

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

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (date of earliest event reported): December 8, 2000

Commission File Number: 1-11954

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

MARYLAND  
(State or other jurisdiction of incorporation)

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

888 7TH AVENUE, NEW YORK, NEW YORK  
(Address of principal executive offices)

10019  
(Zip Code)

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

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

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ITEMS 1-4. NOT APPLICABLE

ITEM 5. OTHER EVENTS

ISSUANCE OF SERIES D-8 PREFERRED UNITS BY VORNADO REALTY L.P.

On December 8, 2000, Vornado Realty L.P., a Delaware limited partnership through which Vornado Realty Trust conducts its business (the "Operating Partnership"), sold \$9 million of Series D-8 Preferred Units of limited partnership interest (the "Series D-8 Preferred Units") to an institutional investor in a private placement, resulting in net proceeds of \$8,775,000.

The Series D-8 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 May 1, 2005 for cash equal to \$25 per Series D-8 Preferred Unit and any accumulated and unpaid distributions owing in respect of the Series D-8 Preferred Units being redeemed. At any time on or after the Series D-8 Effective Date (as defined below), holders of Series D-8 Preferred Units will have the right to have their Series D-8 Preferred Units redeemed by the Operating Partnership for (i) cash at a redemption price equal to \$25 per unit for the Series D-8 Preferred Units being redeemed or (ii) at the option of Vornado Realty Trust, one Series D-8 8.25% Cumulative Redeemable Preferred Share of Beneficial Interest (liquidation preference \$25 per share), no par value (the "Series D-8 Preferred Shares"), of Vornado Realty Trust for each Series D-8 Preferred Unit redeemed. The "Series D-8 Effective Date" means the sooner of (i) May 1, 2010, (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-8 Preferred Units for six quarters, whether or not consecutive, (iii) the first business day following receipt by the holder of the Series D-8 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-8 Preferred Units were issued reasonably determines that there is an imminent and substantial risk that the Series D-8 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-8 Preferred Shares will be perpetual and will be redeemable at the option of Vornado Realty Trust at any time on and after May 1, 2005 for cash equal to \$25 per Series D-8 Preferred Share plus dividends accumulated and unpaid prior to the date of redemption. No Series D-8 Preferred Shares are now outstanding. Vornado Realty Trust and the purchaser of the Series D-8 Preferred Units have entered into a registration rights agreement with respect to the Series D-8 Preferred Shares that may be issued upon redemption of Series D-8 Preferred Units.

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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-8 Preferred Shares, dated December 8, 2000, as filed with the State Department of Assessments and Taxation of Maryland on December 8, 2000
3.2	Fourteenth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of December 8, 2000

ITEM 8. NOT APPLICABLE

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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: December 28, 2000

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Index to Exhibits

Exhibit No.	Description
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- 3.1 Articles Supplementary to Declaration of Trust of Vornado Realty Trust with respect to the Series D-8 Preferred Shares, dated December 8, 2000, as filed with the State Department of Assessments and Taxation of Maryland on December 8, 2000
- 3.2 Fourteenth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of December 8, 2000

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## Section 2: EX-3.1 (ARTICLES)

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Exhibit 3.1

VORNADO REALTY TRUST  
ARTICLES SUPPLEMENTARY

SERIES D-8 8.25% CUMULATIVE REDEEMABLE PREFERRED SHARES  
(LIQUIDATION PREFERENCE \$25.00 PER SHARE)

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

FIRST: Under a power contained in Article VI of the Amended and Restated Declaration of Trust of the Trust (the "Declaration"), the Board of Trustees of the Trust (the "Board of Trustees"), by unanimous written consent, dated December 8, 2000, classified and designated 360,000 shares (the "Shares") of the Preferred Stock, no par value per share (as defined in the Declaration), of the Trust as shares of Series D-8 8.25% Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, with the following preferences and other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications and terms and conditions of redemption, which upon any restatement of the Declaration, shall be deemed to be part of Article VI of the Declaration, with any necessary or appropriate changes to the enumeration or lettering of sections or subsections hereof:

SERIES D-8 CUMULATIVE REDEEMABLE PREFERRED SHARES

SECTION 1. NUMBER OF SHARES AND DESIGNATION. This series of Preferred Stock shall be designated as Series D-8 8.25% Cumulative Redeemable Shares of Beneficial Interest, liquidation preference \$25.00 per share (the "Series D-8 Preferred Shares"), and 360,000 shall be the number of shares of Preferred Stock constituting such series.

SECTION 2. DEFINITIONS. For purposes of the Series D-8 Preferred Shares, the following terms shall have the meanings indicated:

"Board of Trustees" shall mean the Board of Trustees of the Trust or any committee authorized by such Board of Trustees to perform any of its responsibilities with respect to the Series D-8 Preferred Shares.

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

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

"Dividend Payment Date" shall mean the last calendar day of March, June, September and December, in each year, commencing on the first of March 31, June 30, September 30 or December 31 to follow the Issue Date; provided, however, that if any Dividend Payment Date falls on any day other than a Business Day, the dividend payment due on such Dividend Payment Date shall be paid on the first Business Day immediately following such Dividend Payment Date.

"Dividend Periods" shall mean quarterly dividend periods commencing on March 31, June 30, September 30 and December 31 of each year and ending on and including the day preceding the first day of the next succeeding Dividend Period (other than the initial Dividend Period, which shall commence on the Issue Date and end on and include the day preceding the next succeeding March 31, June 30, September 30 or December 31 to occur (which ever occurs first)).

"Issue Date" shall mean the first date on which any Series D-8 Preferred Shares are issued.

"Junior Shares" shall mean the Common Shares and any other class or series of shares of beneficial interest of the Trust constituting junior shares of beneficial interest as described in paragraph (c) of Section 8 hereof.

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

"Parity Shares" shall mean any shares of beneficial interest as described in paragraph (b) of Section 8 hereof.

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

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

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

"Series D-8 Preferred Shares" shall have the meaning set forth in Section 1 hereof. It is the intention of the Trust in establishing the Series D-8 Preferred Shares, that, except to the extent otherwise set forth herein, each Series D-8 Preferred Share

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shall be substantially the economic equivalent of a Series D-8 Preferred Unit in respect of which it was issued.

"Series D-8 Preferred Units" shall mean the Series D-8 Preferred Units of limited partner interest of Vornado Realty L.P., a Delaware limited partnership.

"Set apart for payment" shall be deemed to include, without any action other than the following, the recording by the Trust in its accounting ledgers of any accounting or bookkeeping entry which indicates, pursuant to a declaration of a dividend or other distribution by the Board of Trustees, the allocation of funds to be so paid on any series or class of shares of beneficial interest of the Trust; provided, however, that if any funds for any class or series of Junior Shares or any class or series of shares of beneficial interest ranking on a parity with the Series D-8 Preferred Shares as to the payment of dividends are placed in a separate account of the Trust or delivered to a disbursing, paying or other similar agent, then "set apart for payment" with respect to the Series D-8 Preferred Shares shall mean placing such funds in a separate account or delivering such funds to a disbursing, paying or other similar agent.

"Transfer Agent" means First Union National Bank of North Carolina, Charlotte, North Carolina, or such other agent or agents of the Trust as may be designated by the Board of Trustees or its designee as the transfer agent for the Series D-8 Preferred Shares.

"Voting Preferred Shares" shall have the meaning set forth in Section 9 hereof.

SECTION 3. DIVIDENDS. (a) The holders of Series D-8 Preferred Shares shall be entitled to receive, when, as and if authorized and declared by the Board of Trustees out of assets legally available for that purpose, dividends payable in cash at the rate per annum of \$2.0625 per Series D-8 Preferred Share (the "Annual Dividend Rate"). Such dividends with respect to each Series D-8 Preferred Share shall be cumulative from the date on which such Series D-8 Preferred Share was issued by the Trust, whether or not in any Dividend Period or Periods there shall be assets of the Trust legally available for the payment of such dividends, and shall be payable quarterly, when, as and if authorized and declared by the Board of Trustees, in arrears on Dividend Payment Dates commencing on the first Dividend Payment Date after the Issue Date. Dividends are cumulative from the most recent Dividend Payment Date to which dividends have been paid, whether or not in any Dividend Period or Periods there shall be assets legally available therefor. Each such dividend shall be payable in arrears to the holders of record of the Series D-8 Preferred Shares, as they

appear on the share records of the Trust at the close of business on such record dates, not more than 30 days preceding the applicable Dividend Payment Date (the "Dividend Payment Record Date"), as shall be fixed by the Board of Trustees. Accumulated and unpaid dividends for

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any past Dividend Periods may be authorized and declared and paid at any time, without reference to any regular Dividend Payment Date, to holders of record on such date, not exceeding 45 days preceding the payment date thereof, as may be fixed by the Board of Trustees.

(b) The amount of dividends payable for each full Dividend Period for each Series D-8 Preferred Share shall be computed by dividing the Annual Dividend Rate by four. The amount of dividends payable for the initial Dividend Period, or any other period shorter or longer than a full Dividend Period, on the Series D-8 Preferred Shares shall be computed on the basis of twelve 30-day months and a 360-day year. Holders of Series D-8 Preferred Shares shall not be entitled to any dividends, whether payable in cash, property or stock, in excess of cumulative dividends, as herein provided, on the Series D-8 Preferred Shares. No interest, or sum of money in lieu of interest, shall be payable in respect of any dividend payment or payments on the Series D-8 Preferred Shares that may be in arrears.

(c) So long as any Series D-8 Preferred Shares are outstanding, no dividends, except as described in the immediately following sentence, shall be authorized and declared or paid or set apart for payment on any series or class or classes of Parity Shares for any period unless full cumulative dividends have been or contemporaneously are authorized and declared and paid or authorized and declared and a sum sufficient for the payment thereof set apart for such payment on the Series D-8 Preferred Shares for all Dividend Periods terminating on or prior to the dividend payment date on such class or series of Parity Shares. When dividends are not paid in full or a sum sufficient for such payment is not set apart, as aforesaid, all dividends authorized and declared upon Series D-8 Preferred Shares and all dividends authorized and declared upon any other series or class or classes of Parity Shares shall be authorized and declared ratably in proportion to the respective amounts of dividends accumulated and unpaid on the Series D-8 Preferred Shares and such Parity Shares.

(d) So long as any Series D-8 Preferred Shares are outstanding, no dividends (other than dividends or distributions paid solely in shares of, or options, warrants or rights to subscribe for or purchase shares of, Junior Shares) shall be authorized and declared or paid or set apart for payment or other distribution authorized and declared or made upon Junior Shares, nor shall any Junior Shares be redeemed, purchased or otherwise acquired (other than a redemption, purchase or other acquisition of Common Shares made for purposes of and in compliance with requirements of an employee incentive or benefit plan of the Trust or any subsidiary, or as permitted under Article VI of the Declaration), for any consideration (or any moneys to be paid to or made available for a sinking fund for the redemption of any shares of beneficial interest) by the Trust, directly or indirectly (except by conversion into or exchange for Junior Shares), unless in each case (i) the full cumulative dividends on all outstanding Series D-8 Preferred Shares and any other Parity Shares of the Trust shall have been paid or set apart for payment for all past Dividend Periods with respect to the Series D-8 Preferred Shares and all past dividend periods with respect to such Parity Shares and (ii) sufficient funds shall have been paid or set apart for the payment of the dividend for the

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current Dividend Period with respect to the Series D-8 Preferred Shares and any Parity Shares.

(e) Any accumulated distributions on Series D-8 Preferred Units that remain unpaid at the time such Series D-8 Preferred Units are acquired by the Trust for Series D-8 Preferred Shares shall also be deemed to be accumulated and unpaid dividends in respect of such Series D-8 Preferred Shares as of the date of issuance of such Series D-8 Preferred Shares and shall be paid when declared by the Board of Trustees.

SECTION 4. LIQUIDATION PREFERENCE. (a) In the event of any liquidation, dissolution or winding up of the Trust, whether voluntary or involuntary, before any payment or distribution of the assets of the Trust (whether capital or surplus) shall be made to or set apart for the holders of Junior Shares, the holders of Series D-8 Preferred Shares shall be entitled to receive Twenty Five Dollars (\$25.00) per Series D-8 Preferred Share (the "Liquidation Preference") plus an amount equal to all dividends (whether or not earned or declared) accumulated and unpaid thereon to the date of final distribution to such holder; but such holders of Series D-8 Preferred Shares shall not be entitled to any further payment. If, upon any such liquidation, dissolution or winding up of the Trust, the assets of the Trust, or proceeds thereof, distributable among the holders of Series D-8 Preferred Shares shall be insufficient to pay in full the preferential amount aforesaid and liquidating

payments on any other Parity Shares, then such assets, or the proceeds thereof, shall be distributed among the holders of such Series D-8 Preferred Shares and any such other Parity Shares ratably in accordance with the respective amounts that would be payable on such Series D-8 Preferred Shares and any such other Parity Shares if all amounts payable thereon were paid in full. For the purposes of this Section 4, (i) a consolidation or merger of the Trust with one or more entities, (ii) a statutory share exchange and (iii) a sale or transfer of all or substantially all of the Trust's assets, shall not be deemed to be a liquidation, dissolution or winding up, voluntary or involuntary, of the Trust.

(b) Subject to the rights of the holders of shares of any series or class or classes of beneficial interest ranking on a parity with or prior to the Series D-8 Preferred Shares upon liquidation, dissolution or winding up, upon any liquidation, dissolution or winding up of the Trust, after payment shall have been made in full to the holders of the Series D-8 Preferred Shares, as provided in this Section 4, any series or class or classes of Junior Shares shall, subject to any respective terms and provisions applying thereto, be entitled to receive any and all assets remaining to be paid or distributed, and the holders of the Series D-8 Preferred Shares shall not be entitled to share therein.

