

Section 1: 8-K/A (VORNADO REALTY TRUST AMENDMENT ON FORM 8-K)

1

As filed with the Securities and Exchange Commission on February 9, 1999

Exhibit Index on Page 5

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT

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

Date of Report (date of earliest event reported): November 12, 1998

Commission File Number: 1-11954

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

MARYLAND
(State or other jurisdiction of incorporation)

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

PARK 80 WEST, PLAZA II, SADDLEBROOK, NEW JERSEY
(Address of principle executive offices)

07663
(Zip Code)

(201) 587-1000
(Registrant's telephone number, including area code)

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

2

ITEMS 1 - 4. NOT APPLICABLE.

ITEM 5. OTHER EVENTS.

ISSUANCE OF ADDITIONAL SERIES D-1 PREFERRED UNITS BY VORNADO REALTY L.P.

On December 22, 1998, Vornado Realty L.P., a Delaware limited partnership through which Vornado Realty Trust conducts its business (the "Operating Partnership"), sold \$27.5 million of Series D-1 Preferred Units of limited partnership interest (the "Series D-1 Preferred Units") to an institutional investor in a private placement, resulting in net proceeds of approximately \$26.8 million. As previously reported, on November 12, 1998, the Operating Partnership sold \$60 million of Series D-1 Preferred Units to the same institutional investor in a private placement, resulting in net proceeds of approximately \$58.5 million.

The Series D-1 Preferred Units are perpetual and may be redeemed without penalty in whole or in part by the Operating Partnership at any time on or after November 12, 2003 for cash equal to \$25 per Series D-1 Preferred Unit and any accumulated and unpaid distributions owing in respect of the Series D-1 Preferred Units being redeemed. At any time on or after the Series D-1 Effective Date (as defined below), holders of Series D-1 Preferred Units will have the right to have their Series D-1 Preferred Units redeemed by the Operating Partnership for (i) cash equal to \$25 for each Series D-1 Preferred Unit and any accumulated and unpaid distributions owing in respect of the Series D-1 Preferred Units being redeemed or (ii) at the option of Vornado Realty Trust, one Series D-1 8.5% Cumulative Redeemable Preferred Share of Beneficial Interest, no par value (the "Series D-1 Preferred Shares"), of Vornado Realty Trust for each Series D-1 Preferred Unit redeemed. The "Series D-1 Effective Date" means the sooner of (i) November 12, 2008, (ii) the first business day following any period in which the Operating Partnership has failed to make full distributions in respect of the Series D-1 Preferred Units for six quarters, whether or not consecutive, (iii) the first business day following receipt by the holder of the Series D-1 Preferred Units of either notice from Vornado Realty Trust, or an opinion of counsel, that the Operating Partnership is or likely is a "publicly-traded partnership," as defined in the Internal Revenue Code of 1986, as amended, and (iv) the first business day following the date on which the institutional investor to which the Series D-1 Preferred Units were issued reasonably determines that there is an imminent and substantial risk that

the Series D-1 Preferred Units held by it represent or will represent 19.5% or more of the total profits or capital interests in the Operating Partnership for a taxable year.

The Series D-1 Preferred Shares will be perpetual and will be redeemable at the option of Vornado Realty Trust at any time on and after November 12, 2003 for cash equal to \$25 per Series D-1 Preferred Share plus dividends accumulated and unpaid prior to the date of redemption. No Series D-1 Preferred Shares are now outstanding, Vornado Realty Trust and the purchaser of the Series D-1 Preferred Units have entered into a registration rights agreement, as amended, with respect to the Series D-1 Preferred Shares that may be issued upon redemption of Series D-1 Preferred Units.

-2-

3

ITEM 6. NOT APPLICABLE.

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

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

Exhibit No. -----	Description -----
3.1	Articles Supplementary to Declaration of Trust of Vornado Realty Trust with respect to the Series D-1 Preferred Shares, dated November 12, 1998, as filed with the State Department of Assessments and Taxation of Maryland on November 25, 1998 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K of Vornado Realty Trust, dated November 12, 1998)
3.2	Articles Supplementary to Declaration of Trust of Vornado Realty Trust with respect to the Series D-1 Preferred Shares, dated December 22, 1998, as filed with the State Department of Assessments and Taxation of Maryland on January 12, 1999
3.3	Third Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of November 12, 1998 (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K of Vornado Realty Trust, dated November 12, 1998)
3.4	Exhibit A, dated as of December 22, 1998, to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P.
99.1	Press release of Vornado Realty Trust, dated November 12, 1998 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K of Vornado Realty Trust, dated November 12, 1998)
99.2	Press release of Vornado Realty Trust, dated December 22, 1998

ITEM 8. NOT APPLICABLE.

-3-

4

SIGNATURES

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

VORNADO REALTY TRUST
(Registrant)

By: /s/ Irwin Goldberg

Name: Irwin Goldberg
Title: Vice President,
Chief Financial Officer

Date: February 9, 1999

-4-

5

Index to Exhibits

Exhibit No.	Description
3.1	Articles Supplementary to Declaration of Trust of Vornado Realty Trust with respect to the Series D-1 Preferred Shares, dated as of November 12, 1998, as filed with the State Department of Assessments and Taxation of Maryland on November 25, 1998 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K of Vornado Realty Trust, dated November 12, 1998)
3.2	Articles Supplementary to Declaration of Trust of Vornado Realty Trust with respect to the Series D-1 Preferred Shares, dated as of December 22, 1998, as filed with the State Department of Assessments and Taxation of Maryland on January 12, 1999
3.3	Third Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of November 12, 1998 (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K of Vornado Realty Trust, dated November 12, 1998)
3.4	Exhibit A, dated as of December 22, 1998, to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P.
99.1	Press release of Vornado Realty Trust, dated November 12, 1998 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K of Vornado Realty Trust, dated November 12, 1998)
99.2	Press release of Vornado Realty Trust, dated December 22, 1998

-5-

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

Section 2: EX-3.2 (ARTICLES SUPPLEMENTARY TO DECLARATION OF TRUST)

1

Exhibit 3.2

VORNADO REALTY TRUST

ARTICLES SUPPLEMENTARY

SERIES D-1 8.5% CUMULATIVE REDEEMABLE PREFERRED SHARES
(liquidation preference \$25.00 per share)

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

FIRST: Under a power contained in Article VI of the Amended and Restated Declaration of Trust of the Trust, as amended (the "Declaration"), the Board of Trustees of the Trust (the "Board of Trustees"), by informal action in lieu of a special meeting, classified and designated 1,100,000 shares (the "Shares") of the Preferred Stock (as defined in the Declaration), as shares of Series D-1 8.5% Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share ("Series D-1 Preferred Shares"), with the same preferences and other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications and terms and conditions of redemption as are set forth in the Articles Supplementary of the Trust, relating to the Series D-1 8.5% Cumulative Redeemable Shares of Beneficial Interest, liquidation preference \$25.00 per share, dated as of November 12, 1998 and filed with the Department on November 25, 1998, which upon any restatement of the Declaration, shall be deemed to be part of Article VI of the Declaration, with any necessary or appropriate changes in the enumeration or lettering of the sections or subsections thereof.

