

VORNADO REALTY TRUST  
Form 10-K  
February 16, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D. C. 20549**

**FORM 10-K**

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

**For the Fiscal Year Ended:December 31, 2015**

**OR**

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

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

**Commission File Number:** \_\_\_\_\_ **001 11954**

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

**Maryland**  
(State or other jurisdiction of incorporation or  
organization)

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

**888 Seventh Avenue, New York, New York**

**10019**

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(Address of Principal Executive Offices)

(Zip Code)

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

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

| <b>Title of Each Class</b>  | <b>Name of Each Exchange on Which Registered</b> |
|---|--|
| Common Shares of beneficial interest,<br>\$.04 par value per share              | New York Stock Exchange                          |
| Cumulative Redeemable Preferred Shares of beneficial<br>interest, no par value: |  |
| 6.625% Series G   | New York Stock Exchange                          |
| 6.625% Series I   | New York Stock Exchange                          |
| 6.875% Series J   | New York Stock Exchange                          |
| 5.70% Series K  | New York Stock Exchange                          |
| 5.40% Series L  | New York Stock Exchange                          |

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

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

YES  NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

YES  NO

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

YES  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

YES  NO

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

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

Large Accelerated Filer  
 Non-Accelerated Filer (Do not check if smaller reporting company)

Accelerated Filer  
 Smaller Reporting Company

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

YES  NO

The aggregate market value of the voting and non-voting common shares held by non affiliates of the registrant, i.e. by persons other than officers and trustees of Vornado Realty Trust, was \$16,366,466,000 at June 30, 2015.

As of December 31, 2015, there were 188,576,853 of the registrant's common shares of beneficial interest outstanding.

Documents Incorporated by Reference

**Part III:** Portions of Proxy Statement for Annual Meeting of Shareholders to be held on May 19, 2016.

This Annual Report on Form 10-K omits financial statements required under Rule 3-09 of Regulation S-X, for Toys "R" Us, Inc. An amendment to this Annual Report on Form 10-K will be filed as soon as practicable following the availability of such financial statements.

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(1) These items are omitted in whole or in part because the registrant will file a definitive Proxy Statement pursuant to Regulation 14A under the Securities Exchange Act of 1934 with the Securities and Exchange Commission no later than 120 days after December 31, 2015, portions of which are incorporated by reference herein.

### **Forward-Looking Statements**

Certain statements contained herein constitute forward looking statements as such term is defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are not guarantees of future performance. They represent our intentions, plans, expectations and beliefs and are subject to numerous assumptions, risks and uncertainties. Our future results, financial condition and business may differ materially from those expressed in these forward-looking statements. You can find many of these statements by looking for words such as “approximates,” “believes,” “expects,” “anticipates,” “estimates,” “intends,” “plans,” “would,” “may” or other similar expressions in this Annual Report on Form 10-K. We also note the following forward-looking statements: in the case of our development and redevelopment projects, the estimated completion date, estimated project cost and cost to complete; and estimates of future capital expenditures, dividends to common and preferred shareholders and operating partnership distributions. Many of the factors that will determine the outcome of these and our other forward-looking statements are beyond our ability to control or predict. For further discussion of factors that could materially affect the outcome of our forward-looking statements, see “Item 1A. Risk Factors” in this Annual Report on Form 10-K.

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

# PART I

## ITEM 1. BUSINESS

Vornado Realty Trust (“Vornado”) is a fully integrated real estate investment trust (“REIT”) and conducts its business through, and substantially all of its interests in properties are held by, Vornado Realty L.P., a Delaware limited partnership (the “Operating Partnership”). Accordingly, Vornado’s cash flow and ability to pay dividends to its shareholders is dependent upon the cash flow of the Operating Partnership and the ability of its direct and indirect subsidiaries to first satisfy their obligations to creditors. Vornado is the sole general partner of, and owned approximately 93.7% of the common limited partnership interest in the Operating Partnership at December 31, 2015. All references to “we,” “us,” “our,” the “Company” and “Vornado” refer to Vornado Realty Trust and its consolidated subsidiaries, including the Operating Partnership.

On January 15, 2015, we completed the spin-off of substantially all of our retail segment comprised of 79 strip shopping centers, three malls, a warehouse park and \$225 million of cash to Urban Edge Properties (“UE”) (NYSE: UE). As part of this transaction, we received 5,717,184 UE operating partnership units (5.4% ownership interest).

We currently own all or portions of:

### New York:

- 21.3 million square feet of Manhattan office space in 35 properties;
- 2.6 million square feet of Manhattan street retail space in 65 properties;
- 1,711 units in eleven residential properties;
- The 1,700 room Hotel Pennsylvania located on Seventh Avenue at 33<sup>rd</sup> Street in the heart of the Penn Plaza district;



- A 32.4% interest in Alexander's, Inc. (NYSE: ALX), which owns seven properties in the greater New York metropolitan area, including 731 Lexington Avenue, the 1.3 million square foot Bloomberg, L.P. headquarters building;

**Washington, DC:**

- 15.8 million square feet of office space in 57 properties;
- 2,414 units in seven residential properties;

**Other Real Estate and Related Investments:**

- The 3.6 million square foot Mart ("theMart") in Chicago;
- A 70% controlling interest in 555 California Street, a three-building office complex in San Francisco's financial district aggregating 1.8 million square feet, known as the Bank of America Center;
- A 25.0% interest in Vornado Capital Partners, our real estate fund. We are the general partner and investment manager of the fund;
- A 32.5% interest in Toys "R" Us, Inc.; and
- Other real estate and other investments.

## Objectives and Strategy

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

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

We expect to finance our growth, acquisitions and investments using internally generated funds, proceeds from asset sales and by accessing the public and private capital markets. We may also offer Vornado common or preferred shares or Operating Partnership units in exchange for property and may repurchase or otherwise reacquire these securities in the future.

## ACQUISITIONS

Since January 1, 2015, we acquired assets aggregating \$845.8 million. Below is the summary of the significant acquisitions.

- 150 West 34th Street for approximately \$355 million
- The Center Building, located at 33-00 Northern Boulevard in Long Island City, NY for \$142 million
- 260 Eleventh Avenue for 813,900 newly issued Vornado Operating Partnership units valued at approximately \$80 million
- 265 West 34th Street for approximately \$28.5 million

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- We increased our ownership in Crowne Plaza Times Square Hotel to 33% from 11% by co-investing with our 25% owned real estate fund and one of the fund's limited partners to buy out the fund's joint venture partner's 57% interest
- We entered into a joint venture in which we have a 55% ownership interest to develop a Class-A office building at 512 West 22nd Street

Additional details about our acquisitions are provided in the "Overview" of Management's Discussion and Analysis of Financial Condition and Results of Operations.

### DISPOSITIONS

Since January 1, 2015, we sold eleven assets for an aggregate of \$1.044 billion, with net proceeds of approximately \$980 million. Below is a summary of these sales.

- We completed the spin-off of substantially all of our retail segment to Urban Edge Properties
- 20 Broad Street for an aggregate consideration of \$200 million resulting in net proceeds of \$193.2 million
- 1750 Pennsylvania Avenue, NW in Washington, DC for \$182 million resulting in net proceeds of \$177.6 million
- Our 50% interest in the Monmouth Mall in Eatontown, NJ for \$38 million
- Our Geary Street, CA lease for \$35.3 million resulting in net proceeds of \$34.2 million
- We transferred the redeveloped Springfield Town Center, located in Springfield, VA to PREIT Associates, L.P. for \$485.3 million resulting in net proceeds of \$463.5 million.
- Five residual retail assets for an aggregate of \$11.4 million resulting in net proceeds of \$10.7 million
- 520 Broadway for \$91.7 million resulting in net proceeds of \$62.9 million

Additional details about our dispositions are provided in the "Overview" of Management's Discussion and Analysis of Financial Condition and Results of Operations.



## **FINANCINGS**

Since January 1, 2015, we completed the following financing transactions:

- Entered into an unsecured delayed-draw term loan facility in the maximum amount of \$750 million (\$187.5 million outstanding at December 31, 2015)
- Completed \$700 million refinancing of 770 Broadway for net proceeds of approximately \$330 million.
- Completed \$580 million refinancing of 100 West 33rd Street for net proceeds of approximately \$242 million
- Redeemed \$500 million 4.25% senior unsecured notes due April 2015
- Completed \$450 million financing of the retail condominium of the St. Regis Hotel and the adjacent retail town house
- Completed \$375 million refinancing of 888 Seventh Avenue for net proceeds of approximately \$49 million
- Upsized loan on 220 Central Park South development by \$350 million to \$950 million
- Completed \$308 million refinancing of RiverHouse Apartments for net proceeds of approximately \$43 million
- \$205 million of financing in connection with acquisition of 150 West 34th Street

Additional details about our financings are provided in the “Overview” of Management’s Discussion and Analysis of Financial Condition and Results of Operations.

## **DEVELOPMENT AND REDEVELOPMENT EXPENDITURES**

We are constructing a residential condominium tower containing 392,000 salable square feet on our 220 Central Park South development site. The incremental development cost of this project is approximately \$1.3 billion, of which \$293 million has been expended as of December 31, 2015.

We are developing The Bartlett, a 699-unit residential project in Pentagon City, which is expected to be completed in 2016. The project includes a 40,000 square foot Whole Foods Market at the base of the building. The incremental development cost of this project is approximately \$250 million, of which \$166 million has been expended as of

December 31, 2015.

On June 24, 2015, we entered into a joint venture, in which we own a 55% interest, to develop a 173,000 square foot Class-A office building, located along the western edge of the High Line at 512 West 22nd Street in the West Chelsea submarket of Manhattan. The development cost of this project is approximately \$235 million. On November 24, 2015, the joint venture obtained a \$126 million construction loan. The loan matures in November 2019 with two six-month extension options. The interest rate is LIBOR plus 2.65% (3.07% at December 31, 2015). As of December 31, 2015, the outstanding balance of the loan was \$44.1 million, of which \$24.2 million is our share.

On July 23, 2014, a joint venture in which we are a 50.1% partner entered into a 99-year ground lease for 61 Ninth Avenue located on the Southwest corner of Ninth Avenue and 15th Street in the West Chelsea submarket of Manhattan. The venture's current plans are to construct an office building, with retail at the base, of approximately 167,000 square feet. Total development costs are currently estimated to be approximately \$150 million.

We plan to demolish two adjacent Washington, DC office properties, 1726 M Street and 1150 17th Street in the first half of 2016 and replace them in the future with a new 335,000 square foot Class A office building, to be addressed 1700 M Street. The incremental development cost of the project is approximately \$170 million.

We are also evaluating other development and redevelopment opportunities at certain of our properties in Manhattan, including the Penn Plaza District, and in Washington, including Crystal City, Rosslyn and Pentagon City.

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

## SEGMENT DATA

We operate in the following business segments: New York and Washington, DC. Financial information related to these business segments for the years ended December 31, 2015, 2014 and 2013 is set forth in Note 24 – Segment Information to our consolidated financial statements in this Annual Report on Form 10-K.

## SEASONALITY

Our revenues and expenses are subject to seasonality during the year which impacts quarterly net earnings, cash flows and funds from operations, and therefore impacts comparisons of the current quarter to the previous quarter. The New York and Washington, DC segments have historically experienced higher utility costs in the first and third quarters of the year.

### **tenants ACCOUNTING FOR over 10% of revenues**

None of our tenants accounted for more than 10% of total revenues in any of the years ended December 31, 2015, 2014 and 2013.

### **Certain Activities**

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

## **Employees**

As of December 31, 2015, we have approximately 4,089 employees, of which 298 are corporate staff. The New York segment has 3,242 employees, including 2,566 employees of Building Maintenance Services LLC, a wholly owned subsidiary, which provides cleaning, security and engineering services primarily to our New York and Washington, DC properties and 487 employees at the Hotel Pennsylvania. The Washington, DC segment and the Mart properties have 462 and 87 employees, respectively. The foregoing does not include employees of partially owned entities.

## **principal executive offices**

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

## **MATERIALS AVAILABLE ON OUR WEBSITE**

Copies of our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports, as well as Reports on Forms 3, 4 and 5 regarding officers, trustees or 10% beneficial owners of us, filed or furnished pursuant to Section 13(a), 15(d) or 16(a) of the Securities Exchange Act of 1934 are available free of charge through our website ([www.vno.com](http://www.vno.com)) as soon as reasonably practicable after they are electronically filed with, or furnished to, the Securities and Exchange Commission. Also available on our website are copies of our Audit Committee Charter, Compensation Committee Charter, Corporate Governance and Nominating Committee Charter, Code of Business Conduct and Ethics and Corporate Governance Guidelines. In the event of any changes to these charters or the code or guidelines, changed copies will also be made available on our website. Copies of these documents are also available directly from us free of charge. Our website also includes other financial information, including certain non-GAAP financial measures, none of which is a part of this Annual Report on Form 10-K. Copies of our filings under the Securities Exchange Act of 1934 are also available free of charge from us, upon request.



## ITEM 1A. RISK FACTORS

Material factors that may adversely affect our business, operations and financial condition are summarized below. The risks and uncertainties described herein may not be the only ones we face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business. See “Forward-Looking Statements” contained herein on page 4.

### **Real Estate Investments’ Value and Income Fluctuate Due to Various Factors.**

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

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

- global, national, regional and local economic conditions;
- competition from other available space;
- local conditions such as an oversupply of space or a reduction in demand for real estate in the area;
- how well we manage our properties;
- the development and/or redevelopment of our properties;
- changes in market rental rates;
- the timing and costs associated with property improvements and rentals;
- whether we are able to pass all or portions of any increases in operating costs through to tenants;
- changes in real estate taxes and other expenses;
- whether tenants and users such as customers and shoppers consider a property attractive;
- changes in space utilization by our tenants due to technology, economic conditions and business environment;
- the financial condition of our tenants, including the extent of tenant bankruptcies or defaults;
- availability of financing on acceptable terms or at all;
- inflation or deflation;
- fluctuations in interest rates;
- our ability to obtain adequate insurance;

- changes in zoning laws and taxation;
- government regulation;
- consequences of any armed conflict involving, or terrorist attacks against, the United States or individual acts of violence in public spaces including retail centers;
- potential liability under environmental or other laws or regulations;
- natural disasters;
- general competitive factors; and
- climate changes.

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

***Capital markets and economic conditions can materially affect our liquidity, financial condition and results of operations as well as the value of our debt and equity securities.***

There are many factors that can affect the value of our debt and equity securities, including the state of the capital markets and the economy. Demand for office and retail space may decline nationwide, as it did in 2008 and 2009 due to the economic downturn, bankruptcies, downsizing, layoffs and cost cutting. Government action or inaction may adversely affect the state of the capital markets. The cost and availability of credit may be adversely affected by illiquid credit markets and wider credit spreads, which may adversely affect our liquidity and financial condition, including our results of operations, and the liquidity and financial condition of our tenants. Our inability or the inability of our tenants to timely refinance maturing liabilities and access the capital markets to meet liquidity needs may materially affect our financial condition and results of operations and the value of our debt and equity securities.

***Real estate is a competitive business.***

We compete with a large number of real estate property owners and developers, some of which may be willing to accept lower returns on their investments. Principal factors of competition are rents charged, sales prices, attractiveness of location, the quality of the property and the breadth and the quality of services provided. Our success depends upon, among other factors, trends of the global, national, regional and local economies, the financial condition and operating results of current and prospective tenants and customers, availability and cost of capital, construction and renovation costs, taxes, governmental regulations, legislation, population and employment trends.

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

Our financial results depend significantly on leasing space in our properties to tenants on economically favorable terms. In addition, because a majority of our income comes from renting of real property, our income, funds available to pay indebtedness and funds available for distribution to shareholders will decrease if a significant number of our tenants cannot pay their rent or if we are not able to maintain occupancy levels on favorable terms. If a tenant does not pay its rent, we may not be able to enforce our rights as landlord without delays and may incur substantial legal costs. During periods of economic adversity, there may be an increase in the number of tenants that cannot pay their rent and an increase in vacancy rates.

***We may be unable to renew leases or relet space as leases expire.***

When our tenants decide not to renew their leases upon their expiration, we may not be able to relet the space. Even if tenants do renew or we can relet the space, the terms of renewal or reletting, taking into account among other things, the cost of improvements to the property and leasing commissions, may be less favorable than the terms in the expired leases. In addition, changes in space utilization by our tenants may impact our ability to renew or relet space without the need to incur substantial costs in renovating or redesigning the internal configuration of the relevant property. If we are unable to promptly renew the leases or relet the space at similar rates or if we incur substantial costs in renewing or reletting the space, our cash flow and ability to service debt obligations and pay dividends and distributions to security holders could be adversely affected.

***Bankruptcy or insolvency of tenants may decrease our revenue, net income and available cash.***

From time to time, some of our tenants have declared bankruptcy, and other tenants may declare bankruptcy or become insolvent in the future. The bankruptcy or insolvency of a major tenant could cause us to suffer lower revenues and operational difficulties, including leasing the remainder of the property. As a result, the bankruptcy or insolvency of a major tenant could result in decreased revenue, net income and funds available to pay our indebtedness or make distributions to shareholders.

***We may incur significant costs to comply with environmental laws and environmental contamination may impair our ability to lease and/or sell real estate.***

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

Each of our properties has been subject to varying degrees of environmental assessment. To date, these environmental assessments have not revealed any environmental condition material to our business. However, identification of new compliance concerns or undiscovered areas of contamination, changes in the extent or known scope of contamination, human exposure to contamination or changes in clean-up or compliance requirements could result in significant costs to us.

In addition, we may become subject to costs or taxes, or increases therein, associated with natural resource or energy usage (such as a “carbon tax”). These costs or taxes could increase our operating costs and decrease the cash available to pay our obligations or distribute to equity holders.

***We face risks associated with our tenants being designated “Prohibited Persons” by the Office of Foreign Assets Control and similar requirements.***

Pursuant to Executive Order 13224 and other laws, the Office of Foreign Assets Control of the United States Department of the Treasury (“OFAC”) maintains a list of persons designated as terrorists or who are otherwise blocked or banned (“Prohibited Persons”) from conducting business or engaging in transactions in the United States and thereby restricts our doing business with such persons. We are required to comply with OFAC and related requirements and may be required to terminate or otherwise amend our leases, loans and other agreements. If a tenant or other party with whom we conduct business is placed on the OFAC list or is otherwise a party with which we are prohibited from doing business, we may be required to terminate the lease or other agreement. Any such termination could result in a loss of revenue or otherwise negatively affect our financial results and cash flows.

***Our business and operations would suffer in the event of system failures.***

Despite system redundancy, the implementation of security measures and the existence of a disaster recovery plan for our internal information technology systems, our systems are vulnerable to damages from any number of sources, including computer viruses, unauthorized access, energy blackouts, natural disasters, terrorism, war and telecommunication failures. Any system failure or accident that causes interruptions in our operations could result in a material disruption to our business. We may also incur additional costs to remedy damages caused by such disruptions.

***The occurrence of cyber incidents, or a deficiency in our cyber security, could negatively impact our business by causing a disruption to our operations, a compromise or corruption of our confidential information, and/or damage to our business relationships or reputation, all of which could negatively impact our financial results.***

We face risks associated with security breaches, whether through cyber attacks or cyber intrusions over the Internet, malware, computer viruses, attachments to e-mails, persons who access our systems from inside or outside our organization, and other significant disruptions of our IT networks and related systems. The risk of a security breach or disruption, particularly through cyber attack or cyber intrusion, including by computer hackers, foreign governments and cyber terrorists, has generally increased as the number, intensity and sophistication of attempted attacks and intrusions from around the world have increased. Our IT networks and related systems are essential to the operation of our business and our ability to perform day-to-day operations (including managing our building systems) and, in some

cases, may be critical to the operations of certain of our tenants. Although we make efforts to maintain the security and integrity of these types of IT networks and related systems, and we have implemented various measures to manage the risk of a security breach or disruption, there can be no assurance that our security efforts and measures will be effective or that attempted security breaches or disruptions would not be successful or damaging. Even the most well protected information, networks, systems and facilities remain potentially vulnerable because the techniques used in such attempted security breaches evolve and generally are not recognized until launched against a target, and in some cases are designed to not be detected and, in fact, may not be detected. Accordingly, we may be unable to anticipate these techniques or to implement adequate security barriers or other preventative measures, and thus it is impossible for us to entirely mitigate this risk.

A security breach or other significant disruption involving our IT networks and related systems could disrupt the proper functioning of our networks and systems and therefore our operations and/or those of certain of our tenants; result in the unauthorized access to, and destruction, loss, theft, misappropriation or release of, proprietary, confidential, sensitive or otherwise valuable information of ours or others, which others could use to compete against us or which could expose us to damage claims by third-parties for disruptive, destructive or otherwise harmful purposes and outcomes; result in our inability to maintain the building systems relied upon by our tenants for the efficient use of their leased space; require significant management attention and resources to remedy any damages that result; subject us to claims for breach of contract, damages, credits, penalties or termination of leases or other agreements; or damage our reputation among our tenants and investors generally. Any or all of the foregoing could have a material adverse effect on our results of operations, financial condition and cash flows.

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

We maintain general liability insurance with limits of \$300,000,000 per occurrence and per property, and all risk property and rental value insurance with limits of \$2.0 billion per occurrence, with sub-limits for certain perils such as flood and earthquake. Our California properties have earthquake insurance with coverage of \$180,000,000 per occurrence and in the annual aggregate, subject to a deductible in the amount of 5% of the value of the affected property. We maintain coverage for terrorism acts with limits of \$4.0 billion per occurrence and in the aggregate, and \$2.0 billion per occurrence and in the aggregate for terrorism involving nuclear, biological, chemical and radiological (“NBCR”) terrorism events, as defined by Terrorism Risk Insurance Program Reauthorization Act of 2015, which expires in December 2020.

Penn Plaza Insurance Company, LLC (“PPIC”), our wholly owned consolidated subsidiary, acts as a re-insurer with respect to a portion of all risk property and rental value insurance and a portion of our earthquake insurance coverage, and as a direct insurer for coverage for acts of terrorism including NBCR acts. Coverage for acts of terrorism (excluding NBCR acts) is fully reinsured by third party insurance companies and the Federal government with no exposure to PPIC. For NBCR acts, PPIC is responsible for a deductible of \$3,200,000 (\$2,400,000 effective January 1, 2016) per occurrence and 15% of the balance of a covered loss (16% effective January 1, 2016) and the Federal government is responsible for the remaining 85% of a covered loss (84% effective January 1, 2016). We are ultimately responsible for any loss incurred by PPIC.

We continue to monitor the state of the insurance market and the scope and costs of coverage for acts of terrorism. However, we cannot anticipate what coverage will be available on commercially reasonable terms in the future.

Our debt instruments, consisting of mortgage loans secured by our properties which are non-recourse to us, senior unsecured notes and revolving credit agreements contain customary covenants requiring us to maintain insurance. Although we believe that we have adequate insurance coverage for purposes of these agreements, we may not be able to obtain an equivalent amount of coverage at reasonable costs in the future. Further, if lenders insist on greater coverage than we are able to obtain it could adversely affect our ability to finance our properties and expand our portfolio.

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

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

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



**Our Investments Are Concentrated in the New York CITY METROPOLITAN AREA and Washington, DC / NORTHERN VIRGINIA Area. Circumstances Affecting These Areas Generally Could Adversely Affect Our Business.**

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

In 2015, approximately 92% of our EBITDA, excluding items that affect comparability, came from properties located in the New York City metropolitan area and the Washington, DC / Northern Virginia area. We may continue to concentrate a significant portion of our future acquisitions in these areas or in other geographic real estate markets in the United States or abroad. Real estate markets are subject to economic downturns and we cannot predict how economic conditions will impact these markets in either the short or long term. Declines in the economy or declines in real estate markets in these areas could hurt our financial performance and the value of our properties. In addition to the factors affecting the national economic condition generally, the factors affecting economic conditions in these regions include:

- financial performance and productivity of the media, advertising, financial, technology, retail, insurance and real estate industries;
- space needs of, and budgetary constraints affecting, the United States Government, including the effect of a deficit reduction plan and/or base closures and repositioning under the Defense Base Closure and Realignment Act of 2005, as amended;
- business layoffs or downsizing;
- industry slowdowns;
- relocations of businesses;
- changing demographics;
- increased telecommuting and use of alternative work places;
- infrastructure quality; and
- any oversupply of, or reduced demand for, real estate.

It is impossible for us to assess the future effects of trends in the economic and investment climates of the geographic areas in which we concentrate, and more generally of the United States, or the real estate markets in these areas. Local, national or global economic downturns, would negatively affect our businesses and profitability.

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

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

***Natural disasters and the effects of climate change could have a concentrated impact on the areas where we operate and could adversely impact our results.***

Our investments are concentrated in the New York, Washington, DC, Chicago and San Francisco metropolitan areas. Natural disasters, including earthquakes, storms and hurricanes, could impact our properties in these and other areas in which we operate. Potentially adverse consequences of “global warming” could similarly have an impact on our properties. As a result, we could become subject to significant losses and/or repair costs that may or may not be fully covered by insurance and to the risk of business interruption. The incurrence of these losses, costs or business interruptions may adversely affect our operating and financial results.

**We May Acquire or Sell Assets or Entities or Develop Properties. Our Failure or Inability to Consummate These Transactions or Manage the Results of These Transactions Could Adversely Affect Our Operations and Financial Results.**

*We may acquire, develop or redevelop real estate and acquire related companies and this may create risks.*

We may acquire, develop or redevelop properties or acquire real estate related companies when we believe doing so is consistent with our business strategy. We may not succeed in (i) developing, redeveloping or acquiring real estate and real estate related companies; (ii) completing these activities on time or within budget; and (iii) leasing or selling developed, redeveloped or acquired properties at amounts sufficient to cover our costs. Competition in these activities could also significantly increase our costs. Difficulties in integrating acquisitions may prove costly or time-consuming and could divert management's attention. Acquisitions or developments in new markets or industries where we do not have the same level of market knowledge may result in weaker than anticipated performance. We may also abandon acquisition or development opportunities that we have begun pursuing and consequently fail to recover expenses already incurred. Furthermore, we may be exposed to the liabilities of properties or companies acquired, some of which we may not be aware of at the time of acquisition.

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

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

*It may be difficult to buy and sell real estate quickly, which may limit our flexibility.*

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

*We may not be permitted to dispose of certain properties or pay down the debt associated with those properties when we might otherwise desire to do so without incurring additional costs. In addition, when we dispose of or sell assets, we may not be able to reinvest the sales proceeds and earn similar returns.*

As part of an acquisition of a property, or a portfolio of properties, we may agree, and in the past have agreed, not to dispose of the acquired properties or reduce the mortgage indebtedness for a long-term period, unless we pay certain of the resulting tax costs of the seller. These agreements could result in us holding on to properties that we would otherwise sell and not pay down or refinance. In addition, when we dispose of or sell assets, we may not be able to reinvest the sales proceeds and earn returns similar to those generated by the assets that were sold.

***From time to time we have made, and in the future we may seek to make, investments in companies over which we do not have sole control. Some of these companies operate in industries with different risks than investing and operating real estate.***

From time to time we have made, and in the future we may seek to make, investments in companies that we may not control, including, but not limited to, Alexander's, Inc. ("Alexander's"), Toys "R" Us, Inc. ("Toys"), Lexington Realty Trust ("Lexington"), Urban Edge Properties ("UE"), Pennsylvania Real Estate Investment Trust ("PREIT"), and other equity and loan investments. Although these businesses generally have a significant real estate component, some of them operate in businesses that are different from investing and operating real estate, including operating or managing toy stores. Consequently, we are subject to operating and financial risks of those industries and to the risks associated with lack of control, such as having differing objectives than our partners or the entities in which we invest, or becoming involved in disputes, or competing directly or indirectly with these partners or entities. In addition, we rely on the internal controls and financial reporting controls of these entities and their failure to maintain effectiveness or comply with applicable standards may adversely affect us.

***We are subject to risks that affect the general and New York City retail environments.***

Certain of our properties are Manhattan street retail properties. As such, these properties are affected by the general and New York City retail environments, including the level of consumer spending and consumer confidence, the threat of terrorism and increasing competition from retailers, outlet malls, retail websites and catalog companies. These factors could adversely affect the financial condition of our retail tenants and the willingness of retailers to lease space in our retail locations, and in turn, adversely affect us.

***Our investment in Toys has in the past and may in the future result in increased seasonality and volatility in our reported earnings.***

We carry our Toys investment at zero. As a result, we no longer record our equity in Toys' income or loss. Because Toys is a retailer, its operations subject us to the risks of a retail company that are different than those presented by our other lines of business. The business of Toys is highly seasonal and substantially all of Toys net income is generated in its fourth quarter. It is possible that the value of Toys may increase and we could again resume recording our equity in Toys' income or loss, which would increase the seasonality and volatility of our reported earnings.

***Our decision to dispose of real estate assets would change the holding period assumption in our valuation analyses, which could result in material impairment losses and adversely affect our financial results.***

We evaluate real estate assets for impairment based on the projected cash flow of the asset over our anticipated holding period. If we change our intended holding period, due to our intention to sell or otherwise dispose of an asset, then under accounting principles generally accepted in the United States of America, we must reevaluate whether that asset is impaired. Depending on the carrying value of the property at the time we change our intention and the amount that we estimate we would receive on disposal, we may record an impairment loss that would adversely affect our financial results. This loss could be material to our results of operations in the period that it is recognized.

***We invest in marketable equity securities. The value of these investments may decline as a result of operating performance or economic or market conditions.***

We invest in marketable equity securities of publicly-traded companies, such as Lexington Realty Trust. As of December 31, 2015, our marketable securities have an aggregate carrying amount of \$150,997,000, at market. Significant declines in the value of these investments due to, among other reasons, operating performance or economic or market conditions, may result in the recognition of impairment losses which could be material.

### **Our Organizational and Financial Structure Gives Rise to Operational and Financial Risks.**

***We may not be able to obtain capital to make investments.***

We depend primarily on external financing to fund the growth of our business. This is because one of the requirements of the Internal Revenue Code of 1986, as amended, for a REIT is that it distributes 90% of its taxable income, excluding net capital gains, to its shareholders. There is a separate requirement to distribute net capital gains or pay a corporate level tax in lieu thereof. Our access to debt or equity financing depends on the willingness of third parties to lend or make equity investments and on conditions in the capital markets generally. Although we believe that we will be able to finance any investments we may wish to make in the foreseeable future, there can be no assurance that new financing will be available or available on acceptable terms. For information about our available sources of funds, see “*Management’s Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources*” and the notes to the consolidated financial statements in this Annual Report on Form 10-K.

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

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

Furthermore, the holders of preferred units of the Operating Partnership are entitled to receive preferred distributions before payment of distributions to holders of Class A units of the Operating Partnership, including Vornado. Thus, Vornado’s ability to pay cash dividends to its shareholders and satisfy its debt obligations depends on the Operating Partnership’s ability first to satisfy its obligations to its creditors and make distributions to holders of its preferred units and then to holders of its Class A units, including Vornado. As of December 31, 2015, there were four series of preferred units of the Operating Partnership not held by Vornado with a total liquidation value of \$56,007,000.

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

***We have a substantial amount of indebtedness that could affect our future operations.***

As of December 31, 2015, our consolidated mortgages and unsecured indebtedness, excluding related premium, discount and deferred financing costs, net, totaled \$11.2 billion. We are subject to the risks normally associated with debt financing, including the risk that our cash flow from operations will be insufficient to meet required debt service. Our debt service costs generally will not be reduced if developments at the property, such as the entry of new competitors or the loss of major tenants, cause a reduction in the income from the property. Should such events occur, our operations may be adversely affected. If a property is mortgaged to secure payment of indebtedness and income from such property is insufficient to pay that indebtedness, the property could be foreclosed upon by the mortgagee resulting in a loss of income and a decline in our total asset value.

***We have outstanding debt, and the amount of debt and its cost may increase and refinancing may not be available on acceptable terms.***

We rely on both secured and unsecured, variable rate and non-variable rate debt to finance acquisitions and development activities and for working capital. If we are unable to obtain debt financing or refinance existing indebtedness upon maturity, our financial condition and results of operations would likely be adversely affected. In addition, the cost of our existing debt may increase, especially in the case of a rising interest rate environment, and we may not be able to refinance our existing debt in sufficient amounts or on acceptable terms. If the cost or amount of our indebtedness increases or we cannot refinance our debt in sufficient amounts or on acceptable terms, we are at risk of credit ratings downgrades and default on our obligations that could adversely affect our financial condition and results of operations.

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

The mortgages on our properties contain customary covenants such as those that limit our ability, without the prior consent of the lender, to further mortgage the applicable property or to discontinue insurance coverage. Our unsecured indebtedness and debt that we may obtain in the future may contain customary restrictions, requirements and other limitations on our ability to incur indebtedness, including covenants that limit our ability to incur debt based upon the level of our ratio of total debt to total assets, our ratio of secured debt to total assets, our ratio of EBITDA to interest expense, and fixed charges, and that require us to maintain a certain level of unencumbered assets to unsecured debt. Our ability to borrow is subject to compliance with these and other covenants. In addition, failure to comply with our covenants could cause a default under the applicable debt instrument, and we may then be required to repay such debt with capital from other sources or give possession of a secured property to the lender. Under those circumstances, other sources of capital may not be available to us, or may be available only on unattractive terms.

***A downgrade in our credit ratings could materially adversely affect our business and financial condition.***

Our credit rating and the credit ratings assigned to our debt securities and our preferred shares could change based upon, among other things, our results of operations and financial condition. These ratings are subject to ongoing evaluation by credit rating agencies, and any rating could be changed or withdrawn by a rating agency in the future if, in its judgment, circumstances warrant such action. Moreover, these credit ratings are not recommendations to buy, sell or hold our common shares or any other securities. If any of the credit rating agencies that have rated our securities downgrades or lowers its credit rating, or if any credit rating agency indicates that it has placed any such rating on a “watch list” for a possible downgrading or lowering, or otherwise indicates that its outlook for that rating is negative, such action could have a material adverse effect on our costs and availability of funding, which could in turn have a material adverse effect on our financial condition, results of operations, cash flows, the trading price of our securities and our ability to satisfy our debt service obligations and to pay dividends and distributions to our security holders.



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

Although we believe that we will remain organized and will continue to operate so as to qualify as a REIT for federal income tax purposes, we may fail to remain so qualified. Qualifications are governed by highly technical and complex provisions of the Internal Revenue Code for which there are only limited judicial or administrative interpretations and depend on various facts and circumstances that are not entirely within our control. In addition, legislation, new regulations, administrative interpretations or court decisions may significantly change the relevant tax laws and/or the federal income tax consequences of qualifying as a REIT. If, with respect to any taxable year, we fail to maintain our qualification as a REIT and do not qualify under statutory relief provisions, we could not deduct distributions to shareholders in computing our taxable income and would have to pay federal income tax on our taxable income at regular corporate rates. The federal income tax payable would include any applicable alternative minimum tax. If we had to pay federal income tax, the amount of money available to distribute to shareholders and pay our indebtedness would be reduced for the year or years involved, and we would not be required to make distributions to shareholders in that taxable year and in future years until we were able to qualify as a REIT. In addition, we would also be disqualified from treatment as a REIT for the four taxable years following the year during which qualification was lost, unless we were entitled to relief under the relevant statutory provisions.

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

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

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

We are dependent on the efforts of Steven Roth, the Chairman of the Board of Trustees and Chief Executive Officer of Vornado. While we believe that we could find a replacement for him and other key personnel, the loss of their services could harm our operations and adversely affect the value of our common shares.

***Vornado's charter documents and applicable law may hinder any attempt to acquire us.***

***Our Amended and Restated Declaration of Trust (the "declaration of trust") sets limits on the ownership of our shares.***

Generally, for Vornado to maintain its qualification as a REIT under the Internal Revenue Code, not more than 50% in value of the outstanding shares of beneficial interest of Vornado may be owned, directly or indirectly, by five or fewer individuals at any time during the last half of Vornado's taxable year. The Internal Revenue Code defines "individuals" for purposes of the requirement described in the preceding sentence to include some types of entities. Under Vornado's declaration of trust, as amended, no person may own more than 6.7% of the outstanding common shares of any class, or 9.9% of the outstanding preferred shares of any class, with some exceptions for persons who held common shares in excess of the 6.7% limit before Vornado adopted the limit and other persons approved by Vornado's Board of

Trustees. These restrictions on transferability and ownership may delay, deter or prevent a change in control of Vornado or other transaction that might involve a premium price or otherwise be in the best interest of the shareholders.

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

The MGCL imposes conditions and restrictions on certain "business combinations" (including, among other transactions, a merger, consolidation, share exchange, or, in certain circumstances, an asset transfer or issuance of equity securities) between a Maryland REIT and certain persons who beneficially own at least 10% of the corporation's stock (an "interested shareholder"). Unless approved in advance by the board of trustees of the trust, or otherwise exempted by the statute, such a business combination is prohibited for a period of five years after the most recent date on which the interested shareholder became an interested shareholder. After such five-year period, a business combination with an interested shareholder must be: (a) recommended by the board of trustees of the trust, and (b) approved by the affirmative vote of at least (i) 80% of the trust's outstanding shares entitled to vote and (ii) two-thirds of the trust's outstanding shares entitled to vote which are not held by the interested shareholder with whom the business combination is to be effected, unless, among other things, the trust's common shareholders receive a "fair price" (as defined by the statute) for their shares and the consideration is received in cash or in the same form as previously paid by the interested shareholder for his or her shares.

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

***Vornado has a classified Board of Trustees and that may reduce the likelihood of certain takeover transactions.***

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

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

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

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

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

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

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

**Our Ownership Structure and Related-Party Transactions May Give Rise to Conflicts of Interest.**

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

As of December 31, 2015, Interstate Properties, a New Jersey general partnership, and its partners owned an aggregate of approximately 7.1% of the common shares of Vornado and 26.3% of the common stock of Alexander's, Inc. (NYSE: ALX) ("Alexander's"), which is described below. Steven Roth, David Mandelbaum and Russell B. Wight, Jr. are the three partners of Interstate Properties. Mr. Roth is the Chairman of the Board and Chief Executive Officer of Vornado, the managing general partner of Interstate Properties, and the Chairman of the Board and Chief Executive Officer of Alexander's. Messrs. Wight and Mandelbaum are Trustees of Vornado and also Directors of Alexander's.

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

We manage and lease the real estate assets of Interstate Properties under a management agreement for which we receive an annual fee equal to 4% of annual base rent and percentage rent. See the related party disclosures in the notes to the consolidated financial statements in this Annual Report on Form 10-K for additional information.

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

As of December 31, 2015, we owned 32.4% of the outstanding common stock of Alexander's. Alexander's is a REIT that has seven properties, which are located in the greater New York metropolitan area. In addition to the 2.3% that they indirectly own through Vornado, Interstate Properties, which is described above, and its partners owned 26.3% of the outstanding common stock of Alexander's as of December 31, 2015. Mr. Roth is the Chairman of the Board and Chief Executive Office of Vornado, the managing general partner of Interstate Properties, and the Chairman of the Board and Chief Executive Officer of Alexander's. Messrs. Wight and Mandelbaum are Trustees of Vornado and also Directors of Alexander's and general partners of Interstate Properties. Dr. Richard West is a Trustee of Vornado and a Director of Alexander's. In addition, Joseph Macnow, our Executive Vice President – Finance and Chief Administrative Officer, is the Executive Vice President and Chief Financial Officer of Alexander's, and Stephen W. Theriot, our Chief Financial Officer, is the Assistant Treasurer of Alexander's.

We manage, develop and lease Alexander's properties under management and development agreements and leasing agreements under which we receive annual fees from Alexander's. See the related party disclosures in the notes to the consolidated financial statements in this Annual Report on Form 10-K for additional information.

**The Number of Shares of Vornado Realty Trust and the Market for Those Shares Give Rise to Various Risks.**

***The trading price of our common shares has been volatile and may fluctuate.***

The trading price of our common shares has been volatile and may continue to fluctuate widely as a result of a number of factors, many of which are outside our control. In addition, the stock market is subject to fluctuations in the share prices and trading volumes that affect the market prices of the shares of many companies. These broad market fluctuations have in the past and may in the future adversely affect the market price of our common shares. Among the factors that could affect the price of our common shares are:

- our financial condition and performance;
- the financial condition of our tenants, including the extent of tenant bankruptcies or defaults;
- actual or anticipated quarterly fluctuations in our operating results and financial condition;
- our dividend policy;
- the reputation of REITs and real estate investments generally and the attractiveness of REIT equity securities in comparison to other equity securities, including securities issued by other real estate companies, and fixed income securities;
- uncertainty and volatility in the equity and credit markets;
- fluctuations in interest rates;

- changes in revenue or earnings estimates or publication of research reports and recommendations by financial analysts or actions taken by rating agencies with respect to our securities or those of other REITs;
- failure to meet analysts' revenue or earnings estimates;
- speculation in the press or investment community;
- strategic actions by us or our competitors, such as acquisitions or restructurings;
- the extent of institutional investor interest in us;
- the extent of short-selling of our common shares and the shares of our competitors;
- fluctuations in the stock price and operating results of our competitors;
- general financial and economic market conditions and, in particular, developments related to market conditions for REITs and other real estate related companies;
- domestic and international economic factors unrelated to our performance; and
- all other risk factors addressed elsewhere in this Annual Report on the Form 10-K.

A significant decline in our stock price could result in substantial losses for shareholders.

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

The interests of our current shareholders could be diluted if we issue additional equity securities. As of December 31, 2015, we had authorized but unissued, 61,423,147 common shares of beneficial interest, \$.04 par value and 57,266,023 preferred shares of beneficial interest, no par value; of which 19,923,393 common shares are reserved for issuance upon redemption of Class A Operating Partnership units, convertible securities and employee stock options and 11,200,000 preferred shares are reserved for issuance upon redemption of preferred Operating Partnership units. Any shares not reserved may be issued from time to time in public or private offerings or in connection with acquisitions. In addition, common and preferred shares reserved may be sold upon issuance in the public market after registration under the Securities Act or under Rule 144 under the Securities Act or other available exemptions from registration. We cannot predict the effect that future sales of our common and preferred shares or Operating Partnership Class A and preferred units will have on the market prices of our outstanding shares.

In addition, under Maryland law, the Board has the authority to increase the number of authorized shares without shareholder approval.

**Item 1b. unresolved staff comments**

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

**Item 2. Properties**

We operate in two business segments: New York and Washington, DC. The following pages provide details of our real estate properties as of December 31, 2015.

| <b>Property</b>   | <b>%<br/>Ownership</b> | <b>Type</b>             | <b>%<br/>Occupancy</b> | <b>In Service</b> | <b>Square Feet<br/>Under<br/>Development<br/>or Not<br/>Available<br/>for Lease</b> | <b>Total<br/>Property</b> |
|---|------------------------|-------------------------|------------------------|-------------------|---|---------------------------|
| <b>NEW YORK:</b>  |                        |                         |                        |                   |   |                           |
| One Penn Plaza<br>(ground leased<br>through 2098)                                 | 100.0%                 | Office / Retail         | 97.5%                  | 2,526,000         | -   | 2,526,000                 |
| 1290 Avenue of the<br>Americas  | 70.0%                  | Office / Retail         | 99.3%                  | 2,107,000         | -   | 2,107,000                 |
| Two Penn Plaza<br>666 Fifth Avenue<br>Office                                      | 100.0%                 | Office / Retail         | 98.7%                  | 1,632,000         | -   | 1,632,000                 |
| Condominium <sup>(1)</sup><br>909 Third Avenue<br>(ground leased<br>through 2063) | 49.5%                  | Office / Retail         | 77.8%                  | 1,415,000         | -   | 1,415,000                 |
| Independence Plaza,<br>Tribeca<br>(3 buildings)<br>(1,327 units) <sup>(1)</sup>   | 100.0%                 | Office                  | 100.0%                 | 1,346,000         | -   | 1,346,000                 |
| 280 Park Avenue <sup>(1)</sup>  | 50.1%                  | Residential /<br>Retail | 100.0% <sup>(2)</sup>  | 1,244,000         | 12,000  | 1,256,000                 |
| 770 Broadway  | 50.0%                  | Office / Retail         | 100.0%                 | 1,067,000         | 176,000   | 1,243,000                 |
| Eleven Penn Plaza   | 100.0%                 | Office / Retail         | 100.0%                 | 1,158,000         | -   | 1,158,000                 |
| One Park Avenue <sup>(1)</sup>  | 100.0%                 | Office / Retail         | 99.1%                  | 1,151,000         | -   | 1,151,000                 |
| 90 Park Avenue  | 55.0%                  | Office / Retail         | 96.7%                  | 947,000           | -   | 947,000                   |
| 888 Seventh Avenue<br>(ground leased<br>through 2067)                             | 100.0%                 | Office / Retail         | 76.6%                  | 946,000           | -   | 946,000                   |
| 100 West 33rd Street  | 100.0%                 | Office                  | 91.3%                  | 884,000           | -   | 884,000                   |
| 330 Madison<br>Avenue <sup>(1)</sup>  | 100.0%                 | Office                  | 100.0%                 | 855,000           | -   | 855,000                   |
| 330 West 34th Street<br>(ground leased<br>through 2149)                           | 25.0%                  | Office / Retail         | 97.1%                  | 842,000           | -   | 842,000                   |
| 85 Tenth Avenue <sup>(1)</sup>  | 100.0%                 | Office / Retail         | 100.0%                 | 602,000           | 128,000   | 730,000                   |
| 650 Madison<br>Avenue <sup>(1)</sup>  | 49.9% <sup>(3)</sup>   | Office / Retail         | 100.0%                 | 617,000           | -   | 617,000                   |
| 350 Park Avenue   | 20.1%                  | Office / Retail         | 93.8%                  | 556,000           | 39,000  | 595,000                   |
| 150 East 58th Street  | 100.0%                 | Office / Retail         | 100.0%                 | 570,000           | -   | 570,000                   |
| 7 West 34th Street  | 100.0%                 | Office / Retail         | 98.2%                  | 545,000           | -   | 545,000                   |
| 33-00 Northern<br>Boulevard (Center   | 100.0%                 | Office                  | 100.0%                 | 478,000           | -   | 478,000                   |
|   |                        |                         | 95.5%                  | 446,000           | -   | 446,000                   |

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|   |        |                    |                       |         |         |         |
|---|--------|--------------------|-----------------------|---------|---------|---------|
| Building)   |        |                    |                       |         |         |         |
| 595 Madison Avenue  | 100.0% | Office / Retail    | 98.7%                 | 322,000 | -       | 322,000 |
| 640 Fifth Avenue  | 100.0% | Office / Retail    | 93.5%                 | 315,000 | -       | 315,000 |
| 50-70 W 93rd Street<br>(326 units) <sup>(1)</sup>   | 49.9%  | Residential        | 97.5%                 | 283,000 | -       | 283,000 |
| Manhattan Mall  | 100.0% | Retail             | 87.9%                 | 256,000 | -       | 256,000 |
| 40 Fulton Street  | 100.0% | Office / Retail    | 94.6%                 | 250,000 | -       | 250,000 |
| 4 Union Square<br>South   | 100.0% | Retail             | 100.0%                | 206,000 | -       | 206,000 |
| 260 Eleventh Avenue<br>(2 buildings)<br>(ground leased<br>through 2114)                                     | 100.0% | Office             | 100.0%                | 184,000 | -       | 184,000 |
| 512 W 22nd Street <sup>(1)</sup>  | 55.0%  | Office             | n/a                   | -       | 173,000 | 173,000 |
| 825 Seventh<br>Avenue <sup>(1)</sup>  | 51.2%  | Office / Retail    | 100.0%                | 169,000 | -       | 169,000 |
| 61 Ninth Avenue <sup>(1)</sup>  | 50.1%  | Office             | n/a                   | -       | 167,000 | 167,000 |
| 1540 Broadway   | 100.0% | Retail             | 100.0%                | 160,000 | -       | 160,000 |
| 608 Fifth Avenue<br>(ground leased<br>through 2033)   | 100.0% | Office / Retail    | 96.9%                 | 132,000 | -       | 132,000 |
| Paramus   | 100.0% | Office             | 94.7%                 | 129,000 | -       | 129,000 |
| 666 Fifth Avenue<br>Retail Condominium  | 100.0% | Retail             | 100.0%                | 114,000 | -       | 114,000 |
| 1535 Broadway (Marriott Marquis -<br>retail and signage)<br>(ground and<br>building leased<br>through 2032) | 100.0% | Retail / Theatre   | 100.0%                | 72,000  | 36,000  | 108,000 |
| 57th Street (5<br>buildings) <sup>(1)</sup>   | 50.0%  | Office / Retail    | 100.0%                | 103,000 | -       | 103,000 |
| 689 Fifth Avenue  | 100.0% | Office / Retail    | 100.0%                | 100,000 | -       | 100,000 |
| 478-486 Broadway (2<br>buildings) (10 units)  | 100.0% | Retail/Residential | 100.0% <sup>(2)</sup> | 85,000  | -       | 85,000  |
| 150 West 34th Street  | 100.0% | Retail             | 100.0%                | 78,000  | -       | 78,000  |
| 510 Fifth Avenue  | 100.0% | Retail             | 64.4%                 | 65,000  | -       | 65,000  |
| 655 Fifth Avenue  | 92.5%  | Retail             | 100.0%                | 57,000  | -       | 57,000  |
| 155 Spring Street   | 100.0% | Retail             | 100.0%                | 49,000  | -       | 49,000  |
| 3040 M Street   | 100.0% | Retail             | 100.0%                | 44,000  | -       | 44,000  |
| 435 Seventh Avenue  | 100.0% | Retail             | 100.0%                | 43,000  | -       | 43,000  |
| 692 Broadway  | 100.0% | Retail             | 100.0%                | 35,000  | -       | 35,000  |
| 697-703 Fifth<br>Avenue (St. Regis -<br>retail)   | 74.3%  | Retail             | 100.0%                | 26,000  | -       | 26,000  |
| 715 Lexington<br>Avenue   | 100.0% | Retail             | 100.0%                | 23,000  | -       | 23,000  |
| 1131 Third Avenue   | 100.0% | Retail             | 100.0%                | 23,000  | -       | 23,000  |
| 40 East 66th Street (5<br>units)  | 100.0% | Residential/Retail | 100.0% <sup>(2)</sup> | 23,000  | -       | 23,000  |
| 828-850 Madison<br>Avenue   | 100.0% | Retail             | 100.0%                | 18,000  | -       | 18,000  |

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|              |        |        |        |        |   |        |
|--------------|--------|--------|--------|--------|---|--------|
| 443 Broadway | 100.0% | Retail | 100.0% | 16,000 | - | 16,000 |
|--------------|--------|--------|--------|--------|---|--------|

## Item 2. Properties - continued

| Property                            | %<br>Ownership | Type               | %<br>Occupancy        | In Service | Square Feet<br>Under<br>Development<br>or Not<br>Available<br>for Lease | Total<br>Property |
|-------------------------------------|----------------|--------------------|-----------------------|------------|---|-------------------|
| <b>NEW YORK - continued:</b>        |                |                    |                       |            |   |                   |
| 484 Eighth Avenue                   | 100.0%         | Retail             | n/a                   | -          | 16,000  | 16,000            |
| 304 Canal Street (4 units)          | 100.0%         | Retail/Residential | n/a                   | -          | 15,000  | 15,000            |
| 334 Canal Street (4 units)          | 100.0%         | Retail/Residential | -                     | 14,000     | -   | 14,000            |
| 677-679 Madison Avenue (8 units)    | 100.0%         | Retail/Residential | 100.0%                | 13,000     | -   | 13,000            |
| 431 Seventh Avenue                  | 100.0%         | Retail             | 100.0%                | 10,000     | -   | 10,000            |
| 138-142 West 32nd Street            | 100.0%         | Retail             | 82.4%                 | 8,000      | -   | 8,000             |
| 148 Spring Street                   | 100.0%         | Retail             | 100.0%                | 7,000      | -   | 7,000             |
| 150 Spring Street (1 unit)          | 100.0%         | Retail/Residential | 100.0% <sup>(2)</sup> | 7,000      | -   | 7,000             |
| 966 Third Avenue                    | 100.0%         | Retail             | 100.0%                | 7,000      | -   | 7,000             |
| 488 Eighth Avenue                   | 100.0%         | Retail             | 100.0%                | 6,000      | -   | 6,000             |
| 267 West 34th Street                | 100.0%         | Retail             | 100.0%                | 6,000      | -   | 6,000             |
| 968 Third Avenue <sup>(1)</sup>     | 50.0%          | Retail             | 100.0%                | 6,000      | -   | 6,000             |
| 265 West 34th Street                | 100.0%         | Retail             | 100.0%                | 3,000      | -   | 3,000             |
| 137 West 33rd Street                | 100.0%         | Retail             | 100.0%                | 3,000      | -   | 3,000             |
| Other (34 units)                    | 81.4%          | Residential/Retail | -                     | 86,000     | -   | 86,000            |
| <b>Hotel</b>                        |                |                    |                       |            |   |                   |
| <b>Pennsylvania</b>                 | 100.0%         | Hotel              | n/a                   | 1,400,000  | -   | 1,400,000         |
| <b>Alexander's, Inc.:</b>           |                |                    |                       |            |   |                   |
| 731 Lexington Avenue <sup>(1)</sup> | 32.4%          | Office / Retail    | 100.0%                | 1,063,000  | -   | 1,063,000         |
| Rego Park II, Queens <sup>(1)</sup> | 32.4%          | Retail             | 99.0%                 | 608,000    | -   | 608,000           |
|                                     | 32.4%          | Retail             | 100.0%                | 343,000    | -   | 343,000           |

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|   |       |             |              |                   |                |                   |
|---|-------|-------------|--------------|-------------------|----------------|-------------------|
| Rego Park I,<br>Queens <sup>(1)</sup><br>The Alexander<br>Apartment<br>Tower, Queens<br>(312 units) <sup>(1)</sup>              | 32.4% | Residential | 25.6%        | 238,000           | 17,000         | 255,000           |
| Flushing,<br>Queens <sup>(1)</sup><br>Paramus, New<br>Jersey (30.3 acres<br>ground<br>leased<br>through<br>2041) <sup>(1)</sup> | 32.4% | Retail      | 100.0%       | 167,000           | -              | 167,000           |
| Rego Park III,<br>Queens (3.2<br>acres) <sup>(1)</sup>  | 32.4% | Retail      | 100.0%       | -                 | -              | -                 |
| <b>Total New York</b>   |       | n/a         | n/a          | <b>29,309,000</b> | <b>779,000</b> | <b>30,088,000</b> |
| <b>Vornado's<br/>Ownership<br/>Interest</b>   |       |             | <b>96.4%</b> | <b>23,056,000</b> | <b>482,000</b> | <b>23,538,000</b> |

See notes on page 24.

**Item 2. Properties - continued**

| <b>Property</b>   | <b>%<br/>Ownership</b> | <b>Type</b> | <b>%<br/>Occupancy</b> | <b>In Service</b> | <b>Square Feet<br/>Under<br/>Development<br/>or Not<br/>Available<br/>for Lease</b> | <b>Total<br/>Property</b> |
|---|------------------------|-------------|------------------------|-------------------|---|---------------------------|
| <b>WASHINGTON, DC:</b>  |                        |             |                        |                   |   |                           |
| Skyline Properties<br>(8 buildings)<br>2011-2451 Crystal<br>Drive (5 buildings)<br>RiverHouse<br>Apartments (3<br>buildings) (1,670<br>units)<br>S. Clark Street /<br>12th Street (5<br>buildings)<br>1550-1750 Crystal<br>Drive /<br>241-251 18th<br>Street (4<br>buildings)<br>1800, 1851 and 1901<br>South Bell Street (3<br>buildings)<br>Fashion Centre<br>Mall <sup>(1)</sup><br>Rosslyn Plaza (4<br>buildings) <sup>(1)</sup><br>1825-1875<br>Connecticut<br>Avenue, NW<br>(Universal<br>Buildings) (2<br>buildings)<br>2200 / 2300<br>Clarendon Blvd<br>(Courthouse Plaza)<br>(ground leased<br>through 2062)<br>(2 buildings)<br>1299 Pennsylvania<br>Avenue, NW | 100.0%                 | Office      | 50.1%                  | 2,648,000         | -   | 2,648,000                 |
|   | 100.0%                 | Office      | 92.1%                  | 2,326,000         | -   | 2,326,000                 |
|   | 100.0%                 | Residential | 96.2%                  | 1,802,000         | -   | 1,802,000                 |
|   | 100.0%                 | Office      | 85.1%                  | 1,547,000         | -   | 1,547,000                 |
|   | 100.0%                 | Office      | 89.1%                  | 1,460,000         | 20,000  | 1,480,000                 |
|   | 100.0%                 | Office      | 88.7%                  | 506,000           | 363,000   | 869,000                   |
|   | 7.5%                   | Office      | 97.8%                  | 816,000           | -   | 816,000                   |
|   | 46.2%                  | Office      | 56.9%                  | 495,000           | 243,000   | 738,000                   |
|   | 100.0%                 | Office      | 99.0%                  | 686,000           | -   | 686,000                   |
|   | 100.0%                 | Office      | 93.3%                  | 638,000           | -   | 638,000                   |
|   | 55.0%                  | Office      | 88.4%                  | 620,000           | -   | 620,000                   |

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|  |        |                    |              |                   |                  |                   |
|--|--------|--------------------|--------------|-------------------|------------------|-------------------|
| (Warner Building) <sup>(1)</sup>   |        |                    |              |                   |                  |                   |
| The Bartlett Fairfax Square (3 buildings) <sup>(1)</sup>                 | 100.0% | Residential/Retail | 100.0%       | 40,000            | 580,000          | 620,000           |
| 2100 / 2200 Crystal Drive (2 buildings) Commerce Executive (3 buildings) | 20.0%  | Office             | 66.4%        | 559,000           | -                | 559,000           |
| 2101 L Street, NW  | 100.0% | Office             | 100.0%       | 529,000           | -                | 529,000           |
| 1501 K Street, NW <sup>(1)</sup>   | 100.0% | Office             | 96.0%        | 400,000           | 19,000           | 419,000           |
| West End 25 (283 units)  | 100.0% | Office             | 99.0%        | 380,000           | -                | 380,000           |
| 220 20th Street (265 units)  | 5.0%   | Office             | 100.0%       | 379,000           | -                | 379,000           |
| Crystal City Hotel   | 100.0% | Residential        | 96.1%        | 273,000           | -                | 273,000           |
| Rosslyn Plaza (196 units)  | 100.0% | Residential        | 96.6%        | 269,000           | -                | 269,000           |
| 1150 17th Street, NW   | 100.0% | Residential        | 100.0%       | 266,000           | -                | 266,000           |
| 875 15th Street, NW (Bowen Building)                                     | 43.7%  | Residential        | 94.9%        | 253,000           | -                | 253,000           |
| 1101 17th Street, NW <sup>(1)</sup>                                      | 100.0% | Office             | 68.6%        | 241,000           | -                | 241,000           |
| Democracy Plaza One (ground leased through 2084)                         | 100.0% | Office             | 100.0%       | 231,000           | -                | 231,000           |
| 1730 M Street, NW  | 55.0%  | Office             | 100.0%       | 215,000           | -                | 215,000           |
| 2221 South Clark Street  | 100.0% | Office             | 95.9%        | 214,000           | -                | 214,000           |
| Washington Tower <sup>(1)</sup>  | 100.0% | Office             | 91.7%        | 204,000           | -                | 204,000           |
| 2001 Jefferson Davis Highway   | 100.0% | Residential/Office | 100.0%       | 171,000           | -                | 171,000           |
| 223 23rd Street Met  | 7.5%   | Office             | 100.0%       | 170,000           | -                | 170,000           |
| Park/Warehouses  | 100.0% | Office             | 59.8%        | 162,000           | -                | 162,000           |
| 1399 New York Avenue, NW   | 100.0% | Office             | n/a          | -                 | 147,000          | 147,000           |
| 1726 M Street, NW  | 100.0% | Warehouses         | 100.0%       | 109,000           | 20,000           | 129,000           |
| Crystal City Shops at 2100   | 100.0% | Office             | 95.1%        | 129,000           | -                | 129,000           |
| Crystal Drive Retail   | 100.0% | Office             | 68.0%        | 92,000            | -                | 92,000            |
| Other (3 buildings)  | 100.0% | Office             | 96.0%        | 80,000            | -                | 80,000            |
| <b>Total Washington, DC</b>  |        |                    |              | <b>11,000</b>     | <b>-</b>         | <b>11,000</b>     |
|  |        |                    | <b>85.4%</b> | <b>18,978,000</b> | <b>1,392,000</b> | <b>20,370,000</b> |

**Vornado's  
Ownership  
Interest**

|              |                   |                  |                   |
|--------------|-------------------|------------------|-------------------|
| <b>84.8%</b> | <b>16,481,000</b> | <b>1,255,000</b> | <b>17,736,000</b> |
|--------------|-------------------|------------------|-------------------|

See notes on page 24.