SECTION 5. REDEMPTION AT THE OPTION OF THE TRUST. (a) Except as otherwise permitted by Article VI of the Declaration, the Series D-8 Preferred Shares shall not be redeemable by the Trust prior to May 1, 2005. On and after May 1, 2005, the Trust, at its option, may redeem the Series D-8 Preferred Shares, in whole or in part, as set forth herein, subject to the provisions described below, at a redemption price, payable in cash, equal to

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the Liquidation Preference plus dividends accumulated and unpaid prior to the date of redemption (the "Redemption Price"). The Redemption Price of the Series D-8 Preferred Shares (other than any portion consisting of accrued and unpaid dividends) shall be payable solely with the proceeds from the sale by the Trust or the Operating Partnership of other Capital Shares of the Trust or the Operating Partnership (whether or not such sale occurs concurrently with such redemption). For purposes of the preceding sentence, "Capital Shares" means any common shares, preferred shares, depository shares, partnership or other interests, participations or other ownership interests (however designated) and any rights (other than debt securities convertible into or exchangeable for equity securities) or options to purchase any of the foregoing of or in the Trust or the Operating Partnership.

(b) If full cumulative dividends on the Series D-8 Preferred Shares and any other series or class or classes of Parity Shares of the Trust have not been paid or declared and set apart for payment, except as otherwise permitted under Article VI of the Declaration, the Series D-8 Preferred Shares may not be redeemed in part and the Trust may not purchase, redeem or otherwise acquire Series D-8 Preferred Shares or any Parity Shares other than in exchange for Junior Shares.

(c) If the Trust shall redeem shares of Series D-8 Preferred Shares pursuant to paragraph (a) of this Section 5, notice of such redemption shall be given to each holder of record of the Series D-8 Preferred Shares to be redeemed. Such notice shall be provided by first class mail, postage prepaid, at such holder's address as the same appears on the stock records of the Trust, or by publication in The Wall Street Journal or The New York Times, or if neither such newspaper is then being published, any other daily newspaper of national circulation. If the Trust elects to provide such notice by publication, it shall also promptly mail notice of such redemption to the holders of the Series D-8 Preferred Shares to be redeemed. Neither the failure to mail any notice required by this paragraph (c), nor any defect therein or in the mailing thereof, to any particular holder, shall affect the sufficiency of the notice or the validity of the proceedings for redemption with respect to the other holders. Any notice that was mailed in the manner herein provided shall be conclusively presumed to have been duly given on the date mailed whether or not the holder receives the notice. Each such mailed or published notice shall state, as appropriate: (1) the date on which such Series D-8 Preferred Shares are to be redeemed (the "Redemption Date"); (2) the number of Series D-8 Preferred Shares to be redeemed and, if fewer than all the Series D-8 Preferred Shares held by such holder are to be redeemed, the number of such Series D-8 Preferred Shares to be redeemed from such holder; (3) the Redemption Price; (4) the place or places at which certificates for such Series D-8 Preferred Shares are to be surrendered for payment of the Redemption Price; and (5) that dividends on the shares to be redeemed shall cease to accrue on such Redemption Date except as otherwise provided herein. Notice having been published or mailed as aforesaid, from and after the Redemption Date (unless the Trust shall fail to make available an amount of cash necessary to effect such redemption), (i) except as otherwise provided herein, dividends on the Series D-8 Preferred Shares so called for redemption shall cease to accumulate, (ii) said shares shall no longer be deemed

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to be outstanding, and (iii) all rights of the holders thereof as holders of Series D-8 Preferred Shares of the Trust shall cease (except the right to receive the Redemption Price, without interest thereon, upon surrender and endorsement of their certificates if so required). The Trust's obligation to provide cash in accordance with the preceding sentence shall be deemed fulfilled if, on or before the Redemption Date, the Trust shall deposit with a bank or trust company (which may be an affiliate of the Trust) that has an office in the Borough of Manhattan, City of New York, or in Baltimore, Maryland and that has, or is an affiliate of a bank or trust company that has, a capital and surplus of at least \$50,000,000, the cash necessary for such redemption, in trust, with irrevocable instructions that such cash be applied to the redemption of the Series D-8 Preferred Shares so called for redemption. No interest shall accrue for the benefit of the holder of Series D-8 Preferred Shares to be redeemed on any cash so set aside by the Trust. Subject to applicable escheat laws, any such cash unclaimed at the end of two years from the Redemption Date shall revert to the general funds of the Trust, after which reversion the holders of such shares so called for redemption shall look only to the general funds of the Trust for the payment of such cash.

As promptly as practicable after the surrender in accordance with said notice of the certificates for any such Series D-8 Preferred Shares so redeemed (properly endorsed or assigned for transfer, if the Trust shall so require and if the notice shall so state), such Series D-8 Preferred Shares shall be exchanged for the cash (without interest thereon) for which such Series D-8 Preferred Shares have been redeemed. If fewer than all of the outstanding Series D-8 Preferred Shares are to be redeemed, the Series D-8 Preferred Shares to be redeemed shall be selected by the Trust from the outstanding Series D-8 Preferred Shares not previously called for redemption by lot or pro rata (as nearly as may be) or by any other method determined by the Trust in its sole discretion to be equitable. If fewer than all the Series D-8 Preferred Shares evidenced by any certificate are redeemed, then new certificates evidencing the unredeemed Series D-8 Preferred Shares shall be issued without cost to the holder thereof.

#### SECTION 6. REACQUIRED SHARES TO BE RETIRED.

All Series D-8 Preferred Shares which shall have been issued and reacquired in any manner by the Trust shall be restored to the status of authorized but unissued shares of Preferred Stock, without designation as to series.

SECTION 7. PERMISSIBLE DISTRIBUTIONS. In determining whether a distribution (other than upon liquidation, dissolution or winding up), whether by dividend, or upon redemption or other acquisition of shares or otherwise, is permitted under Maryland law, amounts that would be needed, if the Trust were to be dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of holders of shares of any class or series of beneficial interest whose preferential rights upon dissolution are superior or prior to those receiving the distribution shall not be added to the Trust's total liabilities.

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SECTION 8. RANKING. Any class or series of shares of beneficial interest of the Trust shall be deemed to rank:

(a) prior to the Series D-8 Preferred Shares, as to the payment of dividends and as to distribution of assets upon liquidation, dissolution or winding up, if the holders of shares of such class or series shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of Series D-8 Preferred Shares ("Senior Shares");

(b) on a parity with the Series D-8 Preferred Shares, as to the payment of dividends and as to the distribution of assets upon liquidation, dissolution or winding up, whether or not the dividend rates, dividend payment dates or redemption or liquidation prices per share thereof be different from those of the Series D-8 Preferred Shares, if the holders of shares of such class or series and the Series D-8 Preferred Shares shall be entitled to the receipt of dividends and of amounts distributable upon liquidation, dissolution or winding up in proportion to their respective amounts of accumulated and unpaid dividends per share or liquidation preferences, without preference or priority one over the other ("Parity Shares"); and

(c) junior to the Series D-8 Preferred Shares, as to the payment of dividends or as to the distribution of assets upon liquidation, dissolution or winding up, if such shares shall be Common Shares or if the holders of Series D-8 Preferred Shares shall be entitled to receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of shares of such class or series, and shares of such class or series shall not in either case rank prior to the Series D-8 Preferred Shares.

Accordingly, the Series A Preferred Shares are Parity Shares.

SECTION 9. VOTING. Except as otherwise set forth herein, the Series D-8 Preferred Shares shall not have any relative, participating, optional or other voting rights or powers, and the consent of the holders thereof shall not be required for the taking of any corporate (or trust) action.

If and whenever dividends payable on the Series D-8 Preferred Shares or any series or class of Parity Shares shall be in arrears (which shall, with respect to any such quarterly dividend, mean that any such dividend has not been paid in full) for six quarters, whether or not consecutive and whether or not earned or declared, the number of trustees then constituting the Board of Trustees shall be increased by two and the holders of Series D-8 Preferred Shares, together with the holders of shares of every other series or class of Parity Shares having like voting rights (shares of any such other series, the "Voting Preferred Shares"), voting as a single class regardless of series, shall be entitled to elect the two additional trustees to serve on the Board of Trustees at any annual meeting of shareholders

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or special meeting held in place thereof, or at a special meeting of the holders of Series D-8 Preferred Shares and the Voting Preferred Shares called as hereinafter provided. Whenever all arrears in dividends on the Series D-8 Preferred Shares and the Voting Preferred Shares then outstanding shall have been paid and full dividends thereon for the current quarterly dividend period shall have been paid or declared and set apart for payment, then the right of the holders of the Series D-8 Preferred Shares and the Voting Preferred Shares to elect such additional two trustees shall cease (but subject always to the same provision for the vesting of such voting rights in the case of any similar future arrearages in six quarterly dividends), and the terms of office of all persons elected as trustees by the holders of the Series D-8 Preferred Shares and the Voting Preferred Shares shall forthwith terminate and the number of trustees constituting the Board of Trustees shall be reduced accordingly. At any time after such voting power shall have been so vested in the holders of shares of Series D-8 Preferred Shares and the Voting Preferred Shares, the Secretary of the Trust may, and upon the written request of any holder of Series D-8 Preferred Shares (addressed to the Secretary at the principal office of the Trust) shall, call a special meeting of the holders of the Series D-8 Preferred Shares and of the Voting Preferred Shares for the election of the two trustees to be elected by them as herein provided, such call to be made by notice similar to that provided in the Bylaws of the Trust for a special meeting of the shareholders or as required by law. If any such special meeting required to be called as above provided shall not be called by the Secretary within 20 days after receipt of such request, then any holder of Series D-8 Preferred Shares may call such meeting, upon the notice above provided, and for that purpose shall have access to the stock books of the Trust. The trustees elected at any such special meeting shall hold office until the next annual meeting of the shareholders or special meeting held in lieu thereof if such office shall not have previously terminated as above provided. If any vacancy shall occur among the trustees elected by the holders of the Series D-8 Preferred Shares and the Voting Preferred Shares, a successor shall be elected by the Board of Trustees, upon the nomination of the then-remaining trustee elected by the holders of the Series D-8 Preferred Shares and the Voting Preferred Shares or the successor of such remaining trustee, to serve until the next annual meeting of the shareholders or special meeting held in place thereof if such office shall not have previously terminated as provided above.

So long as any Series D-8 Preferred Shares are outstanding, in addition to any other vote or consent of shareholders required by the Declaration, the affirmative vote of at least 66-2/3% of the votes entitled to be cast by the holders of Series D-8 Preferred Shares and the Voting Preferred Shares, at the time outstanding, voting as a single class regardless of series, given in person or by proxy, either in writing without a meeting or by vote at any meeting called for the purpose, shall be necessary for effecting or validating (a) any amendment, alteration or repeal of any of the provisions of the Declaration or these Articles Supplementary that materially and adversely affects the voting powers, rights or preferences of the Series D-8 Preferred Shares; provided, however, that (i) the amendment of the provisions of the Declaration so as to authorize or create or to increase the authorized amount of, any Junior Shares or any shares of any class or series ranking on a parity with the

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Series D-8 Preferred Shares or the Voting Preferred Shares shall not be deemed to materially and adversely affect the voting powers, rights or preferences of the holders of Series D-8 Preferred Shares and (ii) any filing with the State Department of Assessments and Taxation of Maryland by the Trust in connection with a merger, consolidation or sale of all or substantially all of the assets of the Trust shall not be deemed to be an amendment, alteration or repeal of any



of the provisions of the Declaration or these Articles Supplementary; and provided further, that if any such amendment, alteration or repeal would materially and adversely affect any voting powers, rights or preferences of the Series D-8 Preferred Shares but not all series of Voting Preferred Shares at the time outstanding, the affirmative vote of at least 66-2/3% of the votes entitled to be cast by the holders of all series similarly affected, similarly given, shall be required in lieu of the affirmative vote of at least 66-2/3% of the votes entitled to be cast by the holders of the Series D-8 Preferred Shares and the Voting Preferred Shares otherwise entitled to vote in accordance herewith or (b) the authorization or creation of, or the increase in the authorized amount of, any shares of any class or series or any security convertible into shares of any class or series ranking prior to the Series D-8 Preferred Shares in the distribution of assets on any liquidation, dissolution or winding up of the Trust or in the payment of dividends; provided, however, that, in the case of each of subparagraphs (a) and (b), no such vote of the holders of Series D-8 Preferred Shares or Voting Preferred Shares, as the case may be, shall be required if, at or prior to the time when such amendment, alteration or repeal is to take effect, or when the issuance of any such prior shares or convertible security is to be made, provision is made for the redemption of all Series D-8 Preferred Shares or Voting Preferred Shares, as the case may be, at the time outstanding in accordance with Section 5 hereof.

For purposes of the foregoing provisions of this Section 9, each Series D-8 Preferred Share shall have one (1) vote per share, except that when any other series of Preferred Stock shall have the right to vote with the Series D-8 Preferred Shares as a single class on any matter, then the Series D-8 Preferred Shares and such other series shall have with respect to such matters one (1) vote per \$25.00 of stated liquidation preference.

SECTION 10. RECORD HOLDERS. The Trust and the Transfer Agent may deem and treat the record holder of any Series D-8 Preferred Shares as the true and lawful owner thereof for all purposes, and neither the Trust nor the Transfer Agent shall be affected by any notice to the contrary.

SECTION 11. RESTRICTIONS ON OWNERSHIP AND TRANSFER. The Series D-8 Preferred Shares constitute Preferred Stock, and Preferred Stock constitutes Equity Stock of the Trust. Therefore, the Series D-8 Preferred Shares, being Equity Stock, are governed by and issued subject to all the limitations, terms and conditions of the Declaration applicable to Equity Stock generally, including but not limited to the terms and conditions (including exceptions and exemptions) of Article VI of the Declaration applicable to Equity Stock. The foregoing sentence shall not be construed to limit the applicability to the Series D-8 Preferred Shares of any other term or provision of the Declaration.