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

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

FOURTH: Each of the undersigned acknowledges these Articles Supplementary to be the trust act of the Trust and, as to all matters or facts required to be verified under oath, the undersigned acknowledges that to the best of his or her knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

2

IN WITNESS WHEREOF, the Trust has caused these Articles Supplementary to be executed under seal in its name and on its behalf by its Vice President and Chief Financial Officer and attested to by one of its Assistant Secretaries on this 22nd day of December, 1998.

VORNADO REALTY TRUST

By: /s/ Irwin Goldberg

 Irwin Goldberg
 Vice President and Chief
 Financial Officer

[Seal]

ATTEST:

/s/ Larry Portal

 Larry Portal
 Assistant Secretary

-2-

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

Section 3: EX-3.4 (EXHIBIT A TO PARTNERSHIP AGREEMENT)

1

Exhibit 3.4

EXHIBIT A (12/22/98) - ADDITIONAL UNITS ISSUED FOR GREENE STREET 1998 EXCHANGE FUND, LP

VORNADO REALTY L.P.
 PARTNERS AND PARTNERSHIP INTERESTS

	CLASS OF UNITS					
	SERIES A PREFERRED UNITS	VALUE OF SERIES A	PERCENTAGE OF SERIES A	SERIES B-1 PREFERRED UNITS	VALUE OF SERIES B-1	PERCENTAGE OF SERIES B-1
Vornado Realty Trust	5,789,239	\$297,508,992	100.0000%			
Vornado Realty Trust						
Vornado Finance Corp						
Vornado Investment Corporation						
40 East 14 Realty Associates General Partnership						
825 Seventh Avenue Holding Corporation						
Menands Holdings Corporation						
Two Guys From Harrison, N.Y., Inc.						
Washington Design Center, L.L.C.				200,000	\$10,000,000	22.23%
Merchandise Mart Owners, L.L.C.				699,566	\$34,978,300	77.77%
Merchandise Mart Enterprises, L.L.C.						
World Trade Center Chicago, L.L.C.						
Greene Street 1998 Exchange Fund, L.P.						
Jacob H. Froelich, Jr.						
S.D. Phillips						

George W. Lyles
 Canoe House Partners, LLC
 Roaring Gap Limited Partnership
 Phillips Property Company, LLC

The Mendik Partnership, L.P.
 Mendik Realty Company, Inc.
 FW / Mendik REIT, L.L.C. (2)
 Mendik RELP Corp.
 2750 Associates
 Abrams, Trust U/W/O Ralph
 Adler, Robert
 Alpert, Vicki
 Ambassador Construction Company, Inc.
 Aschendorf-Shasha, Ellen
 Ash, Herbert
 Aubert, Trust FBO Lysa
 UWO Barbara Schwartz
 Aubert, Trust FBO Lysa
 UWO Ellis Schwartz
 Barr, Thomas
 Barkin, Leonard
 Batkin, Nancy
 Batkin, Nancy 1998 Trust u/a/d 5/11/98
 Berenson, David
 Berenson, Joan
 Berenson, Richard
 Berenson, Robert
 Berger, Alice C.
 Bianculli, Louis
 Bierman, Jacquin
 Blumenthal, Joel Marie
 Braverman, Madlyn
 Bonk, Chris
 Carb, Sally
 Carney, Thomas
 Chambers, Robert
 CHO Enterprises
 Dembner, Shirley
 Dembner, Shirley UGMA
 for Lindsey Dembner
 Doner, Max
 Downey, Michael
 Dryfoos, Jacqueline
 Dubrowski, Raymond
 Evans, Ben
 Field, Walter L.
 Jesse Fierstein & Co.
 Fischer, Alan A.
 Freedman, Robert
 Gershon, Estate of Murray
 Getz, Howard
 Getz, Sandra
 Getz, Sandra & Howard

CLASS OF UNITS

SERIES B-2 PREFERRED UNITS	VALUE OF SERIES B-2	PERCENTAGE OF SERIES B-2	SERIES C-1 PREFERRED UNITS	VALUE OF SERIES C-1	PERCENTAGE OF SERIES C-1
----------------------------------	---------------------------	--------------------------------	----------------------------------	---------------------------	--------------------------------

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

Washington Design Center, L.L.C.	100,000	\$5,000,000	22.23%
Merchandise Mart Owners, L.L.C.	349,783	\$17,489,150	77.77%
Merchandise Mart Enterprises, L.L.C.			
World Trade Center Chicago, L.L.C.			

Greene Street 1998 Exchange Fund, L.P.

Jacob H. Froelich, Jr.	150,067	\$ 5,352,890	20.0648%
S.D. Phillips	9,976	\$ 355,844	1.3338%
George W. Lyles	70,044	\$ 2,498,469	9.3653%
Canoe House Partners, LLC	200,090	\$ 7,137,210	26.7531%
Roaring Gap Limited Partnership	290,158	\$10,349,936	38.7957%
Phillips Property Company, LLC	27,577	983,672	3.6872%