## Item 2. Properties - continued

| Property   | %<br>Ownership | Type                          | %<br>Occupancy | In Service             | Square Feet<br>Under<br>Development<br>or Not<br>Available<br>for Lease | Total<br>Property |
|--|----------------|-------------------------------|----------------|------------------------|---|-------------------|
| <b>OTHER (Mart ("theMart")):</b>   |                |                               |                |                        |   |                   |
|  |                | Office /<br>Retail /          |                |                        |   |                   |
| theMart, Chicago   | 100.0%         | Showroom                      | 98.6%          | 3,639,000              | -   | 3,639,000         |
| Other <sup>(1)</sup>   | 50.0%          | Retail                        | 95.4%          | 19,000                 | -   | 19,000            |
| <b>Total theMart</b>   |                |                               | <b>98.5%</b>   | <b>3,658,000</b>       | -   | <b>3,658,000</b>  |
| <b>Vornado's Ownership Interest</b>  |                |                               |                |                        |   |                   |
|  |                |                               | <b>98.5%</b>   | <b>3,649,000</b>       | -   | <b>3,649,000</b>  |
| <b>OTHER (555 California Street):</b>  |                |                               |                |                        |   |                   |
| 555 California Street  | 70.0%          | Office                        | 98.4%          | 1,504,000              | -   | 1,504,000         |
| 315 Montgomery Street  | 70.0%          | Office /<br>Retail            | 60.4%          | 232,000                | -   | 232,000           |
| 345 Montgomery Street  | 70.0%          | Office /<br>Retail            | n/a            | -                      | 64,000  | 64,000            |
| <b>Total 555 California Street</b>   |                |                               | <b>93.3%</b>   | <b>1,736,000</b>       | <b>64,000</b>   | <b>1,800,000</b>  |
| <b>Vornado's Ownership Interest</b>  |                |                               |                |                        |   |                   |
|  |                |                               | <b>93.3%</b>   | <b>1,215,000</b>       | <b>45,000</b>   | <b>1,260,000</b>  |
| <b>OTHER (Vornado Capital Partners Real Estate Fund ("Fund")) <sup>(4)</sup> :</b>   |                |                               |                |                        |   |                   |
| 800 Corporate Pointe, Culver City, CA (2 buildings)                                  | 100.0%         | Office                        | 57.0%          | 243,000                | -   | 243,000           |
| Crowne Plaza Times Square, NY  | 75.3%          | Office /<br>Retail /<br>Hotel | 87.9%          | 235,000                | -   | 235,000           |
| Lucida, 86th Street and Lexington Avenue, NY (ground leased through 2082) (39 units) | 100.0%         | Retail /<br>Residential       | 100.0%         | <sup>(2)</sup> 154,000 | -   | 154,000           |
| 1100 Lincoln Road, Miami, FL   | 100.0%         | Retail /<br>Theatre           | 100.0%         | 128,000                | -   | 128,000           |
| 11 East 68th Street Retail, NY   | 100.0%         | Retail                        | 100.0%         | 8,000                  | 3,000   | 11,000            |
| 501 Broadway, NY   | 100.0%         | Retail                        | 100.0%         | 9,000                  | -   | 9,000             |

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|  |        |        |        |               |                |               |                |
|--|--------|--------|--------|---------------|----------------|---------------|----------------|
| <b>Total Real Estate Fund Properties</b> |        |        |        | <b>80.9%</b>  | <b>777,000</b> | <b>3,000</b>  | <b>780,000</b> |
| <b>Vornado's Ownership Interest</b>      |        |        |        | <b>82.1%</b>  | <b>213,000</b> | <b>1,000</b>  | <b>214,000</b> |
| <b>OTHER (Other Properties):</b>         |        |        |        |               |                |               |                |
| Wayne Town Center,<br>Wayne              |        |        |        |               |                |               |                |
| (ground leased through 2064)             | 100.0% | Retail | 100.0% | 635,000       | 20,000         | 655,000       |                |
| Annapolis                                |        |        |        |               |                |               |                |
| (ground leased through 2042)             | 100.0% | Retail | 100.0% | 128,000       | -              | 128,000       |                |
| <b>Total Other Properties</b>            |        |        |        | <b>100.0%</b> | <b>763,000</b> | <b>20,000</b> | <b>783,000</b> |
| <b>Vornado's Ownership Interest</b>      |        |        |        | <b>100.0%</b> | <b>763,000</b> | <b>20,000</b> | <b>783,000</b> |

- (1) Denotes property not consolidated in the accompanying consolidated financial statements and related financial data included in the Annual Report on Form 10-K.
- (2) Excludes residential occupancy statistics, which are shown on page 25.
- (3) As of December 31, 2015, we own junior and senior mezzanine loans of 85 Tenth Avenue with an accreted balance of \$164.6 million. The junior and senior mezzanine loans bear paid-in-kind interest of 12% and 9%, respectively and mature in May 2017. We account for our investment in 85 Tenth Avenue using the equity method of accounting because we will receive a 49.9% equity interest in the property after repayment of the junior mezzanine loan. As a result of recording our share of the GAAP losses of the property, the net carrying amount of these loans is \$24.8 million on our consolidated balance sheets.
- (4) We own a 25% interest in the Fund. The ownership percentage in this section represents the Fund's ownership in the underlying asset.

**New York**

As of December 31, 2015, our New York segment consisted of 29.3 million square feet in 84 properties. The 29.3 million square feet is comprised of 21.3 million square feet of office space in 35 properties, 2.6 million square feet of retail space in 65 properties, 1,711 units in eleven residential properties, the 1.4 million square foot Hotel Pennsylvania, and our 32.4% interest in Alexander's, Inc. ("Alexander's"), which owns seven properties in the greater New York metropolitan area. The New York segment also includes 11 garages totaling 1.7 million square feet (4,980 spaces) which are managed by, or leased to, third parties.

New York lease terms generally range from five to seven years for smaller tenants to as long as 20 years for major tenants, and may provide for extension options at market rates. Leases typically provide for periodic step ups in rent over the term of the lease and pass through to tenants their share of increases in real estate taxes and operating expenses over a base year. Electricity is provided to tenants on a sub-metered basis or included in rent based on surveys and adjusted for subsequent utility rate increases. Leases also typically provide for free rent and tenant improvement allowances for all or a portion of the tenant's initial construction costs of its premises.

As of December 31, 2015, the occupancy rate for our New York segment was 96.4%.

*Occupancy and weighted average annual rent per square foot:*

**Office:**

| As of<br>December 31, | Total<br>Property<br>Square Feet | Vornado's Ownership Interest |        | Weighted<br>Average<br>Annual<br>Rent Per<br>Square Foot |
|-----------------------|----------------------------------|------------------------------|--------|--|
|                       |                                  | Occupancy                    | Rate   |  |
| 2015                  | 21,288,000                       | 17,627,000                   | 96.3 % | \$ 66.62   |
| 2014                  | 20,154,000                       | 16,622,000                   | 96.9 % | 65.34  |
| 2013                  | 18,744,000                       | 15,303,000                   | 96.4 % | 62.20  |
| 2012                  | 18,319,000                       | 15,338,000                   | 95.6 % | 60.45  |
| 2011                  | 18,164,000                       | 15,191,000                   | 96.0 % | 58.96  |

**Retail:**

| Total | Vornado's Ownership Interest | Weighted |
|-------|------------------------------|----------|
|-------|------------------------------|----------|

| As of<br>December 31, | Property    |             | Occupancy | Average<br>Annual<br>Rent Per |
|-----------------------|-------------|-------------|-----------|-------------------------------|
|                       | Square Feet | Square Feet | Rate      | Square Foot                   |
| 2015                  | 2,641,000   | 2,418,000   | 96.2 %    | \$ 202.85                     |
| 2014                  | 2,469,000   | 2,173,000   | 96.5 %    | 173.19                        |
| 2013                  | 2,349,000   | 2,126,000   | 97.4 %    | 162.92                        |
| 2012                  | 2,171,000   | 2,011,000   | 96.8 %    | 148.71                        |
| 2011                  | 2,213,000   | 1,954,000   | 95.6 %    | 105.36                        |

**Residential:**

| As of December<br>31, | Number of<br>Units | Occupancy | Average Monthly |
|-----------------------|--------------------|-----------|-----------------|
|                       | (in service)       | Rate      | Rent Per Unit   |
| 2015                  | 1,711              | 94.1 %    | \$ 3,491        |
| 2014                  | 1,678              | 95.2 %    | 3,163           |
| 2013                  | 1,672              | 94.8 %    | 2,864           |
| 2012                  | 1,673              | 96.5 %    | 2,672           |

**NEW YORK – CONTINUED**

*Tenants accounting for 2% or more of revenues:*

| <b>Tenant</b>                   | <b>Square Feet<br/>Leased</b> | <b>2015<br/>Revenues</b> | <b>Percentage<br/>of<br/>New York<br/>Revenues</b> | <b>Percentage<br/>of Total<br/>Revenues</b> |
|---------------------------------|-------------------------------|--------------------------|--|---|
| IPG and affiliates              | 830,000                       | \$ 43,910,000            | 2.9 %  | 1.9 %                                       |
| AXA Equitable Life<br>Insurance | 481,000                       | 39,751,000               | 2.6 %  | 1.8 %                                       |

*2015 rental revenue by tenants' industry:*

| <b>Industry<br/>Office:</b>           | <b>Percentage</b> |
|---------------------------------------|-------------------|
| Financial Services                    | 11%               |
| Communications                        | 7%                |
| Real Estate                           | 7%                |
| Family Apparel                        | 6%                |
| Legal Services                        | 6%                |
| Advertising / Marketing               | 5%                |
| Insurance                             | 4%                |
| Technology                            | 4%                |
| Publishing                            | 3%                |
| Government                            | 3%                |
| Banking                               | 3%                |
| Engineering, Architect &<br>Surveying | 2%                |
| Home Entertainment &<br>Electronics   | 2%                |
| Pharmaceutical                        | 1%                |
| Health Services                       | 1%                |
| Other                                 | 9%                |
|                                       | 74%               |
| <b>Retail:</b>                        |                   |
| Family Apparel                        | 7%                |
| Women's Apparel                       | 6%                |
| Luxury Retail                         | 3%                |
| Restaurants                           | 2%                |
| Banking                               | 2%                |
| Department Stores                     | 1%                |
| Discount Stores                       | 1%                |
| Other                                 | 4%                |
|                                       | 26%               |

**Total**

100%

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## NEW YORK – CONTINUED

Lease expirations as of December 31, 2015, assuming none of the tenants exercise renewal options:

| Year           | Number of Expiring Leases | Square Feet of Expiring Leases | Percentage of        | Weighted Average Annual       |                       |
|----------------|---------------------------|--------------------------------|----------------------|-------------------------------|-----------------------|
|                |                           |                                | New York Square Feet | Total Rent of Expiring Leases | Per Square Foot       |
| <b>Office:</b> |                           |                                |                      |                               |                       |
| Month to month | 12                        | 17,000                         | 0.1 %                | \$ 908,000                    | \$ 53.41              |
| 2016           | 48                        | 802,000 <sup>(1)</sup>         | 4.9 %                | 52,052,000                    | 64.90 <sup>(1)</sup>  |
| 2017           | 109                       | 980,000                        | 6.0 %                | 57,581,000                    | 58.76                 |
| 2018           | 100                       | 1,029,000 <sup>(2)</sup>       | 6.3 %                | 78,969,000                    | 76.74                 |
| 2019           | 109                       | 970,000                        | 5.9 %                | 67,005,000                    | 69.08                 |
| 2020           | 117                       | 1,549,000                      | 9.4 %                | 95,144,000                    | 61.42                 |
| 2021           | 94                        | 1,180,000                      | 7.2 %                | 77,595,000                    | 65.76                 |
| 2022           | 58                        | 530,000                        | 3.2 %                | 31,568,000                    | 59.56                 |
| 2023           | 57                        | 1,717,000                      | 10.4 %               | 127,573,000                   | 74.30                 |
| 2024           | 65                        | 1,214,000                      | 7.4 %                | 91,671,000                    | 75.51                 |
| 2025           | 43                        | 805,000                        | 4.9 %                | 55,706,000                    | 69.20                 |
| <b>Retail:</b> |                           |                                |                      |                               |                       |
| Month to month | 17                        | 16,000                         | 0.8 %                | \$ 1,703,000                  | \$ 106.44             |
| 2016           | 24                        | 78,000 <sup>(3)</sup>          | 4.1 %                | 19,818,000                    | 254.08 <sup>(3)</sup> |
| 2017           | 11                        | 34,000                         | 1.8 %                | 9,260,000                     | 272.35                |
| 2018           | 24                        | 170,000                        | 8.9 %                | 42,406,000                    | 249.45                |
| 2019           | 25                        | 181,000                        | 9.4 %                | 32,081,000                    | 177.24                |
| 2020           | 25                        | 63,000                         | 3.3 %                | 9,987,000                     | 158.52                |
| 2021           | 11                        | 38,000                         | 2.0 %                | 7,544,000                     | 198.53                |
| 2022           | 10                        | 35,000                         | 1.8 %                | 4,261,000                     | 121.74                |
| 2023           | 13                        | 81,000                         | 4.2 %                | 19,367,000                    | 239.10                |
| 2024           | 17                        | 161,000                        | 8.4 %                | 58,724,000                    | 364.75                |
| 2025           | 13                        | 43,000                         | 2.2 %                | 19,329,000                    | 449.51                |

(1) Based on current market conditions, we expect to re-lease this space at weighted average rents between \$75 to \$80 per square foot.

(2) Excludes 492,000 square feet leased to the U.S. Post Office through 2038 (including four 5-year renewal options) for which the annual escalated rent is \$11.42 per square foot.

(3) Based on current market conditions, we expect to re-lease this space at weighted average rents between \$325 to \$350 per square foot.

## Alexander's

As of December 31, 2015, we own 32.4% of the outstanding common stock of Alexander's, which owns seven properties in the greater New York metropolitan area aggregating 2.2 million square feet, including 731 Lexington Avenue, the 1.3 million square foot Bloomberg L.P. headquarters building. Alexander's had \$1.05 billion of outstanding debt, net at December 31, 2015, of which our pro rata share was \$341.3 million, none of which is recourse

to us.

### Hotel Pennsylvania

We own the Hotel Pennsylvania which is located in New York City on Seventh Avenue opposite Madison Square Garden and consists of a hotel portion containing 1,000,000 square feet of hotel space with 1,700 rooms and a commercial portion containing 400,000 square feet of retail and office space.

|                               | <b>Year Ended December 31,</b> |             |             |             |             |
|-------------------------------|--------------------------------|-------------|-------------|-------------|-------------|
|                               | <b>2015</b>                    | <b>2014</b> | <b>2013</b> | <b>2012</b> | <b>2011</b> |
| Hotel Pennsylvania:           |                                |             |             |             |             |
| Average occupancy rate        | 90.7 %                         | 92.0 %      | 93.4 %      | 89.1 %      | 89.1 %      |
| Average daily rate            | \$ 147.46                      | \$ 162.01   | \$ 158.01   | \$ 152.79   | \$ 152.53   |
| Revenue per available<br>room | \$ 133.69                      | \$ 149.04   | \$ 147.63   | \$ 136.21   | \$ 135.87   |

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**Washington, DC**

As of December 31, 2015, our Washington, DC segment consisted of 71 properties aggregating 19.0 million square feet comprised of 15.8 million square feet of office space in 57 properties, seven residential properties containing 2,414 units and a hotel property. In addition, we are developing a 699-unit residential project with a 40,000 square foot Whole Foods Market at the base of the building and own 18.2 acres of undeveloped land. The Washington, DC segment also includes 55 garages totaling approximately 8.8 million square feet (29,322 spaces) which are managed by, or leased to, third parties.

Washington, DC office lease terms generally range from five to seven years for smaller tenants to as long as 15 years for major tenants, and may provide for extension options at either pre-negotiated or market rates. Leases typically provide for periodic step-ups in rent over the term of the lease and pass through to tenants, the tenants' share of increases in real estate taxes and certain property operating expenses over a base year. Periodic step-ups in rent are usually based upon fixed percentage increases. Leases also typically provide for free rent and tenant improvement allowances for all or a portion of the tenant's initial construction costs of its premises.

As of December 31, 2015, the occupancy rate for our Washington DC segment was 84.8%, and 25.0% of the occupied space was leased to various agencies of the U.S. Government.

*Occupancy and weighted average annual rent per square foot:*

**Office:**

| As of<br>December 31, | Total<br>Property<br>Square Feet | Vornado's Ownership Interest |  |  |
|-----------------------|----------------------------------|------------------------------|--|--|
|                       |                                  | Occupancy<br>Rate            | Weighted<br>Average<br>Annual<br>Rent Per<br>Square Foot |  |
| 2015                  | 15,784,000                       | 82.1 %                       | \$ 42.65   |  |
| 2014                  | 15,832,000                       | 80.7 %                       | 42.55  |  |
| 2013                  | 15,954,000                       | 80.5 %                       | 42.34  |  |
| 2012                  | 15,829,000                       | 81.1 %                       | 41.46  |  |
| 2011                  | 16,362,000                       | 89.1 %                       | 40.74  |  |

**Residential:**

| As of December 31, | Number of<br>Units | Occupancy<br>Rate | Average<br>Monthly<br>Rent Per Unit |
|--------------------|--------------------|-------------------|-------------------------------------|
|--------------------|--------------------|-------------------|-------------------------------------|



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|      |       |        |          |
|------|-------|--------|----------|
| 2015 | 2,414 | 96.1 % | \$ 2,068 |
| 2014 | 2,414 | 97.4 % | 2,078    |
| 2013 | 2,414 | 96.3 % | 2,101    |
| 2012 | 2,414 | 97.9 % | 2,145    |
| 2011 | 2,414 | 96.6 % | 2,056    |

*Tenants accounting for 2% or more of revenues:*

| <b>Tenant</b>                    | <b>Square Feet<br/>Leased</b> | <b>2015<br/>Revenues</b> | <b>Percentage<br/>of<br/>Washington,<br/>DC<br/>Revenues</b> | <b>Percentage<br/>of Total<br/>Revenues</b> |
|----------------------------------|-------------------------------|--------------------------|--|---|
| U.S. Government<br>Family Health | 3,505,000                     | \$ 117,035,000           | 22.0 %   | 5.2 %                                       |
| International                    | 341,000                       | 16,622,000               | 3.1 %  | 0.7 %                                       |
| Lockheed Martin                  | 313,000                       | 14,917,000               | 2.8 %  | 0.7 %                                       |
| Arlington County                 | 240,000                       | 10,747,000               | 2.0 %  | 0.5 %                                       |
| Paul Hastings LLP                | 126,000                       | 10,631,000               | 2.0 %  | 0.5 %                                       |

**WASHINGTON, DC – CONTINUED**

2015 rental revenue by tenants' industry:

| <b>Industry</b>                | <b>Percentage</b> |
|--------------------------------|-------------------|
| U.S. Government                | 28%               |
| Government Contractors         | 12%               |
| Membership Organizations       | 10%               |
| Legal Services                 | 5%                |
| Business Services              | 4%                |
| Manufacturing                  | 3%                |
| Management Consulting Services | 3%                |
| State and Local Government     | 2%                |
| Computer and Data Processing   | 2%                |
| Health Services                | 2%                |
| Food                           | 2%                |
| Real Estate                    | 2%                |
| Education                      | 1%                |
| Communication                  | 1%                |
| Television Broadcasting        | 1%                |
| Other                          | 22%               |
|                                | 100%              |

Lease expirations as of December 31, 2015, assuming none of the tenants exercise renewal options:

| <b>Year</b>    | <b>Number of Expiring Leases</b> | <b>Square Feet of Expiring Leases</b> | <b>Percentage of Washington, DC</b> |                   | <b>Weighted Average Annual Rent of Expiring Leases</b> |                        |
|----------------|----------------------------------|---------------------------------------|-------------------------------------|-------------------|--|------------------------|
|                |                                  |                                       | <b>Square Feet</b>                  | <b>Percentage</b> | <b>Total</b>   | <b>Per Square Foot</b> |
| Month to month | 44                               | 475,000                               | 4.6 %                               |                   | \$ 15,980,000  | \$ 33.63               |
| 2016           | 179                              | 1,304,000 <sup>(1)</sup>              | 12.6 %                              |                   | 55,319,000   | 42.42 <sup>(1)</sup>   |
| 2017           | 91                               | 608,000                               | 5.9 %                               |                   | 25,193,000   | 41.43                  |
| 2018           | 113                              | 1,050,000                             | 10.1 %                              |                   | 47,036,000   | 44.78                  |
| 2019           | 92                               | 1,652,000                             | 15.9 %                              |                   | 70,602,000   | 42.75                  |
| 2020           | 81                               | 943,000                               | 9.1 %                               |                   | 44,517,000   | 47.19                  |
| 2021           | 45                               | 655,000                               | 6.3 %                               |                   | 28,854,000   | 44.03                  |
| 2022           | 44                               | 941,000                               | 9.1 %                               |                   | 41,906,000   | 44.51                  |
| 2023           | 13                               | 178,000                               | 1.7 %                               |                   | 8,411,000  | 47.13                  |
| 2024           | 36                               | 462,000                               | 4.4 %                               |                   | 18,545,000   | 40.17                  |
| 2025           | 27                               | 332,000                               | 3.2 %                               |                   | 13,022,000   | 39.27                  |

- (1) Based on current market conditions, we expect to re-lease this space at weighted average rents between \$37 to \$42 per square foot.

#### **Base Realignment and Closure (“BRAC”)**

Our Washington, DC segment was impacted by the BRAC statute, which required the Department of Defense (“DOD”) to relocate from 2,395,000 square feet in our buildings in the Northern Virginia area to government owned military bases. See page 45 for the status of BRAC related move-outs.

## **OTHER INVESTMENTS**

### **theMart**

As of December 31, 2015, we own the 3.6 million square foot theMart in Chicago, whose largest tenant is Motorola Mobility at 608,000 square feet, the lease of which is guaranteed by Google. theMart is encumbered by a \$550,000,000 mortgage loan that bears interest at a fixed rate of 5.57% and matures in December 2016. As of December 31, 2015, theMart had an occupancy rate of 98.6% and a weighted average annual rent per square foot of \$38.72.

### **555 California Street**

As of December 31, 2015, we own a 70% controlling interest in a three-building office complex containing 1.8 million square feet, known as the Bank of America Center, located at California and Montgomery Streets in San Francisco's financial district ("555 California Street"). 555 California Street is encumbered by a \$589,063,000 mortgage loan that bears interest at a fixed rate of 5.10% and matures in September 2021. As of December 31, 2015, 555 California Street had an occupancy rate of 93.3% and a weighted average annual rent per square foot of \$65.57.

### **Vornado Capital Partners Real Estate Fund (the "Fund")**

As of December 31, 2015, we own a 25.0% interest in the Fund. We are the general partner and investment manager of the Fund. At December 31, 2015, the Fund had six investments which are carried at an aggregate fair value of \$574,761,000. Our share of unfunded commitments is \$25,553,000.

## **ITEM 3. LEGAL PROCEEDINGS**

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

## **SEASONALITY**

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

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**PART II****Item 5. Market for Registrant’s Common Equity, Related STOCKholder Matters and issuer purchases of equity securities**

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

Quarterly high and low sales prices of the common shares and dividends paid per common share for the years ended December 31, 2015 and 2014 were as follows:

| Quarter | Year Ended<br>December 31, 2015 |           |                  | Year Ended<br>December 31, 2014 |          |           |
|---------|---------------------------------|-----------|------------------|---------------------------------|----------|-----------|
|         | High                            | Low       | Dividends<br>(1) | High                            | Low      | Dividends |
| 1st     | \$ 126.62 <sup>(2)</sup>        | \$ 104.11 | \$ 0.63          | \$ 100.02                       | \$ 87.82 | \$ 0.73   |
| 2nd     | 113.12                          | 94.55     | 0.63             | 109.01                          | 96.93    | 0.73      |
| 3rd     | 98.96                           | 84.60     | 0.63             | 109.12                          | 99.26    | 0.73      |
| 4th     | 103.41                          | 89.32     | 0.63             | 120.23                          | 93.09    | 0.73      |

(1) Post spin-off of Urban Edge Properties (NYSE: UE) on January 15, 2015.

(2) Achieved on January 15, 2015, prior to the spin-off of UE.

As of February 1, 2016, there were 1,065 holders of record of our common shares.

*Recent Sales of Unregistered Securities*

During the fourth quarter of 2015, we issued 8,477 common shares upon the redemption of Class A units of the Operating Partnership held by persons who received units, in private placements in earlier periods, in exchange for their interests in limited partnerships that owned real estate. The common shares were issued without registration

under the Securities Act of 1933 in reliance on Section 4 (2) of that Act.

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

*Recent Purchases of Equity Securities*

In January 2015, we received 61,476 Vornado common shares at a weighted average price of \$120.22 per share as payment for the exercise price of certain employee stock options.

Performance Graph

The following graph is a comparison of the five-year cumulative return of our common shares, the Standard & Poor's 500 Index (the "S&P 500 Index") and the National Association of Real Estate Investment Trusts' ("NAREIT") All Equity Index, a peer group index. The graph assumes that \$100 was invested on December 31, 2010 in our common shares, the S&P 500 Index and the NAREIT All Equity Index and that all dividends were reinvested without the payment of any commissions. There can be no assurance that the performance of our shares will continue in line with the same or similar trends depicted in the graph below.

|                             | <b>2010</b> | <b>2011</b> | <b>2012</b> | <b>2013</b> | <b>2014</b> | <b>2015</b> |
|-----------------------------|-------------|-------------|-------------|-------------|-------------|-------------|
| Vornado Realty Trust        | \$ 100      | \$ 95       | \$ 104      | \$ 119      | \$ 163      | \$ 156      |
| S&P 500 Index               | 100         | 102         | 118         | 157         | 178         | 181         |
| The NAREIT All Equity Index | 100         | 108         | 130         | 133         | 171         | 176         |





**ITEM 6.  
SELECTED  
FINANCIAL DATA**

(Amounts in thousands,  
except per share  
amounts)

|  | <b>Year Ended December 31,</b> |              |              |              |              |
|--|--------------------------------|--------------|--------------|--------------|--------------|
|  | <b>2015</b>                    | <b>2014</b>  | <b>2013</b>  | <b>2012</b>  | <b>2011</b>  |
| <b>Operating Data:</b>   |                                |              |              |              |              |
| Revenues:  |                                |              |              |              |              |
| Property rentals   | \$ 2,076,586                   | \$ 1,911,487 | \$ 1,880,405 | \$ 1,771,264 | \$ 1,802,871 |
| Tenant expense reimbursements                                      | 260,976                        | 245,819      | 226,831      | 207,149      | 213,200      |
| Cleveland Medical Mart development project                         | -                              | -            | 36,369       | 235,234      | 154,080      |
| Fee and other income   | 164,705                        | 155,206      | 155,571      | 119,077      | 123,452      |
| Total revenues   | 2,502,267                      | 2,312,512    | 2,299,176    | 2,332,724    | 2,293,603    |
| Expenses:  |                                |              |              |              |              |
| Operating  | 1,011,249                      | 953,611      | 928,565      | 891,637      | 878,777      |
| Depreciation and amortization                                      | 542,952                        | 481,303      | 461,627      | 435,545      | 441,223      |
| General and administrative   | 175,307                        | 169,270      | 177,366      | 167,194      | 163,238      |
| Cleveland Medical Mart development project                         | -                              | -            | 32,210       | 226,619      | 145,824      |
| Acquisition and transaction related costs                          | 12,511                         | 18,435       | 24,857       | 17,386       | 34,930       |
| Total expenses   | 1,742,019                      | 1,622,619    | 1,624,625    | 1,738,381    | 1,663,992    |
| Operating income   | 760,248                        | 689,893      | 674,551      | 594,343      | 629,611      |
| Income from real estate fund investments                           | 74,081                         | 163,034      | 102,898      | 63,936       | 22,886       |
| (Loss) income from partially owned entities                        | (12,630)                       | (59,861)     | (340,882)    | 421,668      | 115,912      |
| Interest and other investment income (loss), net                   | 26,978                         | 38,752       | (24,887)     | (261,200)    | 148,540      |
| Interest and debt expense  | (378,025)                      | (412,755)    | (425,782)    | (431,235)    | (453,420)    |
| Net gain on disposition of wholly owned and partially owned assets | 251,821                        | 13,568       | 2,030        | 4,856        | 10,856       |

**SEASONALITY**

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|  |            |            |            |            |            |
|--|------------|------------|------------|------------|------------|
| Income (loss) before income taxes                            | 722,473    | 432,631    | (12,072)   | 392,368    | 474,385    |
| Income tax benefit (expense)                                 | 84,695     | (9,281)    | 8,717      | (8,132)    | (23,891)   |
| Income (loss) from continuing operations                     | 807,168    | 423,350    | (3,355)    | 384,236    | 450,494    |
| Income from discontinued operations                          | 52,262     | 585,676    | 568,095    | 310,305    | 289,506    |
| Net income   | 859,430    | 1,009,026  | 564,740    | 694,541    | 740,000    |
| Less net income attributable to noncontrolling interests in: |            |            |            |            |            |
| Consolidated subsidiaries                                    | (55,765)   | (96,561)   | (63,952)   | (32,018)   | (21,786)   |
| Operating Partnership  | (43,231)   | (47,613)   | (24,817)   | (45,263)   | (55,912)   |
| Net income attributable to Vornado                           | 760,434    | 864,852    | 475,971    | 617,260    | 662,302    |
| Preferred share dividends                                    | (80,578)   | (81,464)   | (82,807)   | (76,937)   | (65,531)   |
| Preferred unit and share redemptions                         | -          | -          | (1,130)    | 8,948      | 5,000      |
| Net income attributable to common shareholders               | \$ 679,856 | \$ 783,388 | \$ 392,034 | \$ 549,271 | \$ 601,771 |

**Per Share Data:**

|   |                     |         |           |                     |         |
|---|---------------------|---------|-----------|---------------------|---------|
| Income (loss) from continuing operations, net - basic   | \$ 3.35             | \$ 1.23 | \$ (0.75) | \$ 1.37             | \$ 1.79 |
| Income (loss) from continuing operations, net - diluted | 3.33                | 1.22    | (0.75)    | 1.37                | 1.77    |
| Net income per common share - basic                     | 3.61                | 4.18    | 2.10      | 2.95                | 3.26    |
| Net income per common share - diluted                   | 3.59                | 4.15    | 2.09      | 2.94                | 3.23    |
| Dividends per common share                              | 2.52 <sup>(1)</sup> | 2.92    | 2.92      | 3.76 <sup>(2)</sup> | 2.76    |

**Balance Sheet Data:**

|                          |               |               |               |               |               |
|--------------------------|---------------|---------------|---------------|---------------|---------------|
| Total assets             | \$ 21,143,293 | \$ 21,157,980 | \$ 20,018,210 | \$ 21,978,802 | \$ 20,377,616 |
| Real estate, at cost     | 18,090,137    | 16,822,358    | 15,392,968    | 15,287,078    | 13,383,927    |
| Accumulated depreciation | (3,418,267)   | (3,161,633)   | (2,829,862)   | (2,524,718)   | (2,346,498)   |
| Debt, net                | 11,091,010    | 9,530,337     | 8,708,414     | 9,714,819     | 8,381,908     |

SEASONALITY

|              |           |           |           |           |           |
|--------------|-----------|-----------|-----------|-----------|-----------|
| Total equity | 7,476,078 | 7,489,382 | 7,594,744 | 7,904,144 | 7,508,447 |
|--------------|-----------|-----------|-----------|-----------|-----------|

- (1) Post spin-off of Urban Edge Properties (NYSE: UE) on January 15, 2015.
- (2) Includes a special long-term capital gain dividend of \$1.00 per share.

**ITEM 6. SELECTED FINANCIAL DATA - CONTINUED**

(Amounts in thousands)

|  | <b>Year Ended December 31,</b> |             |             |             |              |
|--|--------------------------------|-------------|-------------|-------------|--------------|
|  | <b>2015</b>                    | <b>2014</b> | <b>2013</b> | <b>2012</b> | <b>2011</b>  |
| <b>Other Data:</b>   |                                |             |             |             |              |
| Funds From Operations ("FFO") <sup>(1)</sup> :   |                                |             |             |             |              |
| Net income attributable to Vornado   | \$ 760,434                     | \$ 864,852  | \$ 475,971  | \$ 617,260  | \$ 662,302   |
| Depreciation and amortization of real property   | 514,085                        | 517,493     | 501,753     | 504,407     | 530,113      |
| Net gains on sale of real estate   | (289,117)                      | (507,192)   | (411,593)   | (245,799)   | (51,623)     |
| Real estate impairment losses  | 256                            | 26,518      | 37,170      | 129,964     | 28,799       |
| Proportionate share of adjustments to equity in net income of partially owned entities to arrive at FFO: |                                |             |             |             |              |
| Depreciation and amortization of real property   | 143,960                        | 117,766     | 157,270     | 154,680     | 170,875      |
| Net gains on sale of real estate   | (4,513)                        | (11,580)    | (465)       | (241,602)   | (9,767)      |
| Real estate impairment losses  | 16,758                         | -           | 6,552       | 11,673      | -            |
| Income tax effect of above adjustments   | -                              | (7,287)     | (26,703)    | (27,493)    | (24,634)     |
| Noncontrolling interests' share of above adjustments   | (22,342)                       | (8,073)     | (15,089)    | (16,649)    | (40,957)     |
| FFO attributable to Vornado  | 1,119,521                      | 992,497     | 724,866     | 886,441     | 1,265,108    |
| Preferred share dividends  | (80,578)                       | (81,464)    | (82,807)    | (76,937)    | (65,531)     |
| Preferred unit and share redemptions   | -                              | -           | (1,130)     | 8,948       | 5,000        |
| FFO attributable to common shareholders  | 1,038,943                      | 911,033     | 640,929     | 818,452     | 1,204,577    |
| Convertible preferred share dividends  | 92                             | 97          | 108         | 113         | 124          |
| Interest on 3.88% exchangeable senior debentures   | -                              | -           | -           | -           | 26,272       |
| FFO attributable to common shareholders plus assumed conversions <sup>(1)</sup>                          | \$ 1,039,035                   | \$ 911,130  | \$ 641,037  | \$ 818,565  | \$ 1,230,973 |

**(1)** FFO is computed in accordance with the definition adopted by the Board of Governors of the National Association of Real Estate Investment Trusts ("NAREIT"). NAREIT defines FFO as GAAP net income or loss adjusted to exclude net gain from sales of depreciated real estate assets, real estate impairment losses, depreciation and amortization expense from real estate assets and other specified non-cash items, including the pro rata share of such adjustments of unconsolidated subsidiaries. FFO and FFO per diluted share are non-GAAP financial measures used by management, investors and analysts to facilitate meaningful comparisons of operating performance between

periods and among our peers because it excludes the effect of real estate depreciation and amortization and net gains on sales, which are based on historical costs and implicitly assume that the value of real estate diminishes predictably over time, rather than fluctuating based on existing market conditions. FFO does not represent cash generated from operating activities and is not necessarily indicative of cash available to fund cash requirements and should not be considered as an alternative to net income as a performance measure or cash flows as a liquidity measure. FFO may not be comparable to similarly titled measures employed by other companies.

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

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## Overview

Vornado Realty Trust (“Vornado”) is a fully integrated real estate investment trust (“REIT”) and conducts its business through, and substantially all of its interests in properties are held by, Vornado Realty L.P., a Delaware limited partnership (the “Operating Partnership”). Accordingly, Vornado’s cash flow and ability to pay dividends to its shareholders is dependent upon the cash flow of the Operating Partnership and the ability of its direct and indirect subsidiaries to first satisfy their obligations to creditors. Vornado is the sole general partner of, and owned approximately 93.7% of the common limited partnership interest in the Operating Partnership at December 31, 2015. All references to “we,” “us,” “our,” the “Company” and “Vornado” refer to Vornado Realty Trust and its consolidated subsidiaries, including the Operating Partnership.

On January 15, 2015, we completed the spin-off of substantially all of our retail segment comprised of 79 strip shopping centers, three malls, a warehouse park and \$225,000,000 of cash to Urban Edge Properties (“UE”) (NYSE: UE). As part of this transaction, we retained 5,717,184 UE operating partnership units (5.4% ownership interest). We are providing transition services to UE for an initial period of up to two years, primarily for information technology support. UE is providing us with leasing and property management services for (i) certain small retail properties that we plan to sell, and (ii) our affiliate, Alexander’s, Inc. (NYSE: ALX) Rego Park retail assets. Steven Roth, our Chairman and Chief Executive Officer, is a member of the Board of Trustees of UE. The spin-off distribution was effected by Vornado distributing one UE common share for every two Vornado common shares. The historical financial results of UE are reflected in our consolidated financial statements as discontinued operations for all periods presented.

We own and operate office and retail properties (our “core” operations) with large concentrations in the New York City metropolitan area and in the Washington, DC / Northern Virginia area. In addition, we have a 32.4% interest in Alexander’s, Inc. (NYSE: ALX) (“Alexander’s”), which owns seven properties in the greater New York metropolitan area, a 32.5% interest in Toys “R” Us, Inc. (“Toys”) as well as interests in other real estate and related investments.

Our business objective is to maximize shareholder value, which we measure by the total return provided to our shareholders. Below is a table comparing our performance to the FTSE NAREIT Office Index (“Office REIT”) and the Morgan Stanley REIT Index (“RMS”) for the following periods ended December 31, 2015:

|              | <b>Total Return<sup>(1)</sup></b> |                        |            |
|--------------|-----------------------------------|------------------------|------------|
|              | <b>Vornado</b>                    | <b>Office<br/>REIT</b> | <b>RMS</b> |
| Three-months | 11.3%                             | 7.2%                   | 7.1%       |
| One-year     | (3.9%)                            | 0.3%                   | 2.5%       |
| Three-year   | 50.3%                             | 33.3%                  | 37.0%      |
| Five-year    | 56.5%                             | 51.0%                  | 75.3%      |
| Ten-year     | 92.9%                             | 68.0%                  | 103.2%     |

(1) Past performance is not necessarily indicative of future performance.



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

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

We expect to finance our growth, acquisitions and investments using internally generated funds, proceeds from asset sales and by accessing the public and private capital markets. We may also offer Vornado common or preferred shares or Operating Partnership units in exchange for property and may repurchase or otherwise reacquire these securities in the future.

We compete with a large number of real estate property owners and developers, some of which may be willing to accept lower returns on their investments. Principal factors of competition are rents charged, sales prices, attractiveness of location, the quality of the property and the breadth and the quality of services provided. Our success depends upon, among other factors, trends of the global, national, regional and local economies, the financial condition and operating results of current and prospective tenants and customers, availability and cost of capital, construction and renovation costs, taxes, governmental regulations, legislation, population and employment trends. See “Risk Factors” in Item 1A for additional information regarding these factors.

## Overview - continued

**Year Ended December 31, 2015 Financial Results Summary**

Net income attributable to common shareholders for the year ended December 31, 2015 was \$679,856,000, or \$3.59 per diluted share, compared to \$783,388,000, or \$4.15 per diluted share, for the year ended December 31, 2014. Net income for the years ended December 31, 2015 and 2014 includes \$293,630,000 and \$518,772,000, respectively, of net gains on sale of real estate, and \$17,014,000 and \$26,518,000, respectively, of real estate impairment losses. In addition, the years ended December 31, 2015 and 2014 includes certain items that affect comparability which are listed in the table below. The aggregate of net gains on sale of real estate, real estate impairment losses and the items in the table below, net of amounts attributable to noncontrolling interests, increased net income attributable to common shareholders for the years ended December 31, 2015 and 2014 by \$374,404,000, or \$1.98 per diluted share, and \$477,133,000, or \$2.53 per diluted share, respectively.

Funds from operations attributable to common shareholders plus assumed conversions ("FFO") for the year ended December 31, 2015 was \$1,039,035,000, or \$5.48 per diluted share, compared to \$911,130,000, or \$4.83 per diluted share, for the prior year. FFO for the years ended December 31, 2015 and 2014 includes certain items that affect comparability which are listed in the table below. The aggregate of these items, net of amounts attributable to noncontrolling interests, increased FFO for the years ended December 31, 2015 and 2014 by \$123,740,000, or \$0.65 per diluted share, and \$85,854,000, or \$0.46 per diluted share, respectively.

(Amounts in thousands)

|   | <b>For the Year Ended December 31,</b> |             |
|---|--|-------------|
|   | <b>2015</b>                            | <b>2014</b> |
| <b>Items that affect comparability income (expense):</b>  |  |             |
| Reversal of allowance for deferred tax assets (re: taxable REIT subsidiary's ability to use NOLs) | \$ 90,030                              | \$ -        |
| FFO from discontinued operations and sold properties  | 46,423                                 | 188,932     |
| Acquisition and transaction related costs   | (12,511)                               | (16,392)    |
| Net gain on sale of residential condominiums and a land parcel in 2014                            | 6,724                                  | 13,568      |
| Our share of impairment loss on India real estate venture's non-depreciable real estate           | (4,502)                                | -           |
| Toys "R" Us FFO (negative FFO) (including an impairment loss of \$75,196 in 2014)                 | 2,500                                  | (60,024)    |
| Impairment loss and loan reserve on investment in Suffolk Downs                                   | (1,551)                                | (10,263)    |
| Write-off of deferred financing costs and defeasance costs in connection with refinancings        | -                                      | (22,660)    |
| Other, net  | 4,555                                  | (2,097)     |
|   | 131,668                                | 91,064      |
| Noncontrolling interests' share of above adjustments  | (7,928)                                | (5,210)     |
| Items that affect comparability, net  | \$ 123,740                             | \$ 85,854   |

The percentage increase (decrease) in same store Earnings Before Interest, Taxes, Depreciation and Amortization (“EBITDA”) and cash basis same store EBITDA of our operating segments for the year ended December 31, 2015 over the year ended December 31, 2014 is summarized below.

| <b>Same Store EBITDA:</b>               | <b>New York</b> | <b>Washington, DC</b> |
|---|-----------------|-----------------------|
| December 31, 2015 vs. December 31, 2014 |                 |                       |
| Same store EBITDA                       | 1.5 % (1)       | (1.1%)                |
| Cash basis same store EBITDA            | 0.3 % (1)       | (6.3%)                |

(1) Excluding Hotel Pennsylvania, same store EBITDA increased by 2.4% and by 1.3% on a cash basis.

**Overview - continued**Quarter Ended December 31, 2015 Financial Results Summary

Net income attributable to common shareholders for the quarter ended December 31, 2015 was \$230,742,000, or \$1.22 per diluted share, compared to \$513,238,000, or \$2.72 per diluted share, for the quarter ended December 31, 2014. Net income for the quarters ended December 31, 2015 and 2014 includes \$142,693,000 and \$460,216,000, respectively, of net gains on sale of real estate and \$4,141,000 and \$5,676,000, respectively, of real estate impairment losses. In addition, the quarters ended December 31, 2015 and 2014 includes certain other items that affect comparability which are listed in the table below. The aggregate of net gains on sale of real estate, real estate impairment losses and the items in the table below, net of amounts attributable to noncontrolling interests, increased net income attributable to common shareholders for the quarters ended December 31, 2015 and 2014 by \$147,009,000, or \$0.78 per diluted share, and \$433,823,000, or \$2.30 per diluted share, respectively.

FFO for the quarter ended December 31, 2015 was \$259,528,000, or \$1.37 per diluted share, compared to \$230,143,000, or \$1.22 per diluted share, for the prior year's quarter. FFO for the quarters ended December 31, 2015 and 2014 includes certain items that affect comparability which are listed in the table below. The aggregate of these items, net of amounts attributable to noncontrolling interests, increased FFO for the quarters ended December 31, 2015 and 2014 by \$19,418,000, or \$0.10 per diluted share, and \$13,033,000, or \$0.07 per diluted share, respectively.

| (Amounts in thousands)   | <b>For the Three Months Ended<br/>December 31,</b> |             |
|--|--|-------------|
|  | <b>2015</b>  | <b>2014</b> |
| <b>Items that affect comparability income (expense):</b>                                   |  |             |
| FFO from discontinued operations and sold properties                                       | \$ 19,251  | \$ 44,474   |
| Acquisition and transaction related costs  | (4,951)  | (12,763)    |
| Net gain on sale of residential condominiums   | 4,231  | 363         |
| Write-off of deferred financing costs and defeasance costs in connection with refinancings | -  | (16,747)    |
| Other, net   | 2,171  | (1,491)     |
|  | 20,702   | 13,836      |
| Noncontrolling interests' share of above adjustments                                       | (1,284)  | (803)       |
| Items that affect comparability, net   | \$ 19,418  | \$ 13,033   |

The percentage increase (decrease) in same store EBITDA and cash basis same store EBITDA of our operating segments for the quarter ended December 31, 2015 over the quarter ended December 31, 2014 and the trailing quarter ended September 30, 2015 are summarized below.

|  | New York   | Washington, DC |
|--|------------|----------------|
| <b>Same Store EBITDA:</b>                |            |                |
| December 31, 2015 vs. December 31, 2014  |            |                |
| Same store EBITDA                        | 0.1 % (1)  | (0.4%)         |
| Cash basis same store EBITDA             | (5.6%) (1) | (4.9%)         |
| December 31, 2015 vs. September 30, 2015 |            |                |
| Same store EBITDA                        | 0.4 % (2)  | 0.8 %          |
| Cash basis same store EBITDA             | (0.9%) (2) | 1.2 %          |

(1) Excluding Hotel Pennsylvania, same store EBITDA increased by 1.4% and decreased by 4.4% on a cash basis.

(2) Excluding Hotel Pennsylvania, same store EBITDA was flat and decreased by 1.5% on a cash basis.

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

## Overview – continued

### Acquisitions

On January 20, 2015, we and one of our real estate fund's limited partners co-invested with the Fund to buy out the Fund's joint venture partner's 57% interest in the Crowne Plaza Times Square Hotel. The purchase price for the 57% interest was approximately \$95,000,000 (our share \$39,000,000) which valued the property at approximately \$480,000,000. The property is encumbered by a \$310,000,000 mortgage loan bearing interest at LIBOR plus 2.80% which matures in December 2018 with a one-year extension option. Our aggregate ownership interest in the property increased to 33% from 11%.

On March 18, 2015, we acquired the Center Building, a 437,000 square foot office building, located at 33-00 Northern Boulevard in Long Island City, New York, for \$142,000,000, including the assumption of an existing \$62,000,000, 4.43% mortgage maturing in October 2018.

On June 2, 2015, we completed the acquisition of 150 West 34th Street, a 78,000 square foot retail property leased to Old Navy through May 2019, and 226,000 square feet of additional zoning air rights, for approximately \$355,000,000. At closing we completed a \$205,000,000 financing of the property.

On June 24, 2015, we entered into a joint venture, in which we own a 55% interest, to develop a 173,000 square foot Class-A office building, located along the western edge of the High Line at 512 West 22nd Street. The development cost of this project is approximately \$235,000,000. The development commenced during the fourth quarter of 2015 and is expected to be completed in 2018. We account for our investment in the joint venture under the equity method.

On July 31, 2015, we acquired 260 Eleventh Avenue, a 235,000 square foot office property leased to the City of New York through 2021 with two five-year renewal options, a 10,000 square foot parking lot and additional air rights. The transaction is structured as a 99-year ground lease with an option to purchase the land for \$110,000,000. The \$3,900,000 annual ground rent and the purchase option price escalate annually at the lesser of 1.5% or CPI. The buildings were purchased for 813,900 newly issued Vornado Operating Partnership units valued at approximately \$80,000,000.

On September 25, 2015, we acquired 265 West 34th Street, a 1,700 square foot retail property and 15,200 square feet of additional zoning air rights, for approximately \$28,500,000.

## Dispositions

On January 15, 2015, we completed the spin-off of substantially all of our retail segment comprised of 79 strip shopping centers, three malls, a warehouse park and \$225,000,000 of cash to Urban Edge Properties (“UE”) (NYSE: UE). As part of this transaction, we retained 5,717,184 UE operating partnership units (5.4% ownership interest). We are providing transition services to UE for an initial period of up to two years, primarily for information technology support. UE is providing us with leasing and property management services for (i) certain small retail properties that we plan to sell, and (ii) our affiliate, Alexander’s, Inc. (NYSE: ALX) Rego Park retail assets. Steven Roth, our Chairman and Chief Executive Officer, is a member of the Board of Trustees of UE. The spin-off distribution was effected by Vornado distributing one UE common share for every two Vornado common shares.

On March 13, 2015, we sold our Geary Street, CA lease for \$34,189,000, which resulted in a net gain of \$21,376,000.

On March 25, 2015, the Fund completed the sale of 520 Broadway in Santa Monica, CA for \$91,650,000. The Fund realized a \$23,768,000 net gain over the holding period.

On March 31, 2015, we transferred the redeveloped Springfield Town Center, a 1,350,000 square foot mall located in Springfield, Fairfax County, Virginia, to PREIT Associates, L.P., which is the operating partnership of Pennsylvania Real Estate Investment Trust (NYSE: PEI) (collectively, “PREIT”). The financial statement gain was \$7,823,000, of which \$7,192,000 was recognized in the first quarter of 2015 and the remaining \$631,000 was deferred based on our ownership interest in PREIT. In the first quarter of 2014, we recorded a non-cash impairment loss of \$20,000,000 on Springfield Town Center which is included in “income from discontinued operations” on our consolidated statements of income.

On August 6, 2015, we sold our 50% interest in the Monmouth Mall in Eatontown, NJ to our joint venture partner for \$38,000,000, valuing the property at approximately \$229,000,000, which resulted in a net gain of \$33,153,000.

On September 9, 2015, we completed the sale of 1750 Pennsylvania Avenue, NW, a 278,000 square foot office building in Washington, DC for \$182,000,000, resulting in a net gain of approximately \$102,000,000 which is included in “net gain on disposition of wholly owned and partially owned assets” on our consolidated statement of income. The tax gain of approximately \$137,000,000 was deferred as part of a like-kind exchange. We are managing the property on behalf of the new owner.





## **Overview – continued**

## **Dispositions – continued**

On December 22, 2015, we completed the sale of 20 Broad Street, a 473,000 square foot office building in Manhattan for an aggregate consideration of \$200,000,000. The total income from this transaction was approximately \$157,000,000 comprised of approximately \$142,000,000 from the gain on sale and \$15,000,000 of lease termination income.

We also sold five residual retail properties, in separate transactions, for an aggregate of \$10,731,000, which resulted in net gains of \$3,675,000.

## **Financings**

### *Secured Debt*

On April 1, 2015, we completed a \$308,000,000 refinancing of RiverHouse Apartments, a three building, 1,670 unit rental complex located in Arlington, VA. The loan is interest only at LIBOR plus 1.28% (1.52% at December 31, 2015) and matures in 2025. We realized net proceeds of approximately \$43,000,000. The property was previously encumbered by a 5.43%, \$195,000,000 mortgage maturing in April 2015 and a \$64,000,000 mortgage at LIBOR plus 1.53% maturing in 2018.

On June 2, 2015, we completed a \$205,000,000 financing in connection with the acquisition of 150 West 34th Street. The loan bears interest at LIBOR plus 2.25% (2.52% at December 31, 2015) and matures in 2018 with two one-year extension options.

On July 28, 2015, we completed a \$580,000,000 refinancing of 100 West 33rd Street, a 1.1 million square foot property comprised of 855,000 square feet of office space and the 256,000 square foot Manhattan Mall. The loan is interest only at LIBOR plus 1.65% (1.92% at December 31, 2015) and matures in July 2020. We realized net proceeds of approximately \$242,000,000.

On September 22, 2015, we upsized the loan on our 220 Central Park South development by \$350,000,000 to \$950,000,000. The interest rate on the loan is LIBOR plus 2.00% (2.42% at December 31, 2015) and the final maturity date is 2020. In connection with the upsizing, the standby commitment for a \$500,000,000 mezzanine loan for this development has been terminated by payment of a \$15,000,000 contractual termination fee, which was capitalized as a component of “development costs and construction in progress” on our consolidated balance sheet as of December 31, 2015.

On December 11, 2015, we completed a \$375,000,000 refinancing of 888 Seventh Avenue, a 882,000 square foot Manhattan office building. The five-year loan is interest only at LIBOR plus 1.60% (1.92% at December 31, 2015) which was swapped for the term of the loan to a fixed rate of 3.15% and matures in December 2020. We realized net proceeds of approximately \$49,000,000.

On December 21, 2015, we completed a \$450,000,000 financing of the retail condominium of the St. Regis Hotel and the adjacent retail town house located on Fifth Avenue at 55th Street. The loan matures in December 2020, with two one-year extension options. The loan is interest only at LIBOR plus 1.80% (2.19% at December 31, 2015) for the first three years, LIBOR plus 1.90% for years four and five, and LIBOR plus 2.00% during the extension periods. We own a 74.3% controlling interest in the joint venture which owns the property.

#### *Senior Unsecured Notes*

On January 1, 2015, we redeemed all of the \$500,000,000 principal amount of our outstanding 4.25% senior unsecured notes, which were scheduled to mature on April 1, 2015, at a redemption price of 100% of the principal amount plus accrued interest through December 31, 2014.

#### *Unsecured Term Loan*

On October 30, 2015, we entered into an unsecured delayed-draw term loan facility in the maximum amount of \$750,000,000. The facility matures in October 2018 with two one-year extension options. The interest rate is LIBOR plus 1.15% (1.40% at December 31, 2015) with a fee of 0.20% per annum on the unused portion. At closing, we drew \$187,500,000. The facility provides that the maximum amount available is twice the amount outstanding on April 29, 2016, limited to \$750,000,000, and all draws must be made by October 2017. This facility, together with the \$950,000,000 development loan mentioned above, provides the funding for our 220 Central Park South development.

**Overview - continued****Leasing Activity**

The leasing activity presented below is based on leases signed during the period and is not intended to coincide with the commencement of rental revenue in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Tenant improvements and leasing commissions presented below are based on square feet leased during the period. Second generation relet space represents square footage that has not been vacant for more than nine months. The leasing activity for the New York segment excludes Alexander's, the Hotel Pennsylvania and residential.

| (Square feet in thousands)                      | <b>New York</b> |               | <b>Washington,<br/>DC<br/>Office</b> |
|---|-----------------|---------------|--------------------------------------|
|   | <b>Office</b>   | <b>Retail</b> |                                      |
| <b>Quarter Ended December 31, 2015:</b>         |                 |               |                                      |
| Total square feet leased                        | 610             | 3             | 407                                  |
| Our share of square feet leased                 | 555             | 3             | 355                                  |
| Initial rent <sup>(1)</sup>                     | \$ 74.99        | \$ 1,185.79   | \$ 43.96                             |
| Weighted average lease term<br>(years)          | 10.1            | 1.5           | 6.8                                  |
| Second generation relet space:                  |                 |               |                                      |
| Square feet                                     | 444             | 3             | 284                                  |
| Cash basis:                                     |                 |               |                                      |
| Initial rent <sup>(1)</sup>                     | \$ 75.52        | \$ 1,185.79   | \$ 44.54                             |
| Prior escalated rent                            | \$ 61.69        | \$ 1,021.71   | \$ 45.30                             |
| Percentage increase<br>(decrease)               | 22.4%           | 16.1%         | (1.7%)                               |
| GAAP basis:                                     |                 |               |                                      |
| Straight-line rent <sup>(2)</sup>               | \$ 74.06        | \$ 1,189.25   | \$ 50.99                             |
| Prior straight-line rent                        | \$ 58.94        | \$ 877.69     | \$ 50.62                             |
| Percentage increase                             | 25.7%           | 35.5%         | 0.7%                                 |
| Tenant improvements and leasing<br>commissions: |                 |               |                                      |
| Per square foot                                 | \$ 70.05        | \$ 47.69      | \$ 34.39                             |
| Per square foot per annum:                      | \$ 6.94         | \$ 31.79      | \$ 5.06                              |
| Percentage of initial rent                      | 9.2%            | 2.7%          | 11.5%                                |
| <b>Year Ended December 31, 2015:</b>            |                 |               |                                      |
| Total square feet leased                        | 2,276           | 91            | 1,987                                |
| Our share of square feet leased                 | 1,838           | 82            | 1,847                                |
| Initial rent <sup>(1)</sup>                     | \$ 78.55        | \$ 917.59     | \$ 40.20                             |
| Weighted average lease term<br>(years)          | 9.2             | 13.7          | 8.6                                  |

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|   |          |             |                         |
|---|----------|-------------|-------------------------|
| Second generation relet space:                  |          |             |                         |
| Square feet                                     | 1,297    | 74          | 1,322                   |
| Cash basis:                                     |          |             |                         |
| Initial rent <sup>(1)</sup>                     | \$ 78.89 | \$ 907.49   | \$ 40.12 <sup>(3)</sup> |
| Prior escalated rent                            | \$ 66.21 | \$ 364.56   | \$ 43.99 <sup>(3)</sup> |
| Percentage increase<br>(decrease)               | 19.1%    | 148.9%      | (8.8%) <sup>(3)</sup>   |
| GAAP basis:                                     |          |             |                         |
| Straight-line rent <sup>(2)</sup>               | \$ 77.03 | \$ 1,056.66 | \$ 39.57 <sup>(3)</sup> |
| Prior straight-line rent                        | \$ 62.73 | \$ 529.31   | \$ 43.08 <sup>(3)</sup> |
| Percentage increase<br>(decrease)               | 22.8%    | 99.6%       | (8.2%) <sup>(3)</sup>   |
| Tenant improvements and leasing<br>commissions: |          |             |                         |
| Per square foot                                 | \$ 69.36 | \$ 688.42   | \$ 55.14                |
| Per square foot per annum:                      | \$ 7.54  | \$ 50.25    | \$ 6.41                 |
| Percentage of initial rent                      | 9.6%     | 5.5%        | 15.9%                   |

See notes on the following page.