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

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

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

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IN WITNESS WHEREOF, the Trust has caused these Articles Supplementary to be executed in its name and on its behalf by its Vice President and Chief Financial Officer and attested to by one of its Assistant Secretaries on this 8th day of December, 2000.

VORNADO REALTY TRUST

/s/ Irwin Goldberg

-----  
Name: Irwin Goldberg  
Title: Vice President and  
Chief Financial Officer

ATTEST:

/s/ Larry Portal  
-----  
Name: Larry Portal  
Title: Assistant Secretary

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### Section 3: EX-3.2 (FOURTEENTH AMENDMENT)

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Exhibit 3.2

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

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Dated as of December 8, 2000

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THIS FOURTEENTH AMENDMENT TO THE SECOND AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP OF VORNADO REALTY L.P. (this "Amendment"), dated as of December 8, 2000, is hereby adopted by Vornado Realty Trust, a Maryland real estate investment trust (defined therein as the "General Partner"), as the general partner of Vornado Realty L.P., a Delaware limited partnership (the "Partnership"). For ease of reference, capitalized terms used herein and not otherwise defined have the meanings assigned to them in the Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., as amended by the Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of December 16, 1997, and further amended by the Second Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of April 1, 1998, the Third Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of November 12, 1998, the Fourth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of November 30, 1998, the Fifth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of March 3, 1999, the Sixth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of March 17, 1999, the Seventh Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of May 20, 1999, the Eighth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of March 17, 1999, the Ninth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of September 3, 1999, the Tenth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of September 3, 1999, the Eleventh Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of November 24, 1999, the Twelfth Amendment to Second Amended and Restated Agreement of Limited

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Partnership of Vornado Realty L.P., dated as of May 1, 2000, and the Thirteenth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of May 25, 2000 (as so amended, the "Agreement").

WHEREAS, the General Partner desires to establish and set forth the terms of a new Series of Partnership Interests designated as Series D-8 Preferred Units (the "Series D-8 Preferred Units");

WHEREAS, as of the date hereof, the Partnership entered into a Private Placement Purchase Agreement with Salomon Smith Barney Tax Advantaged Exchange Fund III, LLC, a Delaware limited liability company (the "Fund"), pursuant to which the Partnership agreed to issue to the Fund Partnership Units of a newly created series to be designated by the Partnership as "Series D-8 Preferred Units" of the Partnership;

WHEREAS, the General Partner has determined that it is in the best interest of the Partnership to amend the Agreement to reflect the issuance of the above-referenced Series D-8 Preferred Units;

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

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

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

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

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

"P. Issuance of Series D-8 Preferred Units. From and after the date hereof the Partnership shall be authorized to issue Partnership Units of a new series, which Partnership Units are hereby designated as "Series D-8 Preferred Units". Series

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D-8 Preferred Units shall have the terms set forth in Exhibit U attached hereto and made part hereof."

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

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

"O. Series D-8 Preferred Unit Exception. Section 8.6.A of this Agreement shall not apply to any Partnership Unit designated as a Series D-8 Preferred Unit."

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

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

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

VORNADO REALTY TRUST

By: /s/ Irwin Goldberg

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

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Attachment 1

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

OF THE

SERIES D-8 PREFERRED UNITS

1. Definitions.

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

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

"Board of Trustees" shall mean the Board of Trustees of the General Partner or any committee authorized by such Board of Trustees to perform any of its responsibilities with respect to the Series D-8 Preferred Shares.

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

"Distribution Payment Date" shall mean the last calendar day of March, June, September and December, in each year, commencing on December 31, 2000; provided, however, that if any Distribution Payment Date falls on any day other than a Business Day, the dividend payment due on such Distribution Payment Date shall be paid on the first Business Day immediately following such Distribution Payment Date.

"Distribution Periods" shall mean quarterly distribution periods commencing on March 31, June 30, September 30 and December 31 of each year and ending on and including the day preceding the first day of the next succeeding Distribution Period (other than the initial Distribution Period, which shall commence on December 8, 2000 and end on and include December 30, 2000).

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"Dividend Payment Date" shall mean a dividend payment date with respect to the Series D-8 Preferred Shares.

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

"Series D-8 Effective Date" shall be the sooner of: (w) May 1, 2010, (x) the first Business Day following any period in which the Partnership has failed to make full distributions in respect of the Series D-8 Preferred Units for six (6) Distribution Periods, whether or not consecutive, (y) the first Business Day following the receipt by the holder of the Series D-8 Preferred Units of (A) notice from the General Partner that the General Partner or the Partnership has taken the position that the Partnership is or likely is a publicly-traded partnership within the meaning of Section 7704 of the Code or any successor provision thereof (a "PTP") or (B) an opinion rendered by independent counsel familiar with such matters addressed to the holder of Series D-8 Preferred Units that the Partnership is a PTP, and (z) the first Business Day following the date on which Salomon Smith Barney Tax Advantaged Exchange Fund III, LLC (the "Fund") determines, based on results or projected results, that there exists (in the Fund's reasonable judgment) an imminent and substantial risk that the Series D-8 Preferred Units held by the Fund represent or will represent 19.5% or more of the total profits or capital interests in the Partnership for a taxable year (determined in accordance with Treasury Regulations Section 1.731-2(e)(4)).

"Series D-8 Notice of Redemption" shall have the meaning set forth in Section 2.E(i)(a) hereof.

"Series D-8 Preferred Shares" means the shares of beneficial interest of the General Partner Entity designated as Series D-8 8.25% Cumulative Redeemable Preferred Shares of Beneficial Interest, no par value, having the rights and preferences and other terms set forth in Schedule 1 to this Exhibit S.

"Series D-8 Preferred Unit" means a unit representing certain rights in Vornado Realty L.P. (a "Partnership Unit") issued by the Partnership having the preferences, voting powers, restrictions, limitations as to distributions, qualifications and terms and conditions of redemption as are set forth in this Exhibit U.

"Series D-8 Redeeming Partner" shall have the meaning set forth in Section 2.E(i)(a) hereof.

"Series D-8 Redemption Right" shall have the meaning set forth in Section 2.E(i)(a) hereof.

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"Series D-8 Specified Redemption Date" shall mean the sixtieth Business Day after receipt by the General Partner of a Series D-8 Notice of Redemption in respect of the Series D-8 Units; provided, however, that the

Series D-8 Specified Redemption Date shall mean the tenth Business Day after receipt by the General Partner of a Series D-8 Notice of Redemption delivered in respect of a redemption described in Treas. Reg. Section 1.7704-1(e).

"set apart for payment" shall be deemed to include, without any action other than the following, the recording by the Partnership or the General Partner on behalf of the Partnership in its accounting ledgers of any accounting or bookkeeping entry which indicates, pursuant to a declaration of a distribution by the General Partner, the allocation of funds to be so paid on any series or class of Partnership Units; provided, however, that if any funds for any class or series of Junior Units (as defined below) or any class or series of Partnership Units ranking on a parity with the Series D-8 Preferred Units as to the payment of distributions are placed in a separate account of the Partnership or delivered to a disbursing, paying or other similar agent, then "set apart for payment" with respect to the Series D-8 Preferred Units shall mean placing such funds in a separate account or delivering such funds to a disbursing, paying or other similar agent.

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

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

2. Terms of the Series D-8 Preferred Units.

A. Number. As of the close of business on the date hereof, the total number of Series D-8 Preferred Units issued and outstanding will be up to 360,000. The Partnership may issue additional Series D-8 Preferred Units from time to time in accordance with the terms of the Agreement and, in connection with any such additional issuance, Exhibit A to the Agreement shall be revised to reflect the total number of Series D-8 Preferred Units then issued and outstanding.

B. Distributions. (i) The holders of the then outstanding Series D-8 Preferred Units shall be entitled to receive, when, as and if declared by the General Partner, distributions payable in cash at the rate per annum of \$2.0625 per Series D-8 Preferred Unit (the "Annual Distribution Rate"). Such distributions with respect to each Series D-8 Preferred Unit shall be cumulative from the date of issuance of such Series D-

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8 Preferred Unit and shall be payable quarterly, when, as and if authorized and declared by the General Partner, in arrears on Distribution Payment Dates, commencing on the first Distribution Payment Date after December 8, 2000. Distributions are cumulative from the most recent Distribution Payment Date to which distributions have been paid. Accumulated and unpaid distributions for any past Distribution Periods may be declared and paid at any time, without reference to any regular Distribution Payment Date.

(ii) The amount of dividends payable for each full Distribution Period for the Series D-8 Preferred Units (other than the initial Distribution Period) shall be computed by dividing the Annual Distribution Rate by four. The amount of distributions payable for the initial Distribution Period, or any other period shorter or longer than a full Distribution Period, on the Series D-8 Preferred Units shall be computed on the basis of twelve 30-day months and a 360-day year. The holders of the then outstanding Series D-8 Preferred Units shall not be entitled to any distributions, whether payable in cash, property or securities, in excess of cumulative distributions, as herein provided, on the Series D-8 Preferred Units. No interest, or sum of money in lieu of interest, shall be payable in respect of any distribution payment or payments on the Series D-8 Preferred Units that may be in arrears.

(iii) So long as any Series D-8 Preferred Units are outstanding, no distributions, except as described in the immediately following sentence, shall be declared or paid or set apart for payment on any series or class or classes of Parity Units (as defined below) for any period unless full cumulative distributions have been or contemporaneously are declared and paid or declared and a sum sufficient for the payment thereof set apart for such payment on the Series D-8 Preferred Units for all Distribution Periods terminating on or prior to the distribution payment date on such class or series of Parity Units, except in the case of distributions on the Series B-2 Restricted Preferred Units to the extent not paid due to a lack of funds in the Nongovernmental Account. When distributions are not paid in full or a sum sufficient for such payment is not set apart, as aforesaid, all distributions declared upon Series D-8 Preferred Units and all distributions declared upon any other series or class or classes of Parity Units shall be declared ratably in proportion to the respective

amounts of distributions accumulated and unpaid on the Series D-8 Preferred Units and such Parity Units, except in the case of distributions on the Series B-2 Restricted Preferred Units to the extent not paid due to a lack of funds in the Nongovernmental Account.

(iv) So long as any Series D-8 Preferred Units are outstanding, no distributions (other than distributions paid solely in Junior Units or options, warrants or rights to subscribe for or purchase Junior Units) shall be declared or paid or set apart for payment or other distribution declared or made upon Junior Units, nor shall any Junior Units be redeemed, purchased or otherwise acquired (other than a redemption, purchase or other acquisition of Junior Units made in respect of a redemption, purchase or other acquisition of Common Shares made for purposes of and in compliance with

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requirements of an employee incentive or benefit plan of the General Partner or any subsidiary, or as permitted under Article VI of the Declaration of Trust of the General Partner), for any consideration (or any moneys to be paid to or made available for a sinking fund for the redemption of any such Junior Units) by the General Partner, directly or indirectly (except by conversion into or exchange for Junior Units), unless in each case (a) the full cumulative distributions on all outstanding Series D-8 Preferred Units and any other Parity Units of the Partnership shall have been paid or set apart for payment for all past Distribution Periods with respect to the Series D-8 Preferred Units and all past distribution periods with respect to such Parity Units, except to the extent that distributions on the Series B-2 Restricted Preferred Units are not then able to be paid owing to a lack of funds in the Nongovernmental Account, and (b) sufficient funds shall have been paid or set apart for the payment of the distribution for the current Distribution Period with respect to the Series D-8 Preferred Units and any Parity Units, except to the extent that distributions on the Series B-2 Restricted Preferred Units are not then able to be paid owing to a lack of funds in the Nongovernmental Account.

C. Liquidation Preference. (i) In the event of any liquidation, dissolution or winding up of the Partnership or the General Partner, whether voluntary or involuntary, before any payment or distribution of the assets of the Partnership shall be made to or set apart for the holders of Junior Units, the holders of the Series D-8 Preferred Units shall be entitled to receive an amount equal to the holder's Capital Account in respect of those Series D-8 Preferred Units; but the holders of Series D-8 Preferred Units shall not be entitled to any further payment. If, upon any such liquidation, dissolution or winding up of the Partnership or the General Partner, the assets of the Partnership, or proceeds thereof, distributable to the holders of Series D-8 Preferred Units, shall be insufficient to pay in full the preferential amount aforesaid and liquidating payments on any other Parity Units, then such assets, or the proceeds thereof, shall be distributed among the holders of such Series D-8 Preferred Units and the holders of any such other Parity Units ratably in accordance with the respective amounts that would be payable on such Series D-8 Preferred Units and any such other Parity Units if all amounts payable thereon were paid in full. For the purposes of this Section 2.C, (i) a consolidation or merger of the Partnership or the General Partner with one or more entities, (ii) a statutory share exchange by the Partnership or the General Partner and (iii) a sale or transfer of all or substantially all of the Partnership's or the General Partner's assets, shall not be deemed to be a liquidation, dissolution or winding up, voluntary or involuntary, of the General Partner.

(ii) Subject to the rights of the holders of Partnership Units of any series or class or classes of shares ranking on a parity with or prior to the Series D-8 Preferred Units upon any liquidation, dissolution or winding up of the General Partner or the Partnership, after payment shall have been made in full to the holders of the Series D-8 Preferred Units, as provided in this Section, any series or class or classes of Junior Units

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shall, subject to any respective terms and provisions applying thereto, be entitled to receive any and all assets remaining to be paid or distributed, and the holder of the Series D-8 Preferred Units shall not be entitled to share therein.