The Mendik Partnership, L.P.
 Mendik Realty Company, Inc.
 FW / Mendik REIT, L.L.C. (2)
 Mendik RELP Corp.
 2750 Associates
 Abrams, Trust U/W/O Ralph
 Adler, Robert
 Alpert, Vicki
 Ambassador Construction Company, Inc.
 Aschendorf-Shasha, Ellen
 Ash, Herbert
 Aubert, Trust FBO Lysa
 UWO Barbara Schwartz
 Aubert, Trust FBO Lysa
 UWO Ellis Schwartz
 Barr, Thomas
 Barkin, Leonard
 Batkin, Nancy
 Batkin, Nancy 1998 Trust u/a/d 5/11/98
 Berenson, David
 Berenson, Joan
 Berenson, Richard
 Berenson, Robert
 Berger, Alica C.
 Bianculli, Louis
 Bierman, Jacquin
 Blumenthal, Joel Marie
 Braverman, Madlyn
 Bonk, Chris
 Carb, Sally
 Carney, Thomas
 Chambers, Robert
 CHO Enterprises
 Dembner, Shirley
 Dembner, Shirley UGMA
 for Lindsey Dembner
 Doner, Max
 Downey, Michael
 Dryfoos, Jacqueline
 Dubrowski, Raymond
 Evans, Ben
 Field, Walter L.
 Jesse Fierstein & Co.
 Fischer, Alan A.
 Freedman, Robert
 Gershon, Estate of Murray
 Getz, Howard
 Getz, Sandra
 Getz, Sandra & Howard

3

CLASS OF UNITS

SERIES D-1 PREFERRED UNITS	VALUE OF SERIES D-1	PERCENTAGE OF SERIES D-1
----------------------------------	---------------------------	--------------------------------

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

 Washington Design Center, L.L.C.
 Merchandise Mart Owners, L.L.C.
 Merchandise Mart Enterprises, L.L.C.
 World Trade Center Chicago, L.L.C.

 Greene Street 1998 Exchange Fund, L.P. 3,500,000 87,500,000 100.00%

 Jacob H. Froelich, Jr.
 S.D. Phillips
 George W. Lyles
 Canoe House Partners, LLC
 Roaring Gap Limited Partnership
 Phillips Property Company, LLC

 The Mendik Partnership, L.P.
 Mendik Realty Company, Inc.
 FW / Mendik REIT, L.L.C. (2)

Mendik RELP Corp.
 2750 Associates
 Abrams, Trust U/W/O Ralph
 Adler, Robert
 Alpert, Vicki
 Ambassador Construction Company, Inc.
 Aschendorf-Shasha, Ellen
 Ash, Herbert
 Aubert, Trust FBO Lysa
 UWO Barbara Schwartz
 Aubert, Trust FBO Lysa
 UWO Ellis Schwartz
 Barr, Thomas
 Barkin, Leonard
 Batkin, Nancy
 Batkin, Nancy 1998 Trust u/a/d 5/11/98
 Berenson, David
 Berenson, Joan
 Berenson, Richard
 Berenson, Robert
 Berger, Alica C.
 Bianculli, Louis
 Bierman, Jacquin
 Blumenthal, Joel Marie
 Braverman, Madlyn
 Bonk, Chris
 Carb, Sally
 Carney, Thomas
 Chambers, Robert
 CHO Enterprises
 Dembner, Shirley
 Dembner, Shirley UGMA
 for Lindsey Dembner
 Doner, Max
 Downey, Michael
 Dryfoos, Jacqueline
 Dubrowski, Raymond
 Evans, Ben
 Field, Walter L.
 Jesse Fierstein & Co.
 Fischer, Alan A.
 Freedman, Robert
 Gershon, Estate of Murray
 Getz, Howard
 Getz, Sandra
 Getz, Sandra & Howard

4

	CLASS OF UNITS						
	COMMON UNITS				TOTAL	VALUE	PERCENTAGE
	A	C	D	E	COMMON UNITS	COMMON UNITS	COMMON UNITS
Vornado Realty Trust					43,527,559	\$1,552,628,030	47.3996%
Vornado Realty Trust	43,527,559				43,527,559	\$1,552,628,030	47.3996%
Vornado Finance Corp	35,282,694				35,282,694	\$1,258,533,695	38.4213%
Vornado Investment Corporation	3,666,666				3,666,666	\$130,789,976	3.9928%
40 East 14 Realty Associates					0	\$0	0.0000%
General Partnership	1,639,278				1,639,278	\$58,473,046	1.7851%
825 Seventh Avenue Holding Corporation	235,516				235,516	\$8,400,856	0.2565%
Menands Holdings Corporation	536,524				536,524	\$19,137,811	0.5843%
Two Guys From Harrison, N.Y., Inc.	180,890				180,890	\$6,452,346	0.1970%
Washington Design Center, L.L.C.	65,807				65,807	\$2,347,336	0.0717%
Merchandise Mart Owners, L.L.C.					0	\$0	0.0000%
Merchandise Mart Enterprises, L.L.C.	395,967				395,967	\$14,124,143	0.4312%
World Trade Center Chicago, L.L.C.	603,948				603,948	\$21,542,825	0.6577%
Greene Street 1998 Exchange Fund, L.P.					0	\$0	0.0000%
Jacob H Froelich, Jr.	202,411				202,411	\$7,220,000	0.2204%
S.D. Phillips	0				0	\$0	0.0000%
George W Lyles	0				0	\$0	0.0000%
Canoe House Partners, LLC	0				0	\$0	0.0000%
Roaring Gap Limited Partnership	0				0	\$0	0.0000%
Phillips Property Company, LLC	0				0	\$0	0.0000%
The Mendik Partnership, L.P.		2,512,023			2,512,023	\$89,603,860	2.7355%
Mendik Realty Company, Inc.	161				161	\$5,743	0.0002%
FW / Mendik REIT, L.L.C.	(2)	486,540			486,540	\$17,354,882	0.5298%
Mendik RELP Corp.		846			846	\$30,177	0.0009%
2750 Associates			2,704		2,704	\$96,452	0.0029%
Abrams, Trust U/W/O Ralph			7,244		7,244	\$258,393	0.0079%
Adler, Robert			2,496		2,496	\$89,032	0.0027%