**Overview - continued****Leasing Activity - continued**

| (Square feet in thousands)                      | New York |           | Washington,<br>DC |
|---|----------|-----------|-------------------|
|   | Office   | Retail    | Office            |
| <b>Year Ended December 31, 2014:</b>            |          |           |                   |
| Total square feet leased                        | 3,973    | 119       | 1,817             |
| Our share of square feet leased:                | 3,416    | 114       | 1,674             |
| Initial rent <sup>(1)</sup>                     | \$ 66.78 | \$ 327.38 | \$ 38.57          |
| Weighted average lease term<br>(years)          | 11.3     | 11.2      | 8.2               |
| Second generation relet space:                  |          |           |                   |
| Square feet                                     | 2,550    | 92        | 1,121             |
| Cash basis:                                     |          |           |                   |
| Initial rent <sup>(1)</sup>                     | \$ 68.18 | \$ 289.74 | \$ 38.57          |
| Prior escalated rent                            | \$ 60.50 | \$ 206.62 | \$ 41.37          |
| Percentage increase<br>(decrease)               | 12.7%    | 40.2%     | (6.8%)            |
| GAAP basis:                                     |          |           |                   |
| Straight-line rent <sup>(2)</sup>               | \$ 67.44 | \$ 331.33 | \$ 36.97          |
| Prior straight-line rent                        | \$ 56.76 | \$ 204.15 | \$ 38.25          |
| Percentage increase<br>(decrease)               | 18.8%    | 62.3%     | (3.3%)            |
| Tenant improvements and leasing<br>commissions: |          |           |                   |
| Per square foot                                 | \$ 75.89 | \$ 110.60 | \$ 46.77          |
| Per square foot per annum:                      | \$ 6.72  | \$ 9.88   | \$ 5.70           |
| Percentage of initial<br>rent                   | 10.1%    | 3.0%      | 14.8%             |

- (1) Represents the cash basis weighted average starting rent per square foot, which is generally indicative of market rents. Most leases include free rent and periodic step-ups in rent which are not included in the initial cash basis rent per square foot but are included in the GAAP basis straight-line rent per square foot.
- (2) Represents the GAAP basis weighted average rent per square foot that is recognized over the term of the respective leases, and includes the effect of free rent and periodic step-ups in rent.
- (3) Excluding 371 square feet of leasing activity with the U.S. Marshals Service (of which 293 square feet are second generation relet space), the initial rent and prior escalated rent on a cash basis was \$42.43 and \$43.96 per square foot, respectively (3.5% decrease), and the initial rent and prior escalated rent on a GAAP basis was \$42.30 and \$43.89 per square foot, respectively (3.6% decrease).

**Overview - continued****Square footage (in service) and Occupancy as of December 31, 2015:**

(Square feet in thousands)

|  | <b>Number of properties</b> | <b>Square Feet (in service)</b> |                  | <b>Occupancy %</b> |
|--|-----------------------------|---------------------------------|------------------|--------------------|
|  |                             | <b>Total Portfolio</b>          | <b>Our Share</b> |                    |
| New York:                                |                             |                                 |                  |                    |
| Office                                   | 35                          | 21,288                          | 17,627           | 96.3%              |
| Retail                                   | 65                          | 2,641                           | 2,418            | 96.2%              |
| Residential - 1,711 units                | 11                          | 1,561                           | 827              | 94.1%              |
| Alexander's - 296 units                  | 7                           | 2,419                           | 784              | 99.7%              |
| Hotel Pennsylvania                       | 1                           | 1,400                           | 1,400            |                    |
|  |                             | 29,309                          | 23,056           | 96.4%              |
| Washington, DC:                          |                             |                                 |                  |                    |
| Office, excluding the Skyline Properties | 49                          | 13,136                          | 10,781           | 90.0%              |
| Skyline Properties                       | 8                           | 2,648                           | 2,648            | 50.1%              |
| Total Office                             | 57                          | 15,784                          | 13,429           | 82.1%              |
| Residential - 2,414 units                | 7                           | 2,597                           | 2,455            | 96.1%              |
| Other                                    | 7                           | 597                             | 597              | 100.0%             |
|  |                             | 18,978                          | 16,481           | 84.8%              |
| Other:                                   |                             |                                 |                  |                    |
| theMart                                  | 2                           | 3,658                           | 3,649            | 98.5%              |
| 555 California Street                    | 3                           | 1,736                           | 1,215            | 93.3%              |
| Other                                    | 2                           | 763                             | 763              | 100.0%             |
|  |                             | 6,157                           | 5,627            |                    |
| Total square feet at December 31, 2015   |                             | 54,444                          | 45,164           |                    |

**Overview - continued****Square footage (in service) and Occupancy as of December 31, 2014:**

(Square feet in thousands)

|  | <b>Number of properties</b> | <b>Square Feet (in service)</b> |                  | <b>Occupancy %</b> |
|--|-----------------------------|---------------------------------|------------------|--------------------|
|  |                             | <b>Total Portfolio</b>          | <b>Our Share</b> |                    |
| New York:                                |                             |                                 |                  |                    |
| Office                                   | 30                          | 20,154                          | 16,622           | 96.9%              |
| Retail                                   | 56                          | 2,469                           | 2,173            | 96.5%              |
| Residential - 1,678 units                | 9                           | 1,518                           | 785              | 95.2%              |
| Alexander's                              | 6                           | 2,178                           | 706              | 99.7%              |
| Hotel Pennsylvania                       | 1                           | 1,400                           | 1,400            |                    |
|  |                             | 27,719                          | 21,686           | 96.9%              |
| Washington, DC:                          |                             |                                 |                  |                    |
| Office, excluding the Skyline Properties | 50                          | 13,184                          | 10,806           | 87.4%              |
| Skyline Properties                       | 8                           | 2,648                           | 2,648            | 53.5%              |
| Total Office                             | 58                          | 15,832                          | 13,454           | 80.7%              |
| Residential - 2,414 units                | 7                           | 2,597                           | 2,455            | 97.4%              |
| Other                                    | 6                           | 384                             | 384              | 100.0%             |
|  |                             | 18,813                          | 16,293           | 83.6%              |
| Other:                                   |                             |                                 |                  |                    |
| theMart                                  | 1                           | 3,587                           | 3,578            | 94.7%              |
| 555 California Street                    | 3                           | 1,801                           | 1,261            | 97.6%              |
| Other                                    | 2                           | 672                             | 672              | 100.0%             |
|  |                             | 6,060                           | 5,511            |                    |
| Total square feet at December 31, 2014   |                             | 52,592                          | 43,490           |                    |

**Overview - continued****Washington, DC Segment**

Comparable EBITDA for the year ended December 31, 2015, was \$3,467,000 behind last year.

We expect that Washington's 2016 comparable EBITDA will be approximately \$7,000,000 to \$11,000,000 lower than 2015, comprised of:

- (i) core business being flat to \$4,000,000 higher, offset by,
- (ii) occupancy of Skyline properties declining further, decreasing EBITDA by approximately \$6,500,000, and
- (iii) 1726 M Street and 1150 17th Street being taken out of service (to prepare for the development in the future of a new Class A trophy office building) decreasing EBITDA by approximately \$4,500,000.

Of the 2,395,000 square feet subject to the effects of the Base Realignment and Closure ("BRAC") statute, 393,000 square feet has been taken out of service for redevelopment and 1,372,000 square feet has been leased or is pending. The table below summarizes the status of the BRAC space as of December 31, 2015.

|  | Rent Per    |           | Square Feet  |         |         |
|--|-------------|-----------|--------------|---------|---------|
|  | Square Foot | Total     | Crystal City | Skyline | Rosslyn |
| Resolved:                              |             |           |              |         |         |
| Relet as of December 31, 2015          | \$ 37.67    | 1,337,000 | 864,000      | 389,000 | 84,000  |
| Leases pending                         | 39.98       | 35,000    | 25,000       | 10,000  | -       |
| Taken out of service for redevelopment |             | 393,000   | 393,000      | -       | -       |
|  |             | 1,765,000 | 1,282,000    | 399,000 | 84,000  |
| To be resolved:                        |             |           |              |         |         |
| Vacated as of December 31, 2015        | 34.89       | 610,000   | 134,000      | 412,000 | 64,000  |
| Expiring in 2016                       | 41.87       | 20,000    | 20,000       | -       | -       |
|  |             | 630,000   | 154,000      | 412,000 | 64,000  |



|                                   |           |           |         |         |
|-----------------------------------|-----------|-----------|---------|---------|
| Total square feet subject to BRAC | 2,395,000 | 1,436,000 | 811,000 | 148,000 |
|                                   | 45        |           |         |         |

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## Critical Accounting Policies

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

### *Real Estate*

Real estate is carried at cost, net of accumulated depreciation and amortization. Betterments, major renewals and certain costs directly related to the improvement and leasing of real estate are capitalized. Maintenance and repairs are expensed as incurred. For redevelopment of existing operating properties, the net book value of the existing property under redevelopment plus the cost for the construction and improvements incurred in connection with the redevelopment are capitalized to the extent the capitalized costs of the property do not exceed the estimated fair value of the redeveloped property when complete. If the cost of the redeveloped property, including the net book value of the existing property, exceeds the estimated fair value of redeveloped property, the excess is charged to expense. Depreciation is recognized on a straight-line basis over estimated useful lives which range from 7 to 40 years. Tenant allowances are amortized on a straight-line basis over the lives of the related leases, which approximate the useful lives of the assets.

Upon the acquisition of real estate, we assess the fair value of acquired assets (including land, buildings and improvements, identified intangibles, such as acquired above and below-market leases, acquired in-place leases and tenant relationships) and acquired liabilities and we allocate the purchase price based on these assessments. We assess fair value based on estimated cash flow projections that utilize appropriate discount and capitalization rates and available market information. Estimates of future cash flows are based on a number of factors including historical operating results, known trends, and market/economic conditions. We record acquired intangible assets (including acquired above-market leases, acquired in-place leases and tenant relationships) and acquired intangible liabilities (including below-market leases) at their estimated fair value separate and apart from goodwill. We amortize identified intangibles that have finite lives over the period they are expected to contribute directly or indirectly to the future cash flows of the property or business acquired.

As of December 31, 2015 and 2014, the carrying amounts of real estate, net of accumulated depreciation, were \$14.7 billion and \$13.7 billion, respectively. As of December 31, 2015 and 2014, the carrying amounts of identified intangible assets (including acquired above-market leases, tenant relationships and acquired in-place leases) were \$227,901,000 and \$225,155,000, respectively, and the carrying amounts of identified intangible liabilities, a component of “deferred revenue” on our consolidated balance sheets, were \$318,148,000 and \$328,201,000,

respectively.

Our properties, including any related intangible assets, are individually reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment exists when the carrying amount of an asset exceeds the aggregate projected future cash flows over the anticipated holding period on an undiscounted basis. An impairment loss is measured based on the excess of the property's carrying amount over its estimated fair value. Impairment analyses are based on our current plans, intended holding periods and available market information at the time the analyses are prepared. If our estimates of the projected future cash flows, anticipated holding periods, or market conditions change, our evaluation of impairment losses may be different and such differences could be material to our consolidated financial statements. The evaluation of anticipated cash flows is subjective and is based, in part, on assumptions regarding future occupancy, rental rates and capital requirements that could differ materially from actual results. Plans to hold properties over longer periods decrease the likelihood of recording impairment losses.

## Critical Accounting Policies – continued

### *Partially Owned Entities*

We consolidate entities in which we have a controlling financial interest. In determining whether we have a controlling financial interest in a partially owned entity and the requirement to consolidate the accounts of that entity, we consider factors such as ownership interest, board representation, management representation, authority to make decisions, and contractual and substantive participating rights of the partners/members as well as whether the entity is a variable interest entity (“VIE”) and we are the primary beneficiary. We are deemed to be the primary beneficiary of a VIE when we have (i) the power to direct the activities of the VIE that most significantly impact the VIE’s economic performance and (ii) the obligation to absorb losses or receive benefits that could potentially be significant to the VIE. We generally do not control a partially owned entity if the entity is not considered a VIE and the approval of all of the partners/members is contractually required with respect to major decisions, such as operating and capital budgets, the sale, exchange or other disposition of real property, the hiring of a chief executive officer, the commencement, compromise or settlement of any lawsuit, legal proceeding or arbitration or the placement of new or additional financing secured by assets of the venture. We account for investments under the equity method when the requirements for consolidation are not met, and we have significant influence over the operations of the investee. Equity method investments are initially recorded at cost and subsequently adjusted for our share of net income or loss and cash contributions and distributions each period. Investments that do not qualify for consolidation or equity method accounting are accounted for on the cost method.

Investments in partially owned entities are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is measured based on the excess of the carrying amount of an investment over its estimated fair value. Impairment analyses are based on current plans, intended holding periods and available information at the time the analyses are prepared. The ultimate realization of our investments in partially owned entities is dependent on a number of factors, including the performance of each investment and market conditions. If our estimates of the projected future cash flows, the nature of development activities for properties for which such activities are planned and the estimated fair value of the investment change based on market conditions or otherwise, our evaluation of impairment losses may be different and such differences could be material to our consolidated financial statements. The evaluation of anticipated cash flows is subjective and is based, in part, on assumptions regarding future occupancy, rental rates and capital requirements that could differ materially from actual results.

As of December 31, 2015 and 2014, the carrying amounts of investments in partially owned entities were \$1.6 billion and \$1.2 billion, respectively.



## Critical Accounting Policies – continued

### *Allowance for Doubtful Accounts*

We periodically evaluate the collectability of amounts due from tenants and maintain an allowance for doubtful accounts (\$11,908,000 and \$12,210,000 as of December 31, 2015 and 2014, respectively) for estimated losses resulting from the inability of tenants to make required payments under the lease agreements. We also maintain an allowance for receivables arising from the straight-lining of rents (\$2,751,000 and \$3,188,000 as of December 31, 2015 and 2014, respectively). This receivable arises from earnings recognized in excess of amounts currently due under the lease agreements. Management exercises judgment in establishing these allowances and considers payment history and current credit status in developing these estimates. These estimates may differ from actual results, which could be material to our consolidated financial statements.

### *Revenue Recognition*

We have the following revenue sources and revenue recognition policies:

- **Base Rent** — income arising from tenant leases. These rents are recognized over the non-cancelable term of the related leases on a straight-line basis which includes the effects of rent steps and rent abatements under the leases. We commence rental revenue recognition when the tenant takes possession of the leased space and the leased space is substantially ready for its intended use. In addition, in circumstances where we provide a tenant improvement allowance for improvements that are owned by the tenant, we recognize the allowance as a reduction of rental revenue on a straight-line basis over the term of the lease.
- **Percentage Rent** — income arising from retail tenant leases that is contingent upon tenant sales exceeding defined thresholds. These rents are recognized only after the contingency has been removed (i.e., when tenant sales thresholds have been achieved).
- **Hotel Revenue** — income arising from the operation of the Hotel Pennsylvania which consists of rooms revenue, food and beverage revenue, and banquet revenue. Income is recognized when rooms are occupied. Food and beverage and banquet revenue are recognized when the services have been rendered.

- Trade Shows Revenue — income arising from the operation of trade shows, including rentals of booths. This revenue is recognized when the trade shows have occurred.
- Expense Reimbursements — revenue arising from tenant leases which provide for the recovery of all or a portion of the operating expenses and real estate taxes of the respective property. This revenue is accrued in the same periods as the expenses are incurred.
- Management, Leasing and Other Fees — income arising from contractual agreements with third parties or with partially owned entities. This revenue is recognized as the related services are performed under the respective agreements.

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

#### *Income Taxes*

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

**Net Income and EBITDA by Segment for the Years Ended December 31, 2015, 2014 and 2013**

Below is a summary of net income and a reconciliation of net income to EBITDA<sup>(1)</sup> by segment for the years ended December 31, 2015, 2014 and 2013.

| (Amounts in thousands)   | <b>For the Year Ended December 31, 2015</b> |                             |                           |                           |
|--|---|-----------------------------|---------------------------|---------------------------|
|  | <b>Total</b>                                | <b>New York</b>             | <b>Washington,<br/>DC</b> | <b>Other</b>              |
| Total revenues   | \$ 2,502,267                                | \$ 1,695,925                | \$ 532,812                | \$ 273,530                |
| Total expenses   | 1,742,019                                   | 1,032,015                   | 390,921                   | 319,083                   |
| Operating income (loss)  | 760,248                                     | 663,910                     | 141,891                   | (45,553)                  |
| (Loss) income from partially owned entities                        | (12,630)                                    | 655                         | (5,083)                   | (8,202)                   |
| Income from real estate fund investments                           | 74,081                                      | -                           | -                         | 74,081                    |
| Interest and other investment income (loss), net                   | 26,978                                      | 7,722                       | (262)                     | 19,518                    |
| Interest and debt expense  | (378,025)                                   | (194,278)                   | (68,727)                  | (115,020)                 |
| Net gain on disposition of wholly owned and partially owned assets | 251,821                                     | 142,693                     | 102,404                   | 6,724                     |
| Income (loss) before income taxes                                  | 722,473                                     | 620,702                     | 170,223                   | (68,452)                  |
| Income tax benefit (expense)                                       | 84,695                                      | (4,379)                     | (317)                     | 89,391                    |
| Income from continuing operations                                  | 807,168                                     | 616,323                     | 169,906                   | 20,939                    |
| Income from discontinued operations                                | 52,262                                      | -                           | -                         | 52,262                    |
| Net income   | 859,430                                     | 616,323                     | 169,906                   | 73,201                    |
| Less net income attributable to noncontrolling interests           | (98,996)                                    | (13,022)                    | -                         | (85,974)                  |
| Net income (loss) attributable to Vornado                          | 760,434                                     | 603,301                     | 169,906                   | (12,773)                  |
| Interest and debt expense <sup>(2)</sup>                           | 469,843                                     | 248,724                     | 82,386                    | 138,733                   |
| Depreciation and amortization <sup>(2)</sup>                       | 664,637                                     | 394,028                     | 179,788                   | 90,821                    |
| Income tax (benefit) expense <sup>(2)</sup>                        | (85,379)                                    | 4,766                       | (1,610)                   | (88,535)                  |
| EBITDA <sup>(1)</sup>  | \$ 1,809,535                                | \$ 1,250,819 <sup>(3)</sup> | \$ 430,470 <sup>(4)</sup> | \$ 128,246 <sup>(5)</sup> |

| (Amounts in thousands)                      | <b>For the Year Ended December 31, 2014</b> |                 |                           |              |
|---|---|-----------------|---------------------------|--------------|
|   | <b>Total</b>                                | <b>New York</b> | <b>Washington,<br/>DC</b> | <b>Other</b> |
| Total revenues                              | \$ 2,312,512                                | \$ 1,520,845    | \$ 537,151                | \$ 254,516   |
| Total expenses                              | 1,622,619                                   | 946,466         | 358,019                   | 318,134      |
| Operating income (loss)                     | 689,893                                     | 574,379         | 179,132                   | (63,618)     |
| (Loss) income from partially owned entities | (59,861)                                    | 20,701          | (3,677)                   | (76,885)     |



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|  |              |                             |                           |                           |
|--|--------------|-----------------------------|---------------------------|---------------------------|
| Income from real estate fund investments                           | 163,034      | -                           | -                         | 163,034                   |
| Interest and other investment income, net                          | 38,752       | 6,711                       | 183                       | 31,858                    |
| Interest and debt expense  | (412,755)    | (183,427)                   | (75,395)                  | (153,933)                 |
| Net gain on disposition of wholly owned and partially owned assets | 13,568       | -                           | -                         | 13,568                    |
| Income (loss) before income taxes                                  | 432,631      | 418,364                     | 100,243                   | (85,976)                  |
| Income tax expense   | (9,281)      | (4,305)                     | (242)                     | (4,734)                   |
| Income (loss) from continuing operations                           | 423,350      | 414,059                     | 100,001                   | (90,710)                  |
| Income from discontinued operations                                | 585,676      | 463,163                     | -                         | 122,513                   |
| Net income   | 1,009,026    | 877,222                     | 100,001                   | 31,803                    |
| Less net income attributable to noncontrolling interests           | (144,174)    | (8,626)                     | -                         | (135,548)                 |
| Net income (loss) attributable to Vornado                          | 864,852      | 868,596                     | 100,001                   | (103,745)                 |
| Interest and debt expense <sup>(2)</sup>                           | 654,398      | 241,959                     | 89,448                    | 322,991                   |
| Depreciation and amortization <sup>(2)</sup>                       | 685,973      | 324,239                     | 145,853                   | 215,881                   |
| Income tax expense <sup>(2)</sup>                                  | 24,248       | 4,395                       | 288                       | 19,565                    |
| EBITDA <sup>(1)</sup>  | \$ 2,229,471 | \$ 1,439,189 <sup>(3)</sup> | \$ 335,590 <sup>(4)</sup> | \$ 454,692 <sup>(5)</sup> |

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See notes on pages 51 and 52.

**Net Income and EBITDA by Segment for the Years Ended December 31, 2015, 2014 and 2013 - continued**

| (Amounts in thousands)   | <b>For the Year Ended December 31, 2013</b> |                             |                           |                           |
|--|---|-----------------------------|---------------------------|---------------------------|
|  | <b>Total</b>                                | <b>New York</b>             | <b>Washington,<br/>DC</b> | <b>Other</b>              |
| Total revenues   | \$ 2,299,176                                | \$ 1,470,907                | \$ 541,161                | \$ 287,108                |
| Total expenses   | 1,624,625                                   | 910,498                     | 347,686                   | 366,441                   |
| Operating income (loss)  | 674,551                                     | 560,409                     | 193,475                   | (79,333)                  |
| (Loss) income from partially owned entities                        | (340,882)                                   | 15,527                      | (6,968)                   | (349,441)                 |
| Income from real estate fund investments                           | 102,898                                     | -                           | -                         | 102,898                   |
| Interest and other investment (loss) income, net                   | (24,887)                                    | 5,357                       | 129                       | (30,373)                  |
| Interest and debt expense  | (425,782)                                   | (181,966)                   | (102,277)                 | (141,539)                 |
| Net gain on disposition of wholly owned and partially owned assets | 2,030                                       | -                           | -                         | 2,030                     |
| (Loss) income before income taxes                                  | (12,072)                                    | 399,327                     | 84,359                    | (495,758)                 |
| Income tax benefit (expense)                                       | 8,717                                       | (2,794)                     | 14,031                    | (2,520)                   |
| (Loss) income from continuing operations                           | (3,355)                                     | 396,533                     | 98,390                    | (498,278)                 |
| Income from discontinued operations                                | 568,095                                     | 160,314                     | -                         | 407,781                   |
| Net income (loss)  | 564,740                                     | 556,847                     | 98,390                    | (90,497)                  |
| Less net income attributable to noncontrolling interests           | (88,769)                                    | (10,786)                    | -                         | (77,983)                  |
| Net income (loss) attributable to Vornado                          | 475,971                                     | 546,061                     | 98,390                    | (168,480)                 |
| Interest and debt expense <sup>(2)</sup>                           | 758,781                                     | 236,645                     | 116,131                   | 406,005                   |
| Depreciation and amortization <sup>(2)</sup>                       | 732,757                                     | 293,974                     | 142,409                   | 296,374                   |
| Income tax expense (benefit) <sup>(2)</sup>                        | 26,371                                      | 3,002                       | (15,707)                  | 39,076                    |
| EBITDA <sup>(1)</sup>  | \$ 1,993,880                                | \$ 1,079,682 <sup>(3)</sup> | \$ 341,223 <sup>(4)</sup> | \$ 572,975 <sup>(5)</sup> |

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See notes on pages 51 and 52.

**Net Income and EBITDA by Segment for the Years Ended December 31, 2015, 2014 and 2013 - continued****Notes to preceding tabular information:**

- (1) EBITDA represents "Earnings Before Interest, Taxes, Depreciation and Amortization." We consider EBITDA a non-GAAP financial measure for making decisions and assessing the unlevered performance of our segments as it relates to the total return on assets as opposed to the levered return on equity. As properties are bought and sold based on a multiple of EBITDA, we utilize this measure to make investment decisions as well as to compare the performance of our assets to that of our peers. EBITDA should not be considered a substitute for net income. EBITDA may not be comparable to similarly titled measures employed by other companies.
- (2) Interest and debt expense, depreciation and amortization and income tax expense in the reconciliation of net income to EBITDA includes our share of these items from partially owned entities.
- (3) The elements of "New York" EBITDA are summarized below.

| (Amounts in thousands)                          | For the Year Ended December 31, |              |              |
|---|---------------------------------|--------------|--------------|
|   | 2015                            | 2014         | 2013         |
| Office <sup>(a)</sup>                           | \$ 661,579                      | \$ 622,818   | \$ 612,009   |
| Retail <sup>(b)</sup>                           | 358,379                         | 281,428      | 246,808      |
| Residential                                     | 22,266                          | 21,907       | 20,420       |
| Alexander's                                     | 42,858                          | 41,746       | 42,210       |
| Hotel Pennsylvania                              | 23,044                          | 30,753       | 30,723       |
| Net gains on sale of real estate <sup>(c)</sup> | 142,693                         | 440,537      | 127,512      |
| Total New York                                  | \$ 1,250,819                    | \$ 1,439,189 | \$ 1,079,682 |

- (a) 2015, 2014, and 2013 includes EBITDA from discontinued operations and other items that affect comparability, aggregating \$28,846, \$34,520, and \$48,975, respectively. Excluding these items, EBITDA was \$632,733, \$588,298, and \$563,034, respectively.
- (b) 2014 and 2013 includes EBITDA from discontinued operations and other items that affect comparability, aggregating \$1,751 and \$934, respectively. Excluding these items, EBITDA was \$279,677 and \$245,874, respectively.
- (c) Net gains on sale of real estate are related to 20 Broad Street in 2015, 1740 Broadway in 2014, and 866 UN Plaza in 2013.

- (4) The elements of "Washington, DC" EBITDA are summarized below.

| (Amounts in thousands)                       | For the Year Ended December 31, |            |            |
|--|---------------------------------|------------|------------|
|  | 2015                            | 2014       | 2013       |
| Office, excluding the Skyline properties     | \$ 264,864                      | \$ 266,859 | \$ 268,373 |
| Skyline properties                           | 24,224                          | 27,150     | 29,499     |
| Net gain on sale of 1750 Pennsylvania Avenue | 102,404                         | -          | -          |
| Total Office                                 | 391,492                         | 294,009    | 297,872    |
| Residential                                  | 38,978                          | 41,581     | 43,351     |
| Total Washington, DC                         | \$ 430,470                      | \$ 335,590 | \$ 341,223 |



**Net Income and EBITDA by Segment for the Years Ended December 31, 2015, 2014 and 2013 - continued****Notes to preceding tabular information:**

- (5) The elements of "Other" EBITDA are summarized below.

| (Amounts in thousands)  | <b>For the Year Ended December 31,</b> |             |             |
|---|--|-------------|-------------|
|   | <b>2015</b>                            | <b>2014</b> | <b>2013</b> |
| Our share of real estate fund investments:  |  |             |             |
| Income before net realized/unrealized gains   | \$ 8,611                               | \$ 8,056    | \$ 7,752    |
| Net realized/unrealized gains on investments  | 14,657                                 | 37,535      | 23,489      |
| Carried interest  | 10,696                                 | 24,715      | 18,230      |
| Total   | 33,964                                 | 70,306      | 49,471      |
| Mart ("theMart") and trade shows  | 79,159                                 | 79,636      | 74,270      |
| 555 California Street   | 49,975                                 | 48,844      | 42,667      |
| India real estate ventures  | 3,933                                  | 6,434       | 5,841       |
| Our share of Toys <sup>(a)</sup>  | 2,500                                  | 103,632     | (12,081)    |
| Other investments   | 38,141                                 | 16,896      | 45,856      |
|   | 207,672                                | 325,748     | 206,024     |
| Corporate general and administrative expenses <sup>(b)(c)</sup>   | (106,416)                              | (94,929)    | (94,904)    |
| Investment income and other, net <sup>(b)</sup>   | 26,385                                 | 31,665      | 46,525      |
| Gains on sale of partially owned entities and other UE and residual retail properties discontinued operations | 37,666                                 | 13,000      | -           |
|   | 28,314                                 | 245,679     | 541,516     |
| Our share of impairment loss on India real estate ventures  | (14,806)                               | (5,771)     | -           |
| Acquisition and transaction related costs   | (12,511)                               | (16,392)    | (24,857)    |
| Net gain on sale of marketable securities, land parcels and residential condominiums                          | 6,724                                  | 13,568      | 56,868      |
| Impairment loss and loan loss reserve on investment in Suffolk Downs  | (1,551)                                | (10,263)    | -           |
| Losses from the disposition of investment in J.C. Penney  | -                                      | -           | (127,888)   |
| Severance costs (primarily reduction in force at theMart)   | -                                      | -           | (5,492)     |
| Net income attributable to noncontrolling interests in the Operating Partnership                              | (43,231)                               | (47,613)    | (24,817)    |
|   | \$ 128,246                             | \$ 454,692  | \$ 572,975  |

- (a) As a result of our investment being reduced to zero, we suspended equity method accounting in the third quarter of 2014. The years ended December 31, 2014 and 2013 include an impairment loss of \$75,196 and \$240,757, respectively.
- (b) The amounts in these captions (for this table only) exclude income/expense from the mark-to-market of our deferred compensation plan of \$111, \$11,557 and \$10,636 for the years ended December 31, 2015, 2014 and 2013, respectively.
- (c) The year ended December 31, 2015 includes \$6,217 from the acceleration of the recognition of compensation expense related to 2013-2015 Out-Performance Plans due to the modification of the vesting criteria of awards such that they will fully vest at age 65. The accelerated expense will result in lower general and administrative expense for 2016 of \$2,940 and \$3,277 thereafter.

**EBITDA by Region**

Below is a summary of the percentages of EBITDA by geographic region, excluding discontinued operations and other items that affect comparability.

| <b>Region:</b>                  | <b>For the Year Ended December 31,</b> |             |             |
|---------------------------------|--|-------------|-------------|
|                                 | <b>2015</b>                            | <b>2014</b> | <b>2013</b> |
| New York City metropolitan area | 71%                                    | 68%         | 66%         |
| Washington, DC / Northern       |  |             |             |
| Virginia area                   | 21%                                    | 23%         | 25%         |
| Chicago, IL                     | 5%                                     | 6%          | 6%          |
| San Francisco, CA               | 3%                                     | 3%          | 3%          |
|                                 | 100%                                   | 100%        | 100%        |

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**Results of Operations – Year Ended December 31, 2015 Compared to December 31, 2014**Revenues

Our revenues, which consist of property rentals (including hotel and trade show revenues), tenant expense reimbursements, and fee and other income, were \$2,502,267,000 in the year ended December 31, 2015, compared to \$2,312,512,000 in the prior year, an increase of \$189,755,000. Below are the details of the increase (decrease) by segment:

(Amounts in thousands)

| Increase (decrease) due to:                  | Total             | New York                 | Washington,<br>DC | Other            |
|--|-------------------|--------------------------|-------------------|------------------|
| <b>Property rentals:</b>                     |                   |                          |                   |                  |
| Acquisitions and other                       | \$ 60,671         | \$ 62,316 <sup>(1)</sup> | \$ (1,645)        | \$ -             |
| Development and redevelopment                | 55,559            | 52,547 <sup>(2)</sup>    | 142               | 2,870            |
| Hotel Pennsylvania                           | (6,501)           | (6,501)                  | -                 | -                |
| Trade shows                                  | 2,195             | -                        | -                 | 2,195            |
| Same store operations                        | 53,175            | 46,024                   | (625)             | 7,776            |
|  | 165,099           | 154,386                  | (2,128)           | 12,841           |
| <b>Tenant expense reimbursements:</b>        |                   |                          |                   |                  |
| Acquisitions and other                       | 4,867             | 5,098 <sup>(1)</sup>     | (231)             | -                |
| Development and redevelopment                | 2,863             | 2,904 <sup>(2)</sup>     | (41)              | -                |
| Same store operations                        | 7,427             | 4,046                    | (289)             | 3,670            |
|  | 15,157            | 12,048                   | (561)             | 3,670            |
| <b>Fee and other income:</b>                 |                   |                          |                   |                  |
| BMS cleaning fees                            | (3,545)           | (4,271)                  | -                 | 726              |
| Management and leasing fees                  | (3,123)           | (2,509)                  | (480)             | (134)            |
| Lease termination fees                       | 10,307            | 12,207                   | (1,900)           | -                |
| Other income                                 | 5,860             | 3,219                    | 730               | 1,911            |
|  | 9,499             | 8,646                    | (1,650)           | 2,503            |
| <b>Total increase (decrease) in revenues</b> | <b>\$ 189,755</b> | <b>\$ 175,080</b>        | <b>\$ (4,339)</b> | <b>\$ 19,014</b> |

(1) Includes the acquisitions of 33-00 Northern Boulevard (Center Building), 260 Eleventh Avenue, 697-703 Fifth Avenue (St. Regis - retail) and 150 West 34th Street.

(2) Primarily 330 West 34th Street, 7 West 34th Street and 1535 Broadway (Marriott Marquis - retail and signage).





**Results of Operations – Year Ended December 31, 2015 Compared to December 31, 2014 - continued**Expenses

Our expenses, which consist primarily of operating (including hotel and trade show expenses), depreciation and amortization and general and administrative expenses, were \$1,742,019,000 in the year ended December 31, 2015, compared to \$1,622,619,000 in the prior year, an increase of \$119,400,000. Below are the details of the increase by segment:

(Amounts in thousands)

| Increase (decrease) due to:                      | <b>Total</b> | <b>New York</b>          | <b>Washington,<br/>DC</b> | <b>Other</b>            |
|--|--------------|--------------------------|---------------------------|-------------------------|
| <b>Operating:</b>                                |              |                          |                           |                         |
| Acquisitions and other                           | \$ 10,242    | \$ 11,729 <sup>(1)</sup> | \$ (1,487)                | \$ -                    |
| Development and redevelopment                    | 19,760       | 14,289 <sup>(2)</sup>    | 1,449                     | 4,023                   |
| Non-reimbursable expenses, including             |              |                          |                           |                         |
| bad-debt reserves                                | (3,397)      | (3,026)                  | (538)                     | 167                     |
| Hotel Pennsylvania                               | 915          | 915                      | -                         | -                       |
| Trade shows                                      | 249          | -                        | -                         | 249                     |
| BMS expenses                                     | (2,963)      | (4,229)                  | -                         | 1,266                   |
| Same store operations                            | 32,831       | 22,719                   | 1,337                     | 8,776                   |
|  | 57,638       | 42,396                   | 761                       | 14,481                  |
| <b>Depreciation and amortization:</b>            |              |                          |                           |                         |
| Acquisitions and other                           | 34,262       | 34,816 <sup>(1)</sup>    | (554)                     | -                       |
| Development and redevelopment                    | 17,014       | (6,120) <sup>(2)</sup>   | 30,599                    | (7,465)                 |
| Same store operations                            | 10,373       | 7,910                    | 3,384                     | (921)                   |
|  | 61,649       | 36,606                   | 33,429                    | (8,386)                 |
| <b>General and administrative:</b>               |              |                          |                           |                         |
| Mark-to-market of deferred compensation          |              |                          |                           |                         |
| plan liability                                   | (11,446)     | -                        | -                         | (11,446) <sup>(3)</sup> |
| Same store operations                            | 17,483       | 6,547 <sup>(4)</sup>     | (1,288)                   | 12,224 <sup>(5)</sup>   |
|  | 6,037        | 6,547                    | (1,288)                   | 778                     |
| <b>Acquisition and transaction related costs</b> |              |                          |                           |                         |
|  | (5,924)      | -                        | -                         | (5,924)                 |
| Total increase in expenses                       | \$ 119,400   | \$ 85,549                | \$ 32,902                 | \$ 949                  |

**(1)** Includes the acquisitions of 33-00 Northern Boulevard (Center Building), 260 Eleventh Avenue, 697-703 Fifth Avenue (St. Regis - retail) and 150 West 34th Street.

- (2) Primarily 330 West 34th Street, 7 West 34th Street and 1535 Broadway (Marriott Marquis - retail and signage).
- (3) This decrease in expense is entirely offset by a corresponding decrease in income from the mark-to-market of the deferred compensation plan assets, a component of “interest and other investment income (loss), net” on our consolidated statements of income.
- (4) Results primarily from (i) the acceleration of the recognition of compensation expense of \$1,555 related to 2013-2015 Out-Performance Plans due to the modification of the vesting criteria of awards such that they fully vest at age 65. The accelerated expense will result in lower general and administrative expense for 2016 of \$706 and \$849 thereafter; and (ii) higher payroll and related costs.
- (5) Results primarily from (i) the acceleration of the recognition of compensation expense of \$6,217 related to 2013-2015 Out-Performance Plans due to the modification of the vesting criteria of awards such that they fully vest at age 65. The accelerated expense will result in lower general and administrative expense for 2016 of \$2,940 and \$3,277 thereafter; (ii) higher payroll and related costs of \$2,900; and (iii) higher professional fees and other of \$2,400.

**Results of Operations – Year Ended December 31, 2015 Compared to December 31, 2014 - continued**Loss from Partially Owned Entities

Summarized below are the components of loss from partially owned entities for the years ended December 31, 2015 and 2014.

| (Amounts in thousands)                          | Percentage<br>Ownership at<br>December 31,<br>2015 | For the Year Ended December 31, |             |
|---|--|---------------------------------|-------------|
|   |  | 2015                            | 2014        |
| <b>Equity in Net Income (Loss):</b>             |  |                                 |             |
| Alexander's                                     | 32.4%  | \$ 31,078                       | \$ 30,009   |
| Partially owned office buildings <sup>(1)</sup> | Various  | (23,556)                        | 93          |
| India real estate ventures <sup>(2)</sup>       | 4.1%-36.5%   | (18,746)                        | (8,309)     |
| PREIT   | 8.1%   | (7,450)                         | -           |
| UE  | 5.4%   | 4,394                           | -           |
| Toys <sup>(3)</sup>                             | 32.5%  | 2,500                           | (73,556)    |
| Other investments <sup>(4)</sup>                | Various  | (850)                           | (8,098)     |
|   |  | \$ (12,630)                     | \$ (59,861) |

(1) Includes interests in 280 Park Avenue, 650 Madison Avenue, One Park Avenue, 666 Fifth Avenue (Office), 330 Madison Avenue, 512 West 22nd Street and others. In 2015, we recognized net losses of \$39,600 from our 666 Fifth Avenue (Office) joint venture as a result of our share of depreciation expense. Also in 2015, we recognized our \$12,800 share of a write-off of a below market lease liability related to a tenant vacating at 650 Madison Avenue. In 2014, we recognized our \$14,500 share of accelerated depreciation from our West 57th Street joint ventures in connection with the change in estimated useful life of those properties.

(2) Includes a \$14,806 and \$5,771 non-cash impairment loss in 2015 and 2014, respectively.

(3) For the year ended December 31, 2015, we recognized net income of \$2,500 from our investment in Toys, representing management fees earned and received, compared to a net loss of \$73,556 for the year ended December 31, 2014, which was primarily due to a \$75,196 non-cash impairment loss.

(4) Includes interests in Independence Plaza, 85 Tenth Avenue, Fashion Center Mall, 50-70 West 93rd Street and others. In 2014, we recognized a \$10,263 non-cash charge, comprised of a \$5,959 impairment loss and a \$4,304 loan loss reserve, on our equity and debt investments in Suffolk Downs.

**Results of Operations – Year Ended December 31, 2015 Compared to December 31, 2014 - continued**Income from Real Estate Fund Investments

Below are the components of the income from our real estate fund investments for the years ended December 31, 2015 and 2014.

| (Amounts in thousands)  | <b>For the Year Ended December 31,</b> |             |
|---|--|-------------|
|   | <b>2015</b>                            | <b>2014</b> |
| Net investment income   | \$ 16,329                              | \$ 12,895   |
| Net realized gains on exited investments  | 2,757                                  | 76,337      |
| Net unrealized gains on held investments  | 54,995                                 | 73,802      |
| Income from real estate fund investments  | 74,081                                 | 163,034     |
| Less income attributable to noncontrolling interests                            | (40,117)                               | (92,728)    |
| Income from real estate fund investments attributable to Vornado <sup>(1)</sup> | \$ 33,964                              | \$ 70,306   |

(1) Excludes management and leasing fees of \$2,939 and \$2,562 in the years ended December 31, 2015 and 2014, respectively, which are included as a component of "fee and other income" on our consolidated statements of income.

Interest and Other Investment Income, net

Interest and other investment income, net was \$26,978,000 in the year ended December 31, 2015, compared to \$38,752,000 in the prior year, a decrease in income of \$11,774,000. This decrease resulted primarily from a decrease in the value of investments in our deferred compensation plan (offset by a corresponding decrease in the liability for plan assets in "general and administrative" expenses on our consolidated statements of income).

Interest and Debt Expense

Interest and debt expense was \$378,025,000 in the year ended December 31, 2015, compared to \$412,755,000 in the prior year, a decrease of \$34,730,000. This decrease was primarily due to (i) \$26,652,000 of interest savings from the redemption of the \$445,000,000 principal amount of the outstanding 7.875% senior unsecured notes during the fourth quarter of 2014, (ii) \$21,375,000 of interest savings from the redemption of the \$500,000,000 principal amount of the outstanding 4.25% senior unsecured notes on January 1, 2015, partially offset by (iii) \$5,297,000 of interest expense from the issuance of \$450,000,000 of 2.50% senior unsecured notes in June 2014, (iv) \$5,182,000 of interest expense

from the current year's financings of 150 West 34th Street and the Center Building, and (v) \$3,481,000 of lower capitalized interest.

Net Gain on Disposition of Wholly Owned and Partially Owned Assets

Net gain on disposition of wholly owned and partially owned assets was \$251,821,000 in the year ended December 31, 2015, \$142,693,000 from the net gain on sale of 20 Broad Street, \$102,404,000 from the net gain on sale of 1750 Pennsylvania Avenue and \$6,724,000 from the sale of residential condominiums, compared to \$13,568,000 in the year ended December 31, 2014, from the sale of residential condominiums and a land parcel.

Income Tax Benefit (Expense)

In the year ended December 31, 2015, we had an income tax benefit of \$84,695,000, compared to an expense of \$9,281,000 in the prior year, a decrease in expense of \$93,976,000. This decrease in expense resulted primarily from the reversal of the valuation allowances against certain of our deferred tax assets, as we have concluded that it is more-likely than not that we will generate sufficient taxable income from the sale of 220 Central Park South residential condominium units to realize the deferred tax assets.

**Results of Operations – Year Ended December 31, 2015 Compared to December 31, 2014 - continued**Income from Discontinued Operations

We have reclassified the revenues and expenses of the properties that were sold or are currently held for sale to “income from discontinued operations” and the related assets and liabilities to “assets related to discontinued operations” and “liabilities related to discontinued operations” for all the periods presented in the accompanying financial statements. The table below sets forth the combined results of assets related to discontinued operations for the years ended December 31, 2015 and 2014.

| (Amounts in thousands)                            | <b>For the Year Ended December 31,</b> |             |
|---|--|-------------|
|   | <b>2015</b>                            | <b>2014</b> |
| Total revenues                                    | \$ 27,831                              | \$ 395,786  |
| Total expenses                                    | 17,651                                 | 274,107     |
|   | 10,180                                 | 121,679     |
| Net gains on sales of real estate                 | 65,396                                 | 507,192     |
| Transaction related costs (primarily UE spin off) | (22,972)                               | (14,956)    |
| Impairment losses                                 | (256)                                  | (26,518)    |
| Pretax income from discontinued operations        | 52,348                                 | 587,397     |
| Income tax expense                                | (86)                                   | (1,721)     |
| Income from discontinued operations               | \$ 52,262                              | \$ 585,676  |

Net Income Attributable to Noncontrolling Interests in Consolidated Subsidiaries

Net income attributable to noncontrolling interests in consolidated subsidiaries was \$55,765,000 in the year ended December 31, 2015, compared to \$96,561,000 in the prior year, a decrease of \$40,796,000. This decrease resulted primarily from lower net income allocated to the noncontrolling interests, including noncontrolling interests of our real estate fund investments.

Net Income Attributable to Noncontrolling Interests in the Operating Partnership

Net income attributable to noncontrolling interests in the Operating Partnership was \$43,231,000 in the year ended December 31, 2015, compared to \$47,613,000 in the prior year, a decrease of \$4,382,000. This decrease resulted primarily from lower net income subject to allocation to unitholders.

Preferred Share Dividends

Preferred share dividends were \$80,578,000 in the year ended December 31, 2015, compared to \$81,464,000 in the prior year, a decrease of \$886,000.

**Results of Operations – Year Ended December 31, 2015 Compared to December 31, 2014 - continued****Same Store EBITDA**

Same store EBITDA represents EBITDA from property level operations which are owned by us in both the current and prior year reporting periods. Same store EBITDA excludes segment-level overhead expenses, which are expenses that we do not consider to be property-level expenses, as well as other non-operating items. We also present same store EBITDA on a cash basis (which excludes income from the straight-lining of rents, amortization of below-market leases, net of above-market leases and other non-cash adjustments). We present these non-GAAP financial measures to (i) facilitate meaningful comparisons of the operational performance of our properties and segments, (ii) make decisions on whether to buy, sell or refinance properties, and (iii) compare the performance of our properties and segments to those of our peers. Same store EBITDA should not be considered as an alternative to net income or cash flow from operations and may not be comparable to similarly titled measures employed by other companies.

Below is the reconciliation of EBITDA to same store EBITDA for each of our segments for the year ended December 31, 2015, compared to the year ended December 31, 2014.

| (Amounts in thousands)                                 | <b>New York</b>          | <b>Washington, DC</b>     |
|--|--------------------------|---------------------------|
| EBITDA for the year ended December 31, 2015            | \$ 1,250,819             | \$ 430,470                |
| Add-back:  |                          |                           |
| Non-property level overhead expenses included above    | 35,026                   | 26,051                    |
| Less EBITDA from:                                      |                          |                           |
| Acquisitions   | (61,369)                 | -                         |
| Dispositions, including net gains on sale              | (169,362)                | (108,015)                 |
| Properties taken out-of-service for redevelopment      | (71,705)                 | 2,271                     |
| Other non-operating income                             | (17,692)                 | (5,747)                   |
| Same store EBITDA for the year ended December 31, 2015 | \$ 965,717               | \$ 345,030                |
| EBITDA for the year ended December 31, 2014            | \$ 1,439,189             | \$ 335,590                |
| Add-back:  |                          |                           |
| Non-property level overhead expenses included above    | 28,479                   | 27,339                    |
| Less EBITDA from:                                      |                          |                           |
| Acquisitions   | (4,141)                  | -                         |
| Dispositions, including net gains on sale              | (476,465)                | (9,302)                   |
| Properties taken out-of-service for redevelopment      | (26,832)                 | 621                       |
| Other non-operating income                             | (8,815)                  | (5,445)                   |
| Same store EBITDA for the year ended December 31, 2014 | \$ 951,415               | \$ 348,803                |
| Increase (decrease) in same store EBITDA -             | \$ 14,302 <sup>(1)</sup> | \$ (3,773) <sup>(3)</sup> |



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Year ended December 31, 2015 vs. December 31,  
2014

|  |                     |        |
|--|---------------------|--------|
| % increase (decrease) in same store EBITDA | 1.5% <sup>(2)</sup> | (1.1%) |
|--|---------------------|--------|

See notes on following page.

**Results of Operations – Year Ended December 31, 2015 Compared to December 31, 2014 - continued**

**Notes to preceding tabular information:**

**New York:**

(1) The \$14,302,000 increase in New York same store EBITDA resulted primarily from increases in Office and Retail EBITDA of \$13,688,000 and \$6,519,000, respectively, partially offset by a decrease in Hotel Pennsylvania EBITDA of \$7,709,000. The Office and Retail EBITDA increases resulted primarily from higher rents, including signage, partially offset by lower management and leasing fees and higher operating expenses, net of reimbursements.

(2) Excluding Hotel Pennsylvania, same store EBITDA increased by 2.4%.

**Washington, DC:**

(3) The \$3,773,000 decrease in Washington, DC same store EBITDA resulted primarily from higher net operating expenses of \$2,088,000, lower fee and other income of \$942,000, and lower management and leasing fees of \$480,000.

Reconciliation of Same Store EBITDA to Cash basis Same Store EBITDA

| (Amounts in thousands)                                 | <b>New York</b> | <b>Washington, DC</b> |
|--|-----------------|-----------------------|
| Same store EBITDA for the year ended December 31, 2015 | \$ 965,717      | \$ 345,030            |

|  |            |             |
|--|------------|-------------|
| Less: Adjustments for straight line rents, amortization of acquired                                      |            |             |
| below-market leases, net, and other non-cash adjustments   | (131,561)  | (25,617)    |
| Cash basis same store EBITDA for the year ended December 31, 2015  | \$ 834,156 | \$ 319,413  |
| Same store EBITDA for the year ended December 31, 2014   | \$ 951,415 | \$ 348,803  |
| Less: Adjustments for straight line rents, amortization of acquired                                      |            |             |
| below-market leases, net, and other non-cash adjustments   | (119,842)  | (7,828)     |
| Cash basis same store EBITDA for the year ended December 31, 2014  | \$ 831,573 | \$ 340,975  |
| Increase (decrease) in cash basis same store EBITDA - Year ended December 31, 2015 vs. December 31, 2014 | \$ 2,583   | \$ (21,562) |
| % increase (decrease) in cash basis same store EBITDA  | 0.3%       | (1) (6.3%)  |

(1) Excluding Hotel Pennsylvania, same store EBITDA increased by 1.3% on a cash basis.

**Results of Operations – Year Ended December 31, 2014 Compared to December 31, 2013**Revenues

Our revenues, which consist primarily of property rentals, tenant expense reimbursements, and fee and other income, were \$2,312,512,000 in the year ended December 31, 2014, compared to \$2,299,176,000 in the year ended December 31, 2013, an increase of \$13,336,000. Excluding decreases of \$36,369,000 related to the Cleveland Medical Mart development project in 2013 and \$23,992,000 from the deconsolidation of Independence Plaza, revenues increased by \$73,697,000. Below are the details of the increase (decrease) by segment:

(Amounts in thousands)

| Increase (decrease) due to:                             | <b>Total</b>            | <b>New York</b>         | <b>Washington,<br/>DC</b> | <b>Other</b>            |
|---|-------------------------|-------------------------|---------------------------|-------------------------|
| <b>Property rentals:</b>                                |                         |                         |                           |                         |
| Acquisitions and other                                  | \$ 15,600               | \$ 18,232               | \$ (1,353)                | \$ (1,279)              |
| Deconsolidation of<br>Independence Plaza <sup>(1)</sup> | (23,992)                | (23,992)                | -                         | -                       |
| Development and<br>redevelopment                        | (9,229)                 | 229                     | (2,274)                   | (7,184)                 |
| Same store operations                                   | 48,703                  | 37,288                  | (2,913)                   | 14,328                  |
|   | 31,082                  | 31,757                  | (6,540)                   | 5,865                   |
| <b>Tenant expense<br/>reimbursements:</b>               |                         |                         |                           |                         |
| Acquisitions and other                                  | 1,448                   | 768                     | 874                       | (194)                   |
| Development and<br>redevelopment                        | (2,123)                 | (1,650)                 | 94                        | (567)                   |
| Same store operations                                   | 19,663                  | 17,367                  | (944)                     | 3,240                   |
|   | 18,988                  | 16,485                  | 24                        | 2,479                   |
| <b>Cleveland Medical Mart<br/>development project</b>   | (36,369) <sup>(2)</sup> | -                       | -                         | (36,369) <sup>(2)</sup> |
| <b>Fee and other income:</b>                            |                         |                         |                           |                         |
| BMS cleaning fees                                       | 19,152                  | 19,358                  | -                         | (206) <sup>(3)</sup>    |
| Management and leasing<br>fees                          | (3,167)                 | (862)                   | (2,769)                   | 464                     |
| Lease termination fees                                  | (16,267)                | (17,093) <sup>(4)</sup> | 4,138                     | (3,312)                 |
| Other income  | (83)                    | 293                     | 1,137                     | (1,513)                 |
|   | (365)                   | 1,696                   | 2,506                     | (4,567)                 |
| <b>Total increase (decrease) in<br/>revenues</b>        | <b>\$ 13,336</b>        | <b>\$ 49,938</b>        | <b>\$ (4,010)</b>         | <b>\$ (32,592)</b>      |

**(1)** On June 7, 2013, we sold an 8.65% economic interest in our investment of Independence Plaza, which reduced our economic interest to 50.1%. As a result, we determined that we were no longer the primary

beneficiary of the VIE and accordingly, we deconsolidated the operations of the property on June 7, 2013 and began accounting for our investment under the equity method.

- (2) Due to the completion of the project. This decrease in revenue is substantially offset by a decrease in development costs expensed in the period. See note (4) on page 61.
- (3) Represents the change in the elimination of intercompany fees from operating segments upon consolidation. See note (3) on page 61.
- (4) Primarily due to a \$19,500 termination fee from a tenant at 1290 Avenue of the Americas recognized during 2013.

**Results of Operations – Year Ended December 31, 2014 Compared to December 31, 2013 - continued**Expenses

Our expenses, which consist primarily of operating (including hotel and trade show expenses), depreciation and amortization and general and administrative expenses, were \$1,622,619,000 in the year ended December 31, 2014, compared to \$1,624,625,000 in the year ended December 31, 2013, a decrease of \$2,006,000. Excluding expenses of \$32,210,000 related to the Cleveland Medical Mart development project in 2013 and \$25,899,000 from the deconsolidation of Independence Plaza, expenses increased by \$56,103,000. Below are the details of the (decrease) increase by segment:

(Amounts in thousands)

| (Decrease) increase due to:                          | Total                   | New York | Washington,<br>DC | Other                   |
|--|-------------------------|----------|-------------------|-------------------------|
| <b>Operating:</b>                                    |                         |          |                   |                         |
| Acquisitions and other                               | \$ 334                  | \$ 336   | \$ 1,466          | \$ (1,468)              |
| Deconsolidation of Independence Plaza <sup>(1)</sup> | (9,592)                 | (9,592)  | -                 | -                       |
| Development and redevelopment                        | (12,124)                | (4,374)  | (1,113)           | (6,637)                 |
| Non-reimbursable expenses, including                 |                         |          |                   |                         |
| bad-debt reserves                                    | 99                      | 1,301    | -                 | (1,202)                 |
| BMS expenses   | 11,813                  | 12,019   | -                 | (206) <sup>(3)</sup>    |
| Same store operations                                | 34,516                  | 27,118   | 4,469             | 2,929                   |
|  | 25,046                  | 26,808   | 4,822             | (6,584)                 |
| <b>Depreciation and amortization:</b>                |                         |          |                   |                         |
| Acquisitions and other                               | 10,660                  | 9,836    | 835               | (11)                    |
| Deconsolidation of Independence Plaza <sup>(1)</sup> | (16,307)                | (16,307) | -                 | -                       |
| Development and redevelopment                        | 19,672                  | 23,488   | (649)             | (3,167)                 |
| Same store operations                                | 5,651                   | (7,130)  | 5,046             | 7,735                   |
|  | 19,676                  | 9,887    | 5,232             | 4,557                   |
| <b>General and administrative:</b>                   |                         |          |                   |                         |
| Mark-to-market of deferred compensation              |                         |          |                   |                         |
| plan liability <sup>(2)</sup>                        | 921                     | -        | -                 | 921                     |
| Non-same store                                       | (5,408)                 | -        | (5)               | (5,403)                 |
| Same store operations                                | (3,609)                 | (727)    | 284               | (3,166)                 |
|  | (8,096)                 | (727)    | 279               | (7,648)                 |
| <b>Cleveland Medical Mart development project</b>    | (32,210) <sup>(4)</sup> | -        | -                 | (32,210) <sup>(4)</sup> |

**Impairment losses, acquisition  
related costs**

|                                       |            |           |           |             |
|---------------------------------------|------------|-----------|-----------|-------------|
| <b>and tenant buy-outs</b>            | (6,422)    | -         | -         | (6,422)     |
| Total (decrease) increase in expenses | \$ (2,006) | \$ 35,968 | \$ 10,333 | \$ (48,307) |

- (1) On June 7, 2013, we sold an 8.65% economic interest in our investment of Independence Plaza, which reduced our economic interest to 50.1%. As a result, we determined that we were no longer the primary beneficiary of the VIE and accordingly, we deconsolidated the operations of the property on June 7, 2013 and began accounting for our investment under the equity method.
- (2) This increase in expense is entirely offset by a corresponding increase in income from the mark-to-market of the deferred compensation plan assets, a component of “interest and other investment income (loss), net” on our consolidated statements of income.
- (3) Represents the change in the elimination of intercompany fees from operating segments upon consolidation. See note (3) on page 60.
- (4) Due to the completion of the project. This decrease in expense is offset by the decrease in development revenue in the period. See note (2) on page 60.