D. The Partnership's Right to Redeem the Series D-8 Preferred Units. (i) Except in connection with the redemption of the Series D-8 Preferred Shares by the General Partner as permitted by Article VI of the Declaration of Trust or as set forth in Section E below, the Series D-8 Preferred Units shall not be redeemable prior to May 1, 2005. On and after May 1, 2005, the General Partner may, at its option, cause the Partnership to redeem the Series D-8 Preferred Units in whole or in part, as set forth herein, subject to the provisions described below, at a redemption price, payable in cash, in an amount equal to \$25 per unit for the Series D-8 Preferred Units being redeemed. Upon any such redemption, the Partnership shall also pay any accumulated and unpaid distributions owing in respect of the Series D-8 Preferred Units being redeemed.

(ii) Such Series D-8 Preferred Units as are not held by the General Partner may be redeemed by the Partnership on or after May 1, 2005, in whole or in part, at any time or from time to time, upon not less than 30 nor more than 60 days' written notice. If fewer than all of the outstanding Series D-8 Preferred Units that are not held by the General Partner are to be redeemed, the Series D-8 Preferred Units to be redeemed from each holder (other than the General Partner) shall be selected pro rata (as nearly as practicable without creating fractional units). Any notice of redemption delivered pursuant to this Section D(ii) will be (i) faxed and (ii) mailed by the Partnership, by certified mail, postage prepaid, not less than 30 nor more than 60 days prior to the date upon which such redemption is to occur (the "Third Party Redemption Date"), addressed to each holder of record of the Series D-8 Preferred Units at their respective addresses as they appear on the records of the Partnership. No failure to give or defect in such notice shall affect the validity of the proceedings for the redemption of any Series D-8 Preferred Units. In addition to any information required by law, each such notice shall state: (a) the Third Party Redemption Date, (b) the amount payable per Series D-8 Preferred Unit upon redemption, including the Redemption Price and any amount payable pursuant to Section D(iv) hereof, (c) the aggregate number of Series D-8 Preferred Units to be redeemed and, if fewer than all of the outstanding Series D-8 Preferred Units are to be redeemed, the number of Series D-8 Preferred Units to be redeemed held by such holder, which number shall equal such holder's pro rata share (based on the percentage of the aggregate number of outstanding Series D-8 Preferred Units not held by the General Partner that the total number of Series D-8 Preferred Units held by such holder represents and determined as nearly as practicable without creating fractional interests) of the aggregate number of Series D-8 Preferred Units to be redeemed, (d) the place or places where such Series D-8 Preferred Units are to be surrendered for payment of the amount payable upon redemption and (e) that payment of such amount will be made upon presentation and surrender of such Series D-8 Preferred Units. If the Partnership gives a notice of redemption in respect of Series D-8 Preferred Units pursuant to this Section D(ii), then, by 12:00 noon,

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New York City time, on the Third Party Redemption Date, the Partnership will deposit irrevocably in trust for the benefit of the holders of Series D-8 Preferred Units being redeemed funds sufficient to pay the applicable amount payable with respect to such Series D-8 Preferred Units and will give irrevocable instructions and authority to pay such amount to the holders of the Series D-8 Preferred Units upon surrender of the Series D-8 Preferred Units by such holders at the place designated in the notice of redemption.

(iii) Such Series D-8 Preferred Units as may be held by the General Partner may be redeemed, in whole or in part, at the option of the General Partner, at any time, upon payment by the Partnership to the General Partner of the Redemption Price and any amount payable pursuant to Section D(iv) hereof with respect to such Series D-8 Preferred Units; provided that the General Partner shall redeem an equivalent number of Series D-8 Preferred Shares. Such redemption of Series D-8 Preferred Units shall occur substantially concurrently with the redemption by the General Partner of such Series D-8 Preferred Shares (such date is herein referred to collectively with the Third Party Redemption Date as the "Redemption Date").

(iv) Upon any redemption of Series D-8 Preferred Units, the Partnership shall pay any accumulated and unpaid distributions for any Distribution Period, or any other period shorter than a full Distribution Period, ending on or prior to the Redemption Date. On and after the Redemption Date, distributions will cease to accumulate on the Series D-8 Preferred Units called for redemption, unless the Partnership defaults in payment therefor. If any date fixed for redemption of Series D-8 Preferred Units is not a Business Day, then payment of the redemption price payable on such date will be made on the next succeeding day that is a Business Day (and without any interest or other payment in respect of any such delay) except that, if such Business Day falls in the next calendar year, such payment will be made on the immediately preceding Business Day, in each case with the same force and effect as if made on such date fixed for redemption. If payment of the Redemption Price is improperly withheld or refused and not paid by the Partnership, distributions on such Series D-8 Preferred Units will continue to accumulate from the original redemption date to the date of payment, in which case the actual payment date will be considered the date fixed for redemption for purposes of calculating the applicable Redemption Price. Except as provided above, the Partnership shall make no payment or allowance for unpaid distributions, whether or not in arrears, on Series D-8 Preferred Units called for redemption under this Section 2.D.

(v) If full cumulative distributions on the Series D-8 Preferred Units and any other series or class or classes of Parity Units of the Partnership have not been paid or declared and set apart for payment, except in connection with a purchase, redemption or other acquisition of Series D-8 Preferred Shares or shares of beneficial interest ranking on a parity with such Series D-8 Preferred Shares as permitted under Article VI of the Declaration of

Trust, and except to the extent that such distributions or amounts distributable on the Series B-2 Restricted Preferred Units may not be payable due to a

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lack of funds in the Nongovernmental Account, the Series D-8 Preferred Units may not be redeemed in part and the Partnership may not purchase, redeem or otherwise acquire Series D-8 Preferred Units or any Parity Units other than in exchange for Junior Units.

As promptly as practicable after the surrender of any such Series D-8 Preferred Units so redeemed, such Series D-8 Preferred Units shall be exchanged for the amount of cash (without interest thereon) payable therefor pursuant to Section 2.D(i). If fewer than all the Series D-8 Preferred Units represented by any physical certificate are redeemed, then new certificates representing the unredeemed Series D-8 Preferred Units shall be issued without cost to the holder thereof.

(vi) Unless the General Partner elects to assume directly and satisfy the Series D-8 Redemption Right by paying to the Redeeming Partner wholly in the form of Series D-8 Preferred Shares as provided for in Section 2.E(ii)(a) below, such part of the redemption price of the Series D-8 Preferred Units (other than any portion consisting of accumulated and unpaid distributions) required in Section 2.D(i) above and Sections 2.E(i)(a) and Section 2.E(ii)(a) below as is payable in cash shall be payable solely with the proceeds from the sale by the General Partner Entity or the Partnership of other capital shares of the General Partner Entity or the Partnership (whether or not such sale occurs concurrently with such redemption, but in the case of a redemption required by Section 2.E below such sale must occur after the delivery of the applicable Series D-8 Notice of Redemption). For purposes of the preceding sentence, "capital shares" means any common shares, preferred shares, depository shares, partnership or other interests, participations or other ownership interests (however designated) and any rights (other than debt securities convertible into or exchangeable for equity securities) or options to purchase any of the foregoing of or in the General Partner Entity or the Partnership.

#### E. Series D-8 Preferred Unit Holder Redemption Right.

(i) General. (a) Subject to paragraphs (ii) and (iii) below, on or after the Series D-8 Effective Date, the holder of the Series D-8 Preferred Units shall have the right (the "Series D-8 Redemption Right") to require the Partnership to redeem such Series D-8 Preferred Units on a Series D-8 Specified Redemption Date in cash at a redemption price equal to \$25 per unit for the Series D-8 Preferred Units being redeemed. Upon such redemption the Partnership shall also pay any accumulated and unpaid distributions for the Series D-8 Preferred Units being redeemed. Any such Series D-8 Redemption Right shall be exercised pursuant to notice of redemption comparable to the Notice of Redemption required under Section 8.6 of the Agreement (a "Series D-8 Notice of Redemption") delivered to the Partnership (with a copy to the General Partner) by the Limited Partner who is exercising the Series D-8 Redemption Right (the "Series D-8 Redeeming Partner"). Except in the event of the occurrence of the circumstance described in clause (z) of the definition of "Series D-8 Effective Date", the holder(s) of the Series D-8 Preferred Units may only exercise the Series D-8 Redemption Right in

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respect of all Series D-8 Preferred Units issued and outstanding on the date of the applicable Series D-8 Redemption Notice. In addition, any redemption pursuant to the Series D-8 Redemption Right shall be subject to all of the provisions of the Agreement governing redemptions under Section 8.6 of the Agreement as if it were a redemption under that section, except as otherwise provided herein.

(b) The Series D-8 Redeeming Partner shall have no right with respect to any Series D-8 Preferred Units so redeemed to receive any distributions paid after the Series D-8 Specified Redemption Date. If the record date for such distribution was a date prior to the Series D-8 Specified Redemption Date and the Distribution Payment Date in respect of such distribution was a date after the Series D-8 Specified Redemption Date, such Series D-8 Redeeming Partner shall be required, as a condition of the redemption of such Series D-8 Preferred Units, to pay the amount of such distribution to the Partnership (if such Series D-8 Preferred Units are redeemed for cash) or to the General Partner (if such Series D-8 Preferred Units are redeemed for Series D-8 Preferred Shares).

(c) The Assignee of any Limited Partner may exercise the rights of such Limited Partner pursuant to this Section 2.E, and such Limited Partner shall be deemed to have assigned such rights to such Assignee and shall be bound by the exercise of such rights by such Limited Partner's Assignee. In connection with any exercise of the such rights by such Assignee on behalf of such Limited



Partner, the redemption price and any accumulated and unpaid distributions shall be paid by the Partnership directly to such Assignee and not to such Limited Partner.

(ii) General Partner Assumption of Right. (a) If the holder of the Series D-8 Preferred Units has delivered a Series D-8 Notice of Redemption, the General Partner may, in its sole and absolute discretion (subject to any limitations on ownership and transfer of Shares set forth in the Declaration of Trust), elect to assume directly and satisfy the Series D-8 Redemption Right by paying to the Redeeming Partner either (x) the redemption price required in Section 2.E(i)(a) above plus any accumulated and unpaid distributions on the Series D-8 Preferred Units being redeemed or (y) in the form of Series D-8 Preferred Shares in the Trust, as set forth in paragraph (b) below. Unless the General Partner, in its sole and absolute discretion, shall exercise its right to assume directly and satisfy the Series D-8 Redemption Right, the General Partner shall not have any obligation to the Redeeming Partner or to the Partnership with respect to the Redeeming Partner's exercise of the Series D-8 Redemption Right. In the event the General Partner shall exercise its right to satisfy the Series D-8 Redemption Right in the manner described in the first sentence of this paragraph (ii) and shall fully perform its obligations in connection therewith, the Partnership shall have no right or obligation to pay any amount to the Redeeming Partner with respect to such Redeeming Partner's exercise of the Series D-8 Redemption Right, and each of the Redeeming Partner, the Partnership and the General Partner shall, for federal income tax purposes, treat the transaction between the General Partner and the Redeeming Partner as a sale of the

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Redeeming Partner's Partnership Units to the General Partner. Nothing contained in this paragraph (ii) shall imply any right of the General Partner to require any holder of Series D-8 Preferred Units to exercise the Series D-8 Redemption Right afforded pursuant to paragraph (i) above.

(b) In the event that the General Partner determines to pay the Redeeming Partner in the form of Series D-8 Preferred Shares, the General Partner shall issue to the Series D-8 Redeeming Partner one Series D-8 Preferred Share for each Series D-8 Preferred Unit being redeemed (subject to modification as set forth in paragraph (c) below), whereupon the General Partner shall acquire the Series D-8 Preferred Units offered for redemption by the Series D-8 Redeeming Partner and shall be treated for all purposes of the Agreement as the owner of such Series D-8 Preferred Units. Any accumulated and unpaid distributions on such Series D-8 Preferred Units to the date of such redemption shall also be deemed to have accumulated on the Series D-8 Preferred Shares paid to the Series D-8 Redeeming Partner in consideration of such Series D-8 Preferred Units at the time of the issuance of such Series D-8 Preferred Shares.

(c) In the event that there shall be outstanding at any time both Series D-8 Preferred Shares and Series D-8 Preferred Units and the General Partner shall be a party to any transaction (including, without limitation, a merger, consolidation or statutory share exchange with respect to the Series D-8 Preferred Shares), in each case as a result of which the Series D-8 Preferred Shares are converted into the right to receive shares of capital stock, other securities or other property (including cash or any combination thereof), thereafter the redemption price payable by the General Partner in respect of one Series D-8 Preferred Unit shall be the kind and amount of shares of capital stock and other securities and property (including cash or any combination thereof) that was received upon consummation of such transaction in return for one Series D-8 Preferred Share; and the General Partner may not become a party to any such transaction unless the terms thereof are consistent with the foregoing. In case there shall be outstanding Series D-8 Preferred Units and no Series D-8 Preferred Shares and the General Partner shall be a party to any merger or consolidation in which the General Partner is not the surviving entity, then the Series D-8 Preferred Shares deliverable by the General Partner thereafter in redemption of Series D-8 Preferred Units pursuant to clause (ii) above shall be shares of the surviving entity or any entity controlling the surviving entity having the preferences, rights, voting powers, restrictions, limitations as to dividends, qualifications and terms and conditions of redemption substantially similar to those set forth on Schedule 1 to this Exhibit S.

(d) Each Redeeming Partner agrees to execute such documents as the General Partner may reasonably require in connection with the issuance of Series D-8 Preferred Shares upon exercise of the Series D-8 Redemption Right.

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(iii) Exceptions to Exercise of Redemption Right. Notwithstanding the provisions of paragraphs (i) and (ii) above, a Partner shall not be entitled to exercise the Series D-8 Redemption Right if (but only as long as) the delivery of Series D-8 Preferred Shares to such Partner on the Series D-8 Specified Redemption Date (a) would be prohibited under the Declaration of

Trust, or (b) as long as the Common Shares or any previously issued Series D-8 Preferred Shares are Publicly Traded, would be prohibited under applicable federal or state securities laws or regulations (assuming the General Partner would in fact assume and satisfy the Series D-8 Redemption Right).