Alpert, Vicki		5,228	5,228	\$186,483	0.0057%
Ambassador Construction Company, Inc.		37,178	37,178	\$1,326,139	0.0405%
Aschendorf-Shasha, Ellen		1,710	1,710	\$60,996	0.0019%
Ash, Herbert		154	154	\$5,493	0.0002%
Aubert, Trust FBO Lysa			0	\$0	0.0000%
UWO Barbara Schwartz		4,278	4,278	\$152,596	0.0047%
Aubert, Trust FBO Lysa			0	\$0	0.0000%
UWO Ellis Schwartz		256	256	\$9,132	0.0003%
Barr, Thomas		1,844	1,844	\$65,775	0.0020%
Barkin, Leonard		962	962	\$34,315	0.0010%
Batkin, Nancy		0	0	\$0	0.0000%
Batkin, Nancy 1998 Trust u/a/d 5/11/98	108	6,338	6,446	\$229,929	0.0070%
Berenson, David		1,034	1,034	\$36,883	0.0011%
Berenson, Joan		1,382	1,382	\$49,296	0.0015%
Berenson, Richard		842	842	\$30,034	0.0009%
Berenson, Robert		1,762	1,762	\$62,851	0.0019%
Berger, Alica C.		374	374	\$13,341	0.0004%
Bianculli, Louis		5,604	5,604	\$199,895	0.0061%
Bierman, Jacquin		5,376	5,376	\$191,762	0.0059%
Blumenthal, Joel Marie		154	154	\$5,493	0.0002%
Braverman, Madlyn		35,032	35,032	\$1,249,591	0.0381%
Bonk, Chris	75,344		75,344	\$2,687,520	0.0820%
Carb, Sally		1,793	1,793	\$63,956	0.0020%
Carney, Thomas		1,419	1,419	\$50,616	0.0015%
Chambers, Robert	145	7,961	8,106	\$289,141	0.0088%
CHO Enterprises		5,364	5,364	\$191,334	0.0058%
Dembner, Shirley	145	78	223	\$7,954	0.0002%
Dembner, Shirley UGMA			0	\$0	0.0000%
for Lindsey Dembner		3,462	3,462	\$123,490	0.0038%
Doner, Max		3,364	3,364	\$119,994	0.0037%
Downey, Michael	83,226		83,226	\$2,968,671	0.0906%
Dryfoos, Jacqueline		962	962	\$34,315	0.0010%
Dubrowski, Raymond		2,304	2,304	\$82,184	0.0025%
Evans, Ben		104	104	\$3,710	0.0001%
Field, Walter L.		1,680	1,680	\$59,926	0.0018%
Jesse Fierstein & Co.		4,045	4,045	\$144,285	0.0044%
Fischer, Alan A.		3,364	3,364	\$119,994	0.0037%
Freedman, Robert		5,770	5,770	\$205,816	0.0063%
Gershon, Estate of Murray		10,494	10,494	\$374,321	0.0114%
Getz, Howard		333	333	\$11,878	0.0004%
Getz, Sandra		7,328	7,328	\$261,390	0.0080%
Getz, Sandra & Howard		748	748	\$26,681	0.0008%

5

	TOTAL UNITS	TOTAL VALUE	PERCENTAGE INTEREST
	-----	-----	-----
Vornado Realty Trust	90,858,366(1)	\$3,331,924,752	88.7385%
Vornado Realty Trust			
Vornado Finance Corp			
Vornado Investment Corporation			
40 East 14 Realty Associates			
General Partnership			
825 Seventh Avenue Holding Corporation			
Menands Holdings Corporation			
Two Guys From Harrison, N.Y., Inc.			
Washington Design Center, L.L.C.	365,807	\$17,347,336	0.4620%
Merchandise Mart Owners, L.L.C.	1,049,349	\$52,467,450	1.3974%
Merchandise Mart Enterprises, L.L.C.	395,967	\$14,124,143	0.3762%
World Trade Center Chicago, L.L.C.	603,948	\$21,542,825	0.5737%
Greene Street 1998 Exchange Fund, L.P.	3,500,000	\$87,500,000	2.3304%
Jacob H. Froelich, Jr.	352,478	\$12,572,890	0.3349%
S.D. Phillips	9,976	\$355,844	0.0095%
George W. Lyles	70,044	\$2,498,469	0.0665%
Canoe House Partners, LLC	200,090	\$7,137,210	0.1901%
Roaring Gap Limited Partnership	290,158	\$10,349,936	0.2756%
Phillips Property Company, LLC	27,577	\$983,672	0.0262%
The Mendik Partnership, L.P.	2,512,023	\$89,603,860	2.3864%
Mendik Realty Company, Inc.	161	\$5,743	0.0002%
FW / Mendik REIT, L.L.C.	(2) 486,540	\$17,354,882	0.4622%
Mendik RELP Corp.	846	\$30,177	0.0008%
2750 Associates	2,704	\$96,452	0.0026%
Abrams, Trust U/W/O Ralph	7,244	\$258,393	0.0069%
Adler, Robert	2,496	\$89,032	0.0024%
Alpert, Vicki	5,228	\$186,483	0.0050%
Ambassador Construction Company, Inc.	37,178	\$1,326,139	0.0353%
Aschendorf-Shasha, Ellen	1,710	\$60,996	0.0016%
Ash, Herbert	154	\$5,493	0.0001%
Aubert, Trust FBO Lysa	0	\$0	0.0000%
UWO Barbara Schwartz	4,278	\$152,596	0.0041%

Aubert, Trust FBO Lysa	0	\$0	0.0000%
UWO Ellis Schwartz	256	\$9,132	0.0002%
Barr, Thomas	1,844	\$65,775	0.0018%
Barkin, Leonard	962	\$34,315	0.0009%
Batkin, Nancy	0	\$0	0.0000%
Batkin, Nancy 1998 Trust u/a/d 5/11/98	6,446	\$229,929	0.0061%
Berenson, David	1,034	\$36,883	0.0010%
Berenson, Joan	1,382	\$49,296	0.0013%
Berenson, Richard	842	\$30,034	0.0008%
Berenson, Robert	1,762	\$62,851	0.0017%
Berger, Alice C.	374	\$13,341	0.0004%
Bianculli, Louis	5,604	\$199,895	0.0053%
Bierman, Jacquin	5,376	\$191,762	0.0051%
Blumenthal, Joel Marie	154	\$5,493	0.0001%
Braverman, Madlyn	35,032	\$1,249,591	0.0333%
Bonk, Chris	75,344	\$2,687,520	0.0716%
Carb, Sally	1,793	\$63,956	0.0017%
Carney, Thomas	1,419	\$50,616	0.0013%
Chambers, Robert	8,106	\$289,141	0.0077%
CHO Enterprises	5,364	\$191,334	0.0051%
Dembner, Shirley	223	\$7,954	0.0002%
Dembner, Shirley UGMA	0	\$0	0.0000%
for Lindsey Dembner	3,462	\$123,490	0.0033%
Doner, Max	3,364	\$119,994	0.0032%
Downey, Michael	83,226	\$2,968,671	0.0791%
Dryfoos, Jacqueline	962	\$34,315	0.0009%
Dubrowski, Raymond	2,304	\$82,184	0.0022%
Evans, Ben	104	\$3,710	0.0001%
Field, Walter L.	1,680	\$59,926	0.0016%
Jesse Fierstein & Co.	4,045	\$144,285	0.0038%
Fischer, Alan A.	3,364	\$119,994	0.0032%
Freedman, Robert	5,770	\$205,816	0.0055%
Gershon, Estate of Murray	10,494	\$374,321	0.0100%
Getz, Howard	333	\$11,878	0.0003%
Getz, Sandra	7,328	\$261,390	0.0070%
Getz, Sandra & Howard	748	\$26,681	0.0007%