**Results of Operations – Year Ended December 31, 2014 Compared to December 31, 2013 - continued**Loss from Partially Owned Entities

Summarized below are the components of loss from partially owned entities for the years ended December 31, 2014 and 2013.

| (Amounts in thousands)                          | <b>Percentage<br/>Ownership at<br/>December 31,<br/>2014</b> | <b>For the Year Ended December 31,</b> |              |
|---|--|--|--------------|
|   |  | <b>2014</b>                            | <b>2013</b>  |
| <b>Equity in Net (Loss) Income:</b>             |  |  |              |
| Toys <sup>(1)</sup>                             | 32.6%  | \$ (73,556)                            | \$ (362,377) |
| Alexander's                                     | 32.4%  | 30,009                                 | 24,402       |
| India real estate ventures <sup>(2)</sup>       | 4.1%-36.5%   | (8,309)                                | (3,533)      |
| Partially owned office buildings <sup>(3)</sup> | Various  | 93                                     | (4,212)      |
| LNR <sup>(4)</sup>                              | n/a  | -                                      | 18,731       |
| Lexington <sup>(5)</sup>                        | n/a  | -                                      | (979)        |
| Other investments <sup>(6)</sup>                | Various  | (8,098)                                | (12,914)     |
|   |  | \$ (59,861)                            | \$ (340,882) |

- (1) For the year ended December 31, 2014, we recognized a net loss of \$73,556, which was primarily due to a \$75,196 non-cash impairment loss, compared to a net loss of \$362,377 for the year ended December 31, 2013, which includes our \$128,919 share of Toys' net loss and \$240,757 of non-cash impairment losses.
- (2) Includes a \$5,771 non-cash impairment loss in 2014.
- (3) Includes interests in 280 Park Avenue, 650 Madison Avenue, One Park Avenue, 666 Fifth Avenue (Office), 330 Madison Avenue and others. In 2014, we recognized our \$14,500 share of accelerated depreciation from our West 57th Street joint ventures in connection with the change in estimated useful life of those properties.
- (4) In 2013, we recognized net income of \$18,731, comprised of (i) \$42,186 for our share of LNR's net income and (ii) a \$27,231 non-cash impairment loss and (iii) a \$3,776 net gain on sale.
- (5) In the first quarter of 2013, we began accounting for our investment in Lexington as a marketable security - available for sale.
- (6) Includes interests in Independence Plaza, 85 Tenth Avenue, Fashion Center Mall, 50-70 West 93rd Street and others. In 2014, we recognized a \$10,263 non-cash charge, comprised of a \$5,959 impairment loss and a \$4,304 loan loss reserve, on our equity and debt investments in Suffolk Downs.



**Results of Operations – Year Ended December 31, 2014 Compared to December 31, 2013 - continued**Income from Real Estate Fund Investments

Below are the components of the income from our real estate fund investments for the years ended December 31, 2014 and 2013.

| (Amounts in thousands)  | <b>For the Year Ended December 31,</b> |             |
|---|--|-------------|
|   | <b>2014</b>                            | <b>2013</b> |
| Net investment income   | \$ 12,895                              | \$ 8,943    |
| Net realized gains on exited investments  | 76,337                                 | 8,184       |
| Net unrealized gains on held investments  | 73,802                                 | 85,771      |
| Income from real estate fund investments  | 163,034                                | 102,898     |
| Less income attributable to noncontrolling interests                            | (92,728)                               | (53,427)    |
| Income from real estate fund investments attributable to Vornado <sup>(1)</sup> | \$ 70,306                              | \$ 49,471   |

(1) Excludes management and leasing fees of \$2,562 and \$2,721 in the years ended December 31, 2014 and 2013, respectively, which are included as a component of "fee and other income" on our consolidated statements of income.

Interest and Other Investment Income (Loss), net

Interest and other investment income (loss), net, was income of \$38,752,000 in the year ended December 31, 2014, compared to a loss of \$24,887,000 in the prior year, an increase in income of \$63,639,000. This increase resulted from:

| (Amounts in thousands)   |           |
|--|-----------|
| Losses from the disposition of investment in J.C. Penney in 2013   | \$ 72,974 |
| Lower average loans receivable balances in 2014  | (14,576)  |
| Higher dividends on marketable securities  | 1,261     |
| Increase in the value of investments in our deferred compensation plan (offset by a corresponding increase | 921       |

in the liability for plan assets in general and administrative expenses)

|            |           |
|------------|-----------|
| Other, net | 3,059     |
|            | \$ 63,639 |

### Interest and Debt Expense

Interest and debt expense was \$412,755,000 in the year ended December 31, 2014, compared to \$425,782,000 in the year ended December 31, 2013, a decrease of \$13,027,000. This decrease was primarily due to (i) \$20,483,000 of higher capitalized interest and (ii) \$18,568,000 of interest savings from the restructuring of the Skyline properties mortgage loan in the fourth quarter of 2013, partially offset by (iii) \$13,287,000 of interest expense from the \$600,000,000 financing of our 220 Central Park South development site in January 2014, (iv) \$6,265,000 of interest expense from the issuance of the \$450,000,000 2.50% senior unsecured notes in June 2014, and (v) \$5,589,000 of defeasance cost in connection with the refinancing of 909 Third Avenue.

### Net Gain on Disposition of Wholly Owned and Partially Owned Assets

Net gain on disposition of wholly owned and partially owned assets was \$13,568,000 in year ended December 31, 2014, primarily from the sale of residential condominiums and a land parcel, compared to \$2,030,000 in the year ended December 31, 2013, primarily from net gains from the sale of marketable securities, land parcels (including Harlem Park), and residential condominiums aggregating \$56,868,000, partially offset by a \$54,914,000 net loss on sale of J.C. Penney common shares.

**Results of Operations – Year Ended December 31, 2014 Compared to December 31, 2013 - continued**Income Tax Benefit (Expense)

In the year ended December 31, 2014, we had an income tax expense of \$9,281,000, compared to a benefit of \$8,717,000 in the year ended December 31, 2013, an increase in expense of \$17,998,000. This increase resulted primarily from a reversal of previously accrued deferred tax liabilities in the prior year due to a change in the effective tax rate resulting from an amendment of the Washington, DC Unincorporated Business Tax Statute.

Income from Discontinued Operations

The table below sets forth the combined results of operations of assets related to discontinued operations for the years ended December 31, 2014 and 2013.

| (Amounts in thousands)                            | <b>For the Year Ended December 31,</b> |             |
|---|--|-------------|
|   | <b>2014</b>                            | <b>2013</b> |
| Total revenues                                    | \$ 395,786                             | \$ 502,061  |
| Total expenses                                    | 274,107                                | 310,364     |
|   | 121,679                                | 191,697     |
| Net gains on sales of real estate                 | 507,192                                | 414,502     |
| Impairment losses                                 | (26,518)                               | (37,170)    |
| Transaction related costs (primarily UE spin off) | (14,956)                               | -           |
| Net gain on sale of asset other than real estate  | -                                      | 1,377       |
| Pretax income from discontinued operations        | 587,397                                | 570,406     |
| Income tax expense                                | (1,721)                                | (2,311)     |
| Income from discontinued operations               | \$ 585,676                             | \$ 568,095  |

Net Income Attributable to Noncontrolling Interests in Consolidated Subsidiaries

Net income attributable to noncontrolling interests in consolidated subsidiaries was \$96,561,000 in the year ended December 31, 2014, compared to \$63,952,000 in the year ended December 31, 2013, an increase of \$32,609,000. This increase resulted primarily from higher net income allocated to the noncontrolling interests, including noncontrolling interests of our real estate fund investments.

Net Income Attributable to Noncontrolling Interests in the Operating Partnership

Net income attributable to noncontrolling interests in the Operating Partnership was \$47,613,000 in the year ended December 31, 2014, compared to \$24,817,000 in the year ended December 31, 2013, an increase of \$22,796,000. This increase resulted primarily from higher net income subject to allocation to unitholders.

Preferred Share Dividends

Preferred share dividends were \$81,464,000 in the year ended December 31, 2014, compared to \$82,807,000 in the year ended December 31, 2013, a decrease of \$1,343,000. This decrease resulted primarily from the redemption of \$262,500,000 of 6.75% Series F and Series H cumulative redeemable preferred shares in February 2013.

Preferred Unit and Share Redemptions

In the year ended December 31, 2013, we recognized \$1,130,000 of expense in connection with preferred unit and share redemptions, comprised of \$9,230,000 of expense from the redemption of the 6.75% Series F and Series H cumulative redeemable preferred shares in February 2013, partially offset by an \$8,100,000 discount from the redemption of all of the 6.875% Series D-15 cumulative redeemable preferred units in May 2013.

**Results of Operations – Year Ended December 31, 2014 Compared to December 31, 2013 - continued****Same Store EBITDA**

Below is the reconciliation of EBITDA to same store EBITDA for each of our segments for the year ended December 31, 2014, compared to the year ended December 31, 2013.

| (Amounts in thousands)  | <b>New York</b>          | <b>Washington, DC</b>     |
|---|--------------------------|---------------------------|
| EBITDA for the year ended December 31, 2014   | \$ 1,439,189             | \$ 335,590                |
| Add-back:   |                          |                           |
| Non-property level overhead expenses included above   | 28,479                   | 27,339                    |
| Less EBITDA from:   |                          |                           |
| Acquisitions  | (33,917)                 | -                         |
| Dispositions, including net gains on sale   | (476,247)                | (9,302)                   |
| Properties taken out-of-service for redevelopment   | (26,056)                 | (1,432)                   |
| Other non-operating income  | (9,013)                  | (5,446)                   |
| Same store EBITDA for the year ended December 31, 2014  | \$ 922,435               | \$ 346,749                |
| EBITDA for the year ended December 31, 2013   | \$ 1,079,682             | \$ 341,223                |
| Add-back:   |                          |                           |
| Non-property level overhead expenses included above   | 29,206                   | 27,060                    |
| Less EBITDA from:   |                          |                           |
| Acquisitions  | (4,764)                  | -                         |
| Dispositions, including net gains on sale   | (172,693)                | (7,388)                   |
| Properties taken out-of-service for redevelopment   | (20,013)                 | (4,056)                   |
| Other non-operating income  | (31,522)                 | (1,129)                   |
| Same store EBITDA for the year ended December 31, 2013  | \$ 879,896               | \$ 355,710                |
| Increase (decrease) in same store EBITDA -<br>Year ended December 31, 2014 vs. December 31,<br>2013 | \$ 42,539 <sup>(1)</sup> | \$ (8,961) <sup>(3)</sup> |
| % increase (decrease) in same store EBITDA  | 4.8% <sup>(2)</sup>      | (2.5%)                    |

See notes on following page.

**Results of Operations – Year Ended December 31, 2014 Compared to December 31, 2013 - continued**

**Notes to preceding tabular information:**

**New York:**

(1) The \$42,539,000 increase in New York same store EBITDA resulted primarily from increases in Office and Retail EBITDA of \$29,324,000 and \$13,159,000. The Office and Retail EBITDA increases resulted primarily from higher rents, including signage, partially offset by higher operating expenses, net of reimbursements.

(2) Excluding Hotel Pennsylvania, same store EBITDA increased by 5.0%.

**Washington, DC:**

(3) The \$8,961,000 decrease in Washington, DC same store EBITDA resulted primarily from lower rental revenue of \$2,913,000, lower management and leasing fee income of \$2,769,000 and higher operating expenses of \$4,534,000, partially offset by an increase in other income of \$1,541,000.

Reconciliation of Same Store EBITDA to Cash basis Same Store EBITDA

(Amounts in thousands)

Same store EBITDA for the year ended December 31, 2014

**New York**

\$ 922,435

**Washington, DC**

\$ 346,749

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|  |            |             |
|--|------------|-------------|
| Less: Adjustments for straight line rents, amortization of acquired                                      |            |             |
| below-market leases, net, and other non-cash adjustments   | (105,955)  | (7,770)     |
| Cash basis same store EBITDA for the year ended December 31, 2014  | \$ 816,480 | \$ 338,979  |
| Same store EBITDA for the year ended December 31, 2013   | \$ 879,896 | \$ 355,710  |
| Less: Adjustments for straight line rents, amortization of acquired                                      |            |             |
| below-market leases, net, and other non-cash adjustments   | (121,271)  | (5,883)     |
| Cash basis same store EBITDA for the year ended December 31, 2013  | \$ 758,625 | \$ 349,827  |
| Increase (decrease) in cash basis same store EBITDA - Year ended December 31, 2014 vs. December 31, 2013 | \$ 57,855  | \$ (10,848) |
| % increase (decrease) in cash basis same store EBITDA  | 7.6%       | (1) (3.1%)  |

(1) Excluding Hotel Pennsylvania, same store EBITDA increased by 8.0% on a cash basis.

**Supplemental Information****Net Income and EBITDA by Segment for the Three Months Ended December 31, 2015 and 2014**

Below is a summary of net income and a reconciliation of net income to EBITDA<sup>(1)</sup> by segment for the three months ended December 31, 2015 and 2014.

|  | <b>For the Three Months Ended December 31, 2015</b> |                           |                           |                          |
|--|---|---------------------------|---------------------------|--------------------------|
|  | <b>Total</b>  | <b>New York</b>           | <b>Washington,<br/>DC</b> | <b>Other</b>             |
| (Amounts in thousands)   |   |                           |                           |                          |
| Total revenues   | \$ 651,581  | \$ 452,717                | \$ 131,284                | \$ 67,580                |
| Total expenses   | 443,878   | 265,152                   | 97,149                    | 81,577                   |
| Operating income (loss)  | 207,703   | 187,565                   | 34,135                    | (13,997)                 |
| Loss from partially owned entities                                 | (3,921)   | (868)                     | (1,500)                   | (1,553)                  |
| Income from real estate fund investments                           | 21,959  | -                         | -                         | 21,959                   |
| Interest and other investment income (loss), net                   | 7,360   | 2,080                     | (322)                     | 5,602                    |
| Interest and debt expense  | (98,915)  | (51,274)                  | (16,504)                  | (31,137)                 |
| Net gain on disposition of wholly owned and partially owned assets | 146,924   | 142,693                   | -                         | 4,231                    |
| Income (loss) before income taxes                                  | 281,110   | 280,196                   | 15,809                    | (14,895)                 |
| Income tax benefit (expense)                                       | 450   | (1,194)                   | (238)                     | 1,882                    |
| Income (loss) from continuing operations                           | 281,560   | 279,002                   | 15,571                    | (13,013)                 |
| Income from discontinued operations                                | 1,984   | -                         | -                         | 1,984                    |
| Net income (loss)  | 283,544   | 279,002                   | 15,571                    | (11,029)                 |
| Less net income attributable to noncontrolling interests           | (32,437)  | (6,382)                   | -                         | (26,055)                 |
| Net income (loss) attributable to Vornado                          | 251,107   | 272,620                   | 15,571                    | (37,084)                 |
| Interest and debt expense <sup>(2)</sup>                           | 121,118   | 64,347                    | 19,973                    | 36,798                   |
| Depreciation and amortization <sup>(2)</sup>                       | 170,733   | 105,131                   | 43,101                    | 22,501                   |
| Income tax (benefit) expense <sup>(2)</sup>                        | (30)  | 1,398                     | 246                       | (1,674)                  |
| EBITDA <sup>(1)</sup>  | \$ 542,928  | \$ 443,496 <sup>(3)</sup> | \$ 78,891 <sup>(4)</sup>  | \$ 20,541 <sup>(5)</sup> |

**(Amounts in thousands) For the Three Months Ended December 31, 2014**

|                | <b>Washington,<br/>DC</b> |                 |            |              |
|----------------|---------------------------|-----------------|------------|--------------|
|                | <b>Total</b>              | <b>New York</b> | <b>DC</b>  | <b>Other</b> |
| Total revenues | \$ 597,010                | \$ 400,159      | \$ 133,506 | \$ 63,345    |
| Total expenses | 423,765                   | 243,739         | 92,720     | 87,306       |



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|  |            |                           |                          |                          |
|--|------------|---------------------------|--------------------------|--------------------------|
| Operating income (loss)  | 173,245    | 156,420                   | 40,786                   | (23,961)                 |
| Income from partially owned entities                               | 18,815     | 4,329                     | 1,248                    | 13,238                   |
| Income from real estate fund investments                           | 20,616     | -                         | -                        | 20,616                   |
| Interest and other investment income, net                          | 9,938      | 1,822                     | 90                       | 8,026                    |
| Interest and debt expense  | (111,713)  | (48,457)                  | (18,703)                 | (44,553)                 |
| Net gain on disposition of wholly owned and partially owned assets | 363        | -                         | -                        | 363                      |
| Income (loss) before income taxes                                  | 111,264    | 114,114                   | 23,421                   | (26,271)                 |
| Income tax expense   | (2,498)    | (1,308)                   | (196)                    | (994)                    |
| Income (loss) from continuing operations                           | 108,766    | 112,806                   | 23,225                   | (27,265)                 |
| Income from discontinued operations                                | 467,220    | 445,762                   | -                        | 21,458                   |
| Net income (loss)  | 575,986    | 558,568                   | 23,225                   | (5,807)                  |
| Less net income attributable to noncontrolling interests           | (42,383)   | (1,423)                   | -                        | (40,960)                 |
| Net income (loss) attributable to Vornado                          | 533,603    | 557,145                   | 23,225                   | (46,767)                 |
| Interest and debt expense <sup>(2)</sup>                           | 143,674    | 61,809                    | 21,979                   | 59,886                   |
| Depreciation and amortization <sup>(2)</sup>                       | 155,921    | 83,199                    | 37,486                   | 35,236                   |
| Income tax expense <sup>(2)</sup>                                  | 2,759      | 1,326                     | 200                      | 1,233                    |
| EBITDA <sup>(1)</sup>  | \$ 835,957 | \$ 703,479 <sup>(3)</sup> | \$ 82,890 <sup>(4)</sup> | \$ 49,588 <sup>(5)</sup> |

See notes on pages 68 and 69.

**Supplemental Information – continued****Net Income and EBITDA by Segment for the Three Months Ended December 31, 2015 and 2014 - continued****Notes to preceding tabular information:**

- (1) EBITDA represents "Earnings Before Interest, Taxes, Depreciation and Amortization." We consider EBITDA a non-GAAP financial measure for making decisions and assessing the unlevered performance of our segments as it relates to the total return on assets as opposed to the levered return on equity. As properties are bought and sold based on a multiple of EBITDA, we utilize this measure to make investment decisions as well as to compare the performance of our assets to that of our peers. EBITDA should not be considered a substitute for net income. EBITDA may not be comparable to similarly titled measures employed by other companies.
- (2) Interest and debt expense, depreciation and amortization and income tax expense in the reconciliation of net income to EBITDA includes our share of these items from partially owned entities.
- (3) The elements of "New York" EBITDA are summarized below.

| (Amounts in thousands)                          | <b>For the Three Months Ended December 31,</b> |             |
|---|--|-------------|
|   | <b>2015</b>                                    | <b>2014</b> |
| Office <sup>(a)</sup>                           | \$ 181,072                                     | \$ 159,231  |
| Retail  | 93,319   | 75,959      |
| Residential                                     | 6,011  | 5,214       |
| Alexander's                                     | 11,708   | 10,658      |
| Hotel Pennsylvania                              | 8,693  | 11,880      |
| Net gains on sale of real estate <sup>(b)</sup> | 142,693  | 440,537     |
| Total New York                                  | \$ 443,496                                     | \$ 703,479  |

- (a) 2015 and 2014 includes EBITDA from discontinued operations and other items that affect comparability, aggregating \$17,265 and \$7,955, respectively. Excluding these items, EBITDA was \$163,807 and \$151,276, respectively.
- (b) Net gains on sale of real estate are related to 20 Broad Street in 2015 and 1740 Broadway in 2014.

- (4) The elements of "Washington, DC" EBITDA are summarized below.

| (Amounts in thousands)                   | <b>For the Three Months Ended December 31,</b> |             |
|--|--|-------------|
|  | <b>2015</b>                                    | <b>2014</b> |
| Office, excluding the Skyline properties | \$ 64,233                                      | \$ 66,641   |
| Skyline properties                       | 5,187  | 5,880       |
| Total Office                             | 69,420   | 72,521      |
| Residential                              | 9,471  | 10,369      |
| Total Washington, DC                     | \$ 78,891                                      | \$ 82,890   |



**Supplemental Information – continued****Net Income and EBITDA by Segment for the Three Months Ended December 31, 2015 and 2014 - continued****Notes to preceding tabular information:**

(5) The elements of "Other" EBITDA are summarized below.

| (Amounts in thousands)   | <b>For the Three Months Ended December</b> |             |
|--|--|-------------|
|  | <b>2015</b>                                | <b>2014</b> |
| Our share of real estate fund investments:                                       |  |             |
| Income before net realized/unrealized gains                                      | \$ 1,732                                   | \$ 1,388    |
| Net realized/unrealized gains on investments                                     | 5,115                                      | 4,645       |
| Carried interest   | 4,448                                      | 3,072       |
| Total  | 11,295                                     | 9,105       |
| theMart and trade shows  | 16,930                                     | 18,598      |
| 555 California Street  | 11,738                                     | 13,278      |
| India real estate ventures   | 1,704                                      | 1,860       |
| Other investments  | 12,854                                     | 3,908       |
|  | 54,521                                     | 46,749      |
| Corporate general and administrative expenses <sup>(a)</sup>                     | (24,373)                                   | (22,977)    |
| Investment income and other, net <sup>(a)</sup>                                  | 5,110                                      | 8,901       |
| Acquisition and transaction related costs  | (4,951)                                    | (12,763)    |
| Net gain on sale of residential condominiums                                     | 4,231                                      | 363         |
| UE and residual retail properties discontinued operations                        | 2,001                                      | 53,147      |
| Impairment loss on loan loss reserve on investment in Suffolk Downs              | (956)                                      | -           |
| Gains on sale of partially owned entities and other                              | -  | 13,000      |
| Our share of impairment loss on India real estate ventures                       | -  | (5,771)     |
| Net income attributable to noncontrolling interests in the Operating Partnership | (15,042)                                   | (31,061)    |
|  | \$ 20,541                                  | \$ 49,588   |

(a) The amounts in these captions (for this table only) exclude income/expense from the mark-to-market of our deferred compensation plan of \$438 and \$3,425 for the three months ended December 31, 2015 and 2014, respectively.

**EBITDA by Region**

Below is a summary of the percentages of EBITDA by geographic region, excluding discontinued operations and other items that affect comparability.

| <b>Region:</b>                             | <b>For the Three Months Ended<br/>December 31,</b> |             |
|--|--|-------------|
|  | <b>2015</b>  | <b>2014</b> |
| New York City metropolitan area            | 72%  | 69%         |
| Washington, DC / Northern Virginia<br>area | 21%  | 22%         |
| Chicago, IL                                | 4%   | 5%          |
| San Francisco, CA                          | 3%   | 4%          |
|  | 100%   | 100%        |

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**Supplemental Information – continued****Three Months Ended December 31, 2015 Compared to December 31, 2014**Same Store EBITDA

Same store EBITDA represents EBITDA from property level operations which are owned by us in both the current and prior year reporting periods. Same store EBITDA excludes segment-level overhead expenses, which are expenses that we do not consider to be property-level expenses, as well as other non-operating items. We also present same store EBITDA on a cash basis (which excludes income from the straight-lining of rents, amortization of below-market leases, net of above-market leases and other non-cash adjustments). We present these non-GAAP financial measures to (i) facilitate meaningful comparisons of the operational performance of our properties and segments, (ii) make decisions on whether to buy, sell or refinance properties, and (iii) compare the performance of our properties and segments to those of our peers. Same store EBITDA should not be considered as an alternative to net income or cash flow from operations and may not be comparable to similarly titled measures employed by other companies.

Below is the reconciliation of EBITDA to same store EBITDA for each of our segments for the three months ended December 31, 2015, compared to the three months ended December 31, 2014.

| (Amounts in thousands)   | <b>New York</b> | <b>Washington, DC</b> |
|--|-----------------|-----------------------|
| EBITDA for the three months ended December 31, 2015            | \$ 443,496      | \$ 78,891             |
| Add-back:  |                 |                       |
| Non-property level overhead expenses included above            | 6,788           | 7,553                 |
| Less EBITDA from:  |                 |                       |
| Acquisitions   | (26,545)        | -                     |
| Dispositions, including net gains on sale                      | (159,842)       | 41                    |
| Properties taken out-of-service for redevelopment              | (21,515)        | 740                   |
| Other non-operating expense (income)                           | 2,673           | (2,452)               |
| Same store EBITDA for the three months ended December 31, 2015 | \$ 245,055      | \$ 84,773             |
| EBITDA for the three months ended December 31, 2014            | \$ 703,479      | \$ 82,890             |
| Add-back:  |                 |                       |
| Non-property level overhead expenses included above            | 6,055           | 6,866                 |
| Less EBITDA from:  |                 |                       |
| Acquisitions   | (4,191)         | -                     |
| Dispositions, including net gains on sale                      | (448,915)       | (3,551)               |
| Properties taken out-of-service for redevelopment              | (9,038)         | 283                   |

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|   |                     |           |
|---|---------------------|-----------|
| Other non-operating income  | (2,467)             | (1,337)   |
| Same store EBITDA for the three months ended December 31, 2014  | \$ 244,923          | \$ 85,151 |
| Increase (decrease) in GAAP basis same store EBITDA -<br>Three months ended December 31, 2015 vs. December 31, 2014 | \$ 132              | \$ (378)  |
| % increase (decrease) in same store EBITDA  | 0.1% <sup>(1)</sup> | (0.4%)    |

(1) Excluding Hotel Pennsylvania, same store EBITDA increased by 1.4%.

**Supplemental Information – continued****Three Months Ended December 31, 2015 Compared to December 31, 2014 - continued**Reconciliation of Same Store EBITDA to Cash basis Same Store EBITDA

| (Amounts in thousands)  | <b>New York</b> | <b>Washington, DC</b> |
|---|-----------------|-----------------------|
| Same store EBITDA for the three months ended December 31, 2015  | \$ 245,055      | \$ 84,773             |
| Less: Adjustments for straight line rents, amortization of acquired   |                 |                       |
| below-market leases, net, and other non-cash adjustments  | (39,466)        | (6,755)               |
| Cash basis same store EBITDA for the three months ended December 31, 2015                                   | \$ 205,589      | \$ 78,018             |
| Same store EBITDA for the three months ended December 31, 2014  | \$ 244,923      | \$ 85,151             |
| Less: Adjustments for straight line rents, amortization of acquired   |                 |                       |
| below-market leases, net, and other non-cash adjustments  | (27,187)        | (3,079)               |
| Cash basis same store EBITDA for the three months ended December 31, 2014                                   | \$ 217,736      | \$ 82,072             |
| Decrease in cash basis same store EBITDA -<br>Three months ended December 31, 2015 vs.<br>December 31, 2014 | \$ (12,147)     | \$ (4,054)            |
| % decrease in cash basis same store EBITDA  | (5.6%)          | (1) (4.9%)            |

(1) Excluding Hotel Pennsylvania, same store EBITDA decreased by 4.4% on a cash basis.



**Supplemental Information – continued****Three Months Ended December 31, 2015 Compared to September 30, 2015**

Below is the reconciliation of Net Income to EBITDA for the three months ended September 30, 2015.

| (Amounts in thousands)   | <b>New York</b> | <b>Washington, DC</b> |
|--|-----------------|-----------------------|
| Net income attributable to Vornado for the three months ended September 30, 2015 | \$ 117,317      | \$ 114,252            |
| Interest and debt expense  | 64,653          | 20,010                |
| Depreciation and amortization  | 99,206          | 48,132                |
| Income tax expense   | 1,214           | 294                   |
| EBITDA for the three months ended September 30, 2015                             | \$ 282,390      | \$ 182,688            |

Below is the reconciliation of EBITDA to same store EBITDA for each of our segments for the three months ended December 31, 2015, compared to the three months ended September 30, 2015.

| (Amounts in thousands)   | <b>New York</b> | <b>Washington, DC</b> |
|--|-----------------|-----------------------|
| EBITDA for the three months ended December 31, 2015            | \$ 443,496      | \$ 78,891             |
| Add-back:  |                 |                       |
| Non-property level overhead expenses included above            | 6,788           | 7,553                 |
| Less EBITDA from:  |                 |                       |
| Acquisitions   | (1,469)         | -                     |
| Dispositions, including net gains on sale                      | (159,843)       | 41                    |
| Properties taken out-of-service for redevelopment              | (21,515)        | 740                   |
| Other non-operating income                                     | (9,259)         | (2,452)               |
| Same store EBITDA for the three months ended December 31, 2015 | \$ 258,198      | \$ 84,773             |
| EBITDA for the three months ended September 30, 2015           | \$ 282,390      | \$ 182,688            |
| Add-back:  |                 |                       |
| Non-property level overhead expenses included above            | 8,305           | 6,283                 |
| Less EBITDA from:  |                 |                       |
| Acquisitions   | (712)           | -                     |
| Dispositions, including net gains on sale                      | (3,161)         | (104,005)             |
|  | (19,385)        | 548                   |

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|   |                     |           |
|---|---------------------|-----------|
| Properties taken out-of-service for redevelopment   |                     |           |
| Other non-operating income  | (10,347)            | (1,414)   |
| Same store EBITDA for the three months ended September 30, 2015                                   | \$ 257,090          | \$ 84,100 |
| Increase in same store EBITDA -<br>Three months ended December 31, 2015 vs.<br>September 30, 2015 | \$ 1,108            | \$ 673    |
| % increase in same store EBITDA   | 0.4% <sup>(1)</sup> | 0.8%      |

**(1)** Excluding Hotel Pennsylvania, same store EBITDA was flat.

**Supplemental Information – continued****Three Months Ended December 31, 2015 Compared to September 30, 2015 - continued**Reconciliation of Same Store EBITDA to Cash basis Same Store EBITDA

| (Amounts in thousands)  | <b>New York</b> | <b>Washington, DC</b> |
|---|-----------------|-----------------------|
| Same store EBITDA for the three months ended December 31, 2015  | \$ 258,198      | \$ 84,773             |
| Less: Adjustments for straight line rents, amortization of acquired   |                 |                       |
| below-market leases, net, and other non-cash adjustments  | (47,577)        | (6,840)               |
| Cash basis same store EBITDA for the three months ended December 31, 2015   | \$ 210,621      | \$ 77,933             |
| Same store EBITDA for the three months ended September 30, 2015   | \$ 257,090      | \$ 84,100             |
| Less: Adjustments for straight line rents, amortization of acquired   |                 |                       |
| below-market leases, net, and other non-cash adjustments  | (44,518)        | (7,118)               |
| Cash basis same store EBITDA for the three months ended September 30, 2015  | \$ 212,572      | \$ 76,982             |
| (Decrease) increase in cash basis same store EBITDA - Three months ended December 31, 2015 vs. September 30, 2015 | \$ (1,951)      | \$ 951                |
| % (decrease) increase in cash basis same store EBITDA   | (0.9%)          | (1) 1.2%              |

(1) Excluding Hotel Pennsylvania, same store EBITDA decreased by 1.5% on a cash basis.

## Related Party Transactions

### *Alexander's*

We own 32.4% of Alexander's. Steven Roth, the Chairman of our Board and Chief Executive Officer is also the Chairman of the Board and Chief Executive Officer of Alexander's. We provide various services to Alexander's in accordance with management, development and leasing agreements. These agreements are described in Note 6 - *Investments in Partially Owned Entities* to our consolidated financial statements in this Annual Report on Form 10-K.

On January 15, 2015, we completed the spin-off of 79 strip shopping centers, three malls, a warehouse park and \$225,000,000 of cash to UE and the transfer of all of the employees responsible for the management and leasing of those assets. In addition, we entered into agreements with UE to provide management and leasing services, on our behalf, for Alexander's Rego Park retail assets. Fees for these services are similar to the fees we are receiving from Alexander's as described in Note 6 - *Investments in Partially Owned Entities* to our consolidated financial statements in this Annual Report on Form 10-K.

### *Interstate Properties ("Interstate")*

Interstate is a general partnership in which Mr. Roth is the managing general partner. David Mandelbaum and Russell B. Wight, Jr., Trustees of Vornado and Directors of Alexander's, are Interstate's two other general partners. As of December 31, 2015, Interstate and its partners beneficially owned an aggregate of approximately 7.1% of the common shares of beneficial interest of Vornado and 26.3% of Alexander's common stock.

We manage and lease the real estate assets of Interstate pursuant to a management agreement for which we receive an annual fee equal to 4% of annual base rent and percentage rent. The management agreement has a term of one year and is automatically renewable unless terminated by either of the parties on 60 days' notice at the end of the term. We believe, based upon comparable fees charged by other real estate companies, that the management agreement terms are fair to us. We earned \$541,000, \$535,000, and \$606,000 of management fees under the agreement for the years ended December 31, 2015, 2014 and 2013.

## **Liquidity and Capital Resources**

Property rental income is our primary source of cash flow and is dependent upon the occupancy and rental rates of our properties. Our cash requirements include property operating expenses, capital improvements, tenant improvements, debt service, leasing commissions, dividends to shareholders and distributions to unitholders of the Operating Partnership, as well as acquisition and development costs. Other sources of liquidity to fund cash requirements include proceeds from debt financings, including mortgage loans, senior unsecured borrowings, unsecured term loan and our unsecured revolving credit facilities; proceeds from the issuance of common and preferred equity; and asset sales.

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

We may from time to time purchase or retire outstanding debt securities. Such purchases, if any, will depend on prevailing market conditions, liquidity requirements and other factors. The amounts involved in connection with these transactions could be material to our consolidated financial statements.

### *Dividends*

On January 20, 2016, we declared a quarterly common dividend of \$0.63 per share (an indicated annual rate of \$2.52 per common share). This dividend, if continued for all of 2016, would require us to pay out approximately \$476,000,000 of cash for common share dividends. In addition, during 2016, we expect to pay approximately \$82,000,000 of cash dividends on outstanding preferred shares and approximately \$32,000,000 of cash distributions to unitholders of the Operating Partnership.

### *Financing Activities and Contractual Obligations*

We have an effective shelf registration for the offering of our equity and debt securities that is not limited in amount due to our status as a “well-known seasoned issuer.” We have issued senior unsecured notes from a shelf registration statement that contain financial covenants that restrict our ability to incur debt, and that require us to maintain a level of unencumbered assets based on the level of our secured debt. Our unsecured revolving credit facilities contain financial covenants that require us to maintain minimum interest coverage and maximum debt to market capitalization ratios, and provide for higher interest rates in the event of a decline in our ratings below Baa3/BBB. Our unsecured revolving credit facilities also contain customary conditions precedent to borrowing, including representations and warranties, and contain customary events of default that could give rise to accelerated repayment, including such items as failure to pay interest or principal. As of December 31, 2015, we are in compliance with all of the financial covenants required by our senior unsecured notes and our unsecured revolving credit facilities.

As of December 31, 2015, we had \$1,835,707,000 of cash and cash equivalents and \$1,911,904,000 of borrowing capacity under our unsecured revolving credit facilities, net of outstanding borrowings and letters of credit of \$550,000,000 and \$38,096,000, respectively. A summary of our consolidated debt as of December 31, 2015 and 2014 is presented below.

| (Amounts in thousands)                     | 2015           |   | 2014           |   |
|--|----------------|---|----------------|---|
|  | December 31,   | Weighted<br>Average<br>Interest<br>Rate | December 31,   | Weighted<br>Average<br>Interest<br>Rate |
| Consolidated debt:                         | <b>Balance</b> | <b>Rate</b>                             | <b>Balance</b> | <b>Rate</b>                             |
| Variable rate                              | \$ 3,995,704   | 2.00%                                   | \$ 1,763,769   | 2.20%                                   |
| Fixed rate                                 | 7,206,634      | 4.21%                                   | 7,847,286      | 4.36%                                   |
| Total                                      | 11,202,338     | 3.42%                                   | 9,611,055      | 3.97%                                   |
| Deferred financing costs, net<br>and other | (111,328)      |   | (80,718)       |   |
| Total, net                                 | \$ 11,091,010  |   | \$ 9,530,337   |   |

During 2016 and 2017, \$1,061,603,000 and \$365,507,000, respectively, of our outstanding debt matures; we may refinance this maturing debt as it comes due or choose to repay it using cash and cash equivalents or our unsecured revolving credit facilities. We may also refinance or prepay other outstanding debt depending on prevailing market conditions, liquidity requirements and other factors. The amounts involved in connection with these transactions could be material to our consolidated financial statements.

**Liquidity and Capital Resources – continued***Financing Activities and Contractual Obligations – continued*

Below is a schedule of our contractual obligations and commitments at December 31, 2015.

| (Amounts in thousands)  | <b>Less than</b> |               |                    |                    |                   |
|---|------------------|---------------|--------------------|--------------------|-------------------|
| Contractual cash obligations<br>(principal and interest <sup>(1)</sup> ): | <b>Total</b>     | <b>1 Year</b> | <b>1 – 3 Years</b> | <b>3 – 5 Years</b> | <b>Thereafter</b> |
| Notes and mortgages payable   | \$ 11,186,625    | \$ 1,422,006  | \$ 1,377,301       | \$ 3,659,588       | \$ 4,727,730      |
| Operating leases  | 1,733,133        | 33,265        | 70,148             | 72,179             | 1,557,541         |
| Purchase obligations, primarily construction commitments                  | 1,096,261        | 568,012       | 528,249            | -                  | -                 |
| Unsecured revolving credit facilities <sup>(2)</sup>                      | 550,084          | 550,084       | -                  | -                  | -                 |
| Senior unsecured notes due 2022   | 520,833          | 20,000        | 40,000             | 40,000             | 420,833           |
| Senior unsecured notes due 2019   | 489,375          | 11,250        | 22,500             | 455,625            | -                 |
| Capital lease obligations   | 384,792          | 12,500        | 25,000             | 25,000             | 322,292           |
| Unsecured term loan   | 210,802          | 3,847         | 9,206              | 197,749            | -                 |
| Total contractual cash obligations  | \$ 16,171,905    | \$ 2,620,964  | \$ 2,072,404       | \$ 4,450,141       | \$ 7,028,396      |
| <b>Commitments:</b>   |                  |               |                    |                    |                   |
| Capital commitments to partially owned entities                           | \$ 69,719        | \$ 69,719     | \$ -               | \$ -               | \$ -              |
| Standby letters of credit   | 38,096           | 38,096        | -                  | -                  | -                 |
| Total commitments   | \$ 107,815       | \$ 107,815    | \$ -               | \$ -               | \$ -              |

(1) Interest on variable rate debt is computed using rates in effect at December 31, 2015.

(2) On January 5, 2016, the \$550,000 outstanding balance under our unsecured revolving credit facilities was repaid.

Details of 2015 financing activities are provided in the “Overview” of Management’s Discussion and Analysis of Financial Conditions and Results of Operations. Details of 2014 financing activities are discussed below.

*Secured Debt*

On January 31, 2014, we completed a \$600,000,000 loan secured by our 220 Central Park South development site. The loan bears interest at LIBOR plus 2.75% and matures in January 2016, with three one-year extension options.

On April 16, 2014, we completed a \$350,000,000 refinancing of 909 Third Avenue, a 1.3 million square foot Manhattan office building. The seven-year interest only loan bears interest at 3.91% and matures in May 2021. We realized net proceeds of approximately \$145,000,000 after defeasing the existing 5.64%, \$193,000,000 mortgage, defeasance cost and other closing costs.

On August 12, 2014, we completed a \$185,000,000 financing of the Universal buildings, a 690,000 square foot, two-building office complex located in Washington, DC. The loan bears interest at LIBOR plus 1.90% and matures in August 2019 with two one-year extension options. The loan amortizes based on a 30-year schedule beginning in the fourth year.

On August 26, 2014, we obtained a standby commitment for up to \$500,000,000 of five-year mezzanine loan financing to fund a portion of the development expenditures at 220 Central Park South.

On October 27, 2014, we completed a \$140,000,000 financing of 655 Fifth Avenue, a 57,500 square foot retail and office property. The loan is interest only at LIBOR plus 1.40% and matures in October 2019 with two one-year extension options.

On December 8, 2014, we completed a \$575,000,000 refinancing of Two Penn Plaza, a 1.6 million square foot Manhattan office building. The loan is interest only at LIBOR plus 1.65% and matures in 2019 with two one-year extension options. We realized net proceeds of approximately \$143,000,000. Pursuant to an existing swap agreement, the \$422,000,000 previous loan on the property was swapped to a fixed rate of 4.78% through March 2018. Therefore, \$422,000,000 of the new loan bears interest at a fixed rate of 4.78% through March 2018 and the balance of \$153,000,000 floats through March 2018. The entire \$575,000,000 will float thereafter for the duration of the new loan.





## **Liquidity and Capital Resources – continued**

### *Financing Activities and Contractual Obligations – continued*

#### *Senior Unsecured Notes*

On June 16, 2014, we completed a green bond public offering of \$450,000,000 2.50% senior unsecured notes due June 30, 2019. The notes were sold at 99.619% of their face amount to yield 2.581%.

On October 1, 2014, we redeemed all of the \$445,000,000 principal amount of our outstanding 7.875% senior unsecured notes, which were scheduled to mature on October 1, 2039, at a redemption price of 100% of the principal amount plus accrued interest through the redemption date. In the fourth quarter of 2014, we wrote off \$12,532,000 of unamortized deferred financing costs, which are included as a component of “interest and debt expense” on our consolidated statements of income.

#### *Unsecured Revolving Credit Facilities*

On September 30, 2014, we extended one of our two \$1.25 billion unsecured revolving credit facilities from November 2015 to November 2018 with two six-month extension options. The interest rate on the extended facility was lowered to LIBOR plus 105 basis points from LIBOR plus 125 basis points and the facility fee was reduced to 20 basis points from 25 basis points.

#### *Acquisitions and Investments*

Details of 2015 acquisitions and investments are provided in the “Overview” of Management’s Discussion and Analysis of Financial Conditions and Results of Operations. Details of 2014 acquisitions and investments are discussed below.

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On June 26, 2014, we invested an additional \$22,700,000 to increase our ownership in One Park Avenue to 55.0% from 46.5% through a joint venture with an institutional investor, who increased its ownership interest to 45.0%. The transaction was based on a property value of \$560,000,000. The property is encumbered by a \$250,000,000 interest only mortgage loan that bears interest at 4.995% and matures in March 2016.

On August 1, 2014, we acquired the land under our 715 Lexington Avenue retail property located on the Southeast corner of 58<sup>th</sup> Street and Lexington Avenue in Manhattan, for \$63,000,000.

On October 28, 2014, we completed the purchase of the retail condominium of the St. Regis Hotel for \$700,000,000. We own a 74.3% controlling interest of the joint venture which owns the property. The acquisition was used in a like-kind exchange for income tax purposes for the sale of 1740 Broadway.

On November 21, 2014, we entered into an agreement to acquire the Center Building, an eight story 437,000 square foot office building, located at 33-00 Northern Boulevard in Long Island City, New York. The building is 98% leased. The purchase price is approximately \$142,000,000, including the assumption of an existing \$62,000,000 4.43% mortgage maturing in October 2018.

**Liquidity and Capital Resources – continued***Certain Future Cash Requirements**Capital Expenditures*

The following table summarizes anticipated 2016 capital expenditures.

| (Amounts in millions, except square foot data)     | <b>Total</b> | <b>New York</b> | <b>Washington,<br/>DC</b> | <b>Other<sup>(1)</sup></b> |
|--|--------------|-----------------|---------------------------|----------------------------|
| Expenditures to maintain assets                    | \$ 182.0     | \$ 93.0         | \$ 29.0                   | \$ 60.0                    |
| Tenant improvements                                | 150.0        | 75.0            | 42.0                      | 33.0                       |
| Leasing commissions                                | 41.0         | 30.0            | 9.0                       | 2.0                        |
| Total capital expenditures and leasing commissions | \$ 373.0     | \$ 198.0        | \$ 80.0                   | \$ 95.0                    |
| Square feet budgeted to be leased (in thousands)   |              | 1,500           | 1,400                     |                            |
| Weighted average lease term (years)                |              | 10              | 6                         |                            |
| Tenant improvements and leasing commissions:       |              |                 |                           |                            |
| <i>Per square foot</i>                             |              | \$ 70.00        | \$ 37.00                  |                            |
| <i>Per square foot per annum</i>                   |              | \$ 7.00         | \$ 6.50                   |                            |

(1) Primarily theMart and 555 California Street.

The table above excludes anticipated capital expenditures of each of our partially owned non-consolidated subsidiaries, as these entities fund their capital expenditures without additional equity contributions from us.

## Liquidity and Capital Resources – continued

### *Development and Redevelopment Expenditures*

We are constructing a residential condominium tower containing 392,000 salable square feet on our 220 Central Park South development site. The incremental development cost of this project is approximately \$1.3 billion, of which \$293,000,000 has been expended as of December 31, 2015.

We are developing The Bartlett, a 699-unit residential project in Pentagon City, which is expected to be completed in 2016. The project includes a 40,000 square foot Whole Foods Market at the base of the building. The incremental development cost of this project is approximately \$250,000,000, of which \$166,000,000 has been expended as of December 31, 2015.

On June 24, 2015, we entered into a joint venture, in which we own a 55% interest, to develop a 173,000 square foot Class-A office building, located along the western edge of the High Line at 512 West 22nd Street in the West Chelsea submarket of Manhattan. The development cost of this project is approximately \$235,000,000. On November 24, 2015, the joint venture obtained a \$126,000,000 construction loan. The loan matures in November 2019 with two six-month extension options. The interest rate is LIBOR plus 2.65% (3.07% at December 31, 2015). As of December 31, 2015, the outstanding balance of the loan was \$44,072,000, of which \$24,240,000 is our share.

On July 23, 2014, a joint venture in which we are a 50.1% partner entered into a 99-year ground lease for 61 Ninth Avenue located on the Southwest corner of Ninth Avenue and 15<sup>th</sup> Street in the West Chelsea submarket of Manhattan. The venture's current plans are to construct an office building, with retail at the base, of approximately 167,000 square feet. Total development costs are currently estimated to be approximately \$150,000,000.

We plan to demolish two adjacent Washington, DC office properties, 1726 M Street and 1150 17<sup>th</sup> Street in the first half of 2016 and replace them in the future with a new 335,000 square foot Class A office building, to be addressed 1700 M Street. The incremental development cost of the project is approximately \$170,000,000.

We are also evaluating other development and redevelopment opportunities at certain of our properties in Manhattan, including the Penn Plaza District, and in Washington, including Crystal City, Rosslyn and Pentagon City.

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

## Liquidity and Capital Resources – continued

### *Insurance*

We maintain general liability insurance with limits of \$300,000,000 per occurrence and per property, and all risk property and rental value insurance with limits of \$2.0 billion per occurrence, with sub-limits for certain perils such as flood and earthquake. Our California properties have earthquake insurance with coverage of \$180,000,000 per occurrence and in the annual aggregate, subject to a deductible in the amount of 5% of the value of the affected property. We maintain coverage for terrorism acts with limits of \$4.0 billion per occurrence and in the aggregate, and \$2.0 billion per occurrence and in the aggregate for terrorism involving nuclear, biological, chemical and radiological (“NBCR”) terrorism events, as defined by Terrorism Risk Insurance Program Reauthorization Act of 2015, which expires in December 2020.

Penn Plaza Insurance Company, LLC (“PPIC”), our wholly owned consolidated subsidiary, acts as a re-insurer with respect to a portion of all risk property and rental value insurance and a portion of our earthquake insurance coverage, and as a direct insurer for coverage for acts of terrorism including NBCR acts. Coverage for acts of terrorism (excluding NBCR acts) is fully reinsured by third party insurance companies and the Federal government with no exposure to PPIC. For NBCR acts, PPIC is responsible for a deductible of \$3,200,000 (\$2,400,000 effective January 1, 2016) per occurrence and 15% of the balance of a covered loss (16% effective January 1, 2016) and the Federal government is responsible for the remaining 85% of a covered loss (84% effective January 1, 2016). We are ultimately responsible for any loss incurred by PPIC.

We continue to monitor the state of the insurance market and the scope and costs of coverage for acts of terrorism. However, we cannot anticipate what coverage will be available on commercially reasonable terms in the future.

Our debt instruments, consisting of mortgage loans secured by our properties which are non-recourse to us, senior unsecured notes and revolving credit agreements contain customary covenants requiring us to maintain insurance. Although we believe that we have adequate insurance coverage for purposes of these agreements, we may not be able to obtain an equivalent amount of coverage at reasonable costs in the future. Further, if lenders insist on greater coverage than we are able to obtain it could adversely affect our ability to finance our properties and expand our portfolio.

### *Other Commitments and Contingencies*

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

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

Our mortgage loans are non-recourse to us. However, in certain cases we have provided guarantees or master leased tenant space. These guarantees and master leases terminate either upon the satisfaction of specified circumstances or repayment of the underlying loans. As of December 31, 2015, the aggregate dollar amount of these guarantees and master leases is approximately \$427,000,000.

At December 31, 2015, \$38,096,000 of letters of credit were outstanding under one of our unsecured revolving credit facilities. Our unsecured revolving credit facilities contain financial covenants that require us to maintain minimum interest coverage and maximum debt to market capitalization ratios, and provide for higher interest rates in the event of a decline in our ratings below Baa3/BBB. Our unsecured revolving credit facilities also contain customary conditions precedent to borrowing, including representations and warranties, and also contain customary events of default that could give rise to accelerated repayment, including such items as failure to pay interest or principal.

As of December 31, 2015, we expect to fund additional capital to certain of our partially owned entities aggregating approximately \$70,000,000.

As of December 31, 2015, we have construction commitments aggregating \$873,800,000.



**Liquidity and Capital Resources – continued***Cash Flows for the Year Ended December 31, 2015*

Our cash and cash equivalents were \$1,835,707,000 at December 31, 2015, a \$637,230,000 increase over the balance at December 31, 2014. Our consolidated outstanding debt, net was \$11,091,010,000 at December 31, 2015, a \$1,560,673,000 increase over the balance at December 31, 2014. As of December 31, 2015 and 2014, \$550,000,000 and \$0, respectively, was outstanding under our revolving credit facilities. During 2016 and 2017, \$1,061,603,000 and \$365,507,000, respectively, of our outstanding debt matures; we may refinance this maturing debt as it comes due or choose to repay it.

Cash flows provided by operating activities of \$672,150,000 was comprised of (i) net income of \$859,430,000, (ii) return of capital from real estate fund investments of \$91,458,000, and (iii) distributions of income from partially owned entities of \$65,018,000, partially offset by (iv) \$81,654,000 of non-cash adjustments, which include depreciation and amortization expense, the reversal of allowance for deferred tax assets, the effect of straight-lining of rental income, loss from partially owned entities and net gains on sale of real estate and other, and (v) the net change in operating assets and liabilities of \$262,102,000 (including \$95,010,000 related to real estate fund investments).

Net cash used in investing activities of \$678,746,000 was comprised of (i) \$490,819,000 of development costs and construction in progress, (ii) \$478,215,000 of acquisitions of real estate and other, (iii) \$301,413,000 of additions to real estate, (iv) \$235,439,000 of investments in partially owned entities, and (v) \$1,000,000 of investment in loans receivable and other, partially offset by (vi) \$573,303,000 of proceeds from sales of real estate and related investments, (vii) \$200,229,000 of changes in restricted cash, (viii) \$37,818,000 of capital distributions from partially owned entities, and (ix) \$16,790,000 of proceeds from sales and repayment of mezzanine loans receivable and other.

Net cash provided by financing activities of \$643,826,000 was comprised of (i) \$4,468,872,000 of proceeds from borrowings, (ii) \$51,975,000 of contributions from noncontrolling interests, and (iii) \$16,779,000 of proceeds received from exercise of employee share options, partially offset by (iv) \$2,936,578,000 for the repayments of borrowings, (v) \$474,751,000 of dividends paid on common shares, (vi) \$225,000,000 of distributions in connection with the spin-off of UE, (vii) \$102,866,000 of distributions to noncontrolling interests, (viii) \$80,578,000 of dividends paid on preferred shares, (ix) \$66,554,000 of debt issuance and other costs, and (x) \$7,473,000 for the repurchase of shares related to stock compensation agreements and related tax withholdings and other.



**Liquidity and Capital Resources – continued***Capital Expenditures for the Year Ended December 31, 2015*

Capital expenditures consist of expenditures to maintain assets, tenant improvement allowances and leasing commissions. Recurring capital expenditures include expenditures to maintain a property's competitive position within the market and tenant improvements and leasing commissions necessary to re-lease expiring leases or renew or extend existing leases. Non-recurring capital improvements include expenditures to lease space that has been vacant for more than nine months and expenditures completed in the year of acquisition and the following two years that were planned at the time of acquisition, as well as tenant improvements and leasing commissions for space that was vacant at the time of acquisition of a property.

Below is a summary of capital expenditures, leasing commissions and a reconciliation of total expenditures on an accrual basis to the cash expended in the year ended December 31, 2015.

| (Amounts in thousands)   | <b>Total</b> | <b>New York</b> | <b>Washington,<br/>DC</b> | <b>Other</b> |
|--|--------------|-----------------|---------------------------|--------------|
| Expenditures to maintain assets                                    | \$ 125,215   | \$ 57,752       | \$ 25,589                 | \$ 41,874    |
| Tenant improvements  | 153,696      | 68,869          | 51,497                    | 33,330       |
| Leasing commissions  | 50,081       | 35,099          | 6,761                     | 8,221        |
| Non-recurring capital expenditures                                 | 116,875      | 81,240          | 34,428                    | 1,207        |
| Total capital expenditures and leasing commissions (accrual basis) | 445,867      | 242,960         | 118,275                   | 84,632       |
| Adjustments to reconcile to cash basis:                            |              |                 |                           |              |
| Expenditures in the current year applicable to prior periods       | 156,753      | 93,105          | 35,805                    | 27,843       |
| Expenditures to be made in future periods for the current period   | (222,469)    | (118,911)       | (73,227)                  | (30,331)     |
| Total capital expenditures and leasing commissions (cash basis)    | \$ 380,151   | \$ 217,154      | \$ 80,853                 | \$ 82,144    |
| <i>Tenant improvements and leasing commissions:</i>                |              |                 |                           |              |
| <i>Per square foot per annum</i>                                   | \$ 8.43      | \$ 10.20        | \$ 6.41                   | \$ n/a       |
| <i>Percentage of initial rent</i>                                  | 10.8%        | 8.9%            | 15.9%                     | n/a          |

*Development and Redevelopment Expenditures for the Year Ended December 31, 2015*

Development and redevelopment expenditures consist of all hard and soft costs associated with the development or redevelopment of a property, including capitalized interest, debt and operating costs until the property is substantially completed and ready for its intended use. Our development project budgets below include initial leasing costs, which are reflected as non-recurring capital expenditures in the table above.

Below is a summary of development and redevelopment expenditures incurred in the year ended December 31, 2015. These expenditures include interest of \$59,305,000, payroll of \$6,077,000, and other soft costs (primarily architectural and engineering fees, permits, real estate taxes and professional fees) aggregating \$90,922,000, that were capitalized in connection with the development and redevelopment of these projects.

| (Amounts in thousands)                             | <b>Total</b> | <b>New York</b> | <b>Washington,<br/>DC</b> | <b>Other</b> |
|--|--------------|-----------------|---------------------------|--------------|
| 220 Central Park South                             | \$ 158,014   | \$ -            | \$ -                      | \$ 158,014   |
| The Bartlett                                       | 103,878      | -               | 103,878                   | -            |
| 330 West 34th Street                               | 32,613       | 32,613          | -                         | -            |
| 90 Park Avenue                                     | 29,937       | 29,937          | -                         | -            |
| 2221 South Clark Street (residential conversion)   | 23,711       | -               | 23,711                    | -            |
| Marriott Marquis Times Square - retail and signage | 21,929       | 21,929          | -                         | -            |
| Wayne Towne Center                                 | 20,633       | -               | -                         | 20,633       |
| 640 Fifth Avenue                                   | 17,899       | 17,899          | -                         | -            |
| Penn Plaza   | 17,701       | 17,701          | -                         | -            |
| 251 18th Street                                    | 5,897        | -               | 5,897                     | -            |
| S. Clark Street/12th Street                        | 4,579        | -               | 4,579                     | -            |
| 1700 M Street                                      | 2,695        | -               | 2,695                     | -            |
| Other  | 51,333       | 8,100           | 27,525                    | 15,708       |
|  | \$ 490,819   | \$ 128,179      | \$ 168,285                | \$ 194,355   |

## Liquidity and Capital Resources – continued

### *Cash Flows for the Year Ended December 31, 2014*

Our cash and cash equivalents were \$1,198,477,000 at December 31, 2014, a \$615,187,000 increase over the balance at December 31, 2013. Our consolidated outstanding debt, net was \$9,530,337,000 at December 31, 2014, a \$821,923,000 increase over the balance at December 31, 2013.

Cash flows provided by operating activities of \$1,135,310,000 was comprised of (i) net income of \$1,009,026,000, (ii) return of capital from real estate fund investments of \$215,676,000, and (iii) distributions of income from partially owned entities of \$96,286,000, partially offset by (iv) \$89,536,000 of non-cash adjustments, which include depreciation and amortization expense, the effect of straight-lining of rental income, loss from partially owned entities and net gains on sale of real estate and other, and (v) the net change in operating assets and liabilities of \$96,142,000, including \$3,392,000 related to real estate fund investments.

Net cash used in investing activities of \$574,465,000 was comprised of (i) \$544,187,000 of development costs and construction in progress, (ii) \$279,206,000 of additions to real estate, (iii) \$211,354,000 of acquisitions of real estate and other, (iv) \$120,639,000 of investments in partially owned entities, and (v) \$30,175,000 of investments in loans receivable and other, partially offset by (vi) \$388,776,000 of proceeds from sales of real estate and related investments, (vii) \$99,464,000 of changes in restricted cash, (viii) \$96,913,000 of proceeds from sales and repayments of mortgages and mezzanine loans receivable and other, and (ix) \$25,943,000 of capital distributions from partially owned entities.

Net cash provided by financing activities of \$54,342,000 was comprised of (i) \$2,428,285,000 of proceeds from borrowings, (ii) \$30,295,000 of contributions from noncontrolling interests, and (iii) \$19,245,000 of proceeds received from exercise of employee share options, partially offset by (iv) \$1,312,258,000 for the repayments of borrowings, (v) \$547,831,000 of dividends paid on common shares, (vi) \$220,895,000 of distributions to noncontrolling interests, (vii) purchase of marketable securities in connection with the defeasance of mortgage payable of \$198,884,000, (viii) \$81,468,000 of dividends paid on preferred shares, (ix) \$58,336,000 of debt issuance and other costs, and (x) \$3,811,000 for the repurchase of shares related to stock compensation agreements and related tax withholdings and other.