(iv) No Liens on Partnership Units Delivered for Redemption. Each Limited Partner covenants and agrees with the General Partner that all Series D-8 Preferred Units delivered for redemption shall be delivered to the Partnership or the General Partner, as the case may be, free and clear of all liens, and, notwithstanding anything contained herein to the contrary, neither the General Partner nor the Partnership shall be under any obligation to acquire Series D-8 Preferred Units which are or may be subject to any liens. Each Limited Partner further agrees that, in the event any state or local property transfer tax is payable as a result of the transfer of its Series D-8 Preferred Units to the Partnership or the General Partner, such Limited Partner shall assume and pay such transfer tax.

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

(a) prior to the Series D-8 Preferred Units, as to the payment of distributions and as to distribution of assets upon liquidation, dissolution or winding up of the General Partner or the Partnership, if the holders of such class or series of Partnership Units shall be entitled to the receipt of distributions or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of Series D-8 Preferred Units;

(b) on a parity with the Series D-8 Preferred Units, as to the payment of distributions and as to the distribution of assets upon liquidation, dissolution or winding up of the General Partner or the Partnership, whether or not the distribution rates, distribution payment dates or redemption or liquidation prices per Partnership Unit be different from those of the Series D-8 Preferred Units, if the holders of such Partnership Units of such class or series and the Series D-8 Preferred Units shall be entitled to the receipt of distributions and of amounts distributable upon liquidation, dissolution or winding up in proportion to their respective amounts of accumulated and unpaid distributions per Partnership Unit or liquidation preferences, without preference or priority one over the other, except to the extent that such distributions or amounts distributable on the Series B-2 Restricted Preferred Units may not be payable due to a lack of funds in the Nongovernmental Account ("Parity Units"); or

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(c) junior to the Series D-8 Preferred Units, as to the payment of distributions or as to the distribution of assets upon liquidation, dissolution or winding up of the General Partner or the Partnership, if such class or series of Partnership Units shall be Common Partnership Units or if the General Partner, in its capacity as the holder of Series D-8 Preferred Units, shall be entitled to receipt of distributions or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of Partnership Units of such class or series, and such class or series of Partnership Units shall not in either case rank prior to the Series D-8 Preferred Units ("Junior Units").

(ii) The Series A Preferred Units, Series B Pass-Through Preferred Units, Series C Pass-Through Preferred Units, Series D-1 Preferred Units, Series D-2 Preferred Units, Series D-3 Preferred Units, Series D-4 Preferred Units, Series D-5 Preferred Units, Series D-6 Preferred Units and Series D-7 Preferred Units shall be Parity Units with respect to the Series D-8 Preferred Units and the holders of the Series D-8 Preferred Units and Series A Preferred Units, Series B Pass-Through Preferred Units, Series C Pass-Through Preferred Units, Series D-1 Preferred Units, Series D-2 Preferred Units, Series D-3 Preferred Units, Series D-4 Preferred Units, Series D-5 Preferred Units, Series D-6 Preferred Units and Series D-7 Preferred Units shall be entitled to the receipt of distributions and of amounts distributable upon liquidation, dissolution or winding up in proportion to their respective amounts of accumulated and unpaid distributions per Partnership Unit or liquidation preferences, without preference or priority one over the other, except in the case of distributions on the Series B-2 Restricted Preferred Units to the extent not payable due to a lack of funds in the Nongovernmental Account and except that:

(a) For so long as the Class D Units are outstanding, the Series D-8 Preferred Units shall not rank senior to the Class D Units as to preferential distributions or redemption or voting rights. For so long as the Class D Units are outstanding, the Series D-8 Preferred Units shall receive: (i) accumulated and unpaid distributions pari passu with distributions made to the holders of any outstanding Class D Units pursuant to Subsection 5.1.B(ii) of the Agreement and (ii) other distributions pari passu with distributions made to the holders of any outstanding Class D Units pursuant to Subsection 5.1.B(iii) of the Agreement.

(b) When the Class D Units are no longer outstanding, the Series D-8 Preferred Units shall be Preference Units and shall receive distributions pari passu with other Partnership Units, if any, receiving distributions pursuant to Section 5.1.B(i), except to the extent that distributions on the Series B-2 Restricted Preferred Units may not be paid due to a lack of funds in the Nongovernmental Account.

(c) Distributions made pursuant to Subsections F(ii)(a) and F(ii)(b) of this Exhibit U shall be made pro rata with other distributions made to other Partnership Units

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as to which they rank pari passu based on the ratio of the amounts to be paid the Series D-8 Preferred Units and such other Partnership Units, as applicable, to the total amounts to be paid in respect of the Series D-8 Preferred Units and such other Partnership Units taken together on the Partnership Record Date, except in the case of distributions on the Series B-2 Restricted Preferred Units to the extent such distributions may not be paid due to a lack of funds in the Nongovernmental Account.

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

(a) As long as the Class D Units are outstanding, the Series D-8 Preferred Units shall be allocated items pari passu with the allocation of items to the holders of Class D Units in respect of their priority payments (i.e., as allocated in Section 6.1.A (iii) and (vi) and Section 6.1.B (viii) and (ix) of the Agreement) and shall share in those allocations in a pro rata manner based on the distributions and allocations of items, as applicable, made to such Partnership Units, as applicable; references to Class D Units in Article VI of the Agreement shall be deemed to also refer to Series D-8 Preferred Units except that references to distributions made to the Class D Units shall be deemed to refer to distributions made to the Series D-8 Preferred Units in a pro rata manner with such distributions made to the Class D Units.

(b) When the Class D Units are no longer outstanding, the Series D-8 Preferred Units shall be Preference Units and shall be allocated items pari passu with the allocation of items to holders of Preference Units (i.e., as allocated in Section 6.1.A (ii) and Section 6.1.B (x) of the Agreement) and shall share in those allocations in a pro rata manner based on the distributions and allocations of items, as applicable, made to Preference Units, as applicable; references to Preference Units in Article VI of the Agreement shall be deemed to also refer to Series D-8 Preferred Units except that references to distributions made to Preference Units shall be deemed to refer to distributions made to the Series D-8 Preferred Units in a pro rata manner with such distributions, if any, made to the Preference Units.

G. Voting. (i) Except as provided in this Section G or as required by law, the holders of the Series D-8 Preferred Units shall not be entitled to vote at any meeting of the Partners or for any other purpose or otherwise to participate in any action taken by the Partnership or the Partners, or to receive notice of any meeting of the Partners.

(ii) So long as any Series D-8 Preferred Units are outstanding, the General Partner shall not authorize the creation of or cause the Partnership to issue Partnership Units of any class or series or any interest in the Partnership convertible into or exchangeable for Partnership Units of any class or series ranking prior to the Series D-8 Preferred Units in the distribution of assets on any liquidation, dissolution or winding

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up of the General Partner or the Partnership or in the payment of distributions, or reclassify any Partnership Units of the Partnership into any such senior Partnership Units; provided that so long as any Class D Units are outstanding, such senior Partnership Units may be issued to the General Partner if the distribution and redemption (but not voting) rights of such senior Partnership Units are substantially similar to the terms of securities issued by the General Partner and the proceeds or other consideration from the issuance of such securities have been or are concurrently with such issuance contributed to the Partnership.

(iii) So long as any Series D-8 Preferred Units are outstanding, in addition to any other vote or consent of unit holders required by the Agreement of Limited Partnership or of shareholders required by the Declaration of Trust, the affirmative vote of at least a majority of the votes entitled to be cast by the holders of Series D-8 Preferred Units at the time outstanding given in person or by proxy, either in writing without a meeting or by vote at any meeting called for the purpose, shall be necessary for effecting or validating (a) any amendment, alteration or repeal of any of the provisions of the Declaration of Trust that materially and adversely affects the voting powers,

rights or preferences of the D-8 Preferred Shares; provided, however, that the amendment of the provisions of the Declaration of Trust so as to authorize or create or to increase the authorized amount of, any Junior Shares with respect to the Series D-8 Preferred Shares or any units of any class or series ranking on a parity with the Series D-8 Preferred Shares shall not be deemed to materially and adversely affect the voting powers, rights or preferences of the holders of Series D-8 Preferred Shares or (b) the authorization or creation of, or the increase in the authorized or issued amount of, any shares of any class or series or any security, convertible into or exchangeable for shares of any class or series ranking prior to the Series D-8 Preferred Shares in the distribution of assets on any liquidation, dissolution or winding up of the General Partner or in the payment of dividends or distribution; provided, however, that, in the case of each of subparagraphs (a) and (b), no such vote of the holders of Series D-8 Preferred Units shall be required if, at or prior to the time when such amendment, alteration or repeal is to take effect, or when the issuance of any such prior shares or convertible security is to be made, provision is made for the redemption of all Series D-8 Preferred Units at the time outstanding in accordance with the provisions hereof.

H. General. (i) At such time, if any, as the General Partner becomes a holder of Series D-8 Preferred Units, the rights of the General Partner, in its capacity as the holder of the Series D-8 Preferred Units, will be in addition to and not in limitation on any other rights or authority of the General Partner, in any other capacity, under the Agreement. In addition, nothing contained in this Exhibit U shall be deemed to limit or otherwise restrict any rights or authority of the General Partner under the Agreement, other than in its capacity as the holder of Series D-8 Preferred Units.

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(ii) Anything herein contained to the contrary notwithstanding, the General Partner shall take all steps that it determines are necessary or appropriate (including modifying the foregoing terms of the Series D-8 Preferred Units) to ensure that the Series D-8 Preferred Units (including, without limitation the redemption and conversion terms thereof) permit the General Partner to satisfy its obligations with respect to the Series D-8 Preferred Shares, if and when any such shares are issued, it being the intention that, except to the extent provided in Schedule 1 to this Exhibit U, the terms of the Series D-8 Preferred Shares will be substantially similar to the terms of the Series D-8 Preferred Units.

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Attachment 2

VORNADO REALTY L.P.  
 PARTNERS AND PARTNERSHIP INTERESTS  
 EXHIBIT A (12/8/00)  
 SALOMON SMITH BARNEY TAX ADVANTAGE EXCHANGE FUND III LLC (D-8)

Partner #	\$51.39		
	Series A Preferred Shares	Value of Series A	Percentage of Series A
1 VORNADO REALTY TRUST VORNADO REALTY TRUST Vornado Finance Corp Vornado Investment Corporation 40 East 14 Realty Associates General Partnership 825 Seventh Avenue Holding Corporation Menands Holdings Corporation Two Guys From Harrison, N.Y., Inc. VRT (Units issued in 909 refinancing)	5,789,239	\$297,508,992	100.0000%
188 Washington Design Center, L.L.C.			
189 Merchandise Mart Owners, L.L.C.			
203 H2K L.L.C. (Merchandise Mart Enterprises, L.L.C.)			
200 World Trade Center Chicago, L.L.C.			
192 Greene Street 1998 Exchange Fund L.P. (D-1)			
239 Meadowbrook Equity Fund II, LLC. (D-2)			
240 Goldman Sachs 1999 Exchange Place Fund, LP (D-3)			
241 TMCT II, LLC (D-4)			
1000 GS-MSD Select Sponsors, L.P. (D-5)			

Salomon Smith Barney Tax Advantaged Exchange Fund III, LLC (D-6)  
Goldman Sachs 2000 Exchange Place Fund, LP (D-7)  
Salomon Smith Barney Tax Advantaged Exchange Fund III, LLC (D-8)

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

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

252-990 NEWKIRK PARTNERS (SEE ATTACHED SCHEDULE)

106 The Mendik Partnership, L.P.  
1001 Mendik Holdings L.L.C.  
40 FW/Mendik REIT, L.L.C. (2)  
107 Mendik RELP Corp.  
251 2750 Associates Limited Partnership  
6 Abrams, Trust U/W/O Ralph  
214 ACI Associates  
7 Adler, Robert  
215 Allen & Company Incorporated  
216 Allen, C. Robert III  
8 Alpert, Vicki  
9 Ambassador Construction Company, Inc.  
10 Aschendorf-Shasha, Ellen  
11 Ash, Herbert  
171 Aubert, Lysa  
13 Barr, Thomas  
12 Barkin, Leonard  
173 Batkin, Nancy 1998 Trust u/a/d 5/11/98  
17 Berenson, David  
18 Berenson, Joan  
19 Berenson, Richard  
20 Berenson, Robert  
174 Berger, Alice C.  
21 Bianculli, Louis  
22 Bierman, Jacquin  
23 Blumenthal, Joel Marie  
24 Braverman, Madlyn  
190 Bonk, Chris  
217 Burack, Daniel A.  
26 Carb, Sally  
244 Carney, Margaret R.  
28 Chambers, Robert  
25 CHO Enterprises  
218 Damson, Barrie  
30 Dembner, Shirley  
29 Dembner, Shirley UGMA for Lindsey Dembner  
31 Doner, Max  
32 Downey, Michael  
33 Dryfoos, Jacqueline  
34 Dubrowski, Raymond  
219 Elson, Edward E.  
35 Evans, Ben  
36 Field, Walter L.  
70 Jesse Fierstein & Co.  
38 Fischer, Alan A.  
39 Freedman, Robert  
41 Gershon, Estate of Murray  
42 Getz, Howard  
43 Getz, Sandra  
44 Getz, Sandra & Howard  
46 Gold, Frederica  
176 Ginsberg, Adele  
47 Goldberg, Clarence  
49 Goldring, Stanley  
50 Goldschmidt, Beatrice  
52 Goldschmidt, Charles  
53 Goldschmidt, Edward  
54 Goldschmidt, Lawrence  
177 Goldschmidt, Peter  
178 Goldschmidt, Richard  
Gordon, Herta  
220 Gordon, Melvin  
55 Gorfinkle, Alaine  
56 Gorfinkle, Lawrence  
207 Gould Investors, L.P.  
58 Green, Bernard  
57 Green, Barbara  
59 Greif, Goldie