6

Class of Units

Common Units									

A	C	D	E	Total	Value	Percentage	Total	Total	Percentage
				Common	Common	Common	Units	Value	Interest
				Units	Units	Units			

Gold, Frederica			414	414	\$14,767	0.0005%	414	\$14,767	0.0004%
Ginsberg, Benedict			932	932	\$33,244	0.0010%	932	\$33,244	0.0009%
Goldberg, Clarence			916	916	\$32,674	0.0010%	916	\$32,674	0.0009%
Goldring, Stanley			10,833	10,833	\$386,413	0.0118%	10,833	\$386,413	0.0103%
Goldschmidt, Beatrice			22,045	22,045	\$786,345	0.0240%	22,045	\$786,345	0.0209%
Goldschmidt, Charles			10,752	10,752	\$383,524	0.0117%	10,752	\$383,524	0.0102%
Goldschmidt, Edward			12,842	12,842	\$458,074	0.0140%	12,842	\$458,074	0.0122%
Goldschmidt, C. Trust U/A/D 7/11/90			8,389	8,389	\$299,236	0.0091%	8,389	\$299,236	0.0080%
Goldschmidt, Lawrence			92,454	92,454	\$3,297,834	0.1007%	92,454	\$3,297,834	0.0878%
Gorfinkle, Alaine			664	664	\$23,685	0.0007%	664	\$23,685	0.0006%
Gorfinkle, Lawrence			3,830	3,830	\$136,616	0.0042%	3,830	\$136,616	0.0036%
Gould Investors, L.P.	458,964			458,964	\$16,371,246	0.4998%	458,964	\$16,371,246	0.4360%
Green, Bernard			14,152	14,152	\$504,802	0.0154%	14,152	\$504,802	0.0134%
Green, Barbara			8,546	8,546	\$304,836	0.0093%	8,546	\$304,836	0.0081%
Greenbaum, David R.	701			701	\$25,005	0.0008%	701	\$25,005	0.0007%
Greif, Goldie			6,724	6,724	\$239,845	0.0073%	6,724	\$239,845	0.0064%
Gutenberg, Bernice			688	688	\$24,541	0.0007%	688	\$24,541	0.0007%
H L Silbert trustee U/W of H A Goldman			19,976	19,976	\$712,544	0.0218%	19,976	\$712,544	0.0190%
Hagler, Philip			14,631	14,631	\$521,888	0.0159%	14,631	\$521,888	0.0139%
Harteveldt, Robert L.			5,128	5,128	\$182,916	0.0056%	5,128	\$182,916	0.0049%
Hirsch, Phillip J.			338	338	\$12,056	0.0004%	338	\$12,056	0.0003%
Hirsch, Judith			338	338	\$12,056	0.0004%	338	\$12,056	0.0003%
Hrusha, Alan			1,844	1,844	\$65,775	0.0020%	1,844	\$65,775	0.0018%
Hutner, Anne Trust F/B/O			4,610	4,610	\$164,439	0.0050%	4,610	\$164,439	0.0044%
Hutner, Estate of Irwin			11,334	11,334	\$404,284	0.0123%	11,334	\$404,284	0.0108%
INS Realty Associates			269,516	269,516	\$9,613,636	0.2935%	269,516	\$9,613,636	0.2560%
Fierstein Co.			28,415	28,415	\$1,013,563	0.0309%	28,415	\$1,013,563	0.0270%
Jaffe, Elizabeth			76	76	\$2,711	0.0001%	76	\$2,711	0.0001%
Jones, Hazel			2,496	2,496	\$89,032	0.0027%	2,496	\$89,032	0.0024%
Kaufman, Robert M.			338	338	\$12,056	0.0004%	338	\$12,056	0.0003%
Klein, Robin			3,364	3,364	\$119,994	0.0037%	3,364	\$119,994	0.0032%
Knatten Inc.			141,998	141,998	\$5,065,069	0.1546%	141,998	\$5,065,069	0.1349%
Knight, Laureine		10,242		10,242	\$365,332	0.0112%	10,242	\$365,332	0.0097%
Komaroff, Stanley			576	576	\$20,546	0.0006%	576	\$20,546	0.0005%
Kosloff, Andrea			78	78	\$2,782	0.0001%	78	\$2,782	0.0001%
Kosloff, Andrea UGMA				0	\$0	0.0000%	0	\$0	0.0000%
for Adam Kosloff			2,116	2,116	\$75,478	0.0023%	2,116	\$75,478	0.0020%
Kosloff, Andrea UGMA				0	\$0	0.0000%	0	\$0	0.0000%