**Liquidity and Capital Resources – continued***Capital Expenditures for the Year Ended December 31, 2014*

Below is a summary of capital expenditures, leasing commissions and a reconciliation of total expenditures on an accrual basis to the cash expended in the year ended December 31, 2014.

| (Amounts in thousands)   | <b>Total</b> | <b>New York</b> | <b>Washington,<br/>DC</b> | <b>Other</b> |
|--|--------------|-----------------|---------------------------|--------------|
| Expenditures to maintain assets                                    | \$ 107,728   | \$ 48,518       | \$ 23,425                 | \$ 35,785    |
| Tenant improvements  | 205,037      | 143,007         | 37,842                    | 24,188       |
| Leasing commissions  | 79,636       | 66,369          | 5,857                     | 7,410        |
| Non-recurring capital expenditures                                 | 122,330      | 64,423          | 37,798                    | 20,109       |
| Total capital expenditures and leasing commissions (accrual basis) | 514,731      | 322,317         | 104,922                   | 87,492       |
| Adjustments to reconcile to cash basis:                            |              |                 |                           |              |
| Expenditures in the current year applicable to prior periods       | 140,490      | 67,577          | 45,084                    | 27,829       |
| Expenditures to be made in future periods for the current period   | (313,746)    | (205,258)       | (63,283)                  | (45,205)     |
| Total capital expenditures and leasing commissions (cash basis)    | \$ 341,475   | \$ 184,636      | \$ 86,723                 | \$ 70,116    |
| <i>Tenant improvements and leasing commissions:</i>                |              |                 |                           |              |
| <i>Per square foot per annum</i>                                   | \$ 6.53      | \$ 6.82         | \$ 5.70                   | \$ n/a       |
| <i>Percentage of initial rent</i>                                  | 10.3%        | 9.1%            | 14.8%                     | n/a          |

*Development and Redevelopment Expenditures for the Year Ended December 31, 2014*

Below is a summary of development and redevelopment expenditures incurred in the year ended December 31, 2014. These expenditures include interest of \$62,787,000, payroll of \$7,319,000, and other soft costs (primarily architectural and engineering fees, permits, real estate taxes and professional fees) aggregating \$67,939,000, that were capitalized in connection with the development and redevelopment of these projects.

| (Amounts in thousands) | <b>Total</b> | <b>New York</b> | <b>Other</b> |
|------------------------|--------------|-----------------|--------------|
|------------------------|--------------|-----------------|--------------|

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|  |    |         | <b>Washington,<br/>DC</b> |         |            |
|--|----|---------|---------------------------|---------|------------|
| Springfield Mall                                   | \$ | 127,467 | \$                        | -       | \$ 127,467 |
| Marriott Marquis Times Square - retail and signage |    | 112,390 |                           | 112,390 | -          |
| 220 Central Park South                             |    | 78,059  |                           | -       | 78,059     |
| 330 West 34th Street                               |    | 41,592  |                           | 41,592  | -          |
| The Bartlett                                       |    | 38,163  |                           | -       | -          |
| 608 Fifth Avenue                                   |    | 20,377  |                           | 38,163  | -          |
| Wayne Towne Center                                 |    | 19,740  |                           | 20,377  | -          |
| 7 West 34th Street                                 |    | 11,555  |                           | -       | 19,740     |
| Other  |    | 94,844  |                           | -       | -          |
|  | \$ | 544,187 | \$                        | 213,806 | \$ 246,736 |
|  |    | 84      |                           |         |            |

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**Liquidity and Capital Resources – continued***Cash Flows for the Year Ended December 31, 2013*

Our cash and cash equivalents were \$583,290,000 at December 31, 2013, a \$377,029,000 decrease over the balance at December 31, 2012. Our consolidated outstanding debt was \$8,708,414,000 at December 31, 2013, a \$1,006,405,000 decrease from the balance at December 31, 2012.

Cash flows provided by operating activities of \$1,040,789,000 was comprised of (i) net income of \$564,740,000, (ii) \$426,643,000 of non-cash adjustments, which include depreciation and amortization expense, the effect of straight-lining of rental income, loss from partially owned entities and net gains on sale of real estate and other, (iii) return of capital from real estate fund investments of \$56,664,000, and (iv) distributions of income from partially owned entities of \$54,030,000, partially offset by (v) the net change in operating assets and liabilities of \$61,288,000, including \$37,817,000 related to real estate fund investments.

Net cash provided by investing activities of \$722,076,000 was comprised of (i) \$1,027,608,000 of proceeds from sales of real estate and related investments, (ii) \$378,709,000 of proceeds from sales of, and return of investment in, marketable securities, (iii) \$290,404,000 of capital distributions from partially owned entities, (iv) \$240,474,000 of proceeds from the sale of LNR, (v) \$101,150,000 from the return of the J.C. Penney derivative collateral, and (vi) \$50,569,000 of proceeds from sales and repayments of mortgages and mezzanine loans receivable and other, partially offset by (vii) \$469,417,000 of development costs and construction in progress, (viii) \$260,343,000 of additions to real estate, (ix) \$230,300,000 of investments in partially owned entities, (x) \$193,417,000 of acquisitions of real estate, (xi) \$186,079,000 for the funding of the J.C. Penney derivative collateral and settlement of derivative position, (xii) \$26,892,000 of changes in restricted cash, and (xiii) \$390,000 of investments in loans receivable and other.

Net cash used in financing activities of \$2,139,894,000 was comprised of (i) \$3,580,100,000 for the repayments of borrowings, (ii) \$545,913,000 of dividends paid on common shares, (iii) \$299,400,000 for purchases of outstanding preferred units and shares, (iv) \$215,247,000 of distributions to noncontrolling interests, (v) \$83,188,000 of dividends paid on preferred shares, (vi) \$19,883,000 of debt issuance and other costs, and (vii) \$443,000 for the repurchase of shares related to stock compensation agreements and related tax withholdings and other, partially offset by (viii) \$2,262,245,000 of proceeds from borrowings, (ix) \$290,306,000 of proceeds from the issuance of preferred shares, (x) \$43,964,000 of contributions from noncontrolling interests, and (xi) \$7,765,000 of proceeds received from exercise of employee share options.



**Liquidity and Capital Resources – continued***Capital Expenditures for the Year Ended December 31, 2013*

Below is a summary of capital expenditures, leasing commissions and a reconciliation of total expenditures on an accrual basis to the cash expended in the year ended December 31, 2013.

| (Amounts in thousands)   | <b>Total</b> | <b>New York</b> | <b>Washington,<br/>DC</b> | <b>Other</b> |
|--|--------------|-----------------|---------------------------|--------------|
| Expenditures to maintain assets                                    | \$ 73,130    | \$ 34,553       | \$ 22,165                 | \$ 16,412    |
| Tenant improvements  | 120,139      | 87,275          | 6,976                     | 25,888       |
| Leasing commissions  | 51,476       | 39,348          | 4,389                     | 7,739        |
| Non-recurring capital expenditures                                 | 49,441       | 11,579          | 37,342                    | 520          |
| Total capital expenditures and leasing commissions (accrual basis) | 294,186      | 172,755         | 70,872                    | 50,559       |
| Adjustments to reconcile to cash basis:                            |              |                 |                           |              |
| Expenditures in the current year applicable to prior periods       | 155,035      | 56,345          | 26,075                    | 72,615       |
| Expenditures to be made in future periods for the current period   | (150,067)    | (91,107)        | (36,702)                  | (22,258)     |
| Total capital expenditures and leasing commissions (cash basis)    | \$ 299,154   | \$ 137,993      | \$ 60,245                 | \$ 100,916   |
| <i>Tenant improvements and leasing commissions:</i>                |              |                 |                           |              |
| <i>Per square foot per annum</i>                                   | \$ 5.55      | \$ 5.89         | \$ 4.75                   | \$ n/a       |
| <i>Percentage of initial rent</i>                                  | 9.3%         | 8.1%            | 11.9%                     | n/a          |

*Development and Redevelopment Expenditures for the Year Ended December 31, 2013*

Below is a summary of development and redevelopment expenditures incurred in the year ended December 31, 2013. These expenditures include interest of \$42,303,000, payroll of \$4,534,000, and other soft costs (primarily architectural and engineering fees, permits, real estate taxes and professional fees) aggregating \$27,812,000, that were capitalized in connection with the development and redevelopment of these projects.

| (Amounts in thousands) | <b>Total</b> | <b>New York</b> | <b>Washington,<br/>DC</b> | <b>Other</b> |
|------------------------|--------------|-----------------|---------------------------|--------------|
|------------------------|--------------|-----------------|---------------------------|--------------|

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|  |    |         |    |        |    |        |    |         |
|--|----|---------|----|--------|----|--------|----|---------|
| 220 Central Park South                             | \$ | 243,687 | \$ | -      | \$ | -      | \$ | 243,687 |
| Springfield Mall                                   |    | 68,716  |    | -      |    | -      |    | 68,716  |
| Marriott Marquis Times Square - retail and signage |    | 40,356  |    | 40,356 |    | -      |    | -       |
| 1290 Avenue of the Americas                        |    | 13,865  |    | 13,865 |    | -      |    | -       |
| Other  |    | 102,793 |    | 31,764 |    | 41,701 |    | 29,328  |
|  | \$ | 469,417 | \$ | 85,985 | \$ | 41,701 | \$ | 341,731 |

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**Funds From Operations (“FFO”)**

FFO is computed in accordance with the definition adopted by the Board of Governors of the National Association of Real Estate Investment Trusts (“NAREIT”). NAREIT defines FFO as GAAP net income or loss adjusted to exclude net gains from sales of depreciated real estate assets, real estate impairment losses, depreciation and amortization expense from real estate assets and other specified non-cash items, including the pro rata share of such adjustments of unconsolidated subsidiaries. FFO and FFO per diluted share are non-GAAP financial measures used by management, investors and analysts to facilitate meaningful comparisons of operating performance between periods and among our peers because it excludes the effect of real estate depreciation and amortization and net gains on sales, which are based on historical costs and implicitly assume that the value of real estate diminishes predictably over time, rather than fluctuating based on existing market conditions. FFO does not represent cash generated from operating activities and is not necessarily indicative of cash available to fund cash requirements and should not be considered as an alternative to net income as a performance measure or cash flows as a liquidity measure. FFO may not be comparable to similarly titled measures employed by other companies.

FFO attributable to common shareholders plus assumed conversions was \$1,039,035,000, or \$5.48 per diluted share for the year ended December 31, 2015, compared to \$911,130,000, or \$4.83 per diluted share for the year ended December 31, 2014. FFO attributable to common shareholders plus assumed conversions was \$259,528,000, or \$1.37 per diluted share for the three months ended December 31, 2015, compared to \$230,143,000, or \$1.22 per diluted share for the three months ended December 31, 2014. Details of certain items that affect comparability are discussed in the financial results summary of our “Overview.”

| (Amounts in thousands, except per share amounts)              | <b>For The Year</b>       |             | <b>For The Three Months</b> |             |
|---|---------------------------|-------------|-----------------------------|-------------|
|   | <b>Ended December 31,</b> |             | <b>Ended December 31,</b>   |             |
| <b>Reconciliation of our net income to FFO:</b>               | <b>2015</b>               | <b>2014</b> | <b>2015</b>                 | <b>2014</b> |
| Net income attributable to Vornado                            | \$ 760,434                | \$ 864,852  | \$ 251,107                  | \$ 533,603  |
| Depreciation and amortization of real property                | 514,085                   | 517,493     | 131,910                     | 129,944     |
| Net gains on sale of real estate                              | (289,117)                 | (507,192)   | (142,693)                   | (449,396)   |
| Real estate impairment losses                                 | 256                       | 26,518      | -                           | 5,676       |
| Proportionate share of adjustments to equity in net income of |                           |             |                             |             |
| partially owned entities to arrive at FFO:                    |                           |             |                             |             |
| Depreciation and amortization of real property                | 143,960                   | 117,766     | 37,275                      | 24,350      |
| Net gains on sale of real estate                              | (4,513)                   | (11,580)    | -                           | (10,820)    |
| Real estate impairment losses                                 | 16,758                    | -           | 4,141                       | -           |
| Income tax effect of above adjustments                        | -                         | (7,287)     | -                           | -           |
| Noncontrolling interests' share of above adjustments          | (22,342)                  | (8,073)     | (1,869)                     | 17,127      |
| FFO attributable to Vornado                                   | 1,119,521                 | 992,497     | 279,871                     | 250,484     |
| Preferred share dividends                                     | (80,578)                  | (81,464)    | (20,365)                    | (20,365)    |
| FFO attributable to common shareholders                       | 1,038,943                 | 911,033     | 259,506                     | 230,119     |
| Convertible preferred share dividends                         | 92                        | 97          | 22                          | 24          |

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|  |              |            |            |            |
|--|--------------|------------|------------|------------|
| FFO attributable to common shareholders plus assumed conversions | \$ 1,039,035 | \$ 911,130 | \$ 259,528 | \$ 230,143 |
|--|--------------|------------|------------|------------|

**Reconciliation of Weighted Average Shares**

|  |         |         |         |         |
|--|---------|---------|---------|---------|
| Weighted average common shares outstanding         | 188,353 | 187,572 | 188,537 | 187,776 |
| Effect of dilutive securities:                     |         |         |         |         |
| Employee stock options and restricted share awards | 1,166   | 1,075   | 1,107   | 1,153   |
| Convertible preferred shares                       | 45      | 43      | 44      | 41      |
| Denominator for FFO per diluted share              | 189,564 | 188,690 | 189,688 | 188,970 |

|  |         |         |         |         |
|--|---------|---------|---------|---------|
| FFO attributable to common shareholders plus assumed conversions per diluted share | \$ 5.48 | \$ 4.83 | \$ 1.37 | \$ 1.22 |
|--|---------|---------|---------|---------|

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**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

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

(Amounts in thousands, except per share amounts)

|  | <b>December 31,</b> | <b>2015</b>     | <b>Effect of 1%</b> | <b>December 31,</b> | <b>2014</b>     |
|--|---------------------|-----------------|---------------------|---------------------|-----------------|
|  | <b>Balance</b>      | <b>Weighted</b> | <b>Change In</b>    | <b>Balance</b>      | <b>Weighted</b> |
|  |                     | <b>Average</b>  | <b>Base Rates</b>   |                     | <b>Average</b>  |
|  |                     | <b>Interest</b> |                     |                     | <b>Interest</b> |
|  |                     | <b>Rate</b>     |                     |                     | <b>Rate</b>     |
| Consolidated debt:   |                     |                 |                     |                     |                 |
| Variable rate  | \$ 3,995,704        | 2.00%           | \$ 39,957           | \$ 1,763,769        | 2.20%           |
| Fixed rate   | 7,206,634           | 4.21%           | -                   | 7,847,286           | 4.36%           |
|  | \$ 11,202,338       | 3.42%           | 39,957              | \$ 9,611,055        | 3.97%           |
| Pro rata share of debt of non-consolidated entities (non-recourse):          |                     |                 |                     |                     |                 |
| Variable rate – excluding Toys   | \$ 485,160          | 1.97%           | 4,852               | \$ 313,652          | 1.69%           |
| Variable rate – Toys   | 1,164,893           | 6.61%           | 11,649              | 1,199,835           | 6.47%           |
| Fixed rate (including \$661,513 and \$674,443 of Toys debt in 2015 and 2014) | 2,782,025           | 6.37%           | -                   | 2,676,941           | 6.48%           |
|  | \$ 4,432,078        | 5.95%           | 16,501              | \$ 4,190,428        | 6.12%           |
| Redeemable noncontrolling interests' share of above                          |                     |                 | (3,387)             |                     |                 |
| Total change in annual net income  |                     |                 | \$ 53,071           |                     |                 |
| Per share-diluted  |                     |                 | \$ 0.28             |                     |                 |

We may utilize various financial instruments to mitigate the impact of interest rate fluctuations on our cash flows and earnings, including hedging strategies, depending on our analysis of the interest rate environment and the costs and risks of such strategies. As of December 31, 2015, we have an interest rate swap on a \$417,000,000 mortgage loan that swapped the rate from LIBOR plus 1.65% (1.89% at December 31, 2015) to a fixed rate of 4.78% through March 2018.

In connection with the \$375,000,000 refinancing of 888 Seventh Avenue, we entered into an interest rate swap from LIBOR plus 1.60% (1.92% at December 31, 2015) to a fixed rate of 3.15% through December 2020.

*Fair Value of Debt*

The estimated fair value of our consolidated debt is calculated based on current market prices and discounted cash flows at the current rate at which similar loans would be made to borrowers with similar credit ratings for the remaining term of such debt. As of December 31, 2015, the estimated fair value of our consolidated debt was \$10,911,500,000.



**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

**INDEX TO FINANCIAL STATEMENTS**

|  | <b>Page<br/>Number</b> |
|--|------------------------|
| Report of Independent Registered Public Accounting Firm  | 90                     |
| Consolidated Balance Sheets at December 31, 2015 and 2014  | 91                     |
| Consolidated Statements of Income for the years ended December 31, 2015, 2014 and 2013               | 92                     |
| Consolidated Statements of Comprehensive Income for the years ended December 31, 2015, 2014 and 2013 | 93                     |
| Consolidated Statements of Changes in Equity for the years ended December 31, 2015, 2014 and 2013    | 94                     |
| Consolidated Statements of Cash Flows for the years ended December 31, 2015, 2014 and 2013           | 97                     |
| Notes to Consolidated Financial Statements   | 99                     |

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Shareholders and Board of Trustees

Vornado Realty Trust

New York, New York

We have audited the accompanying consolidated balance sheets of Vornado Realty Trust (the “Company”) as of December 31, 2015 and 2014, and the related consolidated statements of income, comprehensive income, changes in equity, and cash flows for each of the three years in the period ended December 31, 2015. Our audits also included the financial statement schedules listed in the Index at Item 15. These financial statements and financial statement schedules are the responsibility of the Company’s management. Our responsibility is to express an opinion on the financial statements and financial statement schedules based on our audits.

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

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Vornado Realty Trust at December 31, 2015 and 2014, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2015, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedules, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

As discussed in Note 2 to the consolidated financial statements, the Company has changed its method of accounting for and disclosure of discontinued operations for the year ended December 31, 2015 due to the adoption of Accounting Standards Update 2014-08, “Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity.”

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company’s internal control over financial reporting as of December 31, 2015, based on the criteria

established in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 16, 2016 expressed an unqualified opinion on the Company's internal control over financial reporting.

/s/ DELOITTE & TOUCHE LLP

Parsippany, New Jersey

February 16, 2016

**VORNADO REALTY TRUST**  
**CONSOLIDATED BALANCE SHEETS**

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

| <b>ASSETS</b>   | <b>December 31, 2015</b> | <b>December 31, 2014</b> |
|---|--------------------------|--------------------------|
| Real estate, at cost:   |                          |                          |
| Land  | \$ 4,164,799             | \$ 3,861,913             |
| Buildings and improvements  | 12,582,671               | 11,705,749               |
| Development costs and construction in progress  | 1,226,637                | 1,128,037                |
| Leasehold improvements and equipment  | 116,030                  | 126,659                  |
| Total   | 18,090,137               | 16,822,358               |
| Less accumulated depreciation and amortization  | (3,418,267)              | (3,161,633)              |
| Real estate, net  | 14,671,870               | 13,660,725               |
| Cash and cash equivalents   | 1,835,707                | 1,198,477                |
| Restricted cash   | 107,799                  | 176,204                  |
| Marketable securities   | 150,997                  | 206,323                  |
| Tenant and other receivables, net of allowance for doubtful accounts of \$11,908 and \$12,210 | 98,062                   | 109,998                  |
| Investments in partially owned entities   | 1,550,422                | 1,240,489                |
| Real estate fund investments  | 574,761                  | 513,973                  |
| Receivable arising from the straight-lining of rents, net of allowance of \$2,751 and \$3,188 | 931,245                  | 787,271                  |
| Deferred leasing costs, net of accumulated amortization of \$218,239 and \$212,339            | 480,421                  | 382,433                  |
| Identified intangible assets, net of accumulated amortization of \$187,360 and \$199,821      | 227,901                  | 225,155                  |
| Assets related to discontinued operations   | 37,020                   | 2,234,128                |
| Other assets  | 477,088                  | 422,804                  |
|   | <b>\$ 21,143,293</b>     | <b>\$ 21,157,980</b>     |

**LIABILITIES, REDEEMABLE NONCONTROLLING INTERESTS AND EQUITY**

|  |                  |                  |
|--|------------------|------------------|
| Mortgages payable, net   | \$ 9,513,713     | \$ 8,187,843     |
| Senior unsecured notes, net  | 844,159          | 1,342,494        |
| Unsecured revolving credit facilities  | 550,000          | -                |
| Unsecured term loan, net   | 183,138          | -                |
| Accounts payable and accrued expenses  | 443,955          | 447,745          |
| Deferred revenue   | 346,119          | 358,613          |
| Deferred compensation plan   | 117,475          | 117,284          |
| Liabilities related to discontinued operations                                   | 12,470           | 1,501,009        |
| Other liabilities  | 426,965          | 375,830          |
| Total liabilities  | 12,437,994       | 12,330,818       |
| Commitments and contingencies  |                  |                  |
| Redeemable noncontrolling interests:   |                  |                  |
| Class A units - 12,242,820 and 11,356,550 units outstanding                      | 1,223,793        | 1,336,780        |
| Series D cumulative redeemable preferred units - 177,101 and 1 units outstanding | 5,428            | 1,000            |
|  | <b>1,229,221</b> | <b>1,337,780</b> |

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Total redeemable noncontrolling interests

Vornado shareholders' equity:

|   |               |               |
|---|---------------|---------------|
| Preferred shares of beneficial interest: no par value per share; authorized 110,000,000 shares; issued and outstanding 52,676,629 and 52,678,939 shares   | 1,276,954     | 1,277,026     |
| Common shares of beneficial interest: \$.04 par value per share; authorized 250,000,000 shares; issued and outstanding 188,576,853 and 187,887,498 shares | 7,521         | 7,493         |
| Additional capital  | 7,132,979     | 6,873,025     |
| Earnings less than distributions  | (1,766,780)   | (1,505,385)   |
| Accumulated other comprehensive income  | 46,921        | 93,267        |
| Total Vornado shareholders' equity  | 6,697,595     | 6,745,426     |
| Noncontrolling interests in consolidated subsidiaries   | 778,483       | 743,956       |
| Total equity  | 7,476,078     | 7,489,382     |
|   | \$ 21,143,293 | \$ 21,157,980 |

See notes to the consolidated financial statements.

## VORNADO REALTY TRUST

## CONSOLIDATED STATEMENTS OF INCOME

|  | Year Ended December 31, |                   |                   |
|--|-------------------------|-------------------|-------------------|
|  | 2015                    | 2014              | 2013              |
| (Amounts in thousands, except per share amounts)                   |                         |                   |                   |
| <b>REVENUES:</b>   |                         |                   |                   |
| Property rentals   | \$ 2,076,586            | \$ 1,911,487      | \$ 1,880,405      |
| Tenant expense reimbursements                                      | 260,976                 | 245,819           | 226,831           |
| Cleveland Medical Mart development project                         | -                       | -                 | 36,369            |
| Fee and other income   | 164,705                 | 155,206           | 155,571           |
| Total revenues   | 2,502,267               | 2,312,512         | 2,299,176         |
| <b>EXPENSES:</b>   |                         |                   |                   |
| Operating  | 1,011,249               | 953,611           | 928,565           |
| Depreciation and amortization                                      | 542,952                 | 481,303           | 461,627           |
| General and administrative   | 175,307                 | 169,270           | 177,366           |
| Cleveland Medical Mart development project                         | -                       | -                 | 32,210            |
| Acquisition and transaction related costs                          | 12,511                  | 18,435            | 24,857            |
| Total expenses   | 1,742,019               | 1,622,619         | 1,624,625         |
| Operating income   | 760,248                 | 689,893           | 674,551           |
| Income from real estate fund investments                           | 74,081                  | 163,034           | 102,898           |
| Loss from partially owned entities                                 | (12,630)                | (59,861)          | (340,882)         |
| Interest and other investment income (loss), net                   | 26,978                  | 38,752            | (24,887)          |
| Interest and debt expense  | (378,025)               | (412,755)         | (425,782)         |
| Net gain on disposition of wholly owned and partially owned assets | 251,821                 | 13,568            | 2,030             |
| Income (loss) before income taxes                                  | 722,473                 | 432,631           | (12,072)          |
| Income tax benefit (expense)                                       | 84,695                  | (9,281)           | 8,717             |
| Income (loss) from continuing operations                           | 807,168                 | 423,350           | (3,355)           |
| Income from discontinued operations                                | 52,262                  | 585,676           | 568,095           |
| Net income   | 859,430                 | 1,009,026         | 564,740           |
| Less net income attributable to noncontrolling interests in:       |                         |                   |                   |
| Consolidated subsidiaries  | (55,765)                | (96,561)          | (63,952)          |
| Operating Partnership  | (43,231)                | (47,613)          | (24,817)          |
| Net income attributable to Vornado                                 | 760,434                 | 864,852           | 475,971           |
| Preferred share dividends  | (80,578)                | (81,464)          | (82,807)          |
| Preferred unit and share redemptions                               | -                       | -                 | (1,130)           |
| <b>NET INCOME attributable to common shareholders</b>              | <b>\$ 679,856</b>       | <b>\$ 783,388</b> | <b>\$ 392,034</b> |

**INCOME (LOSS) PER COMMON SHARE - BASIC:**

|   |         |         |           |
|---|---------|---------|-----------|
| Income (loss) from continuing operations, net | \$ 3.35 | \$ 1.23 | \$ (0.75) |
|---|---------|---------|-----------|

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|  |         |         |         |
|--|---------|---------|---------|
| Income from discontinued operations, net | 0.26    | 2.95    | 2.85    |
| Net income per common share              | \$ 3.61 | \$ 4.18 | \$ 2.10 |
| Weighted average shares outstanding      | 188,353 | 187,572 | 186,941 |

**INCOME (LOSS) PER COMMON SHARE - DILUTED:**

|   |         |         |           |
|---|---------|---------|-----------|
| Income (loss) from continuing operations, net | \$ 3.33 | \$ 1.22 | \$ (0.75) |
| Income from discontinued operations, net      | 0.26    | 2.93    | 2.84      |
| Net income per common share                   | \$ 3.59 | \$ 4.15 | \$ 2.09   |
| Weighted average shares outstanding           | 189,564 | 188,690 | 187,709   |

See notes to consolidated financial statements.

## VORNADO REALTY TRUST

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

| (Amounts in thousands)   | Year Ended December 31, |              |            |
|--|-------------------------|--------------|------------|
|  | 2015                    | 2014         | 2013       |
| Net income   | \$ 859,430              | \$ 1,009,026 | \$ 564,740 |
| Other comprehensive (loss) income:   |                         |              |            |
| (Reduction) increase in unrealized net gain on available-for-sale securities                                   | (55,326)                | 14,465       | 142,281    |
| Amounts reclassified from accumulated other comprehensive income for the sale of available-for-sale securities | -                       | -            | (42,404)   |
| Pro rata share of other comprehensive (loss) income of nonconsolidated subsidiaries                            | (327)                   | 2,509        | (22,814)   |
| Increase in value of interest rate swap and other  | 6,441                   | 6,079        | 18,716     |
| Comprehensive income   | 810,218                 | 1,032,079    | 660,519    |
| Less comprehensive income attributable to noncontrolling interests   | (96,130)                | (145,497)    | (94,065)   |
| Comprehensive income attributable to Vornado   | \$ 714,088              | \$ 886,582   | \$ 566,454 |

See notes to consolidated financial statements.



## VORNADO REALTY TRUST

## CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(Amounts in thousands)

|  | Preferred Shares |              | Common Shares |          | Additional Capital | Earnings Less Than Comprehensive Income Distributions | Other Comprehensive Income (Loss) | Non-controlling Interests in Consolidated Subsidiaries | Total Equity |
|--|------------------|--------------|---------------|----------|--------------------|---|-----------------------------------|--|--------------|
|  | Shares           | Amount       | Shares        | Amount   |                    |   |                                   |  |              |
| <b>Balance, December 31, 2014</b>  | 52,679           | \$ 1,277,026 | 187,887       | \$ 7,493 | \$ 6,873,025       | \$ (1,505,385)  | \$ 93,267                         | \$ 743,956   | \$ 7,489,382 |
| Net income attributable to Vornado   | -                | -            | -             | -        | -                  | 760,434   | -                                 | -  | 760,434      |
| Net income attributable to noncontrolling interests in consolidated subsidiaries | -                | -            | -             | -        | -                  | -   | -                                 | 55,765   | 55,765       |
| Distribution of Urban Edge Properties  | -                | -            | -             | -        | -                  | (464,262)   | -                                 | (341)  | (464,603)    |
| Dividends on common shares   | -                | -            | -             | -        | -                  | (474,751)   | -                                 | -  | (474,751)    |
| Dividends on preferred shares  | -                | -            | -             | -        | -                  | (80,578)  | -                                 | -  | (80,578)     |
| Common shares issued:  |                  |              |               |          |                    |   |                                   |  |              |
| Upon redemption of Class A units, at redemption value                            | -                | -            | 452           | 18       | 48,212             | -   | -                                 | -  | 48,230       |
| Under employees' share option plan   | -                | -            | 214           | 9        | 15,332             | (2,579)   | -                                 | -  | 12,762       |
| Under dividend reinvestment  | -                | -            | 14            | 1        | 1,437              | -   | -                                 | -  | 1,438        |

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|  |        |              |         |          |              |                |           |            |              |  |
|--|--------|--------------|---------|----------|--------------|----------------|-----------|------------|--------------|--|
| plan   |        |              |         |          |              |                |           |            |              |  |
| Contributions:   |        |              |         |          |              |                |           |            |              |  |
| Real estate fund investments   | -      | -            | -       | -        | -            | -              | -         | 51,725     | 51,725       |  |
| Other  | -      | -            | -       | -        | -            | -              | -         | 250        | 250          |  |
| Distributions:   |        |              |         |          |              |                |           |            |              |  |
| Real estate fund investments   | -      | -            | -       | -        | -            | -              | -         | (72,114)   | (72,114)     |  |
| Other  | -      | -            | -       | -        | -            | -              | -         | (525)      | (525)        |  |
| Conversion of Series A preferred shares to common shares                   | (2)    | (72)         | 4       | 1        | 71           | -              | -         | -          | -            |  |
| Deferred compensation shares and options                                   | -      | -            | 6       | 1        | 2,438        | (359)          | -         | -          | 2,080        |  |
| Reduction in unrealized net gain on available-for-sale securities          | -      | -            | -       | -        | -            | -              | (55,326)  | -          | (55,326)     |  |
| Pro rata share of other comprehensive loss of nonconsolidated subsidiaries | -      | -            | -       | -        | -            | -              | (327)     | -          | (327)        |  |
| Increase in value of interest rate swap                                    | -      | -            | -       | -        | -            | -              | 6,435     | -          | 6,435        |  |
| Adjustments to carry redeemable Class A units at redemption value          | -      | -            | -       | -        | 192,464      | -              | -         | -          | 192,464      |  |
| Redeemable noncontrolling interests' share of above adjustments            | -      | -            | -       | -        | -            | -              | 2,866     | -          | 2,866        |  |
| Other  | -      | -            | -       | (2)      | -            | 700            | 6         | (233)      | 471          |  |
|  | 52,677 | \$ 1,276,954 | 188,577 | \$ 7,521 | \$ 7,132,979 | \$ (1,766,780) | \$ 46,921 | \$ 778,483 | \$ 7,476,078 |  |

**Balance,  
December  
31, 2015**

See notes to consolidated financial statements.

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## VORNADO REALTY TRUST

## CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY - CONTINUED

(Amounts in thousands)

|  | Preferred Shares |              | Common Shares |          | Additional Capital | Earnings Less Than Comprehensive Income Distributions | Accumulated Other Comprehensive Income (Loss) | Non-controlling Interests in Consolidated Subsidiaries | Total Equity |
|--|------------------|--------------|---------------|----------|--------------------|---|---|--|--------------|
|  | Shares           | Amount       | Shares        | Amount   |                    |   |   |  |              |
| <b>Balance, December 31, 2013</b>  | 52,683           | \$ 1,277,225 | 187,285       | \$ 7,469 | \$ 7,143,840       | \$ (1,734,839)  | \$ 71,537                                     | \$ 829,512   | \$ 7,594,744 |
| Net income attributable to Vornado   | -                | -            | -             | -        | -                  | 864,852   | -   | -  | 864,852      |
| Net income attributable to noncontrolling interests in consolidated subsidiaries | -                | -            | -             | -        | -                  | -   | -   | 96,561   | 96,561       |
| Dividends on common shares   | -                | -            | -             | -        | -                  | (547,831)   | -   | -  | (547,831)    |
| Dividends on preferred shares  | -                | -            | -             | -        | -                  | (81,464)  | -   | -  | (81,464)     |
| Common shares issued:  |                  |              |               |          |                    |   |   |  |              |
| Upon redemption of Class A units, at redemption value                            | -                | -            | 271           | 11       | 27,262             | -   | -   | -  | 27,273       |
| Under employees' share option plan   | -                | -            | 304           | 12       | 17,428             | (3,393)   | -   | -  | 14,047       |
| Under dividend reinvestment plan   | -                | -            | 17            | 1        | 1,803              | -   | -   | -  | 1,804        |
| Contributions:   |                  |              |               |          |                    |   |   |  |              |
| Real estate fund investments   | -                | -            | -             | -        | -                  | -   | -   | 5,297  | 5,297        |

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|  |     |       |   |   |           |         |         |           |           |
|--|-----|-------|---|---|-----------|---------|---------|-----------|-----------|
| Other  | -   | -     | - | - | -         | -       | -       | 32,998    | 32,998    |
| Distributions:   |     |       |   |   |           |         |         |           |           |
| Real estate fund investments   | -   | -     | - | - | -         | -       | -       | (182,964) | (182,964) |
| Other  | -   | -     | - | - | -         | -       | -       | (4,463)   | (4,463)   |
| Transfer of noncontrolling interest in real estate fund investments          | -   | -     | - | - | -         | -       | -       | (33,028)  | (33,028)  |
| Conversion of Series A preferred shares to common shares                     | (4) | (193) | 5 | - | 193       | -       | -       | -         | -         |
| Deferred compensation shares and options                                     | -   | -     | 5 | - | 5,852     | (340)   | -       | -         | 5,512     |
| Increase in unrealized net gain on available-for-sale securities             | -   | -     | - | - | -         | -       | 14,465  | -         | 14,465    |
| Pro rata share of other comprehensive income of nonconsolidated subsidiaries | -   | -     | - | - | -         | -       | 2,509   | -         | 2,509     |
| Increase in value of interest rate swap                                      | -   | -     | - | - | -         | -       | 6,079   | -         | 6,079     |
| Adjustments to carry redeemable Class A units at redemption value            | -   | -     | - | - | (315,276) | -       | -       | -         | (315,276) |
| Redeemable noncontrolling interests' share of above adjustments              | -   | -     | - | - | -         | -       | (1,323) | -         | (1,323)   |
| Other  | -   | (6)   | - | - | (8,077)   | (2,370) | -       | 43        | (10,410)  |

**Balance,  
December  
31, 2014**

52,679 \$ 1,277,026 187,887 \$ 7,493 \$ 6,873,025 \$ (1,505,385) \$ 93,267 \$ 743,956 \$ 7,489,382

See notes to consolidated financial statements.

## VORNADO REALTY TRUST

## CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY - CONTINUED

(Amounts in thousands)

|  | Preferred Shares |              | Common Shares |          | Additional Capital | Earnings Less Than Distributions | Accumulated Other Comprehensive Income (Loss) | Non-controlling Interests in Consolidated Subsidiaries | Total Equity |
|--|------------------|--------------|---------------|----------|--------------------|----------------------------------|---|--|--------------|
|  | Shares           | Amount       | Shares        | Amount   |                    |                                  |   |  |              |
| <b>Balance, December 31, 2012</b>  | 51,185           | \$ 1,240,278 | 186,735       | \$ 7,440 | \$ 7,195,438       | \$ (1,573,275)                   | \$ (18,946)                                   | \$ 1,053,209   | \$ 7,904,144 |
| Net income attributable to Vornado   | -                | -            | -             | -        | -                  | 475,971                          | -   | -  | 475,971      |
| Net income attributable to noncontrolling interests in consolidated subsidiaries | -                | -            | -             | -        | -                  | -                                | -   | 63,952   | 63,952       |
| Dividends on common shares   | -                | -            | -             | -        | -                  | (545,913)                        | -   | -  | (545,913)    |
| Dividends on preferred shares  | -                | -            | -             | -        | -                  | (82,807)                         | -   | -  | (82,807)     |
| Issuance of Series L preferred shares  | 12,000           | 290,306      | -             | -        | -                  | -                                | -   | -  | 290,306      |
| Redemption of Series F and Series H preferred shares                             | (10,500)         | (253,269)    | -             | -        | -                  | -                                | -   | -  | (253,269)    |
| Common shares issued:  |                  |              |               |          |                    |                                  |   |  |              |
| Upon redemption of Class A units, at redemption value                            | -                | -            | 299           | 12       | 25,305             | -                                | -   | -  | 25,317       |
| Under employees' share   |                  |              |               |          |                    |                                  |   |  |              |

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|  |     |      |     |      |        |       |          |           |           |
|--|-----|------|-----|------|--------|-------|----------|-----------|-----------|
| option plan  | -   | -    | 104 | 23   | 5,892  | (107) | -        | -         | 5,808     |
| Under dividend reinvestment plan   | -   | -    | 22  | 1    | 1,850  | -     | -        | -         | 1,851     |
| Upon acquisition of real estate  | -   | -    | 128 | 5    | 11,456 | -     | -        | -         | 11,461    |
| Contributions:   |     |      |     |      |        |       |          |           |           |
| Real estate fund investments   | -   | -    | -   | -    | -      | -     | -        | 28,078    | 28,078    |
| Other  | -   | -    | -   | -    | -      | -     | -        | 15,886    | 15,886    |
| Distributions:   |     |      |     |      |        |       |          |           |           |
| Real estate fund investments   | -   | -    | -   | -    | -      | -     | -        | (47,268)  | (47,268)  |
| Other  | -   | -    | -   | -    | -      | -     | -        | (133,153) | (133,153) |
| Conversion of Series A preferred shares to common shares                   | (2) | (90) | 3   | -    | 90     | -     | -        | -         | -         |
| Deferred compensation shares and options                                   | -   | -    | (6) | (12) | 9,589  | (307) | -        | -         | 9,270     |
| Increase in unrealized net gain on available-for-sale securities           | -   | -    | -   | -    | -      | -     | 142,281  | -         | 142,281   |
| Amounts reclassified related to sale of available-for-sale securities      | -   | -    | -   | -    | -      | -     | (42,404) | -         | (42,404)  |
| Pro rata share of other comprehensive loss of nonconsolidated subsidiaries | -   | -    | -   | -    | -      | -     | (22,814) | -         | (22,814)  |
| Increase in value of interest rate swap                                    | -   | -    | -   | -    | -      | -     | 18,183   | -         | 18,183    |
| Adjustments to carry   |     |      |     |      |        |       |          |           |           |



|  |        |              |         |          |              |                |           |            |              |
|--|--------|--------------|---------|----------|--------------|----------------|-----------|------------|--------------|
| redeemable<br>Class A<br>units at<br>redemption<br>value                       | -      | -            | -       | -        | (108,252)    | -              | -         | -          | (108,252)    |
| Redeemable<br>noncontrolling<br>interests'<br>share of<br>above<br>adjustments | -      | -            | -       | -        | -            | -              | (5,296)   | -          | (5,296)      |
| Preferred unit<br>and share<br>redemptions                                     | -      | -            | -       | -        | -            | (1,130)        | -         | -          | (1,130)      |
| Deconsolidation<br>of partially<br>owned<br>entity                             | -      | -            | -       | -        | -            | -              | -         | (165,427)  | (165,427)    |
| Consolidation<br>of partially<br>owned<br>entity                               | -      | -            | -       | -        | -            | -              | -         | 16,799     | 16,799       |
| Other  | -      | -            | -       | -        | 2,472        | (7,271)        | 533       | (2,564)    | (6,830)      |
| <b>Balance,<br/>December<br/>31, 2013</b>                                      | 52,683 | \$ 1,277,225 | 187,285 | \$ 7,469 | \$ 7,143,840 | \$ (1,734,839) | \$ 71,537 | \$ 829,512 | \$ 7,594,744 |

See notes to consolidated financial statements.

## VORNADO REALTY TRUST

## CONSOLIDATED STATEMENTS OF CASH FLOWS

(Amounts in thousands)

|  | Year Ended December 31, |              |            |
|--|-------------------------|--------------|------------|
|  | 2015                    | 2014         | 2013       |
| <b>Cash Flows from Operating Activities:</b>                                       |                         |              |            |
| Net income   | \$ 859,430              | \$ 1,009,026 | \$ 564,740 |
| Adjustments to reconcile net income to net cash provided by operating activities:  |                         |              |            |
| Depreciation and amortization (including amortization of deferred financing costs) | 566,207                 | 583,408      | 561,998    |
| Net gain on disposition of wholly owned and partially owned assets                 | (251,821)               | (13,568)     | (3,407)    |
| Straight-lining of rental income   | (153,668)               | (82,800)     | (69,391)   |
| Return of capital from real estate fund investments                                | 91,458                  | 215,676      | 56,664     |
| Reversal of allowance for deferred tax assets                                      | (90,030)                | -            | -          |
| Amortization of below-market leases, net   | (79,053)                | (46,786)     | (52,876)   |
| Net gains on sale of real estate and other   | (65,396)                | (507,192)    | (414,502)  |
| Distributions of income from partially owned entities                              | 65,018                  | 96,286       | 54,030     |
| Net realized and unrealized gains on real estate fund investments                  | (57,752)                | (150,139)    | (85,771)   |
| Other non-cash adjustments   | 37,721                  | 37,303       | 41,663     |
| Loss from partially owned entities   | 11,882                  | 58,131       | 338,785    |
| Impairment losses and tenant buy-outs  | 256                     | 26,518       | 37,170     |
| Defeasance cost in connection with the refinancing of mortgage payable             | -                       | 5,589        | -          |
| Losses from the disposition of investment in J.C. Penney                           | -                       | -            | 72,974     |
| Changes in operating assets and liabilities:                                       |                         |              |            |
| Real estate fund investments   | (95,010)                | (3,392)      | (37,817)   |
| Tenant and other receivables, net  | 11,936                  | (8,282)      | 83,897     |
| Prepaid assets   | (14,804)                | (8,786)      | (2,207)    |
| Other assets   | (116,157)               | (123,435)    | (50,856)   |
| Accounts payable and accrued expenses  | (33,747)                | 44,628       | (41,729)   |
| Other liabilities  | (14,320)                | 3,125        | (12,576)   |
| Net cash provided by operating activities  | 672,150                 | 1,135,310    | 1,040,789  |
| <b>Cash Flows from Investing Activities:</b>                                       |                         |              |            |
| Proceeds from sales of real estate and related investments                         | 573,303                 | 388,776      | 1,027,608  |
| Development costs and construction in progress                                     | (490,819)               | (544,187)    | (469,417)  |
| Acquisitions of real estate and other  | (478,215)               | (211,354)    | (193,417)  |
| Additions to real estate   | (301,413)               | (279,206)    | (260,343)  |
| Investments in partially owned entities  | (235,439)               | (120,639)    | (230,300)  |
| Restricted cash  | 200,229                 | 99,464       | (26,892)   |

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|   |           |           |           |
|---|-----------|-----------|-----------|
| Distributions of capital from partially owned entities                                  | 37,818    | 25,943    | 290,404   |
| Proceeds from sales and repayments of mortgage and mezzanine loans receivable and other | 16,790    | 96,913    | 50,569    |
| Investments in loans receivable and other   | (1,000)   | (30,175)  | (390)     |
| Proceeds from sales of, and return of investment in, marketable securities              | -         | -         | 378,709   |
| Proceeds from the sale of LNR   | -         | -         | 240,474   |
| Funding of J.C. Penney derivative collateral; and settlement of derivative in 2013      | -         | -         | (186,079) |
| Return of J.C. Penney derivative collateral   | -         | -         | 101,150   |
| Net cash (used in) provided by investing activities                                     | (678,746) | (574,465) | 722,076   |

See notes to consolidated financial statements.

## VORNADO REALTY TRUST

## CONSOLIDATED STATEMENTS OF CASH FLOWS - CONTINUED

(Amounts in thousands)

|  | Year Ended December 31, |              |              |
|--|-------------------------|--------------|--------------|
|  | 2015                    | 2014         | 2013         |
| <b>Cash Flows from Financing Activities:</b>   |                         |              |              |
| Proceeds from borrowings   | \$ 4,468,872            | \$ 2,428,285 | \$ 2,262,245 |
| Repayments of borrowings   | (2,936,578)             | (1,312,258)  | (3,580,100)  |
| Dividends paid on common shares  | (474,751)               | (547,831)    | (545,913)    |
| Cash included in the spin-off of Urban Edge Properties   | (225,000)               | -            | -            |
| Distributions to noncontrolling interests  | (102,866)               | (220,895)    | (215,247)    |
| Dividends paid on preferred shares   | (80,578)                | (81,468)     | (83,188)     |
| Debt issuance and other costs  | (66,554)                | (58,336)     | (19,883)     |
| Contributions from noncontrolling interests  | 51,975                  | 30,295       | 43,964       |
| Proceeds received from exercise of employee share options  | 16,779                  | 19,245       | 7,765        |
| Repurchase of shares related to stock compensation agreements and related tax withholdings and other | (7,473)                 | (3,811)      | (443)        |
| Purchase of marketable securities in connection with the defeasance of mortgage payable              | -                       | (198,884)    | -            |
| Purchases of outstanding preferred units and shares  | -                       | -            | (299,400)    |
| Proceeds from the issuance of preferred shares   | -                       | -            | 290,306      |
| Net cash provided by (used in) financing activities  | 643,826                 | 54,342       | (2,139,894)  |
| Net increase (decrease) in cash and cash equivalents   | 637,230                 | 615,187      | (377,029)    |
| Cash and cash equivalents at beginning of period   | 1,198,477               | 583,290      | 960,319      |
| Cash and cash equivalents at end of period   | \$ 1,835,707            | \$ 1,198,477 | \$ 583,290   |
| <b>Supplemental Disclosure of Cash Flow Information:</b>   |                         |              |              |
| Cash payments for interest, excluding capitalized interest of \$48,539, \$53,139 and \$42,303        | \$ 376,620              | \$ 443,538   | \$ 465,260   |
| Cash payments for income taxes   | \$ 8,287                | \$ 11,696    | \$ 9,023     |
| <b>Non-Cash Investing and Financing Activities:</b>  |                         |              |              |
| Non-cash distribution of Urban Edge Properties:  |                         |              |              |
| Assets   | \$ 1,709,256            | \$ -         | \$ -         |
| Liabilities  | (1,469,659)             | -            | -            |
| Equity   | (239,597)               | -            | -            |
| Adjustments to carry redeemable Class A units at redemption value                                    | 192,464                 | (315,276)    | (108,252)    |
| Write-off of fully depreciated assets  | (167,250)               | (121,673)    | (77,106)     |
| Transfer of interest in real estate to Pennsylvania Real Estate Investment Trust                     | (145,313)               | -            | -            |
| Accrued capital expenditures included in accounts payable and accrued expenses                       | 122,711                 | 100,528      | 72,042       |
| Like-kind exchange of real estate:   |                         |              |              |
| Acquisitions   | 80,269                  | 606,816      | 66,076       |
| Dispositions   | (213,621)               | (630,352)    | (128,767)    |

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|  |        |           |           |
|--|--------|-----------|-----------|
| Class A units in connection with acquisition   | 80,000 | -         | -         |
| Financing assumed in acquisitions  | 62,000 | -         | 79,253    |
| Marketable securities transferred in connection with the defeasance of mortgage payable  | -      | 198,884   | -         |
| Defeasance of mortgage payable   | -      | (193,406) | -         |
| Elimination of a mortgage and mezzanine loan asset and liability   | -      | 59,375    | -         |
| Transfer of interest in real estate fund to an unconsolidated joint venture  | -      | (58,564)  | -         |
| Transfer of noncontrolling interest in real estate fund  | -      | (33,028)  | -         |
| Beverly Connection seller financing  | -      | 13,620    | -         |
| Decrease in assets and liabilities resulting from the deconsolidation of discontinued operations and/or investments that were previously consolidated: |        |           |           |
| Real estate, net   | -      | -         | (852,166) |
| Mortgages payable  | -      | -         | (322,903) |

See notes to consolidated financial statements.

**VORNADO REALTY TRUST**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. Organization and Business**

Vornado Realty Trust (“Vornado”) is a fully integrated real estate investment trust (“REIT”) and conducts its business through, and substantially all of its interests in properties are held by, Vornado Realty L.P., a Delaware limited partnership (the “Operating Partnership”). Accordingly, Vornado’s cash flow and ability to pay dividends to its shareholders is dependent upon the cash flow of the Operating Partnership and the ability of its direct and indirect subsidiaries to first satisfy their obligations to creditors. Vornado is the sole general partner of, and owned approximately 93.7% of the common limited partnership interest in the Operating Partnership at December 31, 2015. All references to “we,” “us,” “our,” the “Company” and “Vornado” refer to Vornado Realty Trust and its consolidated subsidiaries, including the Operating Partnership.

On January 15, 2015, we completed the spin-off of substantially all of our retail segment comprised of 79 strip shopping centers, three malls, a warehouse park and \$225,000,000 of cash to Urban Edge Properties (“UE”) (NYSE: UE). As part of this transaction, we retained 5,717,184 UE operating partnership units (5.4% ownership interest). We are providing transition services to UE for an initial period of up to two years, primarily for information technology support. UE is providing us with leasing and property management services for (i) certain small retail properties that we plan to sell, and (ii) our affiliate, Alexander’s, Inc. (NYSE: ALX) Rego Park retail assets. Steven Roth, our Chairman and Chief Executive Officer, is a member of the Board of Trustees of UE. The spin-off distribution was effected by Vornado distributing one UE common share for every two Vornado common shares. The historical financial results of UE are reflected in our consolidated financial statements as discontinued operations for all periods presented.

We currently own all or portions of:

**New York:**

- 21.3 million square feet of Manhattan office space in 35 properties;
- 2.6 million square feet of Manhattan street retail space in 65 properties;

- 1,711 units in eleven residential properties;
- The 1,700 room Hotel Pennsylvania located on Seventh Avenue at 33<sup>rd</sup> Street in the heart of the Penn Plaza district;
- A 32.4% interest in Alexander's, Inc. (NYSE: ALX), which owns seven properties in the greater New York metropolitan area, including 731 Lexington Avenue, the 1.3 million square foot Bloomberg, L.P. headquarters building;

**Washington, DC:**

- 15.8 million square feet of office space in 57 properties;
- 2,414 units in seven residential properties;

**Other Real Estate and Related Investments:**

- The 3.6 million square foot Mart ("theMart") in Chicago;
- A 70% controlling interest in 555 California Street, a three-building office complex in San Francisco's financial district aggregating 1.8 million square feet, known as the Bank of America Center;
- A 25.0% interest in Vornado Capital Partners, our real estate fund. We are the general partner and investment manager of the fund;
- A 32.5% interest in Toys "R" Us, Inc. ("Toys"); and
- Other real estate and other investments.





**VORNADO REALTY TRUST**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**2. Basis of Presentation and Significant Accounting Policies**

*Basis of Presentation*

The accompanying consolidated financial statements include the accounts of Vornado and its consolidated subsidiaries, including the Operating Partnership. All inter-company amounts have been eliminated. Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America, which require us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

Certain prior year balances have been reclassified in order to conform to the current period presentation. Beginning in the year ended December 31, 2015, we classified signage revenue within “property rentals”. For the years ended December 31, 2014 and 2013, \$37,929,000 and \$32,866,000, respectively, related to signage revenue has been reclassified from “fee and other income” to “property rentals” to conform to the current period presentation.

On January 15, 2015, we completed the spin-off of substantially all of our retail segment comprised of 79 strip shopping centers, three malls, a warehouse park and \$225,000,000 of cash to UE. As part of this transaction, we received 5,717,184 UE operating partnership units (5.4% ownership interest).

*Recently Issued Accounting Literature*

In April 2014, the Financial Accounting Standards Board (“FASB”) issued an update (“ASU 2014-08”) *Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity* to ASC Topic 205, *Presentation of Financial Statements* and ASC Topic 360, *Property Plant and Equipment*. Under ASU 2014-08, only disposals that represent a strategic shift that has (or will have) a major effect on the entity’s results and operations would qualify as discontinued operations. In addition, ASU 2014-08 expands the disclosure requirements for disposals that meet the definition of a discontinued operation and requires entities to disclose information about disposals of individually significant components that do not meet the definition of discontinued operations. ASU 2014-08 is effective for interim and annual reporting periods in fiscal years that began after December 15, 2014. Upon adoption of this standard on January 1, 2015, individual properties sold in the ordinary course of business are not expected to qualify as discontinued operations. Under ASU 2014-08, operating results of disposals are included in income from

continuing operations, and any associated gains are now included in “net gain on disposition of wholly owned and partially owned assets” on our consolidated statements of income. Gain on sales of properties classified as discontinued operations prior to January 1, 2015 are classified in “income from discontinued operations” on our consolidated statements of income. The financial results of UE and certain other retail assets are reflected in our consolidated financial statements as discontinued operations for all periods presented (see Note 7 – *Dispositions* for further details).

In May 2014, the FASB issued an update ("ASU 2014-09") establishing ASC Topic 606, *Revenue from Contracts with Customers*. ASU 2014-09 establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most of the existing revenue recognition guidance. ASU 2014-09 requires an entity to recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services and also requires certain additional disclosures. ASU 2014-09 is effective for interim and annual reporting periods in fiscal years that begin after December 15, 2017. We are currently evaluating the impact of the adoption of ASU 2014-09 on our consolidated financial statements.

**VORNADO REALTY TRUST**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**2. Basis of Presentation and Significant Accounting Policies – continued**

*Recently Issued Accounting Literature - continued*

In June 2014, the FASB issued an update (“ASU 2014-12”) to ASC Topic 718, *Compensation – Stock Compensation*. ASU 2014-12 requires an entity to treat performance targets that can be met after the requisite service period of a share based award has ended, as a performance condition that affects vesting. ASU 2014-12 is effective for interim and annual reporting periods in fiscal years that begin after December 15, 2015. We are currently evaluating the impact of the adoption of ASU 2014-12 on our consolidated financial statements.

In February 2015, the FASB issued an update (“ASU 2015-02”) *Amendments to the Consolidation Analysis* to ASC Topic 810, *Consolidation*. ASU 2015-02 affects reporting entities that are required to evaluate whether they should consolidate certain legal entities. Specifically, the amendments: (i) modify the evaluation of whether limited partnerships and similar legal entities are variable interest entities (“VIEs”) or voting interest entities, (ii) eliminate the presumption that a general partner should consolidate a limited partnership, (iii) affect the consolidation analysis of reporting entities that are involved with VIEs, and (iv) provide a scope exception for certain entities. ASU 2015-02 is effective for interim and annual reporting periods beginning after December 15, 2015. We are currently evaluating the impact of the adoption of ASU 2015-02 on our consolidated financial statements.

In April 2015, the FASB issued an update (“ASU 2015-03”) *Simplifying the Presentation of Debt Issuance Costs* to ASC Topic 835, *Interest* (“ASC 835”). ASU 2015-03 requires that debt issuance costs be presented in the balance sheet as a direct deduction from the carrying amount of the debt liability to which they relate, consistent with debt discounts, as opposed to being presented as assets. ASU 2015-03 is effective for interim and annual reporting periods in fiscal years beginning after December 15, 2015. We elected to early adopt ASU 2015-03 effective as of December 31, 2015 with retrospective application to our December 31, 2014 consolidating balance sheet. The effect of the adoption of ASU 2015-03 was to reclassify debt issuance costs of approximately \$79,987,000 as of December 31, 2014 from “deferred leasing and financing costs, net” to a contra account as a deduction from the related debt liabilities. There was no effect on our consolidated statements of income.

In August 2015, the FASB issued an update (“ASU 2015-15”) *Interest – Imputation of Interest* to ASC 835. For debt issuance costs related to line-of-credit arrangements, ASU 2015-15 allows entities to present debt issuance costs as an asset and subsequently amortize the deferred debt issuance costs ratably over the term of the line-of-credit arrangement, regardless of whether there are any outstanding borrowings on the line-of-credit arrangement. We elected to early adopt ASU 2015-15 effective as of December 31, 2015 with retrospective application to our December

31, 2014 balance sheet. These debt issuance costs were \$7,720,000 and \$11,549,000 as of December 31, 2015 and 2014, respectively, and are included as a component of “other assets”.

In January 2016, the FASB issued an update (“ASU 2016-01”) *Recognition and Measurement of Financial Assets and Financial Liabilities* to ASC Topic 825, *Financial Instruments* (“ASC 825”). ASU 2016-01 amends certain aspects of recognition, measurement, presentation and disclosure of financial instruments, including the requirement to measure certain equity investments at fair value with changes in fair value recognized in net income. ASU 2016-01 is effective for interim and annual reporting periods in fiscal years beginning after December 15, 2017. We are currently evaluating the impact of the adoption of ASU 2016-01 on our consolidated financial statements.

**VORNADO REALTY TRUST**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**2. Basis of Presentation and Significant Accounting Policies - continued**

*Significant Accounting Policies*

**Real Estate:** Real estate is carried at cost, net of accumulated depreciation and amortization. Betterments, major renewals and certain costs directly related to the improvement and leasing of real estate are capitalized. Maintenance and repairs are expensed as incurred. For redevelopment of existing operating properties, the net book value of the existing property under redevelopment plus the cost for the construction and improvements incurred in connection with the redevelopment are capitalized to the extent the capitalized costs of the property do not exceed the estimated fair value of the redeveloped property when complete. If the cost of the redeveloped property, including the net book value of the existing property, exceeds the estimated fair value of redeveloped property, the excess is charged to expense. Depreciation is recognized on a straight-line basis over estimated useful lives which range from 7 to 40 years. Tenant allowances are amortized on a straight-line basis over the lives of the related leases, which approximate the useful lives of the assets. Additions to real estate include interest and debt expense capitalized during construction of \$59,305,000 and \$62,786,000 for the years ended December 31, 2015 and 2014, respectively.