60 Gutenberg, Bernice  
 48 H L Silbert trustee U/W of H A Goldman  
 221 Hagler, Philip Trustee Hagler Family Trust u/a 6/98  
 62 Harteveltdt, Robert L.  
 179 Hassler, Jane  
 222 Hauser, Rita F.  
 64 Hirsch, Phillip J.  
 63 Hirsch, Judith  
 65 Hruscha, Alan  
 66 Hutner, Anne Trust F/B/O  
 37 Fierstein Co.  
 69 Jaffe, Elizabeth  
 71 Jones, Hazel  
 73 Kaufman, Robert M.  
 74 Klein, Robin  
 76 Knight, Laureine  
 77 Komaroff, Stanley  
 79 Kosloff, Andrea  
 78 Kosloff, Andrea UGMA for Adam Kosloff  
 80 Kosloff, Andrea UGMA for Justin Kosloff  
 246 Koven, Corey  
 181 Koven, Esther

\$25.00

Partner #	Series B Preferred Shares	Value of Series B	Percentage of Series B
1 VORNADO REALTY TRUST VORNADO REALTY TRUST Vornado Finance Corp Vornado Investment Corporation 40 East 14 Realty Associates General Partnership 825 Seventh Avenue Holding Corporation Menands Holdings Corporation Two Guys From Harrison, N.Y., Inc. VRT (Units issued in 909 refinancing)	3,400,000	\$85,000,000	100.0000%
188 Washington Design Center, L.L.C.			
189 Merchandise Mart Owners, L.L.C.			
203 H2K L.L.C. (Merchandise Mart Enterprises, L.L.C.)			
200 World Trade Center Chicago, L.L.C.			
192 Greene Street 1998 Exchange Fund L.P. (D-1)			
239 Meadowbrook Equity Fund II, LLC. (D-2)			
240 Goldman Sachs 1999 Exchange Place Fund, LP (D-3)			
241 TMCT II, LLC (D-4)			
1000 GS-MSD Select Sponsors, L.P. (D-5)			
Salomon Smith Barney Tax Advantaged Exchange Fund III, LLC (D-6)			
Goldman Sachs 2000 Exchange Place Fund, LP (D-7)			
Salomon Smith Barney Tax Advantaged Exchange Fund III, LLC (D-8)			
242 Commonwealth Atlantic Properties Inc.			
243 Commonwealth Atlantic - Crystal City OP Holding Inc.			
197 Jacob H Froelich, Jr.			
194 S.D. Phillips			
196 George W Lyles			
199 Canoe House Partners, LLC			
193 Roaring Gap Limited Partnership			
195 Phillips Property Company, LLC			
252-990 NEWKIRK PARTNERS (SEE ATTACHED SCHEDULE)			
106 The Mendik Partnership, L.P.			
1001 Mendik Holdings L.L.C.			
40 FW/Mendik REIT, L.L.C. (2)			
107 Mendik RELP Corp.			
251 2750 Associates Limited Partnership			
6 Abrams, Trust U/W/O Ralph			
214 ACI Associates			
7 Adler, Robert			
215 Allen & Company Incorporated			
216 Allen, C. Robert III			
8 Alpert, Vicki			

9 Ambassador Construction Company, Inc.  
10 Aschendorf-Shasha, Ellen  
11 Ash, Herbert  
171 Aubert, Lysa  
13 Barr, Thomas  
12 Barkin, Leonard  
173 Batkin, Nancy 1998 Trust u/a/d 5/11/98  
17 Berenson, David  
18 Berenson, Joan  
19 Berenson, Richard  
20 Berenson, Robert  
174 Berger, Alice C.  
21 Bianculli, Louis  
22 Bierman, Jacquin  
23 Blumenthal, Joel Marie  
24 Braverman, Madlyn  
190 Bonk, Chris  
217 Burack, Daniel A.  
26 Carb, Sally  
244 Carney, Margaret R.  
28 Chambers, Robert  
25 CHO Enterprises  
218 Damson, Barrie  
30 Dembner, Shirley  
29 Dembner, Shirley UGMA for Lindsey Dembner  
31 Doner, Max  
32 Downey, Michael  
33 Dryfoos, Jacqueline  
34 Dubrowski, Raymond  
219 Elson, Edward E.  
35 Evans, Ben  
36 Field, Walter L.  
70 Jesse Fierstein & Co.  
38 Fischer, Alan A.  
39 Freedman, Robert  
41 Gershon, Estate of Murray  
42 Getz, Howard  
43 Getz, Sandra  
44 Getz, Sandra & Howard  
46 Gold, Frederica  
176 Ginsberg, Adele  
47 Goldberg, Clarence  
49 Goldring, Stanley  
50 Goldschmidt, Beatrice  
52 Goldschmidt, Charles  
53 Goldschmidt, Edward  
54 Goldschmidt, Lawrence  
177 Goldschmidt, Peter  
178 Goldschmidt, Richard  
Gordon, Herta  
220 Gordon, Melvin  
55 Gorfinkle, Alaine  
56 Gorfinkle, Lawrence  
207 Gould Investors, L.P.  
58 Green, Bernard  
57 Green, Barbara  
59 Greif, Goldie  
60 Gutenberg, Bernice  
48 H L Silbert trustee U/W of H A Goldman  
221 Hagler, Philip Trustee Hagler Family Trust u/a 6/98  
62 Harteveltdt, Robert L.  
179 Hassler, Jane  
222 Hauser, Rita F.  
64 Hirsch, Phillip J.  
63 Hirsch, Judith  
65 Hruscha, Alan  
66 Hutner, Anne Trust F/B/O  
37 Fierstein Co.  
69 Jaffe, Elizabeth  
71 Jones, Hazel  
73 Kaufman, Robert M.  
74 Klein, Robin  
76 Knight, Laureine  
77 Komaroff, Stanley  
79 Kosloff, Andrea  
78 Kosloff, Andrea UGMA for Adam Kosloff  
80 Kosloff, Andrea UGMA for Justin Kosloff  
246 Koven, Corey  
181 Koven, Esther

Partner #	Series C Preferred Shares	Value of Series C	Percentage of Series C
1 VORNADO REALTY TRUST VORNADO REALTY TRUST Vornado Finance Corp Vornado Investment Corporation 40 East 14 Realty Associates General Partnership 825 Seventh Avenue Holding Corporation Menands Holdings Corporation Two Guys From Harrison, N.Y., Inc. VRT (Units issued in 909 refinancing)	4,600,000	\$115,000,000	100.0000%
188 Washington Design Center, L.L.C.			
189 Merchandise Mart Owners, L.L.C.			
203 H2K L.L.C. (Merchandise Mart Enterprises, L.L.C.)			
200 World Trade Center Chicago, L.L.C.			
192 Greene Street 1998 Exchange Fund L.P. (D-1)			
239 Meadowbrook Equity Fund II, LLC. (D-2)			
240 Goldman Sachs 1999 Exchange Place Fund, LP (D-3)			
241 TMCT II, LLC (D-4)			
1000 GS-MSD Select Sponsors, L.P. (D-5)			
Salomon Smith Barney Tax Advantaged Exchange Fund III, LLC (D-6)			
Goldman Sachs 2000 Exchange Place Fund, LP (D-7)			
Salomon Smith Barney Tax Advantaged Exchange Fund III, LLC (D-8)			
242 Commonwealth Atlantic Properties Inc.			
243 Commonwealth Atlantic - Crystal City OP Holding Inc.			
197 Jacob H Froelich, Jr.			
194 S.D. Phillips			
196 George W Lyles			
199 Canoe House Partners, LLC			
193 Roaring Gap Limited Partnership			
195 Phillips Property Company, LLC			
252-990 NEWKIRK PARTNERS (SEE ATTACHED SCHEDULE)			
106 The Mendik Partnership, L.P.			
1001 Mendik Holdings L.L.C.			
40 FW/Mendik REIT, L.L.C. (2)			
107 Mendik RELP Corp.			
251 2750 Associates Limited Partnership			
6 Abrams, Trust U/W/O Ralph			
214 ACI Associates			
7 Adler, Robert			
215 Allen & Company Incorporated			
216 Allen, C. Robert III			
8 Alpert, Vicki			
9 Ambassador Construction Company, Inc.			
10 Aschendorf-Shasha, Ellen			
11 Ash, Herbert			
171 Aubert, Lysa			
13 Barr, Thomas			
12 Barkin, Leonard			
173 Batkin, Nancy 1998 Trust u/a/d 5/11/98			
17 Berenson, David			
18 Berenson, Joan			
19 Berenson, Richard			
20 Berenson, Robert			
174 Berger, Alice C.			
21 Bianculli, Louis			
22 Bierman, Jacquin			
23 Blumenthal, Joel Marie			
24 Braverman, Madlyn			
190 Bonk, Chris			
217 Burack, Daniel A.			
26 Carb, Sally			
244 Carney, Margaret R.			
28 Chambers, Robert			
25 CHO Enterprises			
218 Damson, Barrie			
30 Dembner, Shirley			
29 Dembner, Shirley UGMA for Lindsey Dembner			
31 Doner, Max			
32 Downey, Michael			



33 Dryfoos, Jacqueline  
 34 Dubrowski, Raymond  
 219 Elson, Edward E.  
 35 Evans, Ben  
 36 Field, Walter L.  
 70 Jesse Fierstein & Co.  
 38 Fischer, Alan A.  
 39 Freedman, Robert  
 41 Gershon, Estate of Murray  
 42 Getz, Howard  
 43 Getz, Sandra  
 44 Getz, Sandra & Howard  
 46 Gold, Frederica  
 176 Ginsberg, Adele  
 47 Goldberg, Clarence  
 49 Goldring, Stanley  
 50 Goldschmidt, Beatrice  
 52 Goldschmidt, Charles  
 53 Goldschmidt, Edward  
 54 Goldschmidt, Lawrence  
 177 Goldschmidt, Peter  
 178 Goldschmidt, Richard  
 Gordon, Herta  
 220 Gordon, Melvin  
 55 Gorfinkle, Alaine  
 56 Gorfinkle, Lawrence  
 207 Gould Investors, L.P.  
 58 Green, Bernard  
 57 Green, Barbara  
 59 Greif, Goldie  
 60 Gutenberg, Bernice  
 48 H L Silbert trustee U/W of H A Goldman  
 221 Hagler, Philip Trustee Hagler Family Trust u/a 6/98  
 62 Harteveltdt, Robert L.  
 179 Hassler, Jane  
 222 Hauser, Rita F.  
 64 Hirsch, Phillip J.  
 63 Hirsch, Judith  
 65 Hrusha, Alan  
 66 Hutner, Anne Trust F/B/O  
 37 Fierstein Co.  
 69 Jaffe, Elizabeth  
 71 Jones, Hazel  
 73 Kaufman, Robert M.  
 74 Klein, Robin  
 76 Knight, Laureine  
 77 Komaroff, Stanley  
 79 Kosloff, Andrea  
 78 Kosloff, Andrea UGMA for Adam Kosloff  
 80 Kosloff, Andrea UGMA for Justin Kosloff  
 246 Koven, Corey  
 181 Koven, Esther

\$50.00

Partner #	Series B-1 Preferred Units	Value of Series B-1	Percentage of Series B-1
1 VORNADO REALTY TRUST VORNADO REALTY TRUST Vornado Finance Corp Vornado Investment Corporation 40 East 14 Realty Associates General Partnership 825 Seventh Avenue Holding Corporation Menands Holdings Corporation Two Guys From Harrison, N.Y., Inc. VRT (Units issued in 909 refinancing)			
188 Washington Design Center, L.L.C.	200,000	\$ 10,000,000	22.23%
189 Merchandise Mart Owners, L.L.C.	699,566	\$ 34,978,300	77.77%
203 H2K L.L.C. (Merchandise Mart Enterprises, L.L.C.)			
200 World Trade Center Chicago, L.L.C.			
192 Greene Street 1998 Exchange Fund L.P. (D-1)			
239 Meadowbrook Equity Fund II, LLC. (D-2)			
240 Goldman Sachs 1999 Exchange Place Fund, LP (D-3)			
241 TMCT II, LLC (D-4)			

1000 GS-MSD Select Sponsors, L.P. (D-5)  
Salomon Smith Barney Tax Advantaged Exchange Fund III, LLC (D-6)  
Goldman Sachs 2000 Exchange Place Fund, LP (D-7)  
Salomon Smith Barney Tax Advantaged Exchange Fund III, LLC (D-8)

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

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

252-990 NEWKIRK PARTNERS (SEE ATTACHED SCHEDULE)

106 The Mendik Partnership, L.P.  
1001 Mendik Holdings L.L.C.  
40 FW/Mendik REIT, L.L.C. (2)  
107 Mendik RELP Corp.  
251 2750 Associates Limited Partnership  
6 Abrams, Trust U/W/O Ralph  
214 ACI Associates  
7 Adler, Robert  
215 Allen & Company Incorporated  
216 Allen, C. Robert III  
8 Alpert, Vicki  
9 Ambassador Construction Company, Inc.  
10 Aschendorf-Shasha, Ellen  
11 Ash, Herbert  
171 Aubert, Lysa  
13 Barr, Thomas  
12 Barkin, Leonard  
173 Batkin, Nancy 1998 Trust u/a/d 5/11/98  
17 Berenson, David  
18 Berenson, Joan  
19 Berenson, Richard  
20 Berenson, Robert  
174 Berger, Alice C.  
21 Bianculli, Louis  
22 Bierman, Jacquin  
23 Blumenthal, Joel Marie  
24 Braverman, Madlyn  
190 Bonk, Chris  
217 Burack, Daniel A.  
26 Carb, Sally  
244 Carney, Margaret R.  
28 Chambers, Robert  
25 CHO Enterprises  
218 Damson, Barrie  
30 Dembner, Shirley  
29 Dembner, Shirley UGMA for Lindsey Dembner  
31 Doner, Max  
32 Downey, Michael  
33 Dryfoos, Jacqueline  
34 Dubrowski, Raymond  
219 Elson, Edward E.  
35 Evans, Ben  
36 Field, Walter L.  
70 Jesse Fierstein & Co.  
38 Fischer, Alan A.  
39 Freedman, Robert  
41 Gershon, Estate of Murray  
42 Getz, Howard  
43 Getz, Sandra  
44 Getz, Sandra & Howard  
46 Gold, Frederica  
176 Ginsberg, Adele  
47 Goldberg, Clarence  
49 Goldring, Stanley  
50 Goldschmidt, Beatrice  
52 Goldschmidt, Charles  
53 Goldschmidt, Edward  
54 Goldschmidt, Lawrence  
177 Goldschmidt, Peter  
178 Goldschmidt, Richard  
Gordon, Herta  
220 Gordon, Melvin  
55 Gorfinkle, Alaine  
56 Gorfinkle, Lawrence  
207 Gould Investors, L.P.  
58 Green, Bernard  
57 Green, Barbara

