005%	440	17,160	0.0003%
126 Rosenberg, Ilse	0.0006%	576	22,464	0.0004%
97 Rosenheim, Edna Revocable Living Trust	0.0012%	1,124	43,836	0.0008%
127 Rosenzweig, Abraham	0.0040%	3,744	146,016	0.0027%
128 Rubashkin, Martin	0.0005%	460	17,940	0.0003%
129 RUBIN, MURRAY M.	0.0036%	3,364	131,196	0.0024%
RUBIN, MURRAY M. & ISABELLE TRUST	0.0000%	0	0	0.0000%
RUBIN, ISABELLE & MURRAY TRUST	0.0000%	0	0	0.0000%
130 Sahid, Joseph	0.0019%	1,844	71,916	0.0013%
132 Saunders, Paul	0.0019%	1,844	71,916	0.0013%
131 Saul, Andrew	0.0213%	20,196	787,644	0.0146%
133 Schacht, Ronald	0.0010%	988	38,532	0.0007%
1283 Schwartz,Carolynn	0.0048%	4,534	176,826	0.0033%
135 Schwartz, Samuel Trust UWO Barbara Schwartz	0.0045%	4,278	166,842	0.0031%
139 Schwartz, Samuel Trust FBO UWO Ellis Schwartz	0.0003%	256	9,984	0.0002%
136 Schwartz,Carolynn Trust FBO UWO Barbara Schwartz	0.0000%	0	0	0.0000%
138 Schwartz,Carolynn Trust FBO UWO Ellis Schwartz	0.0000%	0	0	0.0000%
140 Shapiro, Howard	0.0010%	932	36,348	0.0007%
142 Shapiro, Robert I.	0.0036%	3,364	131,196	0.0024%
143 Shasha, Alfred	0.0061%	5,770	225,030	0.0042%
144 Shasha, Alfred A. & Hanina	0.0079%	7,484	291,876	0.0054%
145 Shasha, Alfred & Hanina Trustees UTA 6/8/94	0.0144%	13,676	533,364	0.0099%
146 Shasha, Robert Y.	0.0018%	1,710	66,690	0.0012%
87 Shasha-Kupchick, Leslie	0.0000%	0	0	0.0000%
147 Sheridan Family Partners, L.P.	0.0168%	15,944	621,816	0.0115%
148 Shine, William	0.0029%	2,766	107,874	0.0020%
232 Shuman, Stanley S.	0.0019%	1,760	68,640	0.0013%
149 Silberstein, John J.	0.0874%	82,804	3,229,356	0.0599%
150 Silbert, Harvey I.	0.0606%	57,409	2,238,951	0.0415%
248 Simons, Robert - Estate of	0.0000%	0	0	0.0000%
152 Sims, David	0.0625%	59,194	2,308,566	0.0428%
233 Skoker, Saul	0.0009%	880	34,320	0.0006%
154 Steiner, Phillip Harry	0.0012%	1,124	43,836	0.0008%
155 Steiner, Richard Harris	0.0012%	1,124	43,836	0.0008%
234 Strauss, Melville	0.0009%	880	34,320	0.0006%
249 Sussman, Walter	0.0010%	930	36,270	0.0007%
156 Tannenbaum, Bernard	0.0010%	912	35,568	0.0007%
157 Tannenbaum, Bernice	0.0001%	76	2,964	0.0001%
159 Tartikoff Living Trust	0.0036%	3,364	131,196	0.0024%
235 Tessler, Allan R.	0.0009%	880	34,320	0.0006%
VUSA Properties, Inc.	0.0012%	1,119	43,641	0.0008%
164 Winik, Trust U/W/O Carolyn	0.0036%	3,364	131,196	0.0024%
161 Watt, Emily	0.0014%	1,332	51,948	0.0010%
160 Wang, Kevin	0.0831%	78,714	3,069,846	0.0569%
162 Weissman, Sheila	0.0007%	664	25,896	0.0005%
236 Wexler, Monte	0.0002%	176	6,864	0.0001%
237 Wexner, Leslie H.	0.0111%	10,563	411,957	0.0076%
163 Williams, John	0.0000%	0	0	0.0000%
238 WSNH Partners	0.0028%	2,641	102,999	0.0019%
TOTAL	100.0000%	148,492,528	5,390,935,436	100.0000%

COMMON UNITS  
-----

Vornado	88,891,956
909 Third Refinance	13,248
Original Mendik Partners	2,828,749
Newkirk Partners	1,790,053
Kennedy Partners	389,007
Freezer Services Partners	144,620
Westport Partners	4,907
770 Broadway Partner	458,964
20 Broad Partners	16,064
High Point Partners	202,411
	-----
	94,739,979
	=====

[\(Back To Top\)](#)

## Section 5: EX-3.5 (PRESS RELEASE)

1

Exhibit 3.5

CONTACT: JOSEPH MACNOW  
(201) 587-1000

[VORNADO LOGO]

210 Route 4 East  
Paramus, NJ 07652

FOR IMMEDIATE RELEASE - September 21, 2001

PARAMUS, NEW JERSEY....VORNADO REALTY TRUST (NYSE:VNO) today announced that Vornado Realty L.P., the operating partnership through which Vornado Realty Trust conducts its business, has sold \$45 million of 8.25% Series D-9 Cumulative Redeemable Preferred Units to an institutional investor in a private placement, resulting in net proceeds of approximately \$43.9 million. The perpetual Preferred Units may be called without penalty at the option of Vornado Realty L.P. commencing in September 2006.

The securities have not been and will not be registered under the Securities Act of 1933, as amended, or any state securities laws and may not be offered or sold except pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws.

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

####

[\(Back To Top\)](#)