for Justin Kosloff			2,116	2,116	\$75,478	0.0023%	2,116	\$75,478	0.0020%
Koven, Irving			0	0	\$0	0.0000%	0	\$0	0.0000%
Koven, Esther			11,208	11,208	\$399,789	0.0122%	11,208	\$399,789	0.0106%
Kowal, Myron as Custodian for Andrew Kowal			748	748	\$26,681	0.0008%	748	\$26,681	0.0007%
Kramer, Saul			652	652	\$23,257	0.0007%	652	\$23,257	0.0006%
Kuhn, James D.	1,606	151,046		152,652	\$5,445,097	0.1662%	152,652	\$5,445,097	0.1450%
Kuhn, Leo			902	902	\$32,174	0.0010%	902	\$32,174	0.0009%
Kurshan, Herbert			2,496	2,496	\$89,032	0.0027%	2,496	\$89,032	0.0024%
Lauder, Leonard			4,660	4,660	\$166,222	0.0051%	4,660	\$166,222	0.0044%
Lauder, Ronald			4,660	4,660	\$166,222	0.0051%	4,660	\$166,222	0.0044%
Leff, Joseph			3,364	3,364	\$119,994	0.0037%	3,364	\$119,994	0.0032%
Leff, Valerie			3,364	3,364	\$119,994	0.0037%	3,364	\$119,994	0.0032%
Lefkowitz, Howard			414	414	\$14,767	0.0005%	414	\$14,767	0.0004%
LeRoy Partners			0	0	\$0	0.0000%	0	\$0	0.0000%
Liroff, Harriett			12,166	12,166	\$433,961	0.0132%	12,166	\$433,961	0.0116%
Liroff, Richard			1,532	1,532	\$54,646	0.0017%	1,532	\$54,646	0.0015%
Loewengart, Irene			1,664	1,664	\$59,355	0.0018%	1,664	\$59,355	0.0016%
Lovitz, David			2,244	2,244	\$80,043	0.0024%	2,244	\$80,043	0.0021%
M. Westport Associates		3,412		3,412	\$121,706	0.0037%	3,412	\$121,706	0.0032%
Maayan Partners			9,616	9,616	\$343,003	0.0105%	9,616	\$343,003	0.0091%
Marvin, Morton			914	914	\$32,602	0.0010%	914	\$32,602	0.0009%
Marvin, Suzanne			76	76	\$2,711	0.0001%	76	\$2,711	0.0001%
Maynard, Jean			2,304	2,304	\$82,184	0.0025%	2,304	\$82,184	0.0022%
Mazer, David			6,724	6,724	\$239,845	0.0073%	6,724	\$239,845	0.0064%
Mazer, Richard			6,724	6,724	\$239,845	0.0073%	6,724	\$239,845	0.0064%
Mendik, Bernard	13,162			13,162	\$469,489	0.0143%	13,162	\$469,489	0.0125%
Mendik, Susan		976	930	1,906	\$67,987	0.0021%	1,906	\$67,987	0.0018%
Mendik, Susan Trust u/w/o Jean A. Batkin	36		4,474	4,510	\$160,872	0.0049%	4,510	\$160,872	0.0043%
L.C. Migdal & Ellin Kalmus, Trustees of Trust "B" u/w/o of Murray Silberstein			10,256	10,256	\$365,832	0.0112%	10,256	\$365,832	0.0097%
Mil Equities			13,334	13,334	\$475,624	0.0145%	13,334	\$475,624	0.0127%
Myers Group III, Inc.	17,641			17,641	\$629,254	0.0192%	17,641	\$629,254	0.0168%
Myers Group IV, Inc.	126,979			126,979	\$4,529,341	0.1383%	126,979	\$4,529,341	0.1206%
Nevas, Alan		1,636	1,636	1,636	\$58,356	0.0018%	1,636	\$58,356	0.0016%
Nevas, Leo		3,271	3,271	3,271	\$116,677	0.0036%	3,271	\$116,677	0.0031%
Nicardo Corporation			0	0	\$0	0.0000%	0	\$0	0.0000%
Novick, Lawrence			154	154	\$5,493	0.0002%	154	\$5,493	0.0001%
Oestreich, David A.			38,808	38,808	\$1,384,281	0.0423%	38,808	\$1,384,281	0.0369%
Oestreich, Joan E.			38,802	38,802	\$1,384,067	0.0423%	38,802	\$1,384,067	0.0369%

7

Series A Preferred Units	Value of Series A	Percentage of Series A	Series B-1 Preferred Units	Value of Series B-1	Percentage of Series B-1	Series B-2 Preferred Units	Value of Series B-2	Percentage of Series B-2
--------------------------	-------------------	------------------------	----------------------------	---------------------	--------------------------	----------------------------	---------------------	--------------------------

Oestreich, Sophy
Oppenheimer, Martin J.
Oppenheimer, Suzanne
Oshatz, Michael P.
Phillips, Family Trust UWO Edith
Phillips, Jonathan
Phillips, Lynn
Phillips, Estate of John D.
Plum Partners L.P.
Prentice Revocable Trust, 12/12/75
RCAY S.A.
Reichler, Richard
Reingold, Suzy
Roberts, H. Richard
Roche, Sara
Rolfe, Ronald
Rosenberg, Ilse
Rosenheim, Revocable Living Trust of Edna
Rosenzweig, Abraham
Rubashkin, Martin
Rubin, Murray M.
Sahid, Joseph
Saunders, Paul
Saul, Andrew
Schacht, Ronald
Schwartz, Trust FBO Samuel
UWO Barbara Schwartz
Schwartz, Trust FBO Samuel
UWO Ellis Schwartz
Schwartz, Trust FBO Carolynn
UWO Barbara Schwartz
Schwartz, Trust FBO Carolynn
UWO Ellis Schwartz
Shapiro, Howard
Shapiro, Howard A.
Shapiro, Robert I.

Shasha, Alfred
 Shasha, Alfred A. & Hanina
 Shasha, Alfred & Hanina
 Trustees UTA 6/8/94
 Shasha, Robert Y.
 Shasha-Kupchick, Leslie
 Sheridan Family Partners, L.P.
 Shine, William
 Silberstein, John J.
 Silbert, Harvey I.
 Simons, Robert
 Sims, David
 Slaner, Estate of Alfred P.
 Steiner, Phillip Harry
 Steiner, Richard Harris
 Tannenbaum, Bernard
 Tannenbaum, Bernice
 Tartikoff Living Trust
 Winik, Trust U/W/O Carolyn
 Watt, Emily
 Wang, Kevin
 Weissman, Sheila
 Williams, John

TOTAL	5,789,239	\$297,508,992	100.0000%	899,566	\$44,978,300	100.00%	449,783	\$22,489,150	100.00%
-------	-----------	---------------	-----------	---------	--------------	---------	---------	--------------	---------

8

Class of Units

Series C-1 Preferred Units	Value of Series C-1	Percentage of Series C-1	Series D-1 Preferred Units	Value of Series D-1	Percentage of Series D-1
----------------------------------	---------------------------	--------------------------------	----------------------------------	---------------------------	--------------------------------