59 Greif, Goldie  
60 Gutenberg, Bernice  
48 H L Silbert trustee U/W of H A Goldman  
221 Hagler, Philip Trustee Hagler Family Trust u/a 6/98  
62 Harteveldt, Robert L.  
179 Hassler, Jane  
222 Hauser, Rita F.  
64 Hirsch, Phillip J.  
63 Hirsch, Judith  
65 Hrusha, Alan  
66 Hutner, Anne Trust F/B/O  
37 Fierstein Co.  
69 Jaffe, Elizabeth  
71 Jones, Hazel  
73 Kaufman, Robert M.  
74 Klein, Robin  
76 Knight, Laureine  
77 Komaroff, Stanley  
79 Kosloff, Andrea  
78 Kosloff, Andrea UGMA for Adam Kosloff  
80 Kosloff, Andrea UGMA for Justin Kosloff  
246 Koven, Corey  
181 Koven, Esther

Partner #	Class of Units		
	Series B-2 Preferred Units	Value of Series B-2	Percentage of Series B-2
1 VORNADO REALTY TRUST VORNADO REALTY TRUST Vornado Finance Corp Vornado Investment Corporation 40 East 14 Realty Associates General Partnership 825 Seventh Avenue Holding Corporation Menands Holdings Corporation Two Guys From Harrison, N.Y., Inc. VRT (Units issued in 909 refinancing)			
188 Washington Design Center, L.L.C.	100,000	\$ 5,000,000	22.23%
189 Merchandise Mart Owners, L.L.C.	349,783	\$17,489,150	77.77%
203 H2K L.L.C. (Merchandise Mart Enterprises, L.L.C.)			
200 World Trade Center Chicago, L.L.C.			
192 Greene Street 1998 Exchange Fund L.P. (D-1)			
239 Meadowbrook Equity Fund II, LLC. (D-2)			
240 Goldman Sachs 1999 Exchange Place Fund, LP (D-3)			
241 TMCT II, LLC (D-4)			
1000 GS-MSD Select Sponsors, L.P. (D-5)			
Salomon Smith Barney Tax Advantaged Exchange Fund III, LLC (D-6)			
Goldman Sachs 2000 Exchange Place Fund, LP (D-7)			
Salomon Smith Barney Tax Advantaged Exchange Fund III, LLC (D-8)			
242 Commonwealth Atlantic Properties Inc.			
243 Commonwealth Atlantic - Crystal City OP Holding Inc.			
197 Jacob H Froelich, Jr.			
194 S.D. Phillips			
196 George W Lyles			
199 Canoe House Partners, LLC			
193 Roaring Gap Limited Partnership			
195 Phillips Property Company, LLC			
252-990 NEWKIRK PARTNERS (SEE ATTACHED SCHEDULE)			
106 The Mendik Partnership, L.P.			
1001 Mendik Holdings L.L.C.			
40 FW/Mendik REIT, L.L.C. (2)			
107 Mendik RELP Corp.			
251 2750 Associates Limited Partnership			
6 Abrams, Trust U/W/O Ralph			
214 ACI Associates			
7 Adler, Robert			
215 Allen & Company Incorporated			
216 Allen, C. Robert III			
8 Alpert, Vicki			
9 Ambassador Construction Company, Inc.			

10 Aschendorf-Shasha, Ellen  
11 Ash, Herbert  
171 Aubert, Lysa  
13 Barr, Thomas  
12 Barkin, Leonard  
173 Batkin, Nancy 1998 Trust u/a/d 5/11/98  
17 Berenson, David  
18 Berenson, Joan  
19 Berenson, Richard  
20 Berenson, Robert  
174 Berger, Alice C.  
21 Bianculli, Louis  
22 Bierman, Jacquin  
23 Blumenthal, Joel Marie  
24 Braverman, Madlyn  
190 Bonk, Chris  
217 Burack, Daniel A.  
26 Carb, Sally  
244 Carney, Margaret R.  
28 Chambers, Robert  
25 CHO Enterprises  
218 Damson, Barrie  
30 Dembner, Shirley  
29 Dembner, Shirley UGMA for Lindsey Dembner  
31 Doner, Max  
32 Downey, Michael  
33 Dryfoos, Jacqueline  
34 Dubrowski, Raymond  
219 Elson, Edward E.  
35 Evans, Ben  
36 Field, Walter L.  
70 Jesse Fierstein & Co.  
38 Fischer, Alan A.  
39 Freedman, Robert  
41 Gershon, Estate of Murray  
42 Getz, Howard  
43 Getz, Sandra  
44 Getz, Sandra & Howard  
46 Gold, Frederica  
176 Ginsberg, Adele  
47 Goldberg, Clarence  
49 Goldring, Stanley  
50 Goldschmidt, Beatrice  
52 Goldschmidt, Charles  
53 Goldschmidt, Edward  
54 Goldschmidt, Lawrence  
177 Goldschmidt, Peter  
178 Goldschmidt, Richard  
Gordon, Herta  
220 Gordon, Melvin  
55 Gorfinkle, Alaine  
56 Gorfinkle, Lawrence  
207 Gould Investors, L.P.  
58 Green, Bernard  
57 Green, Barbara  
59 Greif, Goldie  
60 Gutenberg, Bernice  
48 H L Silbert trustee U/W of H A Goldman  
221 Hagler, Philip Trustee Hagler Family Trust u/a 6/98  
62 Harteveltdt, Robert L.  
179 Hassler, Jane  
222 Hauser, Rita F.  
64 Hirsch, Phillip J.  
63 Hirsch, Judith  
65 Hrusha, Alan  
66 Hutner, Anne Trust F/B/O  
37 Fierstein Co.  
69 Jaffe, Elizabeth  
71 Jones, Hazel  
73 Kaufman, Robert M.  
74 Klein, Robin  
76 Knight, Laureine  
77 Komaroff, Stanley  
79 Kosloff, Andrea  
78 Kosloff, Andrea UGMA for Adam Kosloff  
80 Kosloff, Andrea UGMA for Justin Kosloff  
246 Koven, Corey  
181 Koven, Esther

Partner #	Series C-1 Preferred Units	Value of Series C-1	Percentage of Series C-1
1 VORNADO REALTY TRUST VORNADO REALTY TRUST Vornado Finance Corp Vornado Investment Corporation 40 East 14 Realty Associates General Partnership 825 Seventh Avenue Holding Corporation Menands Holdings Corporation Two Guys From Harrison, N.Y., Inc. VRT (Units issued in 909 refinancing)			
188 Washington Design Center, L.L.C.			
189 Merchandise Mart Owners, L.L.C.			
203 H2K L.L.C. (Merchandise Mart Enterprises, L.L.C.)			
200 World Trade Center Chicago, L.L.C.			
192 Greene Street 1998 Exchange Fund L.P. (D-1)			
239 Meadowbrook Equity Fund II, LLC. (D-2)			
240 Goldman Sachs 1999 Exchange Place Fund, LP (D-3)			
241 TMCT II, LLC (D-4)			
1000 GS-MSD Select Sponsors, L.P. (D-5)			
Salomon Smith Barney Tax Advantaged Exchange Fund III, LLC (D-6)			
Goldman Sachs 2000 Exchange Place Fund, LP (D-7)			
Salomon Smith Barney Tax Advantaged Exchange Fund III, LLC (D-8)			
242 Commonwealth Atlantic Properties Inc.			
243 Commonwealth Atlantic - Crystal City OP Holding Inc.			
197 Jacob H Froelich, Jr.	150,067	\$ 7,503,350	20.0648%
194 S.D. Phillips	9,976	\$ 498,800	1.3338%
196 George W Lyles	70,044	\$ 3,502,200	9.3653%
199 Canoe House Partners, LLC	200,090	\$10,004,500	26.7531%
193 Roaring Gap Limited Partnership	290,158	\$14,507,900	38.7957%
195 Phillips Property Company, LLC	27,577	\$ 1,378,850	3.6872%
252-990 NEWKIRK PARTNERS (SEE ATTACHED SCHEDULE)			
106 The Mendik Partnership, L.P.			
1001 Mendik Holdings L.L.C. 40 FW/Mendik REIT, L.L.C. (2)			
107 Mendik RELP Corp.			
251 2750 Associates Limited Partnership 6 Abrams, Trust U/W/O Ralph			
214 ACI Associates 7 Adler, Robert			
215 Allen & Company Incorporated			
216 Allen, C. Robert III 8 Alpert, Vicki			
9 Ambassador Construction Company, Inc.			
10 Aschendorf-Shasha, Ellen			
11 Ash, Herbert			
171 Aubert, Lysa			
13 Barr, Thomas			
12 Barkin, Leonard			
173 Batkin, Nancy 1998 Trust u/a/d 5/11/98			
17 Berenson, David			
18 Berenson, Joan			
19 Berenson, Richard			
20 Berenson, Robert			
174 Berger, Alice C.			
21 Bianculli, Louis			
22 Bierman, Jacquin			
23 Blumenthal, Joel Marie			
24 Braverman, Madlyn			
190 Bonk, Chris			
217 Burack, Daniel A. 26 Carb, Sally			
244 Carney, Margaret R. 28 Chambers, Robert			
25 CHO Enterprises			
218 Damson, Barrie			
30 Dembner, Shirley			
29 Dembner, Shirley UGMA for Lindsey Dembner			
31 Doner, Max			
32 Downey, Michael			
33 Dryfoos, Jacqueline			
34 Dubrowski, Raymond			
219 Elson, Edward E.			

35 Evans, Ben  
 36 Field, Walter L.  
 70 Jesse Fierstein & Co.  
 38 Fischer, Alan A.  
 39 Freedman, Robert  
 41 Gershon, Estate of Murray  
 42 Getz, Howard  
 43 Getz, Sandra  
 44 Getz, Sandra & Howard  
 46 Gold, Frederica  
 176 Ginsberg, Adele  
 47 Goldberg, Clarence  
 49 Goldring, Stanley  
 50 Goldschmidt, Beatrice  
 52 Goldschmidt, Charles  
 53 Goldschmidt, Edward  
 54 Goldschmidt, Lawrence  
 177 Goldschmidt, Peter  
 178 Goldschmidt, Richard  
     Gordon, Herta  
 220 Gordon, Melvin  
     55 Gorfinkle, Alaine  
     56 Gorfinkle, Lawrence  
 207 Gould Investors, L.P.  
 58 Green, Bernard  
 57 Green, Barbara  
 59 Greif, Goldie  
 60 Gutenberg, Bernice  
 48 H L Silbert trustee U/W of H A Goldman  
 221 Hagler, Philip Trustee Hagler Family Trust u/a 6/98  
 62 Harteveltdt, Robert L.  
 179 Hassler, Jane  
 222 Hauser, Rita F.  
     64 Hirsch, Phillip J.  
     63 Hirsch, Judith  
     65 Hrusha, Alan  
     66 Hutner, Anne Trust F/B/O  
 37 Fierstein Co.  
 69 Jaffe, Elizabeth  
 71 Jones, Hazel  
 73 Kaufman, Robert M.  
 74 Klein, Robin  
 76 Knight, Laureine  
 77 Komaroff, Stanley  
 79 Kosloff, Andrea  
 78 Kosloff, Andrea UGMA for Adam Kosloff  
 80 Kosloff, Andrea UGMA for Justin Kosloff  
 246 Koven, Corey  
 181 Koven, Esther

\$25.00

ALL EXCHANGE FUND UNITS

Partner #	Series D-(1-8) Preferred Units	Value of Series D-(1-8)	Percentage of Series D-(1-8)
1 VORNADO REALTY TRUST VORNADO REALTY TRUST Vornado Finance Corp Vornado Investment Corporation 40 East 14 Realty Associates General Partnership 825 Seventh Avenue Holding Corporation Menands Holdings Corporation Two Guys From Harrison, N.Y., Inc . VRT (Units issued in 909 refinancing)			
188 Washington Design Center, L.L.C.			
189 Merchandise Mart Owners, L.L.C.			
203 H2K L.L.C. (Merchandise Mart Enterprises, L.L.C.)			
200 World Trade Center Chicago, L.L.C.			
192 Greene Street 1998 Exchange Fund L.P. (D-1)	3,500,000	\$ 87,500,000	10.45%
239 Meadowbrook Equity Fund II, LLC. (D-2)	549,336	\$ 27,466,800	3.28%
240 Goldman Sachs 1999 Exchange Place Fund, LP (D-3)	8,000,000	\$200,000,000	23.90%
241 TMCT II, LLC (D-4)	5,000,000	\$125,000,000	14.93%
1000 GS-MSD Select Sponsors, L.P. (D-5)	7,480,000	\$187,000,000	22.34%