Upon the acquisition of real estate, we assess the fair value of acquired assets (including land, buildings and improvements, identified intangibles, such as acquired above and below-market leases, acquired in-place leases and tenant relationships) and acquired liabilities and we allocate the purchase price based on these assessments. We assess fair value based on estimated cash flow projections that utilize appropriate discount and capitalization rates and available market information. Estimates of future cash flows are based on a number of factors including historical operating results, known trends, and market/economic conditions. We record acquired intangible assets (including acquired above-market leases, acquired in-place leases and tenant relationships) and acquired intangible liabilities (including below-market leases) at their estimated fair value separate and apart from goodwill. We amortize identified intangibles that have finite lives over the period they are expected to contribute directly or indirectly to the future cash flows of the property or business acquired.

Our properties, including any related intangible assets, are individually reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment exists when the carrying amount of an asset exceeds the aggregate projected future cash flows over the anticipated holding period on an undiscounted basis. An impairment loss is measured based on the excess of the property's carrying amount over its estimated fair value. Impairment analyses are based on our current plans, intended holding periods and available market information at the time the analyses are prepared. If our estimates of the projected future cash flows, anticipated holding periods, or market conditions change, our evaluation of impairment losses may be different and such differences could be material to our consolidated financial statements. The evaluation of anticipated cash flows is subjective and is based, in part, on assumptions regarding future occupancy, rental rates and capital requirements

that could differ materially from actual results. Plans to hold properties over longer periods decrease the likelihood of recording impairment losses.

**VORNADO REALTY TRUST**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**2. Basis of Presentation and Significant Accounting Policies – continued**

*Significant Accounting Policies -continued*

**Partially Owned Entities:** We consolidate entities in which we have a controlling financial interest. In determining whether we have a controlling financial interest in a partially owned entity and the requirement to consolidate the accounts of that entity, we consider factors such as ownership interest, board representation, management representation, authority to make decisions, and contractual and substantive participating rights of the partners/members as well as whether the entity is a variable interest entity (“VIE”) and we are the primary beneficiary. We are deemed to be the primary beneficiary of a VIE when we have (i) the power to direct the activities of the VIE that most significantly impact the VIE’s economic performance and (ii) the obligation to absorb losses or receive benefits that could potentially be significant to the VIE. We generally do not control a partially owned entity if the entity is not considered a VIE and the approval of all of the partners/members is contractually required with respect to major decisions, such as operating and capital budgets, the sale, exchange or other disposition of real property, the hiring of a chief executive officer, the commencement, compromise or settlement of any lawsuit, legal proceeding or arbitration or the placement of new or additional financing secured by assets of the venture. We account for investments under the equity method when the requirements for consolidation are not met, and we have significant influence over the operations of the investee. Equity method investments are initially recorded at cost and subsequently adjusted for our share of net income or loss and cash contributions and distributions each period. Investments that do not qualify for consolidation or equity method accounting are accounted for on the cost method.

Investments in partially owned entities are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is measured based on the excess of the carrying amount of an investment over its estimated fair value. Impairment analyses are based on current plans, intended holding periods and available information at the time the analyses are prepared. In the years ended December 31, 2014 and 2013, we recognized non-cash impairment losses on investments in partially owned entities aggregating \$85,459,000 and \$281,098,000, respectively. Included in these amounts are \$75,196,000 and \$240,757,000 of impairment losses related to our investment in Toys in 2014 and 2013, respectively.

**Cash and Cash Equivalents:** Cash and cash equivalents consist of highly liquid investments with original maturities of three months or less and are carried at cost, which approximates fair value due to their short-term maturities. The majority of our cash and cash equivalents consists of (i) deposits at major commercial banks, which may at times exceed the Federal Deposit Insurance Corporation limit, (ii) United States Treasury Bills, and (iii) Certificate of Deposits placed through an Account Registry Service (“CDARS”). To date, we have not experienced any losses on our invested cash.

**Restricted Cash:** Restricted cash consists of security deposits, cash restricted for the purposes of facilitating a Section 1031 Like-Kind exchange, cash restricted in connection with our deferred compensation plan and cash escrowed under loan agreements for debt service, real estate taxes, property insurance and capital improvements.

**Allowance for Doubtful Accounts:** We periodically evaluate the collectibility of amounts due from tenants and maintain an allowance for doubtful accounts for estimated losses resulting from the inability of tenants to make required payments under the lease agreements. We also maintain an allowance for receivables arising from the straight-lining of rents. This receivable arises from earnings recognized in excess of amounts currently due under the lease agreements. Management exercises judgment in establishing these allowances and considers payment history and current credit status in developing these estimates. As of December 31, 2015 and 2014, we had \$11,908,000 and \$12,210,000, respectively, in allowances for doubtful accounts. In addition, as of December 31, 2015 and 2014, we had \$2,751,000 and \$3,188,000, respectively, in allowances for receivables arising from the straight-lining of rents.



**VORNADO REALTY TRUST**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**2. Basis of Presentation and Significant Accounting Policies – continued**

*Significant Accounting Policies -continued*

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

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

- **Base Rent** — income arising from tenant leases. These rents are recognized over the non-cancelable term of the related leases on a straight-line basis which includes the effects of rent steps and rent abatements under the leases. We commence rental revenue recognition when the tenant takes possession of the leased space and the leased space is substantially ready for its intended use. In addition, in circumstances where we provide a tenant improvement allowance for improvements that are owned by the tenant, we recognize the allowance as a reduction of rental revenue on a straight-line basis over the term of the lease.
- **Percentage Rent** — income arising from retail tenant leases that is contingent upon tenant sales exceeding defined thresholds. These rents are recognized only after the contingency has been removed (i.e., when tenant sales thresholds have been achieved).
- **Hotel Revenue** — income arising from the operation of the Hotel Pennsylvania which consists of rooms revenue, food and beverage revenue, and banquet revenue. Income is recognized when rooms are occupied. Food and beverage and banquet revenue is recognized when the services have been rendered.
- **Trade Shows Revenue** — income arising from the operation of trade shows, including rentals of booths. This revenue is recognized when the trade shows have occurred.

- Expense Reimbursements — revenue arising from tenant leases which provide for the recovery of all or a portion of the operating expenses and real estate taxes of the respective property. This revenue is accrued in the same periods as the expenses are incurred.
- Management, Leasing and Other Fees — income arising from contractual agreements with third parties or with partially owned entities. This revenue is recognized as the related services are performed under the respective agreements.

**Derivative Instruments and Hedging Activities:** ASC 815, *Derivatives and Hedging*, as amended, establishes accounting and reporting standards for derivative instruments, including certain derivative instruments embedded in other contracts, and for hedging activities. As of December 31, 2015 and 2014, our derivative instruments consisted of two and one interest rate swaps, respectively. We record all derivatives on the balance sheet at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative and the resulting designation. Derivatives used to hedge the exposure to changes in the fair value of an asset, liability, or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges. Derivatives used to hedge the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges.

For derivatives designated as fair value hedges, changes in the fair value of the derivative and the hedged item related to the hedged risk are recognized in earnings. For derivatives designated as cash flow hedges, the effective portion of changes in the fair value of the derivative is initially reported in other comprehensive income (loss) (outside of earnings) and subsequently reclassified to earnings when the hedged transaction affects earnings, and the ineffective portion of changes in the fair value of the derivative is recognized directly in earnings. We assess the effectiveness of each hedging relationship by comparing the changes in fair value or cash flows of the derivative hedging instrument with the changes in fair value or cash flows of the designated hedged item or transaction. For derivatives not designated as hedges, changes in fair value are recognized in earnings.

**VORNADO REALTY TRUST**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**2. Basis of Presentation and Significant Accounting Policies – continued**

*Significant Accounting Policies –continued*

**Income Taxes:** We operate in a manner intended to enable us to continue to qualify as a REIT under Sections 856-860 of the Internal Revenue Code of 1986, as amended. Under those sections, a REIT which distributes at least 90% of its REIT taxable income as a dividend to its shareholders each year and which meets certain other conditions will not be taxed on that portion of its taxable income which is distributed to its shareholders. We distribute to our shareholders 100% of our taxable income and therefore, no provision for Federal income taxes is required. Dividends distributed for the year ended December 31, 2015, were characterized, for federal income tax purposes, as long-term capital gain income. Dividends distributed for the years ended December 31, 2014 and 2013, were characterized, for federal income tax purposes, as ordinary income.

We have elected to treat certain consolidated subsidiaries, and may in the future elect to treat newly formed subsidiaries, as taxable REIT subsidiaries pursuant to an amendment to the Internal Revenue Code that became effective January 1, 2001. Taxable REIT subsidiaries may participate in non-real estate related activities and/or perform non-customary services for tenants and are subject to Federal and State income tax at regular corporate tax rates. Our taxable REIT subsidiaries had a combined current income tax expense of approximately \$8,322,000, \$10,777,000 and \$9,608,000 for the years ended December 31, 2015, 2014 and 2013, respectively, and have immaterial differences between the financial reporting and tax basis of assets and liabilities.

At December 31, 2015 and 2014, our taxable REIT subsidiaries had deferred tax assets related to net operating loss carryforwards of \$97,104,000 and \$94,100,000, respectively, which are included in “other assets” on our consolidated balance sheets. Prior to the quarter ended June 30, 2015, there was a full valuation allowance against these deferred tax assets because we had not determined that it is more-likely-than-not that we would use the net operating loss carryforwards to offset future taxable income. In our quarter ended June 30, 2015, based upon residential condominium unit sales, among other factors, we concluded that it was more-likely-than-not that we will generate sufficient taxable income to realize these deferred tax assets. Accordingly, we reversed \$90,030,000 of the allowance for deferred tax assets and recognized an income tax benefit in our consolidated statements of income.

The following table reconciles net income attributable to common shareholders to estimated taxable income for the years ended December 31, 2015, 2014 and 2013.

| (Amounts in thousands)                             | For the Year Ended December 31, |            |            |
|--|---------------------------------|------------|------------|
|  | 2015                            | 2014       | 2013       |
| Net income attributable to common shareholders     | \$ 679,856                      | \$ 783,388 | \$ 392,034 |
| Book to tax differences (unaudited):               |                                 |            |            |
| Tangible Property Regulations <sup>(1)</sup>       | (575,618)                       | -          | -          |
| Sale of real estate and other capital transactions | 320,326                         | (477,061)  | (324,936)  |
| Depreciation and amortization                      | 227,297                         | 219,403    | 155,401    |
| Straight-line rent adjustments                     | (144,727)                       | (77,526)   | (64,811)   |
| Stock options                                      | (8,278)                         | (9,566)    | 4,884      |
| Earnings of partially owned entities               | (5,299)                         | 71,960     | 339,376    |
| Impairment losses on marketable equity securities  | -                               | -          | 37,236     |
| Other, net   | (5,833)                         | 1,260      | 36,186     |
| Estimated taxable income (unaudited)               | \$ 487,724                      | \$ 511,858 | \$ 575,370 |

(1) Represents one-time deductions pursuant to the implementation of the Tangible Property Regulations issued by the Internal Revenue Service.

The net basis of our assets and liabilities for tax reporting purposes is approximately \$3.4 billion lower than the amounts reported in our consolidated balance sheet at December 31, 2015.

**VORNADO REALTY TRUST**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**3. Real Estate Fund Investments**

We are the general partner and investment manager of Vornado Capital Partners Real Estate Fund (the “Fund”), which has an eight-year term and a three-year investment period that ended in July 2013. During the investment period, the Fund was our exclusive investment vehicle for all investments that fit within its investment parameters, as defined. The Fund is accounted for under ASC 946, *Financial Services – Investment Companies* (“ASC 946”) and its investments are reported on its balance sheet at fair value, with changes in value each period recognized in earnings. We consolidate the accounts of the Fund into our consolidated financial statements, retaining the fair value basis of accounting.

On June 26, 2014, the Fund sold its 64.7% interest in One Park Avenue to a newly formed joint venture that we and an institutional investor own 55% and 45%, respectively. This transaction was based on a property value of \$560,000,000. From the inception of this investment through its disposition, the Fund realized a \$75,529,000 net gain.

On August 21, 2014, the Fund and its 50% joint venture partner completed the sale of The Shops at Georgetown Park, a 305,000 square foot retail property, for \$272,500,000. From the inception of this investment through its disposition, the Fund realized a \$51,124,000 net gain.

On January 20, 2015, we co-invested with the Fund and one of the Fund’s limited partners to buy out the Fund’s joint venture partner’s 57% interest in the Crowne Plaza Times Square Hotel (the “Co-Investment”). The purchase price for the 57% interest was approximately \$95,000,000 (our share \$39,000,000) which valued the property at approximately \$480,000,000. The property is encumbered by a \$310,000,000 mortgage loan bearing interest at LIBOR plus 2.80% and maturing in December 2018 with a one-year extension option. Our aggregate ownership interest in the property increased to 33% from 11%. The Co-Investment is also accounted for under ASC 946 and is included as a component of “real estate fund investments” on our consolidated balance sheet.

On March 25, 2015, the Fund completed the sale of 520 Broadway in Santa Monica, CA for \$91,650,000. The Fund realized a \$23,768,000 net gain over the holding period.

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At December 31, 2015, we had six real estate fund investments with an aggregate fair value of \$574,761,000, or \$208,614,000 in excess of cost, and had remaining unfunded commitments of \$102,212,000, of which our share was \$25,553,000. At December 31, 2014, we had seven real estate fund investments with an aggregate fair value of \$513,973,000.

Below is a summary of income from the Fund and the Co-Investment for the years ended December 31, 2015, 2014 and 2013.

| (Amounts in thousands)  | For the Year Ended December 31, |           |           |
|---|---------------------------------|-----------|-----------|
|   | 2015                            | 2014      | 2013      |
| Net investment income   | \$ 16,329                       | \$ 12,895 | \$ 8,943  |
| Net realized gains on exited investments  | 2,757                           | 76,337    | 8,184     |
| Net unrealized gains on held investments  | 54,995                          | 73,802    | 85,771    |
| Income from real estate fund investments  | 74,081                          | 163,034   | 102,898   |
| Less income attributable to noncontrolling interests                            | (40,117)                        | (92,728)  | (53,427)  |
| Income from real estate fund investments attributable to Vornado <sup>(1)</sup> | \$ 33,964                       | \$ 70,306 | \$ 49,471 |

- (1) Excludes \$2,939, \$2,562, and \$2,721 of management and leasing fees in the years ended December 31, 2015, 2014 and 2013, respectively, which are included as a component of "fee and other income" on our consolidated statements of income.

**VORNADO REALTY TRUST**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**4. Acquisitions**

On January 20, 2015, we and one of our real estate fund's limited partners co-invested with the Fund to buy out the Fund's joint venture partner's 57% interest in the Crowne Plaza Times Square Hotel (see Note 3 – *Real Estate Fund Investments*).

On March 18, 2015, we acquired the Center Building, a 437,000 square foot office building, located at 33-00 Northern Boulevard in Long Island City, New York, for \$142,000,000, including the assumption of an existing \$62,000,000, 4.43% mortgage maturing in October 2018.

On June 2, 2015, we completed the acquisition of 150 West 34th Street, a 78,000 square foot retail property leased to Old Navy through May 2019, and 226,000 square feet of additional zoning air rights, for approximately \$355,000,000. At closing we completed a \$205,000,000 financing of the property (see Note 9 – *Debt*).

On July 31, 2015, we acquired 260 Eleventh Avenue, a 235,000 square foot office property leased to the City of New York through 2021 with two five-year renewal options, a 10,000 square foot parking lot and additional air rights. The transaction is structured as a 99-year ground lease with an option to purchase the land for \$110,000,000. The \$3,900,000 annual ground rent and the purchase option price escalate annually at the lesser of 1.5% or CPI. The buildings were purchased for 813,900 newly issued Vornado Operating Partnership units valued at approximately \$80,000,000.

On September 25, 2015, we acquired 265 West 34th Street, a 1,700 square foot retail property and 15,200 square feet of additional zoning air rights, for approximately \$28,500,000.

**5. Marketable Securities and Derivative Instruments**

Our portfolio of marketable securities is comprised of equity securities that are classified as available-for-sale. Available-for-sale securities are presented on our consolidated balance sheets at fair value. Unrealized gains and losses resulting from the mark-to-market of these securities are included in "other comprehensive income (loss)." Realized gains and losses are recognized in earnings only upon the sale of the securities and are recorded based on the

weighted average cost of such securities.

We evaluate our portfolio of marketable securities for impairment each reporting period. For each of the securities in our portfolio with unrealized losses, we review the underlying cause of the decline in value and the estimated recovery period, as well as the severity and duration of the decline. In our evaluation, we consider our ability and intent to hold these investments for a reasonable period of time sufficient for us to recover our cost basis. We also evaluate the near-term prospects for each of these investments in relation to the severity and duration of the decline.

Below is a summary of our marketable securities portfolio as of December 31, 2015 and 2014.

|                    | As of December 31, 2015 |           |                 | As of December 31, 2014 |           |                 |
|--------------------|-------------------------|-----------|-----------------|-------------------------|-----------|-----------------|
|                    | Fair Value              | GAAP Cost | Unrealized Gain | Fair Value              | GAAP Cost | Unrealized Gain |
| Equity securities: |                         |           |                 |                         |           |                 |
| Lexington          |                         |           |                 |                         |           |                 |
| Realty Trust       | \$ 147,752              | \$ 72,549 | \$ 75,203       | \$ 202,789              | \$ 72,549 | \$ 130,240      |
| Other              | 3,245                   | -         | 3,245           | 3,534                   | -         | 3,534           |
|                    | \$ 150,997              | \$ 72,549 | \$ 78,448       | \$ 206,323              | \$ 72,549 | \$ 133,774      |

During 2013, we sold other marketable securities for aggregate proceeds of \$44,209,000, resulting in net gains of \$31,741,000, which are included as a component of “net gain on disposition of wholly owned and partially owned assets” on our consolidated statements of income.



**VORNADO REALTY TRUST**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**6. Investments in Partially Owned Entities**

*Toys “R” Us (“Toys”)*

As of December 31, 2015, we own 32.5% of Toys. We account for our investment in Toys under the equity method and record our share of Toys’ net income or loss on a one-quarter lag basis because Toys’ fiscal year ends on the Saturday nearest January 31, and our fiscal year ends on December 31. The business of Toys is highly seasonal and substantially all of Toys’ net income is generated in its fourth quarter.

We have not guaranteed any of Toys’ obligations and are not committed to provide any support to Toys. Pursuant to ASC 323-10-35-20, we discontinued applying the equity method for our Toys’ investment when the carrying amount was reduced to zero in the third quarter of 2014. We will resume application of the equity method if, during the period the equity method was suspended, our share of unrecognized net income exceeds our share of unrecognized net losses.

In the first quarter of 2014, we recognized our share of Toys’ fourth quarter net income of \$75,196,000 and a corresponding non-cash impairment loss of the same amount. In 2013, we recognized \$240,757,000 of non-cash impairment losses based on an “other-than-temporary” decline in the fair value of our investment.

*Alexander’s, Inc. (“Alexander’s”) (NYSE: ALX)*

As of December 31, 2015, we own 1,654,068 Alexander’s common shares, or approximately 32.4% of Alexander’s common equity. We manage, lease and develop Alexander’s properties pursuant to agreements which expire in March of each year and are automatically renewable.

As of December 31, 2015 the market value (“fair value” pursuant to ASC 820) of our investment in Alexander’s, based on Alexander’s December 31, 2015 closing share price of \$384.11, was \$635,345,000, or \$501,777,000 in excess of the carrying amount on our consolidated balance sheet. As of December 31, 2015, the carrying amount of our

investment in Alexander's, excluding amounts owed to us, exceeds our share of the equity in the net assets of Alexander's by approximately \$40,340,000. The majority of this basis difference resulted from the excess of our purchase price for the Alexander's common stock acquired over the book value of Alexander's net assets. Substantially all of this basis difference was allocated, based on our estimates of the fair values of Alexander's assets and liabilities, to real estate (land and buildings). We are amortizing the basis difference related to the buildings into earnings as additional depreciation expense over their estimated useful lives. This depreciation is not material to our share of equity in Alexander's net income. The basis difference related to the land will be recognized upon disposition of our investment.

#### Management, Leasing and Development Agreements

We receive an annual fee for managing Alexander's and all of its properties equal to the sum of (i) \$2,800,000, (ii) 2% of the gross revenue from the Rego Park II Shopping Center, (iii) \$0.50 per square foot of the tenant-occupied office and retail space at 731 Lexington Avenue, and (iv) \$289,000, escalating at 3% per annum, for managing the common area of 731 Lexington Avenue. In addition, we are entitled to a development fee of 6% of development costs, as defined.

We provide Alexander's with leasing services for a fee of 3% of rent for the first ten years of a lease term, 2% of rent for the eleventh through twentieth year of a lease term and 1% of rent for the twenty-first through thirtieth year of a lease term, subject to the payment of rents by Alexander's tenants. In the event third-party real estate brokers are used, our fee increases by 1% and we are responsible for the fees to the third-parties. We are also entitled to a commission upon the sale of any of Alexander's assets equal to 3% of gross proceeds, as defined, for asset sales less than \$50,000,000, and 1% of gross proceeds, as defined, for asset sales of \$50,000,000 or more.

On December 22, 2014, the leasing agreements with Alexander's were amended to eliminate the annual installment cap of \$4,000,000. In addition, Alexander's repaid to us the outstanding balance of \$40,353,000.

On January 15, 2015, we completed the spin-off of 79 strip shopping centers, three malls, a warehouse park and \$225,000,000 of cash to UE and the transfer of all of the employees responsible for the management and leasing of those assets. In addition, we entered into agreements with UE to provide management and leasing services, on our behalf, for Alexander's Rego Park retail assets. Fees for these services are similar to the fees we are receiving from Alexander's described above.

**VORNADO REALTY TRUST**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**6. Investments in Partially Owned Entities – continued**

*Alexander's, Inc. ("Alexander's") (NYSE: ALX) – continued*

**Other Agreements**

Building Maintenance Services ("BMS"), our wholly-owned subsidiary, supervises (i) cleaning, engineering and security services at Alexander's 731 Lexington Avenue property and (ii) security services at Alexander's Rego Park I and Rego Park II properties. During the years ended December 31, 2015, 2014 and 2013, we recognized \$2,221,000, \$2,318,000 and \$2,036,000 of income, respectively, for these services.

*Urban Edge Properties ("UE") (NYSE: UE)*

As part of our spin-off of substantially all of our retail segment to UE on January 15, 2015 (see Note 1 – *Organization and Business*), we retained 5,717,184 UE operating partnership units, representing a 5.4% ownership interest in UE. We account for our investment in UE under the equity method and record our share of UE's net income or loss on a one-quarter lag basis. We are providing transition services to UE for an initial period of up to two years, primarily for information technology support. UE is providing us with leasing and property management services for (i) certain small retail properties that we plan to sell, and (ii) our affiliate, Alexander's, Rego Park retail assets. As of December 31, 2015, the fair value of our investment in UE, based on UE's December 31, 2015 closing share price of \$23.45, was \$134,068,000, or \$108,717,000 in excess of the carrying amount on our consolidated balance sheet.

*Pennsylvania Real Estate Investment Trust ("PREIT") (NYSE: PEI)*

On March 31, 2015, we transferred the redeveloped Springfield Town Center, a 1,350,000 square foot mall located in Springfield, Fairfax County, Virginia, to PREIT Associates, L.P., which is the operating partnership of PREIT, in exchange for \$485,313,000; comprised of \$340,000,000 of cash and 6,250,000 PREIT operating partnership units (valued at \$145,313,000 or \$23.25 per PREIT unit) (See Note 7 – *Dispositions*). \$19,000,000 of tenant improvements and allowances was credited to PREIT as a closing adjustment. As a result of this transaction, we own an 8.1% interest in PREIT. We account for our investment in PREIT under the equity method and record our share of PREIT's net income or loss on a one-quarter lag basis. As of December 31, 2015, the fair value of our investment in PREIT, based on PREIT's December 31, 2015 closing share price of \$21.87, was \$136,688,000, or \$3,313,000 in excess of the carrying amount on our consolidated balance sheet. As of December 31, 2015, the carrying amount of our investment in PREIT exceeds our share of the equity in the net assets of PREIT by approximately \$65,404,000. The majority of this basis difference resulted from the excess of the fair value of the PREIT operating units received over our share of the book value of PREIT's net assets. Substantially all of this basis difference was allocated, based on our estimates of the fair values of PREIT's assets and liabilities, to real estate (land and buildings). We are amortizing the basis difference related to the buildings into earnings as additional depreciation expense over their estimated useful lives. This depreciation is not material to our share of equity in PREIT's net loss. The basis difference related to the land will be recognized upon disposition of our investment.

*512 West 22<sup>nd</sup> Street*

On June 24, 2015, we entered into a joint venture, in which we own a 55% interest, to develop a 173,000 square foot Class-A office building, located along the western edge of the High Line at 512 West 22nd Street. The development cost of this project is approximately \$235,000,000. The development commenced during the fourth quarter of 2015 and is expected to be completed in 2018. On November 24, 2015, the joint venture obtained a \$126,000,000 construction loan. The loan matures in November 2019 with two six-month extension options. The interest rate is LIBOR plus 2.65% (3.07% at December 31, 2015). As of December 31, 2015, the outstanding balance of the loan was \$44,072,000, of which \$24,240,000 is our share. We account for our investment in the joint venture under the equity method.

## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 6. Investments in Partially Owned Entities - continued

Below is a summary of our investments in partially owned entities.

| (Amounts in thousands)                          | Percentage<br>Ownership at<br><br>December 31,<br>2015 | As of December 31, |              |
|---|--|--------------------|--------------|
|   |  | 2015               | 2014         |
| <b>Investments:</b>                             |  |                    |              |
| Partially owned office buildings <sup>(1)</sup> | Various  | \$ 909,782         | \$ 760,749   |
| Alexander's                                     | 32.4%  | 133,568            | 131,616      |
| PREIT   | 8.1%   | 133,375            | -            |
| India real estate ventures                      | 4.1%-36.5%   | 48,310             | 76,752       |
| UE  | 5.4%   | 25,351             | -            |
| Toys <sup>(2)</sup>                             | 32.5%  | -                  | -            |
| Other investments <sup>(3)</sup>                | Various  | 300,036            | 271,372      |
|   |  | \$ 1,550,422       | \$ 1,240,489 |

(1) Includes interests in 280 Park Avenue, 650 Madison Avenue, One Park Avenue, 666 Fifth Avenue (Office), 330 Madison Avenue, 512 West 22nd Street and others.

(2) Pursuant to Rule 4-08(g) of Regulation S-X, in 2014 Toys was considered a significant subsidiary where as in 2015 it was not. As of November 1, 2014, Toys had total assets of \$11,267,000, total liabilities of \$10,377,000, noncontrolling interests of \$82,000 and equity of \$808,000.

(3) Includes interests in Independence Plaza, 85 Tenth Avenue, Fashion Center Mall, 50-70 West 93rd Street and others.

## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 6. Investments in Partially Owned Entities – continued

Below is a summary of our income (loss) from partially owned entities.

| (Amounts in thousands)                                   | Percentage<br>Ownership at<br>December 31,<br>2015 | For the Year Ended December 31, |           |           |
|--|--|---------------------------------|-----------|-----------|
|  |  | 2015                            | 2014      | 2013      |
| <b>Our Share of Net (Loss) Income:</b>                   |  |                                 |           |           |
| Alexander's:   |  |                                 |           |           |
| Equity in net income                                     | 32.4%  | \$ 24,209                       | \$ 21,287 | \$ 17,721 |
| Management, leasing and<br>development fees              |  | 6,869                           | 8,722     | 6,681     |
|  |  | 31,078                          | 30,009    | 24,402    |
| UE (see page 109 for details):                           |  |                                 |           |           |
| Equity in net earnings                                   | 5.4%   | 2,430                           | -         | -         |
| Management fees  |  | 1,964                           | -         | -         |
|  |  | 4,394                           | -         | -         |
| Toys:  |  |                                 |           |           |
| Equity in net loss <sup>(1)</sup>                        | 32.5%  | -                               | (4,691)   | (128,919) |
| Non-cash impairment losses (see<br>page 108 for details) |  | -                               | (75,196)  | (240,757) |
| Management fees  |  | 2,500                           | 6,331     | 7,299     |
|  |  | 2,500                           | (73,556)  | (362,377) |
| Partially owned office buildings <sup>(2)</sup>          |  |                                 |           |           |
|  | Various  | (23,556)                        | 93        | (4,212)   |
| India real estate ventures <sup>(3)</sup>                |  |                                 |           |           |
|  | 4.1%-36.5%   | (18,746)                        | (8,309)   | (3,533)   |
| PREIT (see page 109 for details)                         |  |                                 |           |           |
|  | 8.1%   | (7,450)                         | -         | -         |
| LNR <sup>(4)</sup>                                       |  |                                 |           |           |
|  | n/a  | -                               | -         | 18,731    |
| Lexington <sup>(5)</sup>                                 |  |                                 |           |           |
|  | n/a  | -                               | -         | (979)     |

|                                  |         |             |             |              |
|----------------------------------|---------|-------------|-------------|--------------|
| Other investments <sup>(6)</sup> | Various | (850)       | (8,098)     | (12,914)     |
|                                  |         | \$ (12,630) | \$ (59,861) | \$ (340,882) |

- (1) Pursuant to Rule 4-08(g) of Regulation S-X, in 2014 and 2013 Toys was considered a significant subsidiary where as in 2015 it was not. For the twelve months ended November 1, 2014, Toys' total revenue was \$12,645,000 and net loss attributable to Toys was \$343,000. For the twelve months ended November 2, 2013, Toys' total revenue was \$13,046,000 and net loss attributable to Toys was \$396,000.
- (2) Includes interests in 280 Park Avenue, 650 Madison Avenue, One Park Avenue, 666 Fifth Avenue (Office), 330 Madison Avenue, 512 West 22nd Street and others. In 2015, we recognized net losses of \$39,600 from our 666 Fifth Avenue (Office) joint venture as a result of our share of depreciation expense. Also in 2015, we recognized our \$12,800 share of a write-off of a below market lease liability related to a tenant vacating at 650 Madison Avenue. In 2014, we recognized our \$14,500 share of accelerated depreciation from our West 57th Street joint ventures in connection with the change in estimated useful life of those properties.
- (3) Includes a \$14,806 and \$5,771 non-cash impairment loss in 2015 and 2014, respectively.
- (4) In 2013, we recognized net income of \$18,731, comprised of (i) \$42,186 for our share of LNR's net income and (ii) a \$27,231 non-cash impairment loss and (iii) a \$3,776 net gain on sale.
- (5) In the first quarter of 2013, we began accounting for our investment in Lexington as a marketable security - available for sale.
- (6) Includes interests in Independence Plaza, 85 Tenth Avenue, Fashion Center Mall, 50-70 West 93rd Street and others. In 2014, we recognized a \$10,263 non-cash charge, comprised of a \$5,959 impairment loss and a \$4,304 loan loss reserve, on our equity and debt investments in Suffolk Downs.

## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 6. Investments in Partially Owned Entities – continued

Below is a summary of the debt of our partially owned entities as of December 31, 2015 and 2014, none of which is recourse to us.

| (Amounts in thousands)                              | Percentage                     |           | Interest                  |                           | 100% Partially Owned Entities' |  |
|---|--------------------------------|-----------|---------------------------|---------------------------|--------------------------------|--|
|   | Ownership at December 31, 2015 | Maturity  | Rate at December 31, 2015 | Debt at December 31, 2015 | Debt at December 31, 2014      |  |
| Toys:   |                                |           |                           |                           |                                |  |
| Notes, loans and mortgages payable                  | 32.5%                          | 2016-2021 | 7.35%                     | \$ 5,619,710              | \$ 5,748,350                   |  |
| Partially owned office buildings <sup>(1)</sup> :   |                                |           |                           |                           |                                |  |
| Mortgages payable                                   | Various                        | 2016-2023 | 5.57%                     | \$ 3,771,255              | \$ 3,691,274                   |  |
| PREIT:  |                                |           |                           |                           |                                |  |
| Mortgages payable                                   | 8.1%                           | 2016-2025 | 4.04%                     | \$ 1,852,270              | \$ -                           |  |
| UE:   |                                |           |                           |                           |                                |  |
| Mortgages payable                                   | 5.4%                           | 2018-2034 | 4.15%                     | \$ 1,246,155              | \$ -                           |  |
| Alexander's:  |                                |           |                           |                           |                                |  |
| Mortgages payable                                   | 32.4%                          | 2016-2022 | 1.69%                     | \$ 1,053,262              | \$ 1,032,780                   |  |
| India Real Estate Ventures:                         |                                |           |                           |                           |                                |  |
| TCG Urban Infrastructure Holdings mortgages payable | 25.0%                          | 2016-2026 | 12.06%                    | \$ 185,607                | \$ 183,541                     |  |
| Other <sup>(2)</sup> :                              |                                |           |                           |                           |                                |  |
| Mortgages payable                                   | Various                        | 2016-2023 | 4.27%                     | \$ 1,316,641              | \$ 1,314,077                   |  |

(1) Includes 280 Park Avenue, 650 Madison Avenue, One Park Avenue, 666 Fifth Avenue (Office), 330 Madison Avenue, 512 West 22nd Street and others.

(2) Includes Independence Plaza, Fashion Center Mall, 50-70 West 93rd Street and others.



Based on our ownership interest in the partially owned entities above, our pro rata share of the debt of these partially owned entities, was \$4,432,078,000 and \$4,190,428,000 as of December 31, 2015 and 2014, respectively.

*Summary of Condensed Combined Financial Information*

The following is a summary of condensed combined financial information for all of our partially owned entities, including Toys and Alexander's, as of December 31, 2015 and 2014 and for the years ended December 31, 2015, 2014 and 2013.

(Amounts in thousands)

|                          | <b>Balance as of December 31,</b> |  |               |
|--------------------------|-----------------------------------|--|---------------|
|                          | <b>2015</b>                       |  | <b>2014</b>   |
| <b>Balance Sheet:</b>    |                                   |  |               |
| Assets                   | \$ 25,526,000                     |  | \$ 21,389,000 |
| Liabilities              | 21,162,000                        |  | 17,986,000    |
| Noncontrolling interests | 146,000                           |  | 104,000       |
| Equity                   | 4,218,000                         |  | 3,299,000     |
|                          |                                   | <b>For the Year Ended December 31,</b> |               |
|                          | <b>2015</b>                       | <b>2014</b>                            | <b>2013</b>   |
| <b>Income Statement:</b> |                                   |  |               |
| Total revenue            | \$ 13,423,000                     | \$ 13,620,000                          | \$ 14,092,000 |
| Net loss                 | (224,000)                         | (434,000)                              | (368,000)     |

**VORNADO REALTY TRUST**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**7. Dispositions**

**2015 Activity:**

*New York*

On December 22, 2015, we completed the sale of 20 Broad Street, a 473,000 square foot office building in Manhattan for an aggregate consideration of \$200,000,000. The total income from this transaction was approximately \$157,000,000 comprised of approximately \$142,000,000 from the gain on sale and \$15,000,000 of lease termination income set forth in Note 15 – *Fee and Other Income*.

*Washington, DC*

On September 9, 2015, we completed the sale of 1750 Pennsylvania Avenue, NW, a 278,000 square foot office building in Washington, DC for \$182,000,000, resulting in a net gain of approximately \$102,000,000 which is included in “net gain on disposition of wholly owned and partially owned assets” on our consolidated statement of income. The tax gain of approximately \$137,000,000 was deferred as part of a like-kind exchange. We are managing the property on behalf of the new owner.

*Discontinued Operations*

On January 15, 2015, we completed the spin-off of substantially all of our retail segment comprised of 79 strip shopping centers, three malls, a warehouse park and \$225,000,000 of cash to UE (NYSE: UE) (see Note 1 – *Organization and Business*). In addition, we completed the following retail property sales, substantially completing the exit of the retail strips and malls business.

On March 13, 2015, we sold our Geary Street, CA lease for \$34,189,000, which resulted in a net gain of \$21,376,000.

On March 31, 2015, we transferred the redeveloped Springfield Town Center, a 1,350,000 square foot mall located in Springfield, Fairfax County, Virginia, to PREIT (see Note 6 – *Investments in Partially Owned Entities*). The financial statement gain was \$7,823,000, of which \$7,192,000 was recognized in the first quarter of 2015 and the remaining \$631,000 was deferred based on our ownership interest in PREIT. On March 31, 2018, we will be entitled to additional consideration of 50% of the increase in the value of Springfield Town Center, if any, over \$465,000,000, calculated utilizing a 5.5% capitalization rate. In the first quarter of 2014, we recorded a non-cash impairment loss of \$20,000,000 on Springfield Town Center which is included in “income from discontinued operations” on our consolidated statements of income.

On August 6, 2015, we sold our 50% interest in the Monmouth Mall in Eatontown, NJ to our joint venture partner for \$38,000,000, valuing the property at approximately \$229,000,000, which resulted in a net gain of \$33,153,000.

We also sold five residual retail properties, in separate transactions, for an aggregate of \$10,731,000, which resulted in net gains of \$3,675,000.

### **2014 Activity:**

#### *New York*

On December 18, 2014, we completed the sale of 1740 Broadway, a 601,000 square foot office building in Manhattan for \$605,000,000. The sale resulted in net proceeds of approximately \$580,000,000, after closing costs, and resulted in a financial statement gain of approximately \$441,000,000. The tax gain of approximately \$484,000,000, was deferred in like-kind exchanges, primarily for the acquisition of the St. Regis Fifth Avenue retail.

#### *Discontinued Operations*

On February 24, 2014, we completed the sale of Broadway Mall in Hicksville, Long Island, New York, for \$94,000,000. The sale resulted in net proceeds of \$92,174,000 after closing costs.

On March 2, 2014, we entered into an agreement to transfer upon completion, the redeveloped Springfield Town Center, a 1,350,000 square foot mall located in Springfield, Fairfax County, Virginia, to PREIT in exchange for \$485,313,000; comprised of \$340,000,000 of cash and 6,250,000 of PREIT operating partnership units (valued at \$145,313,000 or \$23.25 per PREIT unit). In connection therewith, we recorded a non-cash impairment loss of \$20,000,000, which is included in “income from discontinued operations” on our consolidated statements of income.

**VORNADO REALTY TRUST**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**7. Dispositions - continued**

*Discontinued Operations – continued*

On July 8, 2014, we completed the sale of Beverly Connection, a 335,000 square foot power shopping center in Los Angeles, California, for \$260,000,000, of which \$239,000,000 was cash and \$21,000,000 was 10-year mezzanine seller financing. The sale resulted in a net gain of \$44,155,000.

We also sold six of the 22 strip shopping centers which did not fit UE's strategy (see Note 1 – *Organization and Business*), in separate transactions, for an aggregate of \$66,410,000 in cash, which resulted in a net gain aggregating \$22,500,000.

**2013 Activity:**

*New York*

On December 17, 2013, we sold 866 United Nations Plaza, a 360,000 square foot office building in Manhattan for \$200,000,000. The sale resulted in net proceeds of \$146,439,000 after repaying the existing loan and closing costs, and a net gain of \$127,512,000.

*Discontinued Operations*

On January 24, 2013, we sold the Green Acres Mall located in Valley Stream, New York, for \$500,000,000. The sale resulted in net proceeds of \$185,000,000 after repaying the existing loan and closing costs, and a net gain of

\$202,275,000.

On April 15, 2013, we sold The Plant, a power strip shopping center in San Jose, California, for \$203,000,000. The sale resulted in net proceeds of \$98,000,000 after repaying the existing loan and closing costs, and a net gain of \$32,169,000.

On April 15, 2013, we sold a retail property in Philadelphia, which is a part of the Gallery at Market Street, for \$60,000,000. The sale resulted in net proceeds of \$58,000,000, and a net gain of \$33,058,000.

On September 23, 2013, we sold a retail property in Tampa, Florida for \$45,000,000, of which our 75% share was \$33,750,000. Our share of the net proceeds after repaying the existing loan and closing costs were \$20,810,000, and our share of the net gain was \$8,728,000.

We also sold 12 other properties, in separate transactions, for an aggregate of \$82,300,000, in cash, which resulted in a net gain aggregating \$7,851,000.

## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 7. Dispositions - continued

In accordance with the provisions of ASC 360, *Property, Plant, and Equipment*, we have reclassified the revenues and expenses of all of the properties discussed above to “income from discontinued operations” and the related assets and liabilities to “assets related to discontinued operations” and “liabilities related to discontinued operations” for all of the periods presented in the accompanying financial statements. The net gains resulting from the sale of these properties are included in “income from discontinued operations” on our consolidated statements of income. The tables below set forth the assets and liabilities related to discontinued operations at December 31, 2015 and 2014, and their combined results of operations for the years ended December 31, 2015, 2014 and 2013.

(Amounts in thousands)

|  | <b>Balance as of</b>         |                              |
|--|------------------------------|------------------------------|
|  | <b>December 31,<br/>2015</b> | <b>December 31,<br/>2014</b> |
| <b>Assets related to discontinued operations:</b>      |                              |                              |
| Real estate, net                                       | \$ 29,561                    | \$ 2,028,677                 |
| Other assets   | 7,459                        | 205,451                      |
|  | \$ 37,020                    | \$ 2,234,128                 |
| <b>Liabilities related to discontinued operations:</b> |                              |                              |
| Mortgages payable, net                                 | \$ -                         | \$ 1,278,182                 |
| Other liabilities (primarily deferred revenue in 2014) | 12,470                       | 222,827                      |
|  | \$ 12,470                    | \$ 1,501,009                 |

(Amounts in thousands)

|   | <b>For the Year Ended December 31,</b> |             |             |
|---|--|-------------|-------------|
|   | <b>2015</b>                            | <b>2014</b> | <b>2013</b> |
| <b>Income from discontinued operations:</b>       |  |             |             |
| Total revenues                                    | \$ 27,831                              | \$ 395,786  | \$ 502,061  |
| Total expenses                                    | 17,651                                 | 274,107     | 310,364     |
|   | 10,180                                 | 121,679     | 191,697     |
| Net gains on sales of real estate                 | 65,396                                 | 507,192     | 414,502     |
| Transaction related costs (primarily UE spin off) | (22,972)                               | (14,956)    | -           |
| Impairment losses                                 | (256)                                  | (26,518)    | (37,170)    |
| Net gain on sale of asset other than real estate  | -                                      | -           | 1,377       |

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|  |           |            |            |
|--|-----------|------------|------------|
| Pretax income from discontinued operations | 52,348    | 587,397    | 570,406    |
| Income tax expense                         | (86)      | (1,721)    | (2,311)    |
| Income from discontinued operations        | \$ 52,262 | \$ 585,676 | \$ 568,095 |

**Cash flows related to discontinued operations:**

|                                      |             |            |            |
|--------------------------------------|-------------|------------|------------|
| Cash flows from operating activities | \$ (33,462) | \$ 123,837 | \$ 279,436 |
| Cash flows from investing activities | 346,865     | (180,019)  | (117,497)  |

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## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

**8. Identified Intangible Assets and Liabilities**

The following summarizes our identified intangible assets (primarily acquired above-market leases) and liabilities (primarily acquired below-market leases) as of December 31, 2015 and 2014.

| (Amounts in thousands)   | <b>Balance as of December 31,</b> |             |
|--|-----------------------------------|-------------|
|  | <b>2015</b>                       | <b>2014</b> |
| <b>Identified intangible assets:</b>                                     |                                   |             |
| Gross amount   | \$ 415,261                        | \$ 424,976  |
| Accumulated amortization   | (187,360)                         | (199,821)   |
| Net  | \$ 227,901                        | \$ 225,155  |
| <b>Identified intangible liabilities (included in deferred revenue):</b> |                                   |             |
| Gross amount   | \$ 643,488                        | \$ 657,976  |
| Accumulated amortization   | (325,340)                         | (329,775)   |
| Net  | \$ 318,148                        | \$ 328,201  |

Amortization of acquired below-market leases, net of acquired above-market leases, resulted in an increase to rental income of \$78,749,000, \$37,516,000 and \$41,970,000 for the years ended December 31, 2015, 2014 and 2013, respectively. Estimated annual amortization of acquired below-market leases, net of acquired above-market leases, for each of the five succeeding years commencing January 1, 2016 is as follows:

| (Amounts in thousands) |           |
|------------------------|-----------|
| 2016                   | \$ 52,359 |
| 2017                   | 44,501    |
| 2018                   | 43,028    |
| 2019                   | 31,011    |
| 2020                   | 23,320    |

Amortization of all other identified intangible assets (a component of depreciation and amortization expense) was \$36,659,000, \$28,275,000 and \$61,915,000 for the years ended December 31, 2015, 2014 and 2013, respectively. Estimated annual amortization of all other identified intangible assets including acquired in-place leases, customer relationships, and third party contracts for each of the five succeeding years commencing January 1, 2016 is as follows:

(Amounts in thousands)

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|      |    |        |
|------|----|--------|
| 2016 | \$ | 29,349 |
| 2017 |    | 24,427 |
| 2018 |    | 20,063 |
| 2019 |    | 15,779 |
| 2020 |    | 12,345 |

We are a tenant under ground leases at certain properties. Amortization of these acquired below-market leases, net of above-market leases, resulted in an increase to rent expense of \$1,832,000, \$1,832,000, and \$2,745,000 for the years ended December 31, 2015, 2014 and 2013. Estimated annual amortization of these below-market leases, net of above-market leases, for each of the five succeeding years commencing January 1, 2016 is as follows:

|                        |    |       |
|------------------------|----|-------|
| (Amounts in thousands) |    |       |
| 2016                   | \$ | 1,832 |
| 2017                   |    | 1,832 |
| 2018                   |    | 1,832 |
| 2019                   |    | 1,832 |
| 2020                   |    | 1,832 |

**VORNADO REALTY TRUST**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**9. Debt**

*Secured Debt*

On April 1, 2015, we completed a \$308,000,000 refinancing of RiverHouse Apartments, a three building, 1,670 unit rental complex located in Arlington, VA. The loan is interest only at LIBOR plus 1.28% (1.52% at December 31, 2015) and matures in 2025. We realized net proceeds of approximately \$43,000,000. The property was previously encumbered by a 5.43%, \$195,000,000 mortgage maturing in April 2015 and a \$64,000,000 mortgage at LIBOR plus 1.53% maturing in 2018.

On June 2, 2015, we completed a \$205,000,000 financing in connection with the acquisition of 150 West 34<sup>th</sup> Street (see Note 4 – *Acquisitions*). The loan bears interest at LIBOR plus 2.25% (2.52% at December 31, 2015) and matures in 2018 with two one-year extension options.

On July 28, 2015, we completed a \$580,000,000 refinancing of 100 West 33rd Street, a 1.1 million square foot property comprised of 855,000 square feet of office space and the 256,000 square foot Manhattan Mall. The loan is interest only at LIBOR plus 1.65% (1.92% at December 31, 2015) and matures in July 2020. We realized net proceeds of approximately \$242,000,000.

On September 22, 2015, we upsized the loan on our 220 Central Park South development by \$350,000,000 to \$950,000,000. The interest rate on the loan is LIBOR plus 2.00% (2.42% at December 31, 2015) and the final maturity date is 2020. In connection with the upsizing, the standby commitment for a \$500,000,000 mezzanine loan for this development has been terminated by payment of a \$15,000,000 contractual termination fee, which was capitalized as a component of “development costs and construction in progress” on our consolidated balance sheet as of December 31, 2015.

On December 11, 2015, we completed a \$375,000,000 refinancing of 888 Seventh Avenue, a 882,000 square foot Manhattan office building. The five-year loan is interest only at LIBOR plus 1.60% (1.92% at December 31, 2015) which was swapped for the term of the loan to a fixed rate of 3.15% and matures in December 2020. We realized net proceeds of approximately \$49,000,000.

On December 21, 2015, we completed a \$450,000,000 financing of the retail condominium of the St. Regis Hotel and the adjacent retail town house located on Fifth Avenue at 55th Street. The loan matures in December 2020, with two one-year extension options. The loan is interest only at LIBOR plus 1.80% (2.19% at December 31, 2015) for the first three years, LIBOR plus 1.90% for years four and five, and LIBOR plus 2.00% during the extension periods. We own a 74.3% controlling interest in the joint venture which owns the property.

*Senior Unsecured Notes*

On January 1, 2015, we redeemed all of the \$500,000,000 principal amount of our outstanding 4.25% senior unsecured notes, which were scheduled to mature on April 1, 2015, at a redemption price of 100% of the principal amount plus accrued interest through December 31, 2014.

*Unsecured Term Loan*

On October 30, 2015, we entered into an unsecured delayed-draw term loan facility in the maximum amount of \$750,000,000. The facility matures in October 2018 with two one-year extension options. The interest rate is LIBOR plus 1.15% (1.40% at December 31, 2015) with a fee of 0.20% per annum on the unused portion. At closing, we drew \$187,500,000. The facility provides that the maximum amount available is twice the amount outstanding on April 29, 2016, limited to \$750,000,000, and all draws must be made by October 2017. This facility, together with the \$950,000,000 development loan mentioned above, provides the funding for our 220 Central Park South development.

## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 9. Debt – continued

The following is a summary of our debt:

| (Amounts in thousands)                  | <b>Weighted<br/>Average<br/>Interest Rate at<br/>December 31,<br/>2015</b> | <b>Balance at December 31,</b> |              |
|---|--|--------------------------------|--------------|
|   |  | <b>2015</b>                    | <b>2014</b>  |
| <b>Mortgages Payable:</b>               |  |                                |              |
| Fixed rate                              | 4.29%  | \$ 6,356,634                   | \$ 6,497,286 |
| Variable rate                           | 2.14%  | 3,258,204                      | 1,763,769    |
| Total                                   | 3.56%  | 9,614,838                      | 8,261,055    |
| Deferred financing costs, net and other |  | (101,125)                      | (73,212)     |
| Total, net                              |  | \$ 9,513,713                   | \$ 8,187,843 |
| <b>Unsecured Debt:</b>                  |  |                                |              |
| Senior unsecured notes                  | 3.68%  | \$ 850,000                     | \$ 1,350,000 |
| Deferred financing costs, net and other |  | (5,841)                        | (7,506)      |
| Senior unsecured<br>notes, net          |  | 844,159                        | 1,342,494    |
| Unsecured term loan                     | 1.40%  | 187,500                        | -            |
| Deferred financing costs, net and other |  | (4,362)                        | -            |
| Unsecured term<br>loan, net             |  | 183,138                        | -            |
| Unsecured revolving credit facilities   | 1.38%  | 550,000                        | -            |
| Total, net                              |  | \$ 1,577,297                   | \$ 1,342,494 |

The net carrying amount of properties collateralizing the mortgages payable amounted to \$9.6 billion at December 31, 2015. As of December 31, 2015, the principal repayments required for the next five years and thereafter are as follows:

(Amounts in thousands)

| <b>Year Ending December 31,</b> | <b>Mortgages Payable</b> | <b>Senior Unsecured<br/>Debt and<br/>Unsecured<br/>Revolving Credit<br/>Facilities</b> |
|---------------------------------|--------------------------|--|
| 2016                            | \$ 1,095,366             | \$ 550,000   |
| 2017                            | 411,113                  | -  |
| 2018                            | 441,354                  | -  |
| 2019                            | 379,122                  | 450,000  |
| 2020                            | 2,835,451                | 187,500  |
| Thereafter                      | 4,452,432                | 400,000  |

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## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

**10. Redeemable Noncontrolling Interests**

Redeemable noncontrolling interests on our consolidated balance sheets are primarily comprised of Class A Operating Partnership units held by third parties and are recorded at the greater of their carrying amount or redemption value at the end of each reporting period. Changes in the value from period to period are charged to “additional capital” in our consolidated statements of changes in equity. Class A units may be tendered for redemption to the Operating Partnership for cash; we, at our option, may assume that obligation and pay the holder either cash or Vornado common shares on a one-for-one basis. Because the number of Vornado common shares outstanding at all times equals the number of Class A units owned by Vornado, the redemption value of each Class A unit is equivalent to the market value of one Vornado common share, and the quarterly distribution to a Class A unitholder is equal to the quarterly dividend paid to a Vornado common shareholder.

Below are the details of redeemable noncontrolling interests as of December 31, 2015 and 2014.

(Amounts in thousands, except units and per unit amounts)

| Unit Series                            | Balance as of<br>December 31, |              | Units Outstanding at<br>December 31, |            | Per Unit<br>Liquidation<br>Preference | Preferred or<br>Annual<br>Distribution<br>Rate |
|--|-------------------------------|--------------|--------------------------------------|------------|---------------------------------------|--|
|  | 2015                          | 2014         | 2015                                 | 2014       |                                       |  |
| Common:                                |                               |              |                                      |            |                                       |  |
| Class A                                | \$ 1,223,793                  | \$ 1,336,780 | 12,242,820                           | 11,356,550 | n/a                                   | \$ 2.52  |
| Perpetual Preferred:                   |                               |              |                                      |            |                                       |  |
| (1)                                    |                               |              |                                      |            |                                       |  |
| 5.00% D-16<br>Cumulative<br>Redeemable | \$ 1,000                      | \$ 1,000     | 1                                    | 1          | \$ 1,000,000.00                       | \$ 50,000.00                                   |
| 3.25% D-17<br>Cumulative<br>Redeemable | \$ 4,428                      | \$ -         | 177,100                              | -          | \$ 25.00                              | \$ 0.8125                                      |

(1) Holders may tender units for redemption to the Operating Partnership for cash at their stated redemption amount; we, at our option, may assume that obligation and pay the holders either cash or Vornado preferred shares on a one-for-one basis. These units are redeemable at our option at any time.

Below is a table summarizing the activity of redeemable noncontrolling interests.

|   |              |
|---|--------------|
| (Amounts in thousands)  |              |
| <b>Balance at December 31, 2013</b>                                   | \$ 1,003,620 |
| Net income  | 47,613       |
| Other comprehensive income  | 1,323        |
| Distributions   | (33,469)     |
| Redemption of Class A units for common shares,<br>at redemption value | (27,273)     |
| Adjustments to carry redeemable Class A units at<br>redemption value  | 315,276      |
| Other, net  | 30,690       |
| <b>Balance at December 31, 2014</b>                                   | 1,337,780    |
| Net income  | 43,231       |
| Other comprehensive income  | (2,866)      |
| Distributions   | (30,263)     |
| Redemption of Class A units for common shares,<br>at redemption value | (48,230)     |
| Adjustments to carry redeemable Class A units at<br>redemption value  | (192,464)    |
| Issuance of Class A units   | 80,000       |
| Issuance of Series D-17 Preferred Units                               | 4,428        |
| Other, net  | 37,605       |
| <b>Balance at December 31, 2015</b>                                   | \$ 1,229,221 |

Redeemable noncontrolling interests exclude our Series G-1 through G-4 convertible preferred units and Series D-13 cumulative redeemable preferred units, as they are accounted for as liabilities in accordance with ASC 480, *Distinguishing Liabilities and Equity*, because of their possible settlement by issuing a variable number of Vornado common shares. Accordingly, the fair value of these units is included as a component of “other liabilities” on our consolidated balance sheets and aggregated \$50,561,000 and \$55,097,000 as of December 31, 2015 and 2014, respectively. Changes in the value from period to period, if any, are charged to “interest and debt expense” on our consolidated statements of income.



## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 11. Shareholders' Equity

*Common Shares*

As of December 31, 2015, there were 188,576,853 common shares outstanding. During 2015, we paid an aggregate of \$474,751,000 of common dividends comprised of quarterly common dividends of \$0.63 per share.

*Preferred Shares*

The following table sets forth the details of our preferred shares of beneficial interest as of December 31, 2015 and 2014.

| (Amounts in thousands,<br>except share and<br>per share amounts)      | <b>Balance as of<br/>December 31,</b> |             | <b>Shares Outstanding at<br/>December 31,</b> |             | <b>Per Share<br/>Liquidation</b> | <b>Annual<br/>Dividend</b> |
|---|---------------------------------------|-------------|---|-------------|----------------------------------|----------------------------|
| <b>Preferred Shares</b>   | <b>2015</b>                           | <b>2014</b> | <b>2015</b>                                   | <b>2014</b> | <b>Preference</b>                | <b>Rate<sup>(1)</sup></b>  |
| Convertible Preferred:  |                                       |             |   |             |                                  |                            |
| 6.5% Series A:<br>authorized 83,977<br>shares <sup>(2)</sup>          | \$ 1,321                              | \$ 1,393    | 26,629  | 28,939      | \$ 50.00                         | \$ 3.25                    |
| Cumulative Redeemable:  |                                       |             |   |             |                                  |                            |
| 6.625% Series G:<br>authorized<br>8,000,000<br>shares <sup>(3)</sup>  | 193,135                               | 193,135     | 8,000,000                                     | 8,000,000   | \$ 25.00                         | \$ 1.65625                 |
| 6.625% Series I:<br>authorized<br>10,800,000<br>shares <sup>(3)</sup> | 262,379                               | 262,379     | 10,800,000                                    | 10,800,000  | \$ 25.00                         | \$ 1.65625                 |
| 6.875% Series J:<br>authorized<br>9,850,000<br>shares <sup>(3)</sup>  | 238,842                               | 238,842     | 9,850,000                                     | 9,850,000   | \$ 25.00                         | \$ 1.71875                 |

|  |              |              |            |            |          |          |
|--|--------------|--------------|------------|------------|----------|----------|
| 5.70% Series K:<br>authorized<br>12,000,000<br>shares <sup>(3)</sup> | 290,971      | 290,971      | 12,000,000 | 12,000,000 | \$ 25.00 | \$ 1.425 |
| 5.40% Series L:<br>authorized<br>12,000,000<br>shares <sup>(3)</sup> | 290,306      | 290,306      | 12,000,000 | 12,000,000 | \$ 25.00 | \$ 1.35  |
|  | \$ 1,276,954 | \$ 1,277,026 | 52,676,629 | 52,678,939 |          |          |

- (1) Dividends on preferred shares are cumulative and are payable quarterly in arrears.
- (2) Redeemable at our option under certain circumstances, at a redemption price of 1.5934 and 1.4334 common shares per Series A Preferred Share plus accrued and unpaid dividends through the date of redemption, or convertible at any time at the option of the holder for 1.5934 and 1.4334 common shares per Series A Preferred Share, as of December 31, 2015 and 2014, respectively.
- (3) Redeemable at our option at a redemption price of \$25.00 per share, plus accrued and unpaid dividends through the date of redemption.

#### *Accumulated Other Comprehensive Income (Loss)*

The following tables set forth the changes in accumulated other comprehensive income (loss) by component.