Oestreich, Sophy
 Oppenheimer, Martin J.
 Oppenheimer, Suzanne
 Oshatz, Michael P.
 Phillips, Family Trust
 UWO Edith
 Phillips, Jonathan
 Phillips, Lynn
 Phillips, Estate of John D.
 Plum Partners L.P.
 Prentice Revocable Trust,
 12/12/75
 RCAY S.A.
 Reichler, Richard
 Reingold, Suzy
 Roberts, H. Richard
 Roche, Sara
 Rolfe, Ronald
 Rosenberg, Ilse
 Rosenheim, Revocable
 Living Trust of Edna
 Rosenzweig, Abraham
 Rubashkin, Martin
 Rubin, Murray M.
 Sahid, Joseph
 Saunders, Paul
 Saul, Andrew
 Schacht, Ronald
 Schwartz, Trust FBO Samuel
 UWO Barbara Schwartz
 Schwartz, Trust FBO Samuel
 UWO Ellis Schwartz
 Schwartz, Trust FBO
 Carolynn UWO Barbara
 Schwartz
 Schwartz, Trust FBO
 Carolynn UWO
 Ellis Schwartz
 Shapiro, Howard
 Shapiro, Howard A.
 Shapiro, Robert I.
 Shasha, Alfred
 Shasha, Alfred A. & Hanina
 Shasha, Alfred & Hanina
 Trustees UTA 6/8/94
 Shasha, Robert Y.
 Shasha-Kupchick, Leslie
 Sheridan Family
 Partners, L.P.
 Shine, William
 Silberstein, John J.

Silbert, Harvey I.
 Simons, Robert
 Sims, David
 Slaner, Estate of Alfred P.
 Steiner, Phillip Harry
 Steiner, Richard Harris
 Tannenbaum, Bernard
 Tannenbaum, Bernice
 Tartikoff Living Trust
 Winik, Trust U/W/O Carolyn
 Watt, Emily
 Wang, Kevin
 Weissman, Sheila
 Williams, John

TOTAL	747,912	\$26,678,021	100.00%	3,500,000	\$87,500,000	100.00%
-------	---------	--------------	---------	-----------	--------------	---------

9

Class of Units

Common Units

A C D

Oestreich, Sophy			4,610
Oppenheimer, Martin J.			338
Oppenheimer, Suzanne			338
Oshatz, Michael P.			30,180
Phillips, Family Trust UWO Edith			0
Phillips, Jonathan			3,364
Phillips, Lynn			3,364
Phillips, Estate of John D.			0
Plum Partners L.P.			0
Prentice Revocable Trust, 12/12/75			2,601
RCAV S.A.			
Reichler, Richard			5,400
Reingold, Suzy			4,888
Roberts, H. Richard			39,426
Roche, Sara			3,364
Rolfe, Ronald			1,844
Rosenberg, Ilse			576
Rosenheim, Revocable Living Trust of Edna			1,124
Rosenzweig, Abraham			3,744
Rubashkin, Martin			460
Rubin, Murray M.			3,364
Sahid, Joseph			1,844
Saunders, Paul			1,844
Saul, Andrew			20,196
Schacht, Ronald			988
Schwartz, Trust FBO Samuel UWO Barbara Schwartz			4,278
Schwartz, Trust FBO Samuel UWO Ellis Schwartz			256
Schwartz, Trust FBO Carolynn UWO Barbara Schwartz			4,278
Schwartz, Trust FBO Carolynn UWO Ellis Schwartz			256
Shapiro, Howard			932
Shapiro, Howard A.			336
Shapiro, Robert I.			3,364
Shasha, Alfred			5,770
Shasha, Alfred A. & Hanina			7,484
Shasha, Alfred & Hanina Trustees UTA 6/8/94			13,676
Shasha, Robert Y.			1,710
Shasha-Kupchick, Leslie			3,418
Sheridan Family Partners, L.P.			15,944
Shine, William			2,766
Silberstein, John J.		75,140	
Silbert, Harvey I.			19,976
Simons, Robert			3,364
Sims, David		52,938	
Slaner, Estate of Alfred P.			34,958
Steiner, Phillip Harry			1,124
Steiner, Richard Harris			1,124
Tannenbaum, Bernard			912
Tannenbaum, Bernice			76
Tartikoff Living Trust			3,364
Winik, Trust U/W/O Carolyn			3,364
Watt, Emily			1,332
Wang, Kevin		77,458	
Weissman, Sheila			664
Williams, John			2,244

TOTAL 86,956,908 3,534,098 1,340,011

10

	E	Total Common Units	Value Common Units	Percentage Common Units	Total Units	Total Value	Percentage Interest
Oestreich, Sophy		4,610	\$164,439	0.0050%	4,610	\$164,439	0.0044%
Oppenheimer, Martin J.		338	\$12,056	0.0004%	338	\$12,056	0.0003%
Oppenheimer, Suzanne		338	\$12,056	0.0004%	338	\$12,056	0.0003%
Oshatz, Michael P.		30,180	\$1,076,521	0.0329%	30,180	\$1,076,521	0.0287%
Phillips, Family Trust UWO Edith		0	\$0	0.0000%	0	\$0	0.0000%
Phillips, Jonathan		3,364	\$119,994	0.0037%	3,364	\$119,994	0.0032%
Phillips, Lynn		3,364	\$119,994	0.0037%	3,364	\$119,994	0.0032%
Phillips, Estate of John D.		0	\$0	0.0000%	0	\$0	0.0000%
Plum Partners L.P.		0	\$0	0.0000%	0	\$0	0.0000%
Prentice Revocable Trust, 12/12/75		2,601	\$92,778	0.0028%	2,601	\$92,778	0.0025%
RCAY S.A.	0	0	\$0	0.0000%	0	\$0	0.0000%
Reichler, Richard		5,400	\$192,618	0.0059%	5,400	\$192,618	0.0051%
Reingold, Suzy		4,888	\$174,355	0.0053%	4,888	\$174,355	0.0046%
Roberts, H. Richard		39,426	\$1,406,325	0.0429%	39,426	\$1,406,325	0.0375%
Roche, Sara		3,364	\$119,994	0.0037%	3,364	\$119,994	0.0032%
Rolfe, Ronald		1,844	\$65,775	0.0020%	1,844	\$65,775	0.0018%
Rosenberg, Ilse		576	\$20,546	0.0006%	576	\$20,546	0.0005%
Rosenheim, Revocable Living Trust of Edna		0	\$0	0.0000%	0	\$0	0.0000%
Rosenzweig, Abraham		1,124	\$40,093	0.0012%	1,124	\$40,093	0.0011%
Rubashkin, Martin		3,744	\$133,548	0.0041%	3,744	\$133,548	0.0036%
Rubashkin, Martin		460	\$16,408	0.0005%	460	\$16,408	0.0004%
Rubin, Murray M.		3,364	\$119,994	0.0037%	3,364	\$119,994	0.0032%
Sahid, Joseph		1,844	\$65,775	0.0020%	1,844	\$65,775	0.0018%
Saunders, Paul		1,844	\$65,775	0.0020%	1,844	\$65,775	0.0018%
Saul, Andrew		20,196	\$720,391	0.0220%	20,196	\$720,391	0.0192%
Schacht, Ronald		988	\$35,242	0.0011%	988	\$35,242	0.0009%
Schwartz, Trust FBO Samuel UWO Barbara Schwartz		0	\$0	0.0000%	0	\$0	0.0000%
Schwartz, Trust FBO Samuel		4,278	\$152,596	0.0047%	4,278	\$152,596	0.0041%
Schwartz, Trust FBO Samuel UWO Ellis Schwartz		0	\$0	0.0000%	0	\$0	0.0000%
Schwartz, Trust FBO Carolynn UWO Barbara Schwartz		256	\$9,132	0.0003%	256	\$9,132	0.0002%
Schwartz, Trust FBO Carolynn UWO Barbara Schwartz		0	\$0	0.0000%	0	\$0	0.0000%
Schwartz, Trust FBO Carolynn UWO Ellis Schwartz		4,278	\$152,596	0.0047%	4,278	\$152,596	0.0041%
Schwartz, Trust FBO Carolynn UWO Ellis Schwartz		0	\$0	0.0000%	0	\$0	0.0000%
Schwartz, Trust FBO Carolynn UWO Ellis Schwartz		256	\$9,132	0.0003%	256	\$9,132	0.0002%
Shapiro, Howard		932	\$33,244	0.0010%	932	\$33,244	0.0009%
Shapiro, Howard A.		336	\$11,985	0.0004%	336	\$11,985	0.0003%
Shapiro, Robert I.		3,364	\$119,994	0.0037%	3,364	\$119,994	0.0032%
Shasha, Alfred		5,770	\$205,816	0.0063%	5,770	\$205,816	0.0055%
Shasha, Alfred A. & Hanina		7,484	\$266,954	0.0081%	7,484	\$266,954	0.0071%
Shasha, Alfred & Hanina Trustees UTA 6/8/94		0	\$0	0.0000%	0	\$0	0.0000%
Shasha, Robert Y.		13,676	\$487,823	0.0149%	13,676	\$487,823	0.0130%
Shasha, Robert Y.		1,710	\$60,996	0.0019%	1,710	\$60,996	0.0016%
Shasha-Kupchick, Leslie		3,418	\$121,920	0.0037%	3,418	\$121,920	0.0032%
Sheridan Family Partners, L.P.		15,944	\$568,722	0.0174%	15,944	\$568,722	0.0151%
Shine, William		2,766	\$98,663	0.0030%	2,766	\$98,663	0.0026%
Silberstein, John J.		75,140	\$2,680,244	0.0818%	75,140	\$2,680,244	0.0714%
Silbert, Harvey I.		19,976	\$712,544	0.0218%	19,976	\$712,544	0.0190%
Simons, Robert		3,364	\$119,994	0.0037%	3,364	\$119,994	0.0032%
Sims, David		52,938	\$1,888,298	0.0576%	52,938	\$1,888,298	0.0503%
Slaner, Estate of Alfred P.		34,958	\$1,246,952	0.0381%	34,958	\$1,246,952	0.0332%
Steiner, Phillip Harry		1,124	\$40,093	0.0012%	1,124	\$40,093	0.0011%
Steiner, Richard Harris		1,124	\$40,093	0.0012%	1,124	\$40,093	0.0011%
Tannenbaum, Bernard		912	\$32,531	0.0010%	912	\$32,531	0.0009%
Tannenbaum, Bernice		76	\$2,711	0.0001%	76	\$2,711	0.0001%
Tartikoff Living Trust		3,364	\$119,994	0.0037%	3,364	\$119,994	0.0032%
Winik, Trust U/W/O Carolyn		3,364	\$119,994	0.0037%	3,364	\$119,994	0.0032%
Watt, Emily		1,332	\$47,512	0.0015%	1,332	\$47,512	0.0013%
Wang, Kevin		77,458	\$2,762,927	0.0843%	77,458	\$2,762,927	0.0736%
Weissman, Sheila		664	\$23,685	0.0007%	664	\$23,685	0.0006%
Williams, John		2,244	\$80,043	0.0024%	2,244	\$80,043	0.0021%
TOTAL	0	91,831,017	3,275,612,376	100.0000%	103,217,517	\$3,754,766,840	100.0000%

(1) Directly and through the following subsidiaries: Vornado Finance Corp., Vornado Investments Corporation, 40 East 14 Realty Associates General Partnership, 825 Seventh Avenue Holding Corporation, Menands Holding Corporation, and Two Guys From Harrison, N.Y., Inc.

(2) Pledged. (See Section 11.3. F of the Operating Partnership Agreement.)

Common Units

Vornado	85,069,127
Original Mendik Partners	4,865,790
Kennedy Partners	1,065,722
Freezer Services Partners	144,620
Westport Partners	8,319
770 Broadway Partner	458,964
20 Broad Partners	16,064
High Point Partners	202,411

	91,831,017
	=====

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

Section 4: EX-99.2 (PRESS RELEASE)

1

Exhibit 99.2

CONTACT: JOSEPH MACNOW
(201) 587-1000

[Vornado Realty Trust logo]
Park 80 West, Plaza II
Saddle Brook, NJ 07663

FOR IMMEDIATE RELEASE - December 23, 1998

SADDLE BROOK, NEW JERSEY VORNADO REALTY TRUST (NYSE: VNO) today announced that Vornado Realty L.P., the operating partnership through which Vornado Realty Trust conducts its business, has sold an additional \$27.5 million of 8.5% Series D-1 Cumulative Redeemable Preferred Units to an institutional investor in a private placement, resulting in net proceeds of approximately \$26.8 million, or \$85.3 million when combined with the proceeds from the \$60 million private placement on November 12, 1998 to the same institutional investor. The perpetual Preferred Units may be called without penalty at the option of Vornado Realty L.P. commencing in 2003.

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

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

####

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