(Amounts in thousands)

|                                    | <b>For the Year Ended December 31, 2015</b> |   |  |                                   |              |
|------------------------------------|---|---|--|-----------------------------------|--------------|
|                                    | <b>Total</b>                                | <b>Securities<br/>available-<br/>for-sale</b> | <b>Pro rata share<br/>of<br/>nonconsolidated<br/>subsidiaries'<br/>OCI</b> | <b>Interest<br/>rate<br/>swap</b> | <b>Other</b> |
| Balance as of December 31,<br>2014 | \$ 93,267                                   | \$ 133,774                                    | \$ (8,992)   | \$ (25,803)                       | \$ (5,712)   |
| Net current period OCI             | (46,346)                                    | (55,326)                                      | (327)  | 6,435                             | 2,872        |
| Balance as of December 31,<br>2015 | \$ 46,921                                   | \$ 78,448                                     | \$ (9,319)   | \$ (19,368)                       | \$ (2,840)   |

## **12. Variable Interest Entities (“VIEs”)**

### *Unconsolidated VIEs*

As of December 31, 2015 and 2014, we have six and three unconsolidated VIEs, respectively. We do not consolidate these entities because we are not the primary beneficiary and the nature of our involvement in the activities of these

entities does not give us power over decisions that significantly affect these entities' economic performance. We account for our investment in these entities under the equity method (see Note 6 – *Investments in Partially Owned Entities*). As of December 31, 2015 and 2014, the net carrying amount of our investments in these entities was \$379,939,000 and \$286,783,000, respectively, and our maximum exposure to loss in these entities, is limited to our investments. We did not have any consolidated VIEs as of December 31, 2015 and 2014.

## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 13. Fair Value Measurements

ASC 820 defines fair value and establishes a framework for measuring fair value. The objective of fair value is to determine the price that would be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (the exit price). ASC 820 establishes a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value into three levels: Level 1 – quoted prices (unadjusted) in active markets that are accessible at the measurement date for assets or liabilities; Level 2 – observable prices that are based on inputs not quoted in active markets, but corroborated by market data; and Level 3 – unobservable inputs that are used when little or no market data is available. The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs. In determining fair value, we utilize valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible, as well as consider counterparty credit risk in our assessment of fair value. Considerable judgment is necessary to interpret Level 2 and 3 inputs in determining the fair value of our financial and non-financial assets and liabilities. Accordingly, our fair value estimates, which are made at the end of each reporting period, may be different than the amounts that may ultimately be realized upon sale or disposition of these assets.

*Financial Assets and Liabilities Measured at Fair Value on a Recurring Basis*

Financial assets and liabilities that are measured at fair value on our consolidated balance sheets consist of (i) marketable securities, (ii) real estate fund investments, (iii) the assets in our deferred compensation plan (for which there is a corresponding liability on our consolidated balance sheet), (iv) mandatorily redeemable instruments (Series G-1 through G-4 convertible preferred units and Series D-13 cumulative redeemable preferred units), and (v) interest rate swaps. The tables below aggregate the fair values of these financial assets and liabilities by their levels in the fair value hierarchy at December 31, 2015 and 2014, respectively.

| (Amounts in thousands)  | As of December 31, 2015 |            |         |            |
|---|-------------------------|------------|---------|------------|
|   | Total                   | Level 1    | Level 2 | Level 3    |
| Marketable securities   | \$ 150,997              | \$ 150,997 | \$ -    | \$ -       |
| Real estate fund investments (75% of which is attributable to noncontrolling interests) | 574,761                 | -          | -       | 574,761    |
| Deferred compensation plan assets (included in other assets)                            | 117,475                 | 58,289     | -       | 59,186     |
| Total assets  | \$ 843,233              | \$ 209,286 | \$ -    | \$ 633,947 |

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|  |           |           |           |      |
|--|-----------|-----------|-----------|------|
| Mandatorily redeemable instruments (included in other liabilities) | \$ 50,561 | \$ 50,561 | \$ -      | \$ - |
| Interest rate swaps (included in other liabilities)                | 19,600    | -         | 19,600    | -    |
| Total liabilities  | \$ 70,161 | \$ 50,561 | \$ 19,600 | \$ - |

(Amounts in thousands)

|   | <b>Total</b> | <b>As of December 31, 2014</b> |                |                |
|---|--------------|--------------------------------|----------------|----------------|
|   |              | <b>Level 1</b>                 | <b>Level 2</b> | <b>Level 3</b> |
| Marketable securities   | \$ 206,323   | \$ 206,323                     | \$ -           | \$ -           |
| Real estate fund investments (75% of which is attributable to noncontrolling interests) | 513,973      | -                              | -              | 513,973        |
| Deferred compensation plan assets (included in other assets)                            | 117,284      | 53,969                         | -              | 63,315         |
| Total assets  | \$ 837,580   | \$ 260,292                     | \$ -           | \$ 577,288     |
| Mandatorily redeemable instruments (included in other liabilities)                      | \$ 55,097    | \$ 55,097                      | \$ -           | \$ -           |
| Interest rate swap (included in other liabilities)                                      | 25,797       | -                              | 25,797         | -              |
| Total liabilities   | \$ 80,894    | \$ 55,097                      | \$ 25,797      | \$ -           |

**VORNADO REALTY TRUST**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**13. Fair Value Measurements - continued**

*Financial Assets and Liabilities Measured at Fair Value on a Recurring Basis - continued*

Real Estate Fund Investments

At December 31, 2015, we had six real estate fund investments with an aggregate fair value of \$574,761,000, or \$208,614,000 in excess of cost. These investments are classified as Level 3. We use a discounted cash flow valuation technique to estimate the fair value of each of these investments, which is updated quarterly by personnel responsible for the management of each investment and reviewed by senior management at each reporting period. The discounted cash flow valuation technique requires us to estimate cash flows for each investment over the anticipated holding period, which currently ranges from 1.0 to 5.0 years. Cash flows are derived from property rental revenue (base rents plus reimbursements) less operating expenses, real estate taxes and capital and other costs, plus projected sales proceeds in the year of exit. Property rental revenue is based on leases currently in place and our estimates for future leasing activity, which are based on current market rents for similar space plus a projected growth factor. Similarly, estimated operating expenses and real estate taxes are based on amounts incurred in the current period plus a projected growth factor for future periods. Anticipated sales proceeds at the end of an investment's expected holding period are determined based on the net cash flow of the investment in the year of exit, divided by a terminal capitalization rate, less estimated selling costs.

The fair value of each property is calculated by discounting the future cash flows (including the projected sales proceeds), using an appropriate discount rate and then reduced by the property's outstanding debt, if any, to determine the fair value of the equity in each investment. Significant unobservable quantitative inputs used in determining the fair value of each investment include capitalization rates and discount rates. These rates are based on the location, type and nature of each property, and current and anticipated market conditions, industry publications and from the experience of our Acquisitions and Capital Markets departments. Significant unobservable quantitative inputs in the table below were utilized in determining the fair value of these real estate fund investments at December 31, 2015.

**Weighted Average  
(based on fair**

| <b>Unobservable Quantitative Input</b> | <b>Range</b>   | <b>value of investments)</b> |
|--|----------------|------------------------------|
| Discount rates                         | 12.0% to 14.9% | 13.6%                        |
| Terminal capitalization rates          | 4.8% to 6.1%   | 5.5%                         |

The above inputs are subject to change based on changes in economic and market conditions and/or changes in use or timing of exit. Changes in discount rates and terminal capitalization rates result in increases or decreases in the fair values of these investments. The discount rates encompass, among other things, uncertainties in the valuation models with respect to terminal capitalization rates and the amount and timing of cash flows. Therefore, a change in the fair value of these investments resulting from a change in the terminal capitalization rate, may be partially offset by a change in the discount rate. It is not possible for us to predict the effect of future economic or market conditions on our estimated fair values.

The table below summarizes the changes in the fair value of real estate fund investments that are classified as Level 3, for the years ended December 31, 2015 and 2014.

| (Amounts in thousands)       | <b>For The Year Ended December 31,</b> |             |
|------------------------------|--|-------------|
|                              | <b>2015</b>                            | <b>2014</b> |
| Beginning balance            | \$ 513,973                             | \$ 667,710  |
| Purchases                    | 95,010                                 | 3,392       |
| Dispositions / Distributions | (91,450)                               | (307,268)   |
| Net unrealized gains         | 54,995                                 | 73,802      |
| Net realized gains           | 2,757                                  | 76,337      |
| Other, net                   | (524)                                  | -           |
| Ending balance               | \$ 574,761                             | \$ 513,973  |

## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 13. Fair Value Measurements - continued

*Financial Assets and Liabilities Measured at Fair Value on a Recurring Basis - continued*Deferred Compensation Plan Assets

Deferred compensation plan assets that are classified as Level 3 consist of investments in limited partnerships and investment funds, which are managed by third parties. We receive quarterly financial reports from a third-party administrator, which are compiled from the quarterly reports provided to them from each limited partnership and investment fund. The quarterly reports provide net asset values on a fair value basis which are audited by independent public accounting firms on an annual basis. The third-party administrator does not adjust these values in determining our share of the net assets and we do not adjust these values when reported in our consolidated financial statements.

The table below summarizes the changes in the fair value of deferred compensation plan assets that are classified as Level 3, for the years ended December 31, 2015 and 2014.

| (Amounts in thousands)        | For The Year Ended December 31, |           |
|-------------------------------|---------------------------------|-----------|
|                               | 2015                            | 2014      |
| Beginning balance             | \$ 63,315                       | \$ 68,782 |
| Purchases                     | 9,062                           | 14,162    |
| Sales                         | (13,252)                        | (24,951)  |
| Realized and unrealized gains | (501)                           | 3,415     |
| Other, net                    | 562                             | 1,907     |
| Ending balance                | \$ 59,186                       | \$ 63,315 |

*Fair Value Measurements on a Nonrecurring Basis*



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Assets measured at fair value on a nonrecurring basis on our consolidated balance sheets consist primarily of real estate assets required to be measured for impairment at December 31, 2014. There are no assets measured at fair value on a nonrecurring basis at December 31, 2015. The fair values of real estate assets required to be measured for impairment were determined using widely accepted valuation techniques, including (i) discounted cash flow analysis, which considers, among other things, leasing assumptions, growth rates, discount rates and terminal capitalization rates, (ii) income capitalization approach, which considers prevailing market capitalization rates, and (iii) comparable sales activity.

| (Amounts in thousands) | <b>As of December 31, 2015</b> |                |                |                |
|------------------------|--------------------------------|----------------|----------------|----------------|
|                        | <b>Total</b>                   | <b>Level 1</b> | <b>Level 2</b> | <b>Level 3</b> |
| Real estate assets     | \$ -                           | \$ -           | \$ -           | \$ -           |

  

| (Amounts in thousands) | <b>As of December 31, 2014</b> |                |                |                |
|------------------------|--------------------------------|----------------|----------------|----------------|
|                        | <b>Total</b>                   | <b>Level 1</b> | <b>Level 2</b> | <b>Level 3</b> |
| Real estate assets     | \$ 4,848                       | \$ -           | \$ -           | \$ 4,848       |

## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 13. Fair Value Measurements – continued

*Financial Assets and Liabilities not Measured at Fair Value*

Financial assets and liabilities that are not measured at fair value on our consolidated balance sheets include cash equivalents (primarily money market funds, which invest in obligations of the United States government), mezzanine loan receivable and our secured and unsecured debt. Estimates of the fair value of these instruments are determined by the standard practice of modeling the contractual cash flows required under the instrument and discounting them back to their present value at the appropriate current risk adjusted interest rate, which is provided by a third-party specialist. For floating rate debt, we use forward rates derived from observable market yield curves to project the expected cash flows we would be required to make under the instrument. The fair value of cash equivalents and borrowings under our unsecured revolving credit facilities and unsecured term loan are classified as Level 1, and the fair value of our mezzanine loan receivable as of December 31, 2014 is classified as Level 3. There are no mezzanine loans outstanding as of December 31, 2015. The fair value of our secured and unsecured debt is classified as Level 2. The table below summarizes the carrying amounts and fair value of these financial instruments as of December 31, 2015 and 2014.

| (Amounts in thousands)                               | As of December 31, 2015 |               | As of December 31, 2014 |              |
|--|-------------------------|---------------|-------------------------|--------------|
|  | Carrying Amount         | Fair Value    | Carrying Amount         | Fair Value   |
| Cash equivalents                                     | \$ 1,295,980            | \$ 1,296,000  | \$ 749,418              | \$ 749,000   |
| Mezzanine loan receivable (included in other assets) | -                       | -             | 16,748                  | 17,000       |
|  | \$ 1,295,980            | \$ 1,296,000  | \$ 766,166              | \$ 766,000   |
| Debt:  |                         |               |                         |              |
| Mortgages payable                                    | \$ 9,614,838            | \$ 9,306,000  | \$ 8,261,055            | \$ 8,224,000 |
| Senior unsecured notes                               | 850,000                 | 868,000       | 1,350,000               | 1,385,000    |
| Unsecured term loan                                  | 187,500                 | 187,500       | -                       | -            |
| Unsecured revolving credit facilities                | 550,000                 | 550,000       | -                       | -            |
| Total  | \$ 11,202,338           | \$ 10,911,500 | \$ 9,611,055            | \$ 9,609,000 |

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**VORNADO REALTY TRUST**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**14. Stock-based Compensation**

Our Omnibus Share Plan (the “Plan”), which was approved in May 2010, provides the Compensation Committee of the Board (the “Committee”) the ability to grant incentive and non-qualified stock options, restricted stock, restricted Operating Partnership units and out-performance plan awards to certain of our employees and officers. Under the Plan, awards may be granted up to a maximum of 6,000,000 shares, if all awards granted are Full Value Awards, as defined, and up to 12,000,000 shares, if all of the awards granted are Not Full Value Awards, as defined, plus shares in respect of awards forfeited after May 2010 that were issued pursuant to our 2002 Omnibus Share Plan. Full Value Awards are awards of securities, such as restricted shares, that, if all vesting requirements are met, do not require the payment of an exercise price or strike price to acquire the securities. Not Full Value Awards are awards of securities, such as options, that do require the payment of an exercise price or strike price. This means, for example, if the Committee were to award only restricted shares, it could award up to 6,000,000 restricted shares. On the other hand, if the Committee were to award only stock options, it could award options to purchase up to 12,000,000 shares (at the applicable exercise price). The Committee may also issue any combination of awards under the Plan, with reductions in availability of future awards made in accordance with the above limitations. As of December 31, 2015, we have approximately 3,570,000 shares available for future grants under the Plan, if all awards granted are Full Value Awards, as defined.

In the years ended December 31, 2015, 2014 and 2013, we recognized an aggregate of \$39,846,000, \$36,641,000 and \$34,914,000, respectively, of stock-based compensation expense, which is included as a component of “general and administrative” expenses on our consolidated statements of income. The year ended December 31, 2015 includes \$7,834,000 from the acceleration of the recognition of compensation expense related to 2013-2015 Out-Performance Plans due to the modification of the vesting criteria of awards such that they will fully vest at age 65. The accelerated expense will result in lower general and administrative expense for 2016 of \$3,679,000 and \$4,155,000 thereafter. The details of the various components of our stock-based compensation are discussed below.

*Out-Performance Plans (“the OPPs”)*

OPPs are multi-year, performance-based equity compensation plans under which participants, including our Chairman and Chief Executive Officer, have the opportunity to earn a class of units (“OPP units”) of the Operating Partnership if, and only if, we outperform a predetermined total shareholder return (“TSR”) and/or outperform the market with respect to a relative TSR in any year during the requisite performance periods as described below. OPP units, if earned, become convertible into Class A common units of the Operating Partnership (and ultimately into shares) following vesting.

Awards under the 2012 and 2013 OPP have been earned. Awards under the 2014 and 2015 OPP may be earned if we (i) achieve a TSR level greater than 7% per annum, or 21% over the three-year performance measurement periods (the “Absolute Component”), and/or (ii) achieve a TSR above that of the Index over the three-year performance measurement periods (the “Relative Component”). To the extent awards would be earned under the Absolute Component of each of the OPPs, but we underperform the Index, such awards would be reduced (and potentially fully negated) based on the degree to which we underperform the Index. In certain circumstances, in the event we outperform the Index but awards would not otherwise be fully earned under the Absolute Component, awards may still be earned or increased under the Relative Component. To the extent awards would otherwise be earned under the Relative Component but we fail to achieve at least a 6% per annum absolute TSR, such awards earned under the Relative Component would be reduced based on our absolute TSR, with no awards being earned in the event our TSR during the applicable measurement period is 0% or negative, irrespective of the degree to which we may outperform the Index. Dividends on awards issued accrue during the performance period.

If the designated performance objectives are achieved, OPP units are subject to time-based vesting requirements. Awards earned under the OPPs vest 33% in year three, 33% in year four and 34% in year five. Our executive officers (for the purposes of Section 16 of the Exchange Act) are required to hold earned 2013, 2014 and 2015 OPP awards for one year following vesting.

Below is the summary of the OPP units earned through December 31, 2015 and the aggregate grant date notional and fair values.

| <b>Plan Year</b> | <b>Notional Amount</b> | <b>Grant-Date Fair Value<sup>(1)</sup></b> | <b>OPP Units Earned</b>     |
|------------------|------------------------|--|-----------------------------|
| 2015             | \$ 40,000,000          | \$ 9,120,000                               | To be determined<br>in 2017 |
| 2014             | 50,000,000             | 8,202,000                                  | To be determined<br>in 2016 |
| 2013             | 40,000,000             | 6,814,000                                  | 85,420                      |
| 2012             | 40,000,000             | 12,250,000                                 | 303,202                     |

- (1) Such amounts are being amortized into expense over a five-year period from the date of grant, using a graded vesting attribution model. In the years ended December 31, 2015, 2014 and 2013, we recognized \$15,531,000, \$6,185,000 and \$3,226,000, respectively, of compensation expense related to OPPs. As of December 31, 2015, there was \$5,087,000 of total unrecognized compensation cost related to the OPPs, which will be recognized over a weighted-average period of 1.7 years.

## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 14. Stock-based Compensation - continued

*Stock Options*

Stock options are granted at an exercise price equal to the average of the high and low market price of our common shares on the NYSE on the date of grant, generally vest over four years and expire 10 years from the date of grant. Compensation expense related to stock option awards is recognized on a straight-line basis over the vesting period. In the years ended December 31, 2015, 2014 and 2013, we recognized \$1,298,000, \$4,550,000 and \$8,234,000, respectively, of compensation expense related to stock options that vested during each year. As of December 31, 2015, there was \$1,325,000 of total unrecognized compensation cost related to unvested stock options, which is expected to be recognized over a weighted-average period of 1.7 years.

Below is a summary of our stock option activity for the year ended December 31, 2015.

|  | Shares    | Weighted-Average Exercise Price | Weighted-Average Remaining Contractual Term | Aggregate Intrinsic Value |
|--|-----------|---------------------------------|---|---------------------------|
| Outstanding at January 1, 2015<br>(1)  | 2,965,968 | \$ 60.82                        |   |                           |
| Granted                                | 35,208    | 112.10                          |   |                           |
| Exercised                              | (160,266) | 82.21                           |   |                           |
| Cancelled or expired                   | (13,340)  | 100.21                          |   |                           |
| Outstanding at December 31, 2015       | 2,827,570 | \$ 60.06                        | 4.0   | \$ 115,796,000            |
| Options vested and expected to vest at |           |                                 |   |                           |
| December 31, 2015                      | 2,826,685 | \$ 60.06                        | 4.0   | \$ 115,788,000            |
| Options exercisable at                 |           |                                 |   |                           |
| December 31, 2015                      | 2,741,863 | \$ 59.08                        | 3.8   | \$ 114,653,000            |

(1) Adjusted for the effect of the UE spin-off.

The fair value of each option grant is estimated on the date of grant using an option-pricing model with the following weighted-average assumptions for grants in the years ended December 31, 2015, 2014 and 2013.

|                         | <b>December 31,</b> |             |             |
|-------------------------|---------------------|-------------|-------------|
|                         | <b>2015</b>         | <b>2014</b> | <b>2013</b> |
| Expected volatility     | 35.00%              | 36.00%      | 36.00%      |
| Expected life           | 5.0 years           | 5.0 years   | 5.0 years   |
| Risk free interest rate | 1.56%               | 1.81%       | 0.91%       |
| Expected dividend yield | 3.30%               | 4.10%       | 4.30%       |

The weighted average grant date fair value of options granted during the years ended December 31, 2015, 2014 and 2013 was \$28.85, \$20.31 and \$17.18, respectively. Cash received from option exercises for the years ended December 31, 2015, 2014 and 2013 was \$15,343,000, \$17,441,000 and \$5,915,000, respectively. The total intrinsic value of options exercised during the years ended December 31, 2015, 2014 and 2013 was \$3,873,000, \$18,223,000 and \$3,386,000, respectively.

**VORNADO REALTY TRUST**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**14. Stock-based Compensation - continued**

*Restricted Stock*

Restricted stock awards are granted at the average of the high and low market price of our common shares on the NYSE on the date of grant and generally vest over four years. Compensation expense related to restricted stock awards is recognized on a straight-line basis over the vesting period. In the years ended December 31, 2015, 2014 and 2013, we recognized \$837,000, \$1,303,000 and \$1,344,000, respectively, of compensation expense related to restricted stock awards that vested during each year. As of December 31, 2015, there was \$1,315,000 of total unrecognized compensation cost related to unvested restricted stock, which is expected to be recognized over a weighted-average period of 1.7 years. Dividends paid on unvested restricted stock are charged directly to retained earnings and amounted to \$58,000, \$88,000 and \$110,000 for the years ended December 31, 2015, 2014 and 2013, respectively.

Below is a summary of our restricted stock activity under the Plan for the year ended December 31, 2015.

| <b>Unvested Shares</b>                     | <b>Shares</b> |    | <b>Weighted-Average<br/>Grant-Date<br/>Fair Value</b> |
|--|---------------|----|---|
| Unvested at January 1, 2015 <sup>(1)</sup> | 24,478        | \$ | 78.32   |
| Granted                                    | 8,177         |    | 110.84  |
| Vested                                     | (11,298)      |    | 78.08   |
| Cancelled or expired                       | (1,765)       |    | 88.69   |
| Unvested at December 31, 2015              | 19,592        |    | 91.09   |

(1) Adjusted for the effect of the UE spin-off.

Restricted stock awards granted in 2015, 2014 and 2013 had a fair value of \$906,000, \$1,048,000 and \$857,000, respectively. The fair value of restricted stock that vested during the years ended December 31, 2015, 2014 and 2013 was \$882,000, \$1,174,000 and \$1,194,000, respectively.

*Restricted Operating Partnership Units ("OP Units")*

OP Units are granted at the average of the high and low market price of our common shares on the NYSE on the date of grant, vest ratably over four years and are subject to a taxable book-up event, as defined. Compensation expense related to OP Units is recognized ratably over the vesting period using a graded vesting attribution model. In the years ended December 31, 2015, 2014 and 2013, we recognized \$22,180,000, \$24,603,000 and \$22,110,000, respectively, of compensation expense related to OP Units that vested during each year. As of December 31, 2015, there was \$18,625,000 of total unrecognized compensation cost related to unvested OP Units, which is expected to be recognized over a weighted-average period of 1.6 years. Distributions paid on unvested OP Units are charged to “net income attributable to noncontrolling interests in the Operating Partnership” on our consolidated statements of income and amounted to \$2,414,000, \$2,866,000 and \$2,598,000 in the years ended December 31, 2015, 2014 and 2013, respectively.

Below is a summary of restricted OP unit activity under the Plan for the year ended December 31, 2015.

| <b>Unvested Units</b>                      | <b>Units</b> |    | <b>Weighted-Average<br/>Grant-Date<br/>Fair Value</b> |
|--|--------------|----|---|
| Unvested at January 1, 2015 <sup>(1)</sup> | 721,662      | \$ | 74.38   |
| Granted                                    | 197,497      |    | 102.75  |
| Vested                                     | (270,443)    |    | 74.22   |
| Cancelled or expired                       | (9,699)      |    | 83.89   |
| Unvested at December 31, 2015              | 639,017      |    | 83.07   |

(1) Adjusted for the effect of the UE spin-off.

OP Units granted in 2015, 2014 and 2013 had a fair value of \$20,293,000, \$19,669,000 and \$31,947,000, respectively. The fair value of OP Units that vested during the years ended December 31, 2015, 2014 and 2013 was \$20,072,000, \$22,758,000 and \$16,404,000, respectively.



## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

**15. Fee and Other Income**

The following table sets forth the details of our fee and other income:

| (Amounts in thousands)                | For the Year Ended December 31, |            |            |
|---------------------------------------|---------------------------------|------------|------------|
|                                       | 2015                            | 2014       | 2013       |
| BMS cleaning fees                     | \$ 82,113                       | \$ 85,658  | \$ 66,505  |
| Lease termination fees <sup>(1)</sup> | 27,233                          | 16,362     | 32,630     |
| Management and leasing fees           | 16,831                          | 19,905     | 23,073     |
| Other income                          | 38,528                          | 33,281     | 33,363     |
|                                       | \$ 164,705                      | \$ 155,206 | \$ 155,571 |

- (1) The year ended December 31, 2015 includes \$15,000 related to the New York Stock Exchange lease termination at 20 Broad Street. The year ended December 31, 2013 includes \$19,500 from a tenant at 1290 Avenue of the Americas, of which our 70% share, net of a \$1,529 write-off of the straight lining of rents, was \$12,121; and \$3,000 from the termination of our subsidiaries' agreements with Cuyahoga County to operate the Cleveland Medical Mart Convention Center.

The above table excludes fee income from partially owned entities, which is included in "loss from partially owned entities" (see Note 6 – *Investments in Partially Owned Entities*).

**16. Interest and Other Investment Income (Loss), Net**

The following table sets forth the details of our interest and other investment income (loss), net:

| (Amounts in thousands)   | For the Year Ended December 31, |           |           |
|--|---------------------------------|-----------|-----------|
|  | 2015                            | 2014      | 2013      |
| Dividends on marketable securities   | \$ 12,836                       | \$ 12,707 | \$ 11,446 |
| Interest on loans receivable   | 6,371                           | 6,107     | 20,683    |
| Mark-to-market of investments in our deferred compensation plan <sup>(1)</sup> | 111                             | 11,557    | 10,636    |
| Losses from the disposition of investment in J.C. Penney                       | -                               | -         | (72,974)  |
| Other, net   | 7,660                           | 8,381     | 5,322     |

\$ 26,978                      \$ 38,752                      \$ (24,887)

- (1) This income is entirely offset by the expense resulting from the mark-to-market of the deferred compensation plan liability, which is included in "general and administrative" expense.

## 17. Interest and Debt Expense

The following table sets forth the details of our interest and debt expense.

(Amounts in thousands)

|  | <b>For the Year Ended December 31,</b> |             |             |
|--|--|-------------|-------------|
|  | <b>2015</b>                            | <b>2014</b> | <b>2013</b> |
| Interest expense                         | \$ 405,169                             | \$ 430,278  | \$ 444,412  |
| Amortization of deferred financing costs | 32,161                                 | 45,263      | 23,673      |
| Capitalized interest and debt expense    | (59,305)                               | (62,786)    | (42,303)    |
|  | \$ 378,025                             | \$ 412,755  | \$ 425,782  |

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## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

**18. Income Per Share**

The following table provides a reconciliation of both net income and the number of common shares used in the computation of (i) basic income per common share - which includes the weighted average number of common shares outstanding without regard to dilutive potential common shares, and (ii) diluted income per common share - which includes the weighted average common shares and dilutive share equivalents. Dilutive share equivalents may include our Series A convertible preferred shares, employee stock options and restricted stock awards.

(Amounts in thousands, except per share amounts)

|  | <b>Year Ended December 31,</b> |             |             |
|--|--------------------------------|-------------|-------------|
|  | <b>2015</b>                    | <b>2014</b> | <b>2013</b> |
| <b>Numerator:</b>  |                                |             |             |
| Income (loss) from continuing operations, net of income attributable to noncontrolling interests | \$ 711,240                     | \$ 312,700  | \$ (56,727) |
| Income from discontinued operations, net of income attributable to noncontrolling interests      | 49,194                         | 552,152     | 532,698     |
| Net income attributable to Vornado   | 760,434                        | 864,852     | 475,971     |
| Preferred share dividends  | (80,578)                       | (81,464)    | (82,807)    |
| Preferred unit and share redemptions   | -                              | -           | (1,130)     |
| Net income attributable to common shareholders   | 679,856                        | 783,388     | 392,034     |
| Earnings allocated to unvested participating securities  | (81)                           | (125)       | (110)       |
| Numerator for basic income per share   | 679,775                        | 783,263     | 391,924     |
| Impact of assumed conversions:   |                                |             |             |
| Convertible preferred share dividends  | 91                             | 97          | -           |
| Numerator for diluted income per share   | \$ 679,866                     | \$ 783,360  | \$ 391,924  |
| <b>Denominator:</b>  |                                |             |             |
| Denominator for basic income per share – weighted average shares                                 | 188,353                        | 187,572     | 186,941     |
| Effect of dilutive securities <sup>(1)</sup> :   |                                |             |             |
| Employee stock options and restricted share awards   | 1,166                          | 1,075       | 768         |
| Convertible preferred shares   | 45                             | 43          | -           |
| Denominator for diluted income per share – weighted average shares and assumed conversions       | 189,564                        | 188,690     | 187,709     |
| <b>INCOME (LOSS) PER COMMON SHARE – BASIC:</b>   |                                |             |             |
| Income (loss) from continuing operations, net  | \$ 3.35                        | \$ 1.23     | \$ (0.75)   |

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|  |         |         |         |
|--|---------|---------|---------|
| Income from discontinued operations, net | 0.26    | 2.95    | 2.85    |
| Net income per common share              | \$ 3.61 | \$ 4.18 | \$ 2.10 |

**INCOME (LOSS) PER COMMON SHARE –  
DILUTED:**

|   |         |         |           |
|---|---------|---------|-----------|
| Income (loss) from continuing operations, net | \$ 3.33 | \$ 1.22 | \$ (0.75) |
| Income from discontinued operations, net      | 0.26    | 2.93    | 2.84      |
| Net income per common share                   | \$ 3.59 | \$ 4.15 | \$ 2.09   |

- (1) The effect of dilutive securities in the years ended December 31, 2015, 2014 and 2013 excludes an aggregate of 11,744, 11,238 and 11,752 weighted average common share equivalents, respectively, as their effect was anti-dilutive.

## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

**19. Leases***As lessor:*

We lease space to tenants under operating leases. Most of the leases provide for the payment of fixed base rentals payable monthly in advance. Office building leases generally require the tenants to reimburse us for operating costs and real estate taxes above their base year costs. Shopping center leases provide for pass-through to tenants the tenant's share of real estate taxes, insurance and maintenance. Shopping center leases also provide for the payment by the lessee of additional rent based on a percentage of the tenants' sales. As of December 31, 2015, future base rental revenue under non-cancelable operating leases, excluding rents for leases with an original term of less than one year and rents resulting from the exercise of renewal options, are as follows:

| (Amounts in thousands)          |              |
|---------------------------------|--------------|
| <b>Year Ending December 31:</b> |              |
| 2016                            | \$ 1,633,615 |
| 2017                            | 1,686,056    |
| 2018                            | 1,644,440    |
| 2019                            | 1,496,805    |
| 2020                            | 1,349,724    |
| Thereafter                      | 8,103,382    |

These amounts do not include percentage rentals based on tenants' sales. These percentage rents approximated \$5,760,000, \$6,343,000 and \$7,344,000, for the years ended December 31, 2015, 2014 and 2013, respectively.

None of our tenants accounted for more than 10% of total revenues in any of the years ended December 31, 2015, 2014 and 2013.

*As lessee:*

We are a tenant under operating leases for certain properties. These leases have terms that expire during the next thirty years. Future minimum lease payments under operating leases at December 31, 2015 are as follows:

(Amounts in thousands)

**Year Ending December 31:**

|            |    |           |
|------------|----|-----------|
| 2016       | \$ | 33,265    |
| 2017       |    | 34,831    |
| 2018       |    | 35,317    |
| 2019       |    | 35,826    |
| 2020       |    | 36,353    |
| Thereafter |    | 1,557,541 |

Rent expense was \$38,887,000, \$36,315,000 and \$35,913,000 for the years ended December 31, 2015, 2014 and 2013, respectively.

**VORNADO REALTY TRUST****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****19. Leases - continued**

We are also a lessee under a capital lease under which we will redevelop the retail and signage components of the Marriott Marquis Times Square Hotel. The lease has put/call options, which if exercised would lead to our ownership. Capitalized leases are recorded at the present value of future minimum lease payments or the fair market value of the property. Capitalized leases are depreciated on a straight-line basis over the estimated life of the asset or life of the related lease. Depreciation expense on capital leases is included in “depreciation and amortization” on our consolidated statements of income. As of December 31, 2015, future minimum lease payments under this capital lease are as follows:

|                                       |            |
|---------------------------------------|------------|
| (Amounts in thousands)                |            |
| <b>Year Ending December 31:</b>       |            |
| 2016                                  | \$ 12,500  |
| 2017                                  | 12,500     |
| 2018                                  | 12,500     |
| 2019                                  | 12,500     |
| 2020                                  | 12,500     |
| Thereafter                            | 322,292    |
| Total minimum obligations             | 384,792    |
| Interest portion                      | (144,792)  |
| Present value of net minimum payments | \$ 240,000 |

At December 31, 2015, the gross carrying amount of the property leased under the capital lease was \$424,369,000, which is a component of “buildings and improvements” on our consolidated balance sheet.

**20. Multiemployer Benefit Plans**

Our subsidiaries make contributions to certain multiemployer defined benefit plans (“Multiemployer Pension Plans”) and health plans (“Multiemployer Health Plans”) for our union represented employees, pursuant to the respective collective bargaining agreements.

*Multiemployer Pension Plans*

Multiemployer Pension Plans differ from single-employer pension plans in that (i) contributions to multiemployer plans may be used to provide benefits to employees of other participating employers and (ii) if other participating employers fail to make their contributions, each of our participating subsidiaries may be required to bear its then pro rata share of unfunded obligations. If a participating subsidiary withdraws from a plan in which it participates, it may be subject to a withdrawal liability. As of December 31, 2015, our subsidiaries' participation in these plans was not significant to our consolidated financial statements.

In the years ended December 31, 2015, 2014 and 2013, our subsidiaries contributed \$10,878,000, \$11,431,000 and \$10,223,000, respectively, towards Multiemployer Pension Plans, which is included as a component of "operating" expenses on our consolidated statements of income. Our subsidiaries' contributions did not represent more than 5% of total employer contributions in any of these plans for the years ended December 31, 2015, 2014 and 2013.

#### *Multiemployer Health Plans*

Multiemployer Health Plans in which our subsidiaries participate provide health benefits to eligible active and retired employees. In the years ended December 31, 2015, 2014 and 2013, our subsidiaries contributed \$29,269,000, \$29,073,000 and \$26,262,000, respectively, towards these plans, which is included as a component of "operating" expenses on our consolidated statements of income.



**VORNADO REALTY TRUST**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**21. Commitments and Contingencies**

*Insurance*

We maintain general liability insurance with limits of \$300,000,000 per occurrence and per property, and all risk property and rental value insurance with limits of \$2.0 billion per occurrence, with sub-limits for certain perils such as flood and earthquake. Our California properties have earthquake insurance with coverage of \$180,000,000 per occurrence and in the annual aggregate, subject to a deductible in the amount of 5% of the value of the affected property. We maintain coverage for terrorism acts with limits of \$4.0 billion per occurrence and in the aggregate, and \$2.0 billion per occurrence and in the aggregate for terrorism involving nuclear, biological, chemical and radiological (“NBCR”) terrorism events, as defined by Terrorism Risk Insurance Program Reauthorization Act of 2015, which expires in December 2020.

Penn Plaza Insurance Company, LLC (“PPIC”), our wholly owned consolidated subsidiary, acts as a re-insurer with respect to a portion of all risk property and rental value insurance and a portion of our earthquake insurance coverage, and as a direct insurer for coverage for acts of terrorism including NBCR acts. Coverage for acts of terrorism (excluding NBCR acts) is fully reinsured by third party insurance companies and the Federal government with no exposure to PPIC. For NBCR acts, PPIC is responsible for a deductible of \$3,200,000 (\$2,400,000 effective January 1, 2016) per occurrence and 15% of the balance of a covered loss (16% effective January 1, 2016) and the Federal government is responsible for the remaining 85% of a covered loss (84% effective January 1, 2016). We are ultimately responsible for any loss incurred by PPIC.

We continue to monitor the state of the insurance market and the scope and costs of coverage for acts of terrorism. However, we cannot anticipate what coverage will be available on commercially reasonable terms in the future.

Our debt instruments, consisting of mortgage loans secured by our properties which are non-recourse to us, senior unsecured notes and revolving credit agreements contain customary covenants requiring us to maintain insurance. Although we believe that we have adequate insurance coverage for purposes of these agreements, we may not be able to obtain an equivalent amount of coverage at reasonable costs in the future. Further, if lenders insist on greater coverage than we are able to obtain it could adversely affect our ability to finance our properties and expand our portfolio.

*Other Commitments and Contingencies*

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

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

Our mortgage loans are non-recourse to us. However, in certain cases we have provided guarantees or master leased tenant space. These guarantees and master leases terminate either upon the satisfaction of specified circumstances or repayment of the underlying loans. As of December 31, 2015, the aggregate dollar amount of these guarantees and master leases is approximately \$427,000,000.

At December 31, 2015, \$38,096,000 of letters of credit were outstanding under one of our unsecured revolving credit facilities. Our unsecured revolving credit facilities contain financial covenants that require us to maintain minimum interest coverage and maximum debt to market capitalization ratios, and provide for higher interest rates in the event of a decline in our ratings below Baa3/BBB. Our unsecured revolving credit facilities also contain customary conditions precedent to borrowing, including representations and warranties, and also contain customary events of default that could give rise to accelerated repayment, including such items as failure to pay interest or principal.

As of December 31, 2015, we expect to fund additional capital to certain of our partially owned entities aggregating approximately \$70,000,000.

As of December 31, 2015, we have construction commitments aggregating \$873,800,000.

**VORNADO REALTY TRUST**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**22. Related Party Transactions**

*Alexander's*

We own 32.4% of Alexander's. Steven Roth, the Chairman of our Board and Chief Executive Officer is also the Chairman of the Board and Chief Executive Officer of Alexander's. We provide various services to Alexander's in accordance with management, development and leasing agreements. These agreements are described in Note 6 - *Investments in Partially Owned Entities*.

On January 15, 2015, we completed the spin-off of 79 strip shopping centers, three malls, a warehouse park and \$225,000,000 of cash to UE and the transfer of all of the employees responsible for the management and leasing of those assets. In addition, we entered into agreements with UE to provide management and leasing services, on our behalf, for Alexander's Rego Park retail assets. Fees for these services are similar to the fees we are receiving from Alexander's as described in Note 6 - *Investments in Partially Owned Entities*.

*Interstate Properties ("Interstate")*

Interstate is a general partnership in which Mr. Roth is the managing general partner. David Mandelbaum and Russell B. Wight, Jr., Trustees of Vornado and Directors of Alexander's, are Interstate's two other general partners. As of December 31, 2015, Interstate and its partners beneficially owned an aggregate of approximately 7.1% of the common shares of beneficial interest of Vornado and 26.3% of Alexander's common stock.

We manage and lease the real estate assets of Interstate pursuant to a management agreement for which we receive an annual fee equal to 4% of annual base rent and percentage rent. The management agreement has a term of one year and is automatically renewable unless terminated by either of the parties on 60 days' notice at the end of the term. We believe, based upon comparable fees charged by other real estate companies, that the management agreement terms are fair to us. We earned \$541,000, \$535,000, and \$606,000 of management fees under the agreement for the years ended December 31, 2015, 2014 and 2013.

**23. Summary of Quarterly Results (Unaudited)**

The following summary represents the results of operations for each quarter in 2015 and 2014:

(Amounts in thousands, except per share amounts)

|              |                 | <b>Net Income<br/>Attributable<br/>to Common<br/>Shareholders</b> | <b>Net Income Per<br/>Common Share (2)</b> |                |
|--------------|-----------------|---|--|----------------|
|              | <b>Revenues</b> | <b>(1)</b>  | <b>Basic</b>                               | <b>Diluted</b> |
| <b>2015</b>  |                 |   |  |                |
| December 31  | \$ 651,581      | \$ 230,742  | \$ 1.22                                    | \$ 1.22        |
| September 30 | 627,596         | 198,870   | 1.05                                       | 1.05           |
| June 30      | 616,288         | 165,651   | 0.88                                       | 0.87           |
| March 31     | 606,802         | 84,593  | 0.45                                       | 0.45           |
| <b>2014</b>  |                 |   |  |                |
| December 31  | \$ 597,010      | \$ 513,238  | \$ 2.73                                    | \$ 2.72        |
| September 30 | 578,710         | 131,159   | 0.70                                       | 0.69           |
| June 30      | 574,411         | 76,642  | 0.41                                       | 0.41           |
| March 31     | 562,381         | 62,349  | 0.33                                       | 0.33           |

(1) Fluctuations among quarters resulted primarily from non-cash impairment losses, mark-to-market of derivative instruments, net gains on sale of real estate and from seasonality of business operations.

(2) The total for the year may differ from the sum of the quarters as a result of weighting.

## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 24. Segment Information

As a result of the spin-off of substantially all of our Retail Properties segment (see Note 7 – *Dispositions*), the remaining retail properties no longer meet the criteria to be a separate reportable segment. In addition, as a result of our investment in Toys being reduced to zero, we suspended equity method accounting for our investment in Toys (see Note 6 – *Investments in Partially Owned Entities*) and the Toys segment no longer meets the criteria to be a separate reportable segment. Accordingly, effective January 1, 2015, the Retail Properties segment and Toys have been reclassified to the Other segment. Below is a summary of net income and a reconciliation of net income to EBITDA<sup>(1)</sup> by segment for the years ended December 31, 2015, 2014 and 2013.

| (Amounts in thousands)   | For the Year Ended December 31, 2015 |              |                   |            |
|--|--------------------------------------|--------------|-------------------|------------|
|  | Total                                | New York     | Washington,<br>DC | Other      |
| Total revenues   | \$ 2,502,267                         | \$ 1,695,925 | \$ 532,812        | \$ 273,530 |
| Total expenses   | 1,742,019                            | 1,032,015    | 390,921           | 319,083    |
| Operating income (loss)  | 760,248                              | 663,910      | 141,891           | (45,553)   |
| (Loss) income from partially owned entities                        | (12,630)                             | 655          | (5,083)           | (8,202)    |
| Income from real estate fund investments                           | 74,081                               | -            | -                 | 74,081     |
| Interest and other investment income (loss), net                   | 26,978                               | 7,722        | (262)             | 19,518     |
| Interest and debt expense  | (378,025)                            | (194,278)    | (68,727)          | (115,020)  |
| Net gain on disposition of wholly owned and partially owned assets | 251,821                              | 142,693      | 102,404           | 6,724      |
| Income (loss) before income taxes                                  | 722,473                              | 620,702      | 170,223           | (68,452)   |
| Income tax benefit (expense)                                       | 84,695                               | (4,379)      | (317)             | 89,391     |
| Income from continuing operations                                  | 807,168                              | 616,323      | 169,906           | 20,939     |
| Income from discontinued operations                                | 52,262                               | -            | -                 | 52,262     |
| Net income   | 859,430                              | 616,323      | 169,906           | 73,201     |
| Less net income attributable to noncontrolling interests           | (98,996)                             | (13,022)     | -                 | (85,974)   |
| Net income (loss) attributable to Vornado                          | 760,434                              | 603,301      | 169,906           | (12,773)   |
| Interest and debt expense <sup>(2)</sup>                           | 469,843                              | 248,724      | 82,386            | 138,733    |
|  | 664,637                              | 394,028      | 179,788           | 90,821     |

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|  |              |                             |                           |                           |
|--|--------------|-----------------------------|---------------------------|---------------------------|
| Depreciation and amortization <sup>(2)</sup> |              |                             |                           |                           |
| Income tax (benefit) expense <sup>(2)</sup>  | (85,379)     | 4,766                       | (1,610)                   | (88,535)                  |
| EBITDA <sup>(1)</sup>                        | \$ 1,809,535 | \$ 1,250,819 <sup>(3)</sup> | \$ 430,470 <sup>(4)</sup> | \$ 128,246 <sup>(5)</sup> |

**Balance Sheet Data:**

|   |               |               |              |              |
|---|---------------|---------------|--------------|--------------|
| Real estate, at cost                    | \$ 18,090,137 | \$ 10,577,078 | \$ 4,544,842 | \$ 2,968,217 |
| Investments in partially owned entities | 1,550,422     | 1,195,122     | 100,511      | 254,789      |
| Total assets                            | 21,143,293    | 12,257,774    | 4,536,895    | 4,348,624    |

See notes on pages 136 and 137.

## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 24. Segment Information – continued

| (Amounts in thousands)   | For the Year Ended December 31, 2014 |                             |                           |                           |
|--|--------------------------------------|-----------------------------|---------------------------|---------------------------|
|  | Total                                | New York                    | Washington,<br>DC         | Other                     |
| Total revenues   | \$ 2,312,512                         | \$ 1,520,845                | \$ 537,151                | \$ 254,516                |
| Total expenses   | 1,622,619                            | 946,466                     | 358,019                   | 318,134                   |
| Operating income (loss)  | 689,893                              | 574,379                     | 179,132                   | (63,618)                  |
| (Loss) income from partially owned entities                        | (59,861)                             | 20,701                      | (3,677)                   | (76,885)                  |
| Income from real estate fund investments                           | 163,034                              | -                           | -                         | 163,034                   |
| Interest and other investment income, net                          | 38,752                               | 6,711                       | 183                       | 31,858                    |
| Interest and debt expense  | (412,755)                            | (183,427)                   | (75,395)                  | (153,933)                 |
| Net gain on disposition of wholly owned and partially owned assets | 13,568                               | -                           | -                         | 13,568                    |
| Income (loss) before income taxes                                  | 432,631                              | 418,364                     | 100,243                   | (85,976)                  |
| Income tax expense   | (9,281)                              | (4,305)                     | (242)                     | (4,734)                   |
| Income (loss) from continuing operations                           | 423,350                              | 414,059                     | 100,001                   | (90,710)                  |
| Income from discontinued operations                                | 585,676                              | 463,163                     | -                         | 122,513                   |
| Net income   | 1,009,026                            | 877,222                     | 100,001                   | 31,803                    |
| Less net income attributable to noncontrolling interests           | (144,174)                            | (8,626)                     | -                         | (135,548)                 |
| Net income (loss) attributable to Vornado                          | 864,852                              | 868,596                     | 100,001                   | (103,745)                 |
| Interest and debt expense <sup>(2)</sup>                           | 654,398                              | 241,959                     | 89,448                    | 322,991                   |
| Depreciation and amortization <sup>(2)</sup>                       | 685,973                              | 324,239                     | 145,853                   | 215,881                   |
| Income tax expense <sup>(2)</sup>                                  | 24,248                               | 4,395                       | 288                       | 19,565                    |
| EBITDA <sup>(1)</sup>  | \$ 2,229,471                         | \$ 1,439,189 <sup>(3)</sup> | \$ 335,590 <sup>(4)</sup> | \$ 454,692 <sup>(5)</sup> |
| <b>Balance Sheet Data:</b>   |                                      |                             |                           |                           |
| Real estate, at cost   | \$ 16,822,358                        | \$ 9,732,818                | \$ 4,383,418              | \$ 2,706,122              |
| Investments in partially owned entities                            | 1,240,489                            | 1,036,130                   | 102,635                   | 101,724                   |
| Total assets   | 21,157,980                           | 10,706,476                  | 4,300,628                 | 6,150,876                 |

(Amounts in thousands)

For the Year Ended December 31, 2013

|  | <b>Total</b>  | <b>New York</b>             | <b>Washington,<br/>DC</b> | <b>Other</b>              |
|--|---------------|-----------------------------|---------------------------|---------------------------|
| Total revenues   | \$ 2,299,176  | \$ 1,470,907                | \$ 541,161                | \$ 287,108                |
| Total expenses   | 1,624,625     | 910,498                     | 347,686                   | 366,441                   |
| Operating income (loss)  | 674,551       | 560,409                     | 193,475                   | (79,333)                  |
| (Loss) income from partially owned entities                        | (340,882)     | 15,527                      | (6,968)                   | (349,441)                 |
| Income from real estate fund investments                           | 102,898       | -                           | -                         | 102,898                   |
| Interest and other investment (loss) income, net                   | (24,887)      | 5,357                       | 129                       | (30,373)                  |
| Interest and debt expense  | (425,782)     | (181,966)                   | (102,277)                 | (141,539)                 |
| Net gain on disposition of wholly owned and partially owned assets | 2,030         | -                           | -                         | 2,030                     |
| (Loss) income before income taxes                                  | (12,072)      | 399,327                     | 84,359                    | (495,758)                 |
| Income tax benefit (expense)                                       | 8,717         | (2,794)                     | 14,031                    | (2,520)                   |
| (Loss) income from continuing operations                           | (3,355)       | 396,533                     | 98,390                    | (498,278)                 |
| Income from discontinued operations                                | 568,095       | 160,314                     | -                         | 407,781                   |
| Net income (loss)  | 564,740       | 556,847                     | 98,390                    | (90,497)                  |
| Less net income attributable to noncontrolling interests           | (88,769)      | (10,786)                    | -                         | (77,983)                  |
| Net income (loss) attributable to Vornado                          | 475,971       | 546,061                     | 98,390                    | (168,480)                 |
| Interest and debt expense <sup>(2)</sup>                           | 758,781       | 236,645                     | 116,131                   | 406,005                   |
| Depreciation and amortization <sup>(2)</sup>                       | 732,757       | 293,974                     | 142,409                   | 296,374                   |
| Income tax expense (benefit) <sup>(2)</sup>                        | 26,371        | 3,002                       | (15,707)                  | 39,076                    |
| EBITDA <sup>(1)</sup>  | \$ 1,993,880  | \$ 1,079,682 <sup>(3)</sup> | \$ 341,223 <sup>(4)</sup> | \$ 572,975 <sup>(5)</sup> |
| <b>Balance Sheet Data:</b>   |               |                             |                           |                           |
| Real estate, at cost   | \$ 15,392,968 | \$ 8,422,297                | \$ 4,243,048              | \$ 2,727,623              |
| Investments in partially owned entities                            | 1,159,803     | 904,278                     | 100,543                   | 154,982                   |
| Total assets   | 20,018,210    | 9,214,055                   | 4,098,338                 | 6,705,817                 |

See notes on page 136 and 137.



## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 24. Segment Information – continued

## Notes to preceding tabular information:

- (1) EBITDA represents "Earnings Before Interest, Taxes, Depreciation and Amortization." We consider EBITDA a non-GAAP financial measure for making decisions and assessing the unlevered performance of our segments as it relates to the total return on assets as opposed to the levered return on equity. As properties are bought and sold based on a multiple of EBITDA, we utilize this measure to make investment decisions as well as to compare the performance of our assets to that of our peers. EBITDA should not be considered a substitute for net income. EBITDA may not be comparable to similarly titled measures employed by other companies.
- (2) Interest and debt expense, depreciation and amortization and income tax expense in the reconciliation of net income to EBITDA includes our share of these items from partially owned entities.
- (3) The elements of "New York" EBITDA are summarized below.

| (Amounts in thousands)                          | For the Year Ended December 31, |              |              |
|---|---------------------------------|--------------|--------------|
|   | 2015                            | 2014         | 2013         |
| Office  | \$ 661,579                      | \$ 622,818   | \$ 612,009   |
| Retail  | 358,379                         | 281,428      | 246,808      |
| Residential                                     | 22,266                          | 21,907       | 20,420       |
| Alexander's                                     | 42,858                          | 41,746       | 42,210       |
| Hotel Pennsylvania                              | 23,044                          | 30,753       | 30,723       |
| Net gains on sale of real estate <sup>(a)</sup> | 142,693                         | 440,537      | 127,512      |
| Total New York                                  | \$ 1,250,819                    | \$ 1,439,189 | \$ 1,079,682 |

(a) Net gains on sale of real estate are related to 20 Broad Street in 2015, 1740 Broadway in 2014, and 866 UN Plaza in 2013.

- (4) The elements of "Washington, DC" EBITDA are summarized below.

| (Amounts in thousands)                       | For the Year Ended December 31, |            |            |
|--|---------------------------------|------------|------------|
|  | 2015                            | 2014       | 2013       |
| Office, excluding the Skyline properties     | \$ 264,864                      | \$ 266,859 | \$ 268,373 |
| Skyline properties                           | 24,224                          | 27,150     | 29,499     |
| Net gain on sale of 1750 Pennsylvania Avenue | 102,404                         | -          | -          |
| Total Office                                 | 391,492                         | 294,009    | 297,872    |
| Residential                                  | 38,978                          | 41,581     | 43,351     |
| Total Washington, DC                         | \$ 430,470                      | \$ 335,590 | \$ 341,223 |



## VORNADO REALTY TRUST

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 24. Segment Information – continued

## Notes to preceding tabular information:

(5) The elements of "Other" EBITDA are summarized below.

| (Amounts in thousands)  | For the Year Ended December 31, |            |            |
|---|---------------------------------|------------|------------|
|   | 2015                            | 2014       | 2013       |
| Our share of real estate fund investments:  |                                 |            |            |
| Income before net realized/unrealized gains   | \$ 8,611                        | \$ 8,056   | \$ 7,752   |
| Net realized/unrealized gains on investments  | 14,657                          | 37,535     | 23,489     |
| Carried interest  | 10,696                          | 24,715     | 18,230     |
| Total   | 33,964                          | 70,306     | 49,471     |
| theMart and trade shows   | 79,159                          | 79,636     | 74,270     |
| 555 California Street   | 49,975                          | 48,844     | 42,667     |
| India real estate ventures  | 3,933                           | 6,434      | 5,841      |
| Our share of Toys <sup>(a)</sup>  | 2,500                           | 103,632    | (12,081)   |
| Other investments   | 38,141                          | 16,896     | 45,856     |
|   | 207,672                         | 325,748    | 206,024    |
| Corporate general and administrative expenses <sup>(b)(c)</sup>   | (106,416)                       | (94,929)   | (94,904)   |
| Investment income and other, net <sup>(b)</sup>   | 26,385                          | 31,665     | 46,525     |
| Gains on sale of partially owned entities and other<br>UE and residual retail properties discontinued<br>operations | 37,666                          | 13,000     | -          |
|   | 28,314                          | 245,679    | 541,516    |
| Our share of impairment loss on India real estate<br>ventures   | (14,806)                        | (5,771)    | -          |
| Acquisition and transaction related costs   | (12,511)                        | (16,392)   | (24,857)   |
| Net gain on sale of marketable securities, land<br>parcels and residential condominiums                             | 6,724                           | 13,568     | 56,868     |
| Impairment loss and loan loss reserve on investment<br>in Suffolk Downs   | (1,551)                         | (10,263)   | -          |
| Losses from the disposition of investment in J.C.<br>Penney   | -                               | -          | (127,888)  |
| Severance costs (primarily reduction in force at<br>theMart)  | -                               | -          | (5,492)    |
| Net income attributable to noncontrolling interests in<br>the Operating Partnership                                 | (43,231)                        | (47,613)   | (24,817)   |
|   | \$ 128,246                      | \$ 454,692 | \$ 572,975 |

(a) As a result of our investment being reduced to zero, we suspended equity method accounting in the third quarter of 2014 (see Note 6 - *Investments in Partially Owned Entities*). The years ended December 31, 2014 and 2013 include an impairment loss of \$75,196 and \$240,757, respectively.

- (b) The amounts in these captions (for this table only) exclude income/expense from the mark-to-market of our deferred compensation plan of \$111, \$11,557 and \$10,636 for the years ended December 31, 2015, 2014 and 2013, respectively.
- (c) The year ended December 31, 2015 includes \$6,217 from the acceleration of the recognition of compensation expense related to 2013-2015 Out-Performance Plans due to the modification of the vesting criteria of awards such that they will fully vest at age 65. The accelerated expense will result in lower general and administrative expense for 2016 of \$2,940 and \$3,277 thereafter.

**VORNADO REALTY TRUST****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****25. Subsequent Events***2016 Out-Performance Plan*

On January 14, 2016, the Compensation Committee approved the 2016 Outperformance Plan, a multi-year, performance-based equity compensation plan and related form of award agreement (the “2016 OPP”). Awards under the 2016 OPP constitute awards under Vornado’s shareholder approved 2010 Omnibus Share Plan. Under the 2016 OPP, participants, including our Chairman and Chief Executive Officer, have the opportunity to earn compensation payable in the form of operating partnership units if, and only if, we outperform a predetermined total shareholder return (“TSR”) and/or outperform the market with respect to relative total TSR during a three-year performance period. Specifically, awards under our 2016 OPP may potentially be earned if we (i) achieve a TSR above that of the SNL US REIT Index (the “Index”) over a three-year performance period (the “Relative Component”) and/or (ii) achieve a TSR level greater than 7% per annum, or 21% over the three-year performance period (the “Absolute Component”). To the extent awards would be earned under the Absolute Component but we underperform the Index, such awards earned under the Absolute Component would be reduced (and potentially fully negated) based on the degree to which we underperform the Index. In certain circumstances, in the event we outperform the Index but awards would not otherwise be earned under the Absolute Component, awards may still be earned under the Relative Component. Moreover, to the extent awards would otherwise be earned under the Relative Component but we fail to achieve at least a 3% per annum absolute TSR, such awards earned under the Relative Component would be reduced based on our absolute TSR performance, with no awards being earned in the event our TSR during the applicable measurement period is 0% or negative, irrespective of the degree to which it may outperform the Index. If the designated performance objectives are achieved, OPP Units are also subject to time-based vesting requirements. Dividend payments on awards issued accrue during the performance period and are paid to participants if, and only if, awards are ultimately earned based on the achievement of the designated performance objectives. In addition, all of our executive officers (for the purposes of Section 16 of the Exchange Act) are required to hold any earned OPP Units for one year following vesting.

*770 Broadway Refinancing*

On February 8, 2016, we completed a \$700,000,000 refinancing of 770 Broadway, a 1,158,000 square foot Manhattan office building. The five-year loan is interest-only at LIBOR plus 1.75% (2.18% at February 11, 2016) which was swapped for four and a half years to a fixed rate of 2.56%. We realized net proceeds of approximately \$330,000,000. The property was previously encumbered by a 5.65%, \$353,000,000 mortgage maturing in March 2016.



**ITEM 9. changes in and disagreements with accountants on accounting and financial disclosure**

None.

**ITEM 9A. Controls and procedures**

**Disclosure Controls and Procedures:** Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this annual report on Form 10-K. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, our disclosure controls and procedures are effective.

**Internal Control Over Financial Reporting:** There have not been any changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities and Exchange Act of 1934, as amended) during the fourth quarter of the fiscal year to which this report relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Management’s Report on Internal Control over Financial Reporting**

Management of Vornado Realty Trust, together with its consolidated subsidiaries (the “Company”), is responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control over financial reporting is a process designed under the supervision of our principal executive and principal financial officers to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements for external reporting purposes in accordance with accounting principles generally accepted in the United States of America.

As of December 31, 2015, management conducted an assessment of the effectiveness of our internal control over financial reporting based on the framework established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management has determined that our internal control over financial reporting as of December 31, 2015 was effective.

Our internal control over financial reporting includes policies and procedures that pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of assets; provide reasonable assurances that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States, and that receipts and expenditures are being made only in accordance with authorizations of management and our trustees; and provide reasonable assurance

regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on our financial statements.

The effectiveness of our internal control over financial reporting as of December 31, 2015 has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report appearing on page 140, which expresses an unqualified opinion on the effectiveness of our internal control over financial reporting as of December 31, 2015.



**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Shareholders and Board of Trustees

Vornado Realty Trust

New York, New York

We have audited the internal control over financial reporting of Vornado Realty Trust, together with its consolidated subsidiaries (the “Company”) as of December 31, 2015, based on criteria established in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying *Management’s Report on Internal Control Over Financial Reporting*. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company’s internal control over financial reporting is a process designed by, or under the supervision of, the company’s principal executive and principal financial officers, or persons performing similar functions, and effected by the company’s board of trustees, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and trustees of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on the criteria established in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and financial statement schedules as of and for the year ended December 31, 2015 of the Company and our report dated February 16, 2016 expressed an unqualified opinion on those financial statements and financial statement schedules and included an explanatory paragraph regarding the Company's adoption of a new accounting standard.

/s/ DELOITTE & TOUCHE LLP

Parsippany, New Jersey

February 16, 2016

**ITEM 9B. Other information**

None.

**PART III****ITEM 10. Directors, Executive Officers and Corporate Governance**

Information relating to trustees of the Registrant, including its audit committee and audit committee financial expert, will be contained in a definitive Proxy Statement involving the election of trustees under the caption "Election of Trustees" which the Registrant will file with the Securities and Exchange Commission pursuant to Regulation 14A under the Securities Exchange Act of 1934 not later than 120 days after December 31, 2015, and such information is incorporated herein by reference. Also incorporated herein by reference is the information under the caption "16(a) Beneficial Ownership Reporting Compliance" of the Proxy Statement.

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

| Name               | Age | PRINCIPAL OCCUPATION, POSITION AND OFFICE   |
|--------------------|-----|---|
|                    |     | (Current and during past five years with Vornado unless otherwise stated)   |
| Steven Roth        | 74  | Chairman of the Board; Chief Executive Officer since April 2013 and from May 1989 to May 2009; Managing General Partner of Interstate Properties, an owner of shopping centers and an investor in securities and partnerships; Chief Executive Officer of Alexander's, Inc. since March 1995, a Director since 1989, and Chairman since May 2004. |
| Michael J. Franco  | 47  | Executive Vice President - Chief Investment Officer since April 2015; Executive Vice President - Head of Acquisitions and Capital Markets since November 2010; Managing Director (2003-2010) and Executive Director (2001-2003) of the Real Estate Investing Group of Morgan Stanley.   |
| David R. Greenbaum | 64  | President of the New York Division since April 1997 (date of our acquisition); President of Mendik Realty (the predecessor to the New York Office division) from 1990 until April 1997.   |
| Joseph Macnow      | 70  | Executive Vice President - Finance and Chief Administrative Officer since June 2013; Executive Vice President - Finance and Administration from January 1998 to June 2013, and Chief Financial Officer from March 2001 to June 2013; Executive Vice President and Chief Financial Officer of Alexander's, Inc. since August 1995.                 |

|                    |    |   |
|--------------------|----|---|
| Mitchell N. Schear | 57 | President of Vornado/Charles E. Smith L.P. (our Washington, DC division) since April 2003; President of the Kaempfer Company from 1998 to April 2003 (date acquired by us).   |
| Stephen W. Theriot | 56 | Chief Financial Officer since June 2013; Assistant Treasurer of Alexander's, Inc. since May 2014; Partner at Deloitte & Touche LLP (1994 - 2013) and most recently, leader of its Northeast Real Estate practice (2011 - 2013). |

The Registrant has adopted a Code of Business Conduct and Ethics that applies to, among others, Steven Roth, its principal executive officer, and Stephen W. Theriot, its principal financial and accounting officer. This Code is available on our website at [www.vno.com](http://www.vno.com).

**ITEM 11. Executive Compensation**

Information relating to executive officer and trustee compensation will be contained in the Proxy Statement referred to above in Item 10, "Directors, Executive Officers and Corporate Governance," under the caption "Executive Compensation" and such information is incorporated herein by reference.

**ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

Information relating to security ownership of certain beneficial owners and management and related stockholder matters will be contained in the Proxy Statement referred to in Item 10, "Directors, Executive Officers and Corporate Governance," under the caption "Principal Security Holders" and such information is incorporated herein by reference.

*Equity compensation plan information*

The following table provides information as of December 31, 2015 regarding our equity compensation plans.

| <b>Plan Category</b>  | <b>Number of securities to be issued upon exercise of outstanding options, warrants and rights</b> | <b>Weighted-average exercise price of outstanding options, warrants and rights</b> | <b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the second column)</b> |
|---|--|--|---|
| Equity compensation plans approved                          |  |  |   |
| by security holders   | 4,623,934 <sup>(1)</sup>   | \$ 60.06   | 3,569,694 <sup>(2)</sup>  |
| Equity compensation awards not approved by security holders | -  | -  | -   |
| <b>Total</b>  | <b>4,623,934</b>   | <b>\$ 60.06</b>  | <b>3,569,694</b>  |

**(1)** Includes an aggregate of 1,796,364 shares/units, comprised of (i) 19,592 restricted common shares, (ii) 791,843 restricted Operating Partnership units and (iii) 984,929 Out-Performance Plan units, which do

not have an exercise price.

- (2) Based on awards being granted as "Full Value Awards," as defined. If we were to grant "Not Full Value Awards," as defined, the number of securities available for future grants would be 7,139,388.

**ITEM 13. Certain Relationships and Related Transactions, and Director Independence**

Information relating to certain relationships and related transactions, and director independence will be contained in the Proxy Statement referred to in Item 10, "Directors, Executive Officers and Corporate Governance," under the caption "Certain Relationships and Related Transactions" and such information is incorporated herein by reference.

**ITEM 14. Principal Accounting Fees and Services**

Information relating to principal accounting fees and services will be contained in the Proxy Statement referred to in Item 10, "Directors, Executive Officers and Corporate Governance," under the caption "Ratification of Selection of Independent Auditors" and such information is incorporated herein by reference.

**PART IV****Item 15. Exhibits, Financial Statement Schedules**

(a) The following documents are filed as part of this report:

1. The consolidated financial statements are set forth in Item 8 of this Annual Report on Form 10-K.

The following financial statement schedules should be read in conjunction with the financial statements included in Item 8 of this Annual Report on Form 10-K.

|   | <b>Pages in this<br/>Annual Report<br/>on Form 10-K</b> |
|---|---|
| II--Valuation and Qualifying Accounts--years ended December 31, 2015, 2014 and 2013 | 145   |
| III--Real Estate and Accumulated Depreciation as of December 31, 2015               | 146   |

Schedules other than those listed above are omitted because they are not applicable or the information required is included in the consolidated financial statements or the notes thereto.

The following exhibits listed on the Exhibit Index, which is incorporated herein by reference, are filed with this Annual Report on Form 10-K.

**Exhibit No.**

|         |   |
|---------|---|
| 12      | Computation of Ratios                                     |
| 21      | Subsidiaries of Registrant                                |
| 23      | Consent of Independent Registered Public Accounting Firm  |
| 31.1    | Rule 13a-14 (a) Certification of Chief Executive Officer  |
| 31.2    | Rule 13a-14 (a) Certification of Chief Financial Officer  |
| 32.1    | Section 1350 Certification of the Chief Executive Officer |
| 32.2    | Section 1350 Certification of the Chief Financial Officer |
| 101.INS | XBRL Instance Document                                    |
| 101.SCH | XBRL Taxonomy Extension Schema                            |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase              |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase               |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase                    |

101.PRE XBRL Taxonomy Extension Presentation Linkbase



**SIGNATURES**

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

**VORNADO REALTY TRUST**  
(Registrant)

Date: February 16, 2016

By: /s/ Stephen W. Theriot  
Stephen W. Theriot, Chief Financial Officer

(duly authorized officer and principal financial and accounting officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

| <b>Signature</b>  | <b>Title</b>   | <b>Date</b>       |
|---|--|-------------------|
| By: /s/Steven Roth<br>(Steven Roth)                     | Chairman of the Board of Trustees<br>and Chief Executive Officer | February 16, 2016 |
| By: /s/Candace K. Beinecke<br>(Candace K. Beinecke)     | Trustee  | February 16, 2016 |
| By: /s/Michael D. Fascitelli<br>(Michael D. Fascitelli) | Trustee  | February 16, 2016 |
| By: /s/Robert P. Kogod<br>(Robert P. Kogod)             | Trustee  | February 16, 2016 |
| By: /s/Michael Lynne<br>(Michael Lynne)                 | Trustee  | February 16, 2016 |
| By: /s/David Mandelbaum<br>(David Mandelbaum)           | Trustee  | February 16, 2016 |
| By: /s/Daniel R. Tisch<br>(Daniel R. Tisch)             | Trustee  | February 16, 2016 |
| By: /s/Richard R. West<br>(Richard R. West)             | Trustee  | February 16, 2016 |

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By: /s/Russell B. Wight                      Trustee    February 16, 2016  
    (Russell B. Wight, Jr.)

By: /s/Stephen W. Theriot                      Chief Financial Officer    February 16, 2016  
    (Stephen W. Theriot)                      (Principal Financial and Accounting Officer)

**VORNADO REALTY TRUST**  
**SCHEDULE II**  
**VALUATION AND QUALIFYING ACCOUNTS**  
**December 31, 2015**  
**(Amounts in Thousands)**

| Column A                                 | Column B                           | Column C                                      | Column D                                 | Column E                     |
|--|------------------------------------|---|--|------------------------------|
| Description                              | Balance at<br>Beginning<br>of Year | Additions<br>Charged<br>Against<br>Operations | Uncollectible<br>Accounts<br>Written-off | Balance<br>at End<br>of Year |
| <b>Year Ended December 31,<br/>2015:</b> |                                    |   |  |                              |
| Allowance for<br>doubtful accounts       | \$ 21,209                          | \$ (99)                                       | \$ (6,451)                               | \$ 14,659                    |
| <b>Year Ended December 31,<br/>2014:</b> |                                    |   |  |                              |
| Allowance for<br>doubtful accounts       | \$ 24,719                          | \$ 3,076                                      | \$ (6,586)                               | \$ 21,209                    |
| <b>Year Ended December 31,<br/>2013:</b> |                                    |   |  |                              |
| Allowance for<br>doubtful accounts       | \$ 28,675                          | \$ 9,326                                      | \$ (13,282)                              | \$ 24,719                    |

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**VORNADO REALTY TRUST**  
**SCHEDULE III**  
**REAL ESTATE AND ACCUMULATED DEPRECIATION**  
(Amounts in thousands)

| COLUMN A                                  | COLUMN B   | COLUMN C                    | COLUMN D                                    | COLUMN E   |                            |              | COLUMN F                                  | COLUMN G                 | COLUMN H            |      |
|---|------------|-----------------------------|---|------------|----------------------------|--------------|---|--------------------------|---------------------|------|
| Encumbrances                              | (2)        | Initial cost to company (1) | Costs capitalized subsequent to acquisition | Land       | Buildings and improvements | Total (3)    | Accumulated depreciation and amortization | Date of construction (4) | Date of acquisition |      |
| <i>New York</i>                           |            |                             |   |            |                            |              |   |                          |                     |      |
| <i>New York</i>                           |            |                             |   |            |                            |              |   |                          |                     |      |
| Manhattan                                 |            |                             |   |            |                            |              |   |                          |                     |      |
| 1290 Avenue of the Americas               | \$ 950,000 | \$ 515,539                  | \$ 923,653                                  | \$ 156,868 | \$ 515,540                 | \$ 1,080,520 | \$ 1,596,060                              | \$ 233,742               | 1963                | 2008 |
| 697-703 Fifth Avenue (St. Regis - retail) | 450,000    | 152,825                     | 584,230                                     | -          | 152,825                    | 584,230      | 737,055                                   | 17,197                   |                     | 2008 |
| 350 Park Avenue                           | 289,242    | 265,889                     | 363,381                                     | 45,811     | 265,889                    | 409,192      | 675,081                                   | 94,115                   | 1960                | 2008 |
| 666 Fifth Avenue (Retail Condo)           | 300,000    | 189,005                     | 471,072                                     | -          | 189,005                    | 471,072      | 660,077                                   | 37,030                   |                     | 2008 |
| One Penn Plaza                            | -          | -                           | 412,169                                     | 200,348    | -                          | 612,517      | 612,517                                   | 261,693                  | 1972                | 1998 |
| 100 West 33rd Street                      | 398,402    | 242,776                     | 247,970                                     | 31,934     | 242,776                    | 279,904      | 522,680                                   | 61,476                   | 1911                | 2008 |
| 150 West 34th Street                      | 205,000    | 119,657                     | 268,509                                     | 1          | 119,658                    | 268,509      | 388,167                                   | 3,916                    | 1900                | 2008 |

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|  |         |         |         |         |         |         |         |         |      |
|--|---------|---------|---------|---------|---------|---------|---------|---------|------|
| Street<br>1535<br>Broadway<br>(Marriott<br>Marquis) -<br>1540          | -       | -       | 249,285 | 137,101 | -       | 386,386 | 386,386 | 4,796   | 20   |
| Broadway -<br>655  | 110,000 | 223,122 | 26,714  | 110,001 | 249,835 | 359,836 | 43,592  | 20      |      |
| Fifth<br>Avenue -<br>Two<br>Penn<br>Plaza -<br>90                      | 140,000 | 102,594 | 231,903 | -       | 102,594 | 231,903 | 334,497 | 13,149  | 20   |
| Park<br>Avenue -<br>Manhattan<br>Mall -<br>770                         | 775,000 | 53,615  | 164,903 | 98,098  | 52,689  | 263,927 | 316,616 | 133,450 | 1968 |
| 888  | 8,000   | 175,890 | 96,269  | 8,000   | 272,159 | 280,159 | 98,331  | 1964    | 19   |
| Seventh<br>Avenue -<br>909   | 81,598  | 88,595  | 113,473 | 71,400  | 88,595  | 184,873 | 273,468 | 48,993  | 2009 |
| Third<br>Avenue -<br>Eleven<br>Penn<br>Plaza -<br>7                    | 353,000 | 52,898  | 95,686  | 97,290  | 52,898  | 192,976 | 245,874 | 75,613  | 1907 |
| West<br>34th<br>Street -<br>640  | 175,000 | -       | 117,269 | 115,848 | -       | 233,117 | 233,117 | 97,680  | 1980 |
| Fifth<br>Avenue -<br>150<br>East<br>58th<br>Street -<br>595            | 350,000 | -       | 120,723 | 80,715  | -       | 201,438 | 201,438 | 76,663  | 1969 |
| Madison<br>Avenue -<br>828-850   | 450,000 | 40,333  | 85,259  | 72,995  | 40,333  | 158,254 | 198,587 | 60,765  | 1923 |
| Madison<br>Avenue -<br>33-00<br>Northern<br>Boulevard -<br>330<br>West | -       | -       | -       | 182,067 | 34,614  | 147,453 | 182,067 | 62,011  | 1901 |
|  | -       | 38,224  | 25,992  | 102,472 | 38,224  | 128,464 | 166,688 | 41,282  | 1950 |
|  | -       | 39,303  | 80,216  | 40,870  | 39,303  | 121,086 | 160,389 | 50,879  | 1969 |
|  | -       | 62,731  | 62,888  | 26,218  | 62,731  | 89,106  | 151,837 | 33,566  | 1968 |
|  | 80,000  | 107,937 | 28,261  | 10      | 107,937 | 28,271  | 136,208 | 7,538   | 20   |
|  | 61,759  | 46,505  | 86,226  | -       | 46,505  | 86,226  | 132,731 | 2,189   | 1915 |
|  | -       | -       | 8,599   | 111,810 | -       | 120,409 | 120,409 | 6,530   | 1925 |

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|                                     |        |        |        |        |        |        |        |        |           |    |
|-------------------------------------|--------|--------|--------|--------|--------|--------|--------|--------|-----------|----|
| 34th Street<br>715 Lexington Avenue | -      | -      | 26,903 | 63,002 | 63,000 | 26,905 | 89,905 | 7,243  | 1923      | 20 |
| 478-486 Broadway                    | -      | 30,000 | 20,063 | 33,827 | 30,000 | 53,890 | 83,890 | 9,610  | 2009      | 20 |
| 4 Union Square South                | 17,904 | 24,079 | 55,220 | 2,610  | 24,080 | 57,829 | 81,909 | 16,392 | 1965/2004 | 19 |
| 260 Eleventh Avenue                 | -      | -      | 80,482 | 10     | -      | 80,492 | 80,492 | 943    | 1911      | 20 |
| 510 Fifth Avenue                    | -      | 34,602 | 18,728 | 19,227 | 34,602 | 37,955 | 72,557 | 5,820  |           | 20 |
| 40 Fulton Street                    | -      | 15,732 | 26,388 | 15,153 | 15,732 | 41,541 | 57,273 | 16,888 | 1987      | 19 |
| 689 Fifth Avenue                    | -      | 19,721 | 13,446 | 22,809 | 19,721 | 36,255 | 55,976 | 9,492  | 1925      | 19 |
| 443 Broadway                        | -      | 11,187 | 41,186 | -      | 11,187 | 41,186 | 52,373 | 2,693  |           | 20 |
| 40 East 66th Street                 | -      | 13,616 | 34,635 | 142    | 13,616 | 34,777 | 48,393 | 8,739  |           | 20 |
| 155 Spring Street                   | -      | 13,700 | 30,544 | 2,582  | 13,700 | 33,126 | 46,826 | 7,527  |           | 20 |

**VORNADO REALTY TRUST**  
**SCHEDULE III**  
**REAL ESTATE AND ACCUMULATED DEPRECIATION**  
(Amounts in thousands)

| COLUMN A                 | COLUMN B     | COLUMN C                    |              | COLUMN D                                    | COLUMN E   |              |           | COLUMN F                                  | COLUMN G     |
|--------------------------|--------------|-----------------------------|--------------|---|--|--------------|-----------|---|--------------|
|                          | Encumbrances | Initial cost to company (1) |              | Costs capitalized subsequent to acquisition | Gross amount at which carried at close of period |              |           | Accumulated depreciation and amortization | Consolidated |
| Description              | (2)          | Land                        | improvements |   | Land   | improvements | Total (3) |   |              |
| 435 Seventh Avenue       | \$ 98,000    | \$ 19,893                   | \$ 19,091    | \$ 37                                       | \$ 19,893  | \$ 19,128    | \$ 39,021 | \$ 6,449                                  | 2            |
| 3040 M Street            | -            | 7,830                       | 27,490       | 3,256                                       | 7,830  | 30,746       | 38,576    | 7,960                                     |              |
| 608 Fifth Avenue         | -            | -                           | -            | 33,906                                      | -  | 33,906       | 33,906    | 3,601                                     | 1            |
| 692 Broadway             | -            | 6,053                       | 22,908       | 3,540                                       | 6,053  | 26,448       | 32,501    | 6,895                                     |              |
| 265 West 34th Street     | -            | 28,500                      | -            | -   | 28,500   | -            | 28,500    | -   | 1            |
| 677-679 Madison Avenue   | -            | 13,070                      | 9,640        | 388   | 13,070   | 10,028       | 23,098    | 2,401                                     |              |
| 1131 Third Avenue        | -            | 7,844                       | 7,844        | 5,198                                       | 7,844  | 13,042       | 20,886    | 719                                       |              |
| 431 Seventh Avenue       | -            | 16,700                      | 2,751        | -   | 16,700   | 2,751        | 19,451    | 602                                       |              |
| 138-142 West 32nd Street | -            | 9,252                       | 9,936        | -   | 9,252  | 9,936        | 19,188    | 228                                       | 1            |
| 304 Canal Street         | -            | 3,511                       | 12,905       | 1,109                                       | -  | 17,525       | 17,525    | -   | 1            |
| 334 Canal Street         | -            | 1,693                       | 6,507        | 7,264                                       | 1,693  | 13,771       | 15,464    | 221                                       |              |
|                          | -            | 5,099                       | 10,037       | -   | 5,099  | 10,037       | 15,136    | 548                                       |              |

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|  |           |           |           |           |           |           |            |           |   |
|--|-----------|-----------|-----------|-----------|-----------|-----------|------------|-----------|---|
| 267 West 34th Street 966 Third Avenue 148 Spring Street 150 Spring Street 137 West 33rd Street 488 Eighth Avenue 484 Eighth Avenue 825 Seventh Avenue Other (Including signage) Total New York | -         | 8,869     | 3,631     | -         | 8,869     | 3,631     | 12,500     | 212       |   |
| 148 Spring Street 150 Spring Street 137 West 33rd Street 488 Eighth Avenue 484 Eighth Avenue 825 Seventh Avenue Other (Including signage) Total New York                                       | -         | 3,200     | 8,112     | 406       | 3,200     | 8,518     | 11,718     | 1,621     |   |
| 137 West 33rd Street 488 Eighth Avenue 484 Eighth Avenue 825 Seventh Avenue Other (Including signage) Total New York   | -         | 3,200     | 5,822     | 258       | 3,200     | 6,080     | 9,280      | 1,175     |   |
| 488 Eighth Avenue 484 Eighth Avenue 825 Seventh Avenue Other (Including signage) Total New York  | -         | 6,398     | 1,550     | -         | 6,398     | 1,550     | 7,948      | 29        | 1 |
| 484 Eighth Avenue 825 Seventh Avenue Other (Including signage) Total New York  | -         | 10,650    | 1,767     | (4,674)   | 6,859     | 884       | 7,743      | 178       |   |
| 825 Seventh Avenue Other (Including signage) Total New York  | -         | 3,856     | 762       | 399       | 3,856     | 1,161     | 5,017      | 365       |   |
| Other (Including signage) Total New York   | -         | 1,483     | 697       | 33        | 1,483     | 730       | 2,213      | 341       |   |
| Total New York   | 5,464,905 | 2,626,847 | 5,660,102 | 2,003,752 | 2,716,237 | 7,574,464 | 10,290,701 | 1,706,483 |   |
| <b>New Jersey</b><br>Paramus   | -         | -         | -         | 25,339    | 1,033     | 24,306    | 25,339     | 12,194    | 1 |
| <b>Other Properties</b><br>Hotel Pennsylvania  | -         | 29,903    | 121,712   | 86,609    | 29,903    | 208,321   | 238,224    | 95,882    | 1 |
| Total New York   | 5,464,905 | 2,656,750 | 5,781,814 | 2,115,700 | 2,747,173 | 7,807,091 | 10,554,264 | 1,814,559 |   |





**VORNADO REALTY TRUST**  
**SCHEDULE III**  
**REAL ESTATE AND ACCUMULATED DEPRECIATION**  
(Amounts in thousands)

| COLUMN A  | COLUMN B            | COLUMN C                       |                                 | COLUMN D  | COLUMN E  |                                  |            | COLUMN F   |
|---|---------------------|--------------------------------|---------------------------------|---|---|----------------------------------|------------|--|
| Description   | Encumbrances<br>(2) | Initial cost to company<br>(1) |                                 | Costs<br>capitalized<br>subsequent<br>to<br>acquisition | Gross amount at which<br>carried at close of period |                                  |            | Accumulated<br>depreciation<br>and<br>amortization |
| Description   |                     | Land                           | Building<br>and<br>improvements |   | Land  | Buildings<br>and<br>improvements | Total (3)  |  |
| <i>Washington, DC</i>   |                     |                                |                                 |   |   |                                  |            |  |
| <b>Washington, DC</b>   |                     |                                |                                 |   |   |                                  |            |  |
| 2011-2451<br>Crystal<br>Drive - 5<br>buildings  | \$ 220,248          | \$ 100,935                     | \$ 409,920                      | \$ 149,218  | \$ 100,228  | \$ 559,845                       | \$ 660,073 | \$ 213,614   |
| Skyline<br>Properties -<br>8 buildings  | 696,319             | 64,544                         | 355,563                         | 88,132  | 64,355  | 443,884                          | 508,239    | 152,263  |
| 2001<br>Jefferson<br>Davis<br>Highway,<br>2100/2200<br>Crystal<br>Drive, 223<br>23rd<br>Street, 2221<br>South Clark<br>Street,<br>Crystal<br>City Shops<br>at 2100,<br>220 20th<br>Street<br>S. Clark<br>Street/12th<br>Street - 5<br>buildings | 69,869              | 57,213                         | 131,206                         | 404,016   | 57,070  | 346,946                          | 404,016    | 81,180   |
| 1550-1750<br>Crystal  | 55,722              | 63,420                         | 231,267                         | 78,426  | 63,291  | 309,822                          | 373,113    | 101,024  |
|   | 38,707              | 64,817                         | 218,330                         | 79,201  | 64,652  | 297,696                          | 362,348    | 101,272  |

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|   |         |         |         |          |         |         |         |        |  |
|---|---------|---------|---------|----------|---------|---------|---------|--------|--|
| Drive/<br>241-251<br>18th Street -<br>4 buildings   |         |         |         |          |         |         |         |        |  |
| RiverHouse<br>Apartments  | 307,710 | 118,421 | 125,078 | 73,611   | 138,854 | 178,256 | 317,110 | 40,965 |  |
| Met Park /<br>Warehouses<br>1825 - 1875<br>Connecticut<br>Ave NW -<br>(Universal<br>Buildings) -<br>2 buildings   | -       | 106,946 | 1,326   | 186,466  | 124,585 | 170,153 | 294,738 | 67     |  |
| West End 25<br>2101 L<br>Street, NW<br>2200 / 2300<br>Clarendon<br>Blvd<br>(Courthouse<br>Plaza) - 2<br>buildings | 185,000 | 69,393  | 143,320 | 116,996  | 68,612  | 156,656 | 225,268 | 38,670 |  |
| 1800, 1851<br>and 1901<br>South Bell<br>Street<br>- 3<br>buildings  | 101,671 | 67,049  | 5,039   | 106,814  | 68,198  | 110,704 | 178,902 | 17,389 |  |
| 875 15th<br>Street, NW<br>(Bowen<br>Building)   | 146,222 | 32,815  | 51,642  | 84,372   | 39,768  | 129,061 | 168,829 | 35,595 |  |
| 1399 New<br>York<br>Avenue, NW<br>Commerce<br>Executive -<br>3 buildings  | 23,250  | -       | 105,475 | 49,165   | -       | 154,640 | 154,640 | 56,063 |  |
| H Street -<br>North 10-1D<br>Land Parcel<br>Crystal City<br>Hotel   | -       | 37,551  | 118,806 | (4,269)  | 37,551  | 114,537 | 152,088 | 35,454 |  |
| 1150 17th<br>Street, NW<br>Democracy<br>Plaza One<br>1730 M<br>Street, NW   | 115,022 | 30,077  | 98,962  | 2,835    | 30,176  | 101,698 | 131,874 | 26,980 |  |
|   | -       | 33,481  | 67,363  | 7,047    | 34,178  | 73,713  | 107,891 | 10,138 |  |
|   | -       | 13,401  | 58,705  | 25,080   | 13,140  | 84,046  | 97,186  | 29,088 |  |
|   | -       | 104,473 | 55      | (33,069) | 61,970  | 9,489   | 71,459  | -      |  |
|   | -       | 8,000   | 47,191  | 10,888   | 8,000   | 58,079  | 66,079  | 16,263 |  |
|   | 28,728  | 23,359  | 24,876  | 14,388   | 24,723  | 37,900  | 62,623  | 31,700 |  |
|   | -       | -       | 33,628  | 6,103    | -       | 39,731  | 39,731  | 18,189 |  |
|   | 14,853  | 10,095  | 17,541  | 11,863   | 10,687  | 28,812  | 39,499  | 11,086 |  |
|   | -       | 9,450   | 22,062  | 3,433    | 9,455   | 25,490  | 34,945  | 21,502 |  |

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|   |           |           |           |           |           |           |           |           |
|---|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|
| 1726 M<br>Street, NW<br>Crystal<br>Drive Retail | -         | -         | 20,465    | 7,294     | -         | 27,759    | 27,759    | 11,493    |
| 1109 South<br>Capitol<br>Street                 | -         | 11,541    | 178       | (253)     | 11,597    | (131)     | 11,466    | -         |
| South<br>Capitol                                | -         | 4,009     | 6,273     | (1,920)   | -         | 8,362     | 8,362     | -         |
| Other   | -         | 1,763     | 52,408    | (27,100)  | 1,763     | 25,308    | 27,071    | 705       |
| Total<br>Washington,<br>DC                      | 2,003,321 | 1,032,753 | 2,346,679 | 1,438,737 | 1,032,853 | 3,492,456 | 4,525,309 | 1,050,700 |

**VORNADO REALTY TRUST**  
**SCHEDULE III**  
**REAL ESTATE AND ACCUMULATED DEPRECIATION**  
(Amounts in thousands)

| COLUMN<br>A                              | COLUMN<br>B         | COLUMN C                       |                                 | COLUMN<br>D   | COLUMN E  |                                  |            | COLUMN<br>F  |
|--|---------------------|--------------------------------|---------------------------------|---|---|----------------------------------|------------|--|
| Description                              | Encumbrances<br>(2) | Initial cost to company<br>(1) |                                 | Costs<br>capitalized<br>subsequent<br>to<br>acquisition | Gross amount at which<br>carried at close of period |                                  |            | Accumulated<br>depreciation<br>and<br>amortization |
|  |                     | Land                           | Building<br>and<br>improvements |   | Land  | Buildings<br>and<br>improvements | Total (3)  |  |
| <i>Other</i>                             |                     |                                |                                 |   |   |                                  |            |  |
| theMart<br>Illinois                      |                     |                                |                                 |   |   |                                  |            |  |
| theMart,<br>Chicago \$                   | 550,000             | \$ 64,528                      | \$ 319,146                      | \$ 307,313  | \$ 64,535   | \$ 626,452                       | \$ 690,987 | \$ 232,480   |
| 527<br>West<br>Kinzie,<br>Chicago        | -                   | 5,166                          | -                               | 25  | 5,166   | 25                               | 5,191      | -  |
| Total<br>Illinois                        | 550,000             | 69,694                         | 319,146                         | 307,338   | 69,701  | 626,477                          | 696,178    | 232,480  |
| <b>New<br/>York<br/>MMPI<br/>Piers</b>   | -                   | -                              | -                               | 13,840  | -   | 13,840                           | 13,840     | 1,426  |
| Total<br>theMart                         | 550,000             | 69,694                         | 319,146                         | 321,178   | 69,701  | 640,317                          | 710,018    | 233,906  |
| 555<br>California<br>Street              | 589,063             | 221,903                        | 893,324                         | 91,882  | 221,903   | 985,206                          | 1,207,109  | 217,490  |
| 220<br>Central<br>Park<br>South          | 950,000             | 115,720                        | 16,420                          | 654,912   | -   | 787,052                          | 787,052    | -  |
| Borgata<br>Land,<br>Atlantic<br>City, NJ | 57,549              | 83,089                         | -                               | -   | 83,089  | -                                | 83,089     | -  |
| Wayne<br>Towne<br>Center                 | -                   | -                              | 26,137                          | 42,628  | -   | 68,765                           | 68,765     | 8,254  |
|  | -                   | 29,199                         | 85,798                          | (93,222)  | 8,454   | 13,321                           | 21,775     | 3,142  |

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|  |              |              |              |              |              |               |               |              |
|--|--------------|--------------|--------------|--------------|--------------|---------------|---------------|--------------|
| 40 East<br>66th<br>Residential<br>Annapolis<br>677-679 | -            | -            | 9,652        | -            | -            | 9,652         | 9,652         | 3,207        |
| Madison  | -            | 1,462        | 1,058        | 284          | 1,626        | 1,178         | 2,804         | 361          |
| Other  | -            | -            | -            | 4,270        | -            | 4,270         | 4,270         | 785          |
| <b>Total</b>   |              |              |              |              |              |               |               |              |
| Other  | 2,146,612    | 521,067      | 1,351,535    | 1,021,932    | 384,773      | 2,509,761     | 2,894,534     | 467,145      |
| Leasehold<br>Improvements<br>Equipment<br>and Other    | -            | -            | -            | 116,030      | -            | 116,030       | 116,030       | 85,863       |
| <b>Total</b>   |              |              |              |              |              |               |               |              |
| <b>December</b>  |              |              |              |              |              |               |               |              |
| <b>31, 2015</b>  | \$ 9,614,838 | \$ 4,210,570 | \$ 9,480,028 | \$ 4,692,399 | \$ 4,164,799 | \$ 13,925,338 | \$ 18,090,137 | \$ 3,418,267 |

(1) Initial cost is cost as of January 30, 1982 (the date on which we commenced real estate operations) unless acquired subsequent to that date.

(2) Represents the contractual debt obligations.

(3) The net basis of our assets and liabilities for tax reporting purposes is approximately \$3.4 billion lower than the amount reported on our tax returns.

(4) Date of original construction — many properties have had substantial renovation or additional construction — see Column D.

(5) Depreciation of the buildings and improvements are calculated over lives ranging from the life of the lease to forty years.

**VORNADO REALTY TRUST**  
**SCHEDULE III**  
**REAL ESTATE AND ACCUMULATED DEPRECIATION**  
**(AMOUNTS IN THOUSANDS)**

The following is a reconciliation of real estate assets and accumulated depreciation:

|  | <b>Year Ended December 31,</b> |               |               |
|--|--------------------------------|---------------|---------------|
|  | <b>2015</b>                    | <b>2014</b>   | <b>2013</b>   |
| <b>Real Estate</b>   |                                |               |               |
| Balance at beginning of period                                   | \$ 16,822,358                  | \$ 15,392,968 | \$ 15,287,078 |
| Additions during the period:                                     |                                |               |               |
| Land   | 281,048                        | 225,536       | 131,646       |
| Buildings & improvements   | 1,288,136                      | 1,348,153     | 1,014,876     |
|  | 18,391,542                     | 16,966,657    | 16,433,600    |
| Less: Assets sold, written-off and<br>deconsolidated             | 301,405                        | 144,299       | 1,040,632     |
| Balance at end of period   | \$ 18,090,137                  | \$ 16,822,358 | \$ 15,392,968 |
| <b>Accumulated Depreciation</b>                                  |                                |               |               |
| Balance at beginning of period                                   | \$ 3,161,633                   | \$ 2,829,862  | \$ 2,524,718  |
| Additions charged to operating expenses                          | 459,612                        | 461,689       | 423,844       |
|  | 3,621,245                      | 3,291,551     | 2,948,562     |
| Less: Accumulated depreciation on<br>assets sold and written-off | 202,978                        | 129,918       | 118,700       |
| Balance at end of period   | \$ 3,418,267                   | \$ 3,161,633  | \$ 2,829,862  |

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**EXHIBIT INDEX****Exhibit****No.**

- |     |   |  |   |
|-----|---|--|---|
| 3.1 | - | Articles of Restatement of Vornado Realty Trust, as filed with the State Department of Assessments and Taxation of Maryland on July 30, 2007 - Incorporated by reference to Exhibit 3.75 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007 (File No. 001-11954), filed on July 31, 2007          | * |
| 3.2 | - | Amended and Restated Bylaws of Vornado Realty Trust, as amended on March 2, 2000 -<br><br>Incorporated by reference to Exhibit 3.12 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 1999 (File No. 001-11954), filed on March 9, 2000   | * |
| 3.3 | - | Articles Supplementary, 5.40% Series L Cumulative Redeemable Preferred Shares of<br><br>Beneficial Interest, liquidation preference \$25.00 per share, no par value – Incorporated by reference to Exhibit 3.6 to Vornado Realty Trust's Registration Statement on Form 8-A (File No. 001-11954), filed on January 25, 2013                | * |
| 3.4 | - | Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P.,<br><br>dated as of October 20, 1997 (the "Partnership Agreement") – Incorporated by reference to Exhibit 3.26 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003 (File No. 001-11954), filed on May 8, 2003 | * |
| 3.5 | - | Amendment to the Partnership Agreement, dated as of December 16, 1997 – Incorporated by<br><br>reference to Exhibit 3.27 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003 (File No. 001-11954), filed on May 8, 2003   | * |
| 3.6 | - | Second Amendment to the Partnership Agreement, dated as of April 1, 1998 – Incorporated  | * |



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by reference to Exhibit 3.5 to Vornado Realty Trust's Registration Statement on Form S-3 (File No. 333-50095), filed on April 14, 1998

- 3.7 - Third Amendment to the Partnership Agreement, dated as of November 12, 1998 - \*  
Incorporated by reference to Exhibit 3.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on November 30, 1998
- 3.8 - Fourth Amendment to the Partnership Agreement, dated as of November 30, 1998 - \*  
Incorporated by reference to Exhibit 3.1 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on February 9, 1999
- 3.9 - Fifth Amendment to the Partnership Agreement, dated as of March 3, 1999 - Incorporated by \*  
reference to Exhibit 3.1 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on March 17, 1999
- 3.10 - Sixth Amendment to the Partnership Agreement, dated as of March 17, 1999 - Incorporated \*  
by reference to Exhibit 3.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on July 7, 1999
- 3.11 - Seventh Amendment to the Partnership Agreement, dated as of May 20, 1999 - Incorporated \*  
by reference to Exhibit 3.3 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on July 7, 1999
- 3.12 - Eighth Amendment to the Partnership Agreement, dated as of May 27, 1999 - Incorporated \*  
by reference to Exhibit 3.4 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on July 7, 1999
- 3.13 - Ninth Amendment to the Partnership Agreement, dated as of September 3, 1999 - \*  
Incorporated by reference to Exhibit 3.3 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on October 25, 1999

\*

Incorporated by reference.



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- |      |   |   |   |
|------|---|---|---|
| 3.14 | - | Tenth Amendment to the Partnership Agreement, dated as of September 3, 1999 -   | * |
|      |   | Incorporated by reference to exhibit 3,4 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on October 25, 1999         |   |
| 3.15 | - | Eleventh Amendment to the Partnership Agreement, dated as of November 24, 1999 -  | * |
|      |   | Incorporated by reference to Exhibit 3.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on December 23, 1999        |   |
| 3.16 | - | Twelfth Amendment to the Partnership Agreement, dated as of May 1, 2000 - Incorporated  | * |
|      |   | by reference to Exhibit 3.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on May 19, 2000                          |   |
| 3.17 | - | Thirteenth Amendment to the Partnership Agreement, dated as of May 25, 2000 -   | * |
|      |   | Incorporated by reference to Exhibit 3.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on June 16, 2000            |   |
| 3.18 | - | Fourteenth Amendment to the Partnership Agreement, dated as of December 8, 2000 -   | * |
|      |   | Incorporated by reference to Exhibit 3.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on December 28, 2000        |   |
| 3.19 | - | Fifteenth Amendment to the Partnership Agreement, dated as of December 15, 2000 -   | * |
|      |   | Incorporated by reference to Exhibit 4.35 to Vornado Realty Trust's Registration Statement on Form S-8 (File No. 333-68462), filed on August 27, 2001 |   |
| 3.20 | - | Sixteenth Amendment to the Partnership Agreement, dated as of July 25, 2001 - Incorporated  | * |
|      |   | by reference to Exhibit 3.3 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001 11954), filed on October 12, 2001                      |   |
| 3.21 | - |   | * |

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Seventeenth Amendment to the Partnership Agreement, dated as of September 21, 2001 -

Incorporated by reference to Exhibit 3.4 to Vornado Realty Trust's Current Report on Form 8 K (File No. 001-11954), filed on October 12, 2001

3.22 - Eighteenth Amendment to the Partnership Agreement, dated as of January 1, 2002 - \*

Incorporated by reference to Exhibit 3.1 to Vornado Realty Trust's Current Report on Form 8-K/A (File No. 001-11954), filed on March 18, 2002

3.23 - Nineteenth Amendment to the Partnership Agreement, dated as of July 1, 2002 - Incorporated \*

by reference to Exhibit 3.47 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002 (File No. 001-11954), filed on August 7, 2002

3.24 - Twentieth Amendment to the Partnership Agreement, dated April 9, 2003 - Incorporated by \*

reference to Exhibit 3.46 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003 (File No. 001-11954), filed on May 8, 2003

3.25 - Twenty-First Amendment to the Partnership Agreement, dated as of July 31, 2003 - \*

Incorporated by reference to Exhibit 3.47 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003 (File No. 001-11954), filed on November 7, 2003

3.26 - Twenty-Second Amendment to the Partnership Agreement, dated as of November 17, 2003 - \*

Incorporated by reference to Exhibit 3.49 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2003 (File No. 001-11954), filed on March 3, 2004

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Incorporated by reference.



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- 3.27 - Twenty-Third Amendment to the Partnership Agreement, dated May 27, 2004 – Incorporated \*  
by reference to Exhibit 99.2 to Vornado Realty Trust’s Current Report on Form 8-K (File No. 001-11954), filed on June 14, 2004
- 3.28 - Twenty-Fourth Amendment to the Partnership Agreement, dated August 17, 2004 – \*  
Incorporated by reference to Exhibit 3.57 to Vornado Realty Trust and Vornado Realty L.P.’s Registration Statement on Form S-3 (File No. 333-122306), filed on January 26, 2005
- 3.29 - Twenty-Fifth Amendment to the Partnership Agreement, dated November 17, 2004 – \*  
Incorporated by reference to Exhibit 3.58 to Vornado Realty Trust and Vornado Realty L.P.’s Registration Statement on Form S-3 (File No. 333-122306), filed on January 26, 2005
- 3.30 - Twenty-Sixth Amendment to the Partnership Agreement, dated December 17, 2004 – \*  
Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.’s Current Report on Form 8-K (File No. 000-22685), filed on December 21, 2004
- 3.31 - Twenty-Seventh Amendment to the Partnership Agreement, dated December 20, 2004 – \*  
Incorporated by reference to Exhibit 3.2 to Vornado Realty L.P.’s Current Report on Form 8-K (File No. 000-22685), filed on December 21, 2004
- 3.32 - Twenty-Eighth Amendment to the Partnership Agreement, dated December 30, 2004 - \*  
Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.’s Current Report on Form 8-K (File No. 000-22685), filed on January 4, 2005
- 3.33 - Twenty-Ninth Amendment to the Partnership Agreement, dated June 17, 2005 - Incorporated \*  
by reference to Exhibit 3.1 to Vornado Realty L.P.’s Current Report on Form 8-K (File No. 000-22685), filed on June 21, 2005

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- 3.34 - Thirtieth Amendment to the Partnership Agreement, dated August 31, 2005 - Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.'s Current Report on Form 8-K (File No. 000-22685), filed on September 1, 2005 \*
- 3.35 - Thirty-First Amendment to the Partnership Agreement, dated September 9, 2005 - Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.'s Current Report on Form 8-K (File No. 000-22685), filed on September 14, 2005 \*
- 3.36 - Thirty-Second Amendment and Restated Agreement of Limited Partnership, dated as of December 19, 2005 – Incorporated by reference to Exhibit 3.59 to Vornado Realty L.P.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2006 (File No. 000-22685), filed on May 8, 2006 \*
- 3.37 - Thirty-Third Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of April 25, 2006 – Incorporated by reference to Exhibit 10.2 to Vornado Realty Trust's Form 8-K (File No. 001-11954), filed on May 1, 2006 \*
- 3.38 - Thirty-Fourth Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of May 2, 2006 – Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.'s Current Report on Form 8-K (File No. 000-22685), filed on May 3, 2006 \*
- 3.39 - Thirty-Fifth Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of August 17, 2006 – Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.'s Form 8-K (File No. 000-22685), filed on August 23, 2006 \*
- 3.40 - Thirty-Sixth Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of October 2, 2006 – Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.'s Form 8-K (File No. 000-22685), filed on January 22, 2007 \*





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| 3.41 | - | <p>Thirty-Seventh Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of June 28, 2007 – Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.’s Current Report on Form 8-K (File No. 000-22685), filed on June 27, 2007</p>                                       | * |
| 3.42 | - | <p>Thirty-Eighth Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of June 28, 2007 – Incorporated by reference to Exhibit 3.2 to Vornado Realty L.P.’s Current Report on Form 8-K (File No. 000-22685), filed on June 27, 2007</p>  | * |
| 3.43 | - | <p>Thirty-Ninth Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of June 28, 2007 – Incorporated by reference to Exhibit 3.3 to Vornado Realty L.P.’s Current Report on Form 8-K (File No. 000-22685), filed on June 27, 2007</p>   | * |
| 3.44 | - | <p>Fortieth Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of June 28, 2007 – Incorporated by reference to Exhibit 3.4 to Vornado Realty L.P.’s Current Report on Form 8-K (File No. 000-22685), filed on June 27, 2007</p>   | * |
| 3.45 | - | <p>Forty-First Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of March 31, 2008 – Incorporated by reference to Exhibit 3.44 to Vornado Realty Trust’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2008 (file No. 001-11954), filed on May 6, 2008</p> | * |
| 3.46 | - | <p>Forty-Second Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of December 17, 2010 – Incorporated by reference to Exhibit 99.1 to Vornado Realty L.P.’s Current Report on Form 8-K (File No. 000-22685), filed on December 21, 2010</p>                                | * |
| 3.47 | - |  | * |

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Forty-Third Amendment to Second Amended and Restated Agreement of Limited Partnership,

dated as of April 20, 2011 – Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.'s Current Report on Form 8-K (File No. 000-22685), filed on April 21, 2011

3.48 - Forty-Fourth Amendment to Second Amended and Restated Agreement of Limited Partnership \*

dated as of July 18, 2012 – Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.'s Current Report on Form 8-K (File No. 001-34482), filed on July 18, 2012

3.49 - Forty-Fifth Amendment to Second Amended and Restated Agreement of Limited Partnership, \*

dated as of January 25, 2013 – Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.'s Current Report on Form 8-K (File No. 001-34482), filed on January 25, 2013

4.1 - Indenture, dated as of November 25, 2003, between Vornado Realty L.P. and The Bank of \*

New York, as Trustee - Incorporated by reference to Exhibit 4.10 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005 (File No. 001-11954), filed on April 28, 2005

4.2 - Indenture, dated as of November 20, 2006, among Vornado Realty Trust, as Issuer, Vornado \*

Realty L.P., as Guarantor and The Bank of New York, as Trustee – Incorporated by reference to Exhibit 4.1 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on November 27, 2006

*Certain instruments defining the rights of holders of long-term debt securities of Vornado*

*Realty Trust and its subsidiaries are omitted pursuant to Item 601(b)(4)(iii) of Regulation S-K. Vornado Realty Trust hereby undertakes to furnish to the Securities and Exchange Commission*

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Incorporated by reference.



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|      |      |   |   |
|------|------|---|---|
| 10.1 | -    | <p>Registration Rights Agreement between Vornado, Inc. and Steven Roth, dated December 29,</p> <p style="padding-left: 40px;">1992 - Incorporated by reference to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 1992 (File No. 001-11954), filed February 16, 1993</p>  | * |
| 10.2 | ** - | <p>Management Agreement between Interstate Properties and Vornado, Inc. dated July 13, 1992</p> <p style="padding-left: 40px;">- Incorporated by reference to Vornado, Inc.'s Annual Report on Form 10-K for the year ended December 31, 1992 (File No. 001-11954), filed February 16, 1993</p>   | * |
| 10.3 | ** - | <p>Employment Agreement, dated as of April 15, 1997, by and among Vornado Realty Trust,</p> <p style="padding-left: 40px;">The Mendik Company, L.P. and David R. Greenbaum - Incorporated by reference to Exhibit 10.4 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on April 30, 1997</p>   | * |
| 10.4 | -    | <p>Agreement and Plan of Merger, dated as of October 18, 2001, by and among Vornado Realty</p> <p style="padding-left: 40px;">Trust, Vornado Merger Sub L.P., Charles E. Smith Commercial Realty L.P., Charles E. Smith Commercial Realty L.L.C., Robert H. Smith, individually, Robert P. Kogod, individually, and Charles E. Smith Management, Inc. - Incorporated by reference to Exhibit 2.1 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on January 16, 2002</p> | * |
| 10.5 | -    | <p>Tax Reporting and Protection Agreement, dated December 31, 2001, by and among Vornado,</p> <p style="padding-left: 40px;">Vornado Realty L.P., Charles E. Smith Commercial Realty L.P. and Charles E. Smith Commercial Realty L.L.C. - Incorporated by reference to Exhibit 10.3 to Vornado Realty Trust's Current Report on Form 8-K/A (File No. 1-11954), filed on March 18, 2002</p>  | * |
| 10.6 | ** - | <p>Amendment to Real Estate Retention Agreement, dated as of July 3, 2002, by and between</p> <p style="padding-left: 40px;">Alexander's, Inc. and Vornado Realty L.P. - Incorporated by reference to Exhibit</p>   | * |

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10(i)(E)(3) to Alexander's Inc.'s Quarterly Report for the quarter ended June 30, 2002 (File No. 001-06064), filed on August 7, 2002

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| 10.7  | ** | - | <p>59th Street Real Estate Retention Agreement, dated as of July 3, 2002, by and between</p> <p>Vornado Realty L.P., 731 Residential LLC and 731 Commercial LLC - Incorporated by reference to Exhibit 10(i)(E)(4) to Alexander's Inc.'s Quarterly Report for the quarter ended June 30, 2002 (File No. 001-06064), filed on August 7, 2002</p>   | * |
| 10.8  |    | - | <p>Amended and Restated Management and Development Agreement, dated as of July 3, 2002,</p> <p>by and between Alexander's, Inc., the subsidiaries party thereto and Vornado Management Corp. - Incorporated by reference to Exhibit 10(i)(F)(1) to Alexander's Inc.'s Quarterly Report for the quarter ended June 30, 2002 (File No. 001-06064), filed on August 7, 2002</p>                                | * |
| 10.9  | ** | - | <p>Amended and Restated Employment Agreement between Vornado Realty Trust and Joseph</p> <p>Macnow dated July 27, 2006 – Incorporated by reference to Exhibit 10.54 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2006 (File No. 001-11954), filed on August 1, 2006</p>   | * |
| 10.10 | ** | - | <p>Amendment to Real Estate Retention Agreement, dated January 1, 2007, by and between</p> <p>Vornado Realty L.P. and Alexander's Inc. – Incorporated by reference to Exhibit 10.55 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2006 (File No. 001-11954), filed on February 27, 2007</p>  | * |
| 10.11 | ** | - | <p>Amendment to 59th Street Real Estate Retention Agreement, dated January 1, 2007, by and</p> <p>among Vornado Realty L.P., 731 Retail One LLC, 731 Restaurant LLC, 731 Office One LLC and 731 Office Two LLC. – Incorporated by reference to Exhibit 10.56 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2006 (File No. 001-11954), filed on February 27, 2007</p> | * |

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Incorporated by reference.

\*\*

Management contract or compensatory agreement.

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| 10.12 | ** | - | <p>Employment Agreement between Vornado Realty Trust and Mitchell Schear, as of April 19,</p> <p style="padding-left: 40px;">2007 – Incorporated by reference to Exhibit 10.46 to Vornado Realty Trust’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2007 (File No. 001-11954), filed on May 1, 2007</p>                | * |
| 10.13 | ** | - | <p>Amendment to Employment Agreement between Vornado Realty Trust and Michael D. Fascitelli, dated December 29, 2008. Incorporated by reference to Exhibit 10.47 to Vornado Realty Trust’s Annual Report on Form 10-K for the year ended December 31, 2008 (File No. 001-11954) filed on February 24, 2009</p>                            | * |
| 10.14 | ** | - | <p>Amendment to Employment Agreement between Vornado Realty Trust and Joseph Macnow,</p> <p style="padding-left: 40px;">dated December 29, 2008. Incorporated by reference to Exhibit 10.48 to Vornado Realty Trust’s Annual Report on Form 10-K for the year ended December 31, 2008 (File No. 001-11954) filed on February 24, 2009</p> | * |
| 10.15 | ** | - | <p>Amendment to Employment Agreement between Vornado Realty Trust and David R. Greenbaum, dated December 29, 2008. Incorporated by reference to Exhibit 10.49 to Vornado Realty Trust’s Annual Report on Form 10-K for the year ended December 31, 2008 (File No. 001-11954) filed on February 24, 2009</p>                               | * |
| 10.16 | ** | - | <p>Amendment to Indemnification Agreement between Vornado Realty Trust and David R. Greenbaum, dated December 29, 2008. Incorporated by reference to Exhibit 10.50 to Vornado Realty Trust’s Annual Report on Form 10-K for the year ended December 31, 2008 (File No. 001-11954) filed on February 24, 2009</p>                          | * |
| 10.17 | ** | - | <p>Amendment to Employment Agreement between Vornado Realty Trust and Mitchell N. Schear, dated December 29, 2008. Incorporated by reference to Exhibit 10.51 to Vornado</p>  | * |

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Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2008 (File No. 001-11954) filed on February 24, 2009

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| 10.18 | ** | - | <p>Vornado Realty Trust's 2010 Omnibus Share Plan. Incorporated by reference to Exhibit 10.41 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2010 (File No. 001-11954) filed on August 3, 2010</p>                         | * |
| 10.19 | ** | - | <p>Form of Vornado Realty Trust 2010 Omnibus Share Plan Incentive / Non-Qualified Stock Option Agreement. Incorporated by reference to Exhibit 99.1 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954) filed on April 5, 2012</p>           | * |
| 10.20 | ** | - | <p>Form of Vornado Realty Trust 2010 Omnibus Share Plan Restricted Stock Agreement. Incorporated by reference to Exhibit 99.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954) filed on April 5, 2012</p>                                 | * |
| 10.21 | ** | - | <p>Form of Vornado Realty Trust 2010 Omnibus Share Plan Restricted LTIP Unit Agreement. Incorporated by reference to Exhibit 99.3 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954) filed on April 5, 2012</p>                             | * |
| 10.22 | ** | - | <p>Form of Vornado Realty Trust 2012 Outperformance Plan Award Agreement. Incorporated by reference to Exhibit 10.45 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2012 (File No. 001-11954) filed on February 26, 2013</p> | * |
| 10.23 | ** | - | <p>Letter Agreement between Vornado Realty Trust and Michael D. Fascitelli, dated February 27, 2013. Incorporated by reference to Exhibit 99.1 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on February 27, 2013</p>           | * |
|       | *  |   | <hr style="width: 20%; margin-left: 0;"/> <p>Incorporated by reference.</p>  |   |
|       | ** |   | <p>Management contract or compensatory agreement.</p>  |   |





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| 10.24 | ** | - | <p>Waiver and Release between Vornado Realty Trust and Michael D. Fascitelli, dated</p> <p style="padding-left: 40px;">February 27, 2013. Incorporated by reference to Exhibit 99.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on February 27, 2013</p>  | * |
| 10.25 |    | - | <p>Amendment to June 2011 Revolving Credit Agreement dated as of March 28, 2013, by and</p> <p style="padding-left: 40px;">among Vornado Realty L.P., as Borrower, the banks listed on the signature pages, and J.P. Morgan Chase Bank N.A., as Administrative Agent. Incorporated by reference to Exhibit 10.48 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 (File No. 001-11954), filed on May 6, 2013</p> | * |
| 10.26 | ** | - | <p>Form of Vornado Realty Trust 2013 Outperformance Plan Award Agreement. Incorporated</p> <p style="padding-left: 40px;">by reference to Exhibit 10.50 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 (File No. 001-11954), filed on May 6, 2013</p>  | * |
| 10.27 | ** | - | <p>Employment agreement between Vornado Realty Trust and Stephen W. Theriot dated</p> <p style="padding-left: 40px;">June 1, 2013. Incorporated by reference to Exhibit 10.51 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013 (File No. 001-11954), filed on August 5, 2013</p>  | * |
| 10.28 | ** | - | <p>Employment agreement between Vornado Realty Trust and Michael J. Franco dated</p> <p style="padding-left: 40px;">January 10, 2014. Incorporated by reference to Exhibit 10.52 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 (File No. 001-11954), filed on May 5, 2014</p>   | * |
| 10.29 | ** | - | <p>Form of Vornado Realty Trust 2014 Outerperformance Plan Award Agreement. Incorporated</p> <p style="padding-left: 40px;">by reference to Exhibit 10.53 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 (File No. 001-11954), filed on May 5, 2014</p>  | * |

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- 10.30 - Amended and Restated Revolving Credit Agreement dated as of September 30, 2014, by and among Vornado Realty L.P. as borrower, Vornado Realty Trust as General Partner, the Banks listed on the signature pages thereof, and JPMorgan Chase Bank N.A. as Administrative Agent for the Banks. Incorporated by reference to Exhibit 10.54 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended September 30, 2014 (File No. 001-11954), filed on November 3, 2014 \*
- 10.31 \*\* - Form of Vornado Realty Trust 2016 Outperformance Plan Award Agreement. Incorporated by reference to Exhibit 99.1 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on January 21, 2016 \*
- 10.32 - Term Loan Agreement dated as of October 30, 2015, by and among Vornado Realty L.P. as borrower, Vornado Realty Trust as General Partner, the Banks listed on the signature pages thereof, and JPMorgan Chase Bank, N.A. as Administrative Agent for the Banks
- \*  
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- 
- Incorporated by reference.  
Management contract or compensatory agreement.

|         |   |  |
|---------|---|--|
| 12      | - | Computation of Ratios  |
| 21      | - | Subsidiaries of the Registrant                               |
| 23      | - | Consent of Independent Registered Public Accounting Firm     |
| 31.1    | - | Rule 13a-14 (a) Certification of the Chief Executive Officer |
| 31.2    | - | Rule 13a-14 (a) Certification of the Chief Financial Officer |
| 32.1    | - | Section 1350 Certification of the Chief Executive Officer    |
| 32.2    | - | Section 1350 Certification of the Chief Financial Officer    |
| 101.INS | - | XBRL Instance Document                                       |
| 101.SCH | - | XBRL Taxonomy Extension Schema                               |
| 101.CAL | - | XBRL Taxonomy Extension Calculation Linkbase                 |
| 101.DEF | - | XBRL Taxonomy Extension Definition Linkbase                  |
| 101.LAB | - | XBRL Taxonomy Extension Label Linkbase                       |
| 101.PRE | - | XBRL Taxonomy Extension Presentation Linkbase                |