Salomon Smith Barney Tax Advantaged Exchange Fund III, LLC (D-6)	840,000	\$ 21,000,000	2.51%
Goldman Sachs 2000 Exchange Place Fund, LP (D-7)	7,200,000	\$180,000,000	21.51%
Salomon Smith Barney Tax Advantaged Exchange Fund III, LLC (D-8)	360,000	\$ 9,000,000	1.08%

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

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

252-990 NEWKIRK PARTNERS (SEE ATTACHED SCHEDULE)

106 The Mendik Partnership, L.P.  
 1001 Mendik Holdings L.L.C.  
 40 FW/Mendik REIT, L.L.C. (2)  
 107 Mendik RELP Corp.  
 251 2750 Associates Limited Partnership  
 6 Abrams, Trust U/W/O Ralph  
 214 ACI Associates  
 7 Adler, Robert  
 215 Allen & Company Incorporated  
 216 Allen, C. Robert III  
 8 Alpert, Vicki  
 9 Ambassador Construction Company, Inc.  
 10 Aschendorf-Shasha, Ellen  
 11 Ash, Herbert  
 171 Aubert, Lysa  
 13 Barr, Thomas  
 12 Barkin, Leonard  
 173 Batkin, Nancy 1998 Trust u/a/d 5/11/98  
 17 Berenson, David  
 18 Berenson, Joan  
 19 Berenson, Richard  
 20 Berenson, Robert  
 174 Berger, Alice C.  
 21 Bianculli, Louis  
 22 Bierman, Jacquin  
 23 Blumenthal, Joel Marie  
 24 Braverman, Madlyn  
 190 Bonk, Chris  
 217 Burack, Daniel A.  
 26 Carb, Sally  
 244 Carney, Margaret R.  
 28 Chambers, Robert  
 25 CHO Enterprises  
 218 Damson, Barrie  
 30 Dembner, Shirley  
 29 Dembner, Shirley UGMA for Lindsey Dembner  
 31 Doner, Max  
 32 Downey, Michael  
 33 Dryfoos, Jacqueline  
 34 Dubrowski, Raymond  
 219 Elson, Edward E.  
 35 Evans, Ben  
 36 Field, Walter L.  
 70 Jesse Fierstein & Co.  
 38 Fischer, Alan A.  
 39 Freedman, Robert  
 41 Gershon, Estate of Murray  
 42 Getz, Howard  
 43 Getz, Sandra  
 44 Getz, Sandra & Howard  
 46 Gold, Frederica  
 176 Ginsberg, Adele  
 47 Goldberg, Clarence  
 49 Goldring, Stanley  
 50 Goldschmidt, Beatrice  
 52 Goldschmidt, Charles  
 53 Goldschmidt, Edward  
 54 Goldschmidt, Lawrence  
 177 Goldschmidt, Peter  
 178 Goldschmidt, Richard  
 Gordon, Herta  
 220 Gordon, Melvin  
 55 Gorfinkle, Alaine  
 56 Gorfinkle, Lawrence  
 207 Gould Investors, L.P.  
 58 Green, Bernard  
 57 Green, Barbara  
 59 Greif, Goldie

60 Gutenberg, Bernice  
 48 H L Silbert trustee U/W of H A Goldman  
 221 Hagler, Philip Trustee Hagler Family Trust u/a 6/98  
 62 Harteveltdt, Robert L.  
 179 Hassler, Jane  
 222 Hauser, Rita F.  
 64 Hirsch, Phillip J.  
 63 Hirsch, Judith  
 65 Hruscha, Alan  
 66 Hutner, Anne Trust F/B/O  
 37 Fierstein Co.  
 69 Jaffe, Elizabeth  
 71 Jones, Hazel  
 73 Kaufman, Robert M.  
 74 Klein, Robin  
 76 Knight, Laureine  
 77 Komaroff, Stanley  
 79 Kosloff, Andrea  
 78 Kosloff, Andrea UGMA for Adam Kosloff  
 80 Kosloff, Andrea UGMA for Justin Kosloff  
 246 Koven, Corey  
 181 Koven, Esther

\$50.00

Partner #	Series E-1 Preferred Units	Value of Series E-1	Percentage of Series E-1
1 VORNADO REALTY TRUST VORNADO REALTY TRUST Vornado Finance Corp Vornado Investment Corporation 40 East 14 Realty Associates General Partnership 825 Seventh Avenue Holding Corporation Menands Holdings Corporation Two Guys From Harrison, N.Y., Inc. VRT (Units issued in 909 refinancing)			
188 Washington Design Center, L.L.C.			
189 Merchandise Mart Owners, L.L.C.			
203 H2K L.L.C. (Merchandise Mart Enterprises, L.L.C.)			
200 World Trade Center Chicago, L.L.C.			
192 Greene Street 1998 Exchange Fund L.P. (D-1)			
239 Meadowbrook Equity Fund II, LLC. (D-2)			
240 Goldman Sachs 1999 Exchange Place Fund, LP (D-3)			
241 TMCT II, LLC (D-4)			
1000 GS-MSD Select Sponsors, L.P. (D-5) Salomon Smith Barney Tax Advantaged Exchange Fund III, LLC (D-6) Goldman Sachs 2000 Exchange Place Fund, LP (D-7) Salomon Smith Barney Tax Advantaged Exchange Fund III, LLC (D-8)			
242 Commonwealth Atlantic Properties Inc.	3,899,333	\$194,966,650	78.02%
243 Commonwealth Atlantic - Crystal City OP Holding Inc.	1,098,667	\$ 54,933,350	21.98%
197 Jacob H Froelich, Jr.			
194 S.D. Phillips			
196 George W Lyles			
199 Canoe House Partners, LLC			
193 Roaring Gap Limited Partnership			
195 Phillips Property Company, LLC			
252-990 NEWKIRK PARTNERS (SEE ATTACHED SCHEDULE)			
106 The Mendik Partnership, L.P.			
1001 Mendik Holdings L.L.C. 40 FW/Mendik REIT, L.L.C. (2)			
107 Mendik RELP Corp.			
251 2750 Associates Limited Partnership 6 Abrams, Trust U/W/O Ralph			
214 ACI Associates 7 Adler, Robert			
215 Allen & Company Incorporated			
216 Allen, C. Robert III 8 Alpert, Vicki			



9 Ambassador Construction Company, Inc.  
10 Aschendorf-Shasha, Ellen  
11 Ash, Herbert  
171 Aubert, Lysa  
13 Barr, Thomas  
12 Barkin, Leonard  
173 Batkin, Nancy 1998 Trust u/a/d 5/11/98  
17 Berenson, David  
18 Berenson, Joan  
19 Berenson, Richard  
20 Berenson, Robert  
174 Berger, Alice C.  
21 Bianculli, Louis  
22 Bierman, Jacquin  
23 Blumenthal, Joel Marie  
24 Braverman, Madlyn  
190 Bonk, Chris  
217 Burack, Daniel A.  
26 Carb, Sally  
244 Carney, Margaret R.  
28 Chambers, Robert  
25 CHO Enterprises  
218 Damson, Barrie  
30 Dembner, Shirley  
29 Dembner, Shirley UGMA for Lindsey Dembner  
31 Doner, Max  
32 Downey, Michael  
33 Dryfoos, Jacqueline  
34 Dubrowski, Raymond  
219 Elson, Edward E.  
35 Evans, Ben  
36 Field, Walter L.  
70 Jesse Fierstein & Co.  
38 Fischer, Alan A.  
39 Freedman, Robert  
41 Gershon, Estate of Murray  
42 Getz, Howard  
43 Getz, Sandra  
44 Getz, Sandra & Howard  
46 Gold, Frederica  
176 Ginsberg, Adele  
47 Goldberg, Clarence  
49 Goldring, Stanley  
50 Goldschmidt, Beatrice  
52 Goldschmidt, Charles  
53 Goldschmidt, Edward  
54 Goldschmidt, Lawrence  
177 Goldschmidt, Peter  
178 Goldschmidt, Richard  
Gordon, Herta  
220 Gordon, Melvin  
55 Gorfinkle, Alaine  
56 Gorfinkle, Lawrence  
207 Gould Investors, L.P.  
58 Green, Bernard  
57 Green, Barbara  
59 Greif, Goldie  
60 Gutenberg, Bernice  
48 H L Silbert trustee U/W of H A Goldman  
221 Hagler, Philip Trustee Hagler Family Trust u/a 6/98  
62 Harteveldt, Robert L.  
179 Hassler, Jane  
222 Hauser, Rita F.  
64 Hirsch, Phillip J.  
63 Hirsch, Judith  
65 Hrusa, Alan  
66 Hutner, Anne Trust F/B/O  
37 Fierstein Co.  
69 Jaffe, Elizabeth  
71 Jones, Hazel  
73 Kaufman, Robert M.  
74 Klein, Robin  
76 Knight, Laureine  
77 Komaroff, Stanley  
79 Kosloff, Andrea  
78 Kosloff, Andrea UGMA for Adam Kosloff  
80 Kosloff, Andrea UGMA for Justin Kosloff  
246 Koven, Corey  
181 Koven, Esther

Partner #	Common Units		Total Common Units
	A	D	
1 VORNADO REALTY TRUST			
VORNADO REALTY TRUST	86,859,844		86,859,844
Vornado Finance Corp			0
Vornado Investment Corporation			0
40 East 14 Realty Associates General Partnership			0
825 Seventh Avenue Holding Corporation			0
Menands Holdings Corporation			0
Two Guys From Harrison, N.Y., Inc.			0
VRT (Units issued in 909 refinancing)	13,248		13,248
188 Washington Design Center, L.L.C.	0		0
189 Merchandise Mart Owners, L.L.C.			0
203 H2K L.L.C. (Merchandise Mart Enterprises, L.L.C.)	395,967		395,967
200 World Trade Center Chicago, L.L.C.	23,948		23,948
192 Greene Street 1998 Exchange Fund L.P. (D-1)			0
239 Meadowbrook Equity Fund II, LLC. (D-2)			0
240 Goldman Sachs 1999 Exchange Place Fund, LP (D-3)			0
241 TMCT II, LLC (D-4)			0
1000 GS-MSD Select Sponsors, L.P. (D-5)			0
Salomon Smith Barney Tax Advantaged Exchange Fund III, LLC (D-6)			0
Goldman Sachs 2000 Exchange Place Fund, LP (D-7)			0
Salomon Smith Barney Tax Advantaged Exchange Fund III, LLC (D-8)			0
242 Commonwealth Atlantic Properties Inc.			0
243 Commonwealth Atlantic - Crystal City OP Holding Inc.			0
197 Jacob H Froelich, Jr.	202,411		202,411
194 S.D. Phillips			0
196 George W Lyles			0
199 Canoe House Partners, LLC			0
193 Roaring Gap Limited Partnership			0
195 Phillips Property Company, LLC			0
252-990 NEWKIRK PARTNERS (SEE ATTACHED SCHEDULE)	1,629,615		1,629,615
106 The Mendik Partnership, L.P.	765,183		765,183
1001 Mendik Holdings L.L.C.	1,767,035		1,767,035
40 FW/Mendik REIT, L.L.C. (2)	486,540		486,540
107 Mendik RELP Corp.	846		846
251 2750 Associates Limited Partnership		2,704	2,704
6 Abrams, Trust U/W/O Ralph		7,244	7,244
214 ACI Associates	1,057		1,057
7 Adler, Robert		2,496	2,496
215 Allen & Company Incorporated	1,760		1,760
216 Allen, C. Robert III	880		880
8 Alpert, Vicki		5,228	5,228
9 Ambassador Construction Company, Inc.		27,939	27,939
10 Aschendorf-Shasha, Ellen		1,710	1,710
11 Ash, Herbert		154	154
171 Aubert, Lysa		4,534	4,534
13 Barr, Thomas		1,844	1,844
12 Barkin, Leonard		962	962
173 Batkin, Nancy 1998 Trust u/a/d 5/11/98	130	6,338	6,468
17 Berenson, David		1,034	1,034
18 Berenson, Joan		1,382	1,382
19 Berenson, Richard		842	842
20 Berenson, Robert		1,762	1,762
174 Berger, Alice C.		0	0
21 Bianculli, Louis		5,604	5,604
22 Bierman, Jacquin		5,376	5,376
23 Blumenthal, Joel Marie		154	154
24 Braverman, Madlyn	75,434		75,434
190 Bonk, Chris		35,032	35,032
217 Burack, Daniel A.	176		176
26 Carb, Sally		1,793	1,793
244 Carney, Margaret R.		1,419	1,419
28 Chambers, Robert	222	7,961	8,183
25 CHO Enterprises		5,364	5,364
218 Damson, Barrie	1,144		1,144
30 Dembner, Shirley	145	78	223
29 Dembner, Shirley UGMA for Lindsey Dembner		3,462	3,462
31 Doner, Max		3,364	3,364

32 Downey, Michael	83,226		83,226
33 Dryfoos, Jacqueline		962	962
34 Dubrowski, Raymond		2,304	2,304
219 Elson, Edward E.	1,760		1,760
35 Evans, Ben		104	104
36 Field, Walter L.		1,680	1,680
70 Jesse Fierstein & Co.		4,045	4,045
38 Fischer, Alan A.		3,364	3,364
39 Freedman, Robert		5,770	5,770
41 Gershon, Estate of Murray		10,494	10,494
42 Getz, Howard		333	333
43 Getz, Sandra		7,328	7,328
44 Getz, Sandra & Howard		748	748
46 Gold, Frederica		414	414
176 Ginsberg, Adele		932	932
47 Goldberg, Clarence		916	916
49 Goldring, Stanley		10,833	10,833
50 Goldschmidt, Beatrice		22,045	22,045
52 Goldschmidt, Charles	21	10,752	10,773
53 Goldschmidt, Edward		12,842	12,842
54 Goldschmidt, Lawrence	21	67,454	67,475
177 Goldschmidt, Peter		2,796	2,796
178 Goldschmidt, Richard		2,796	2,796
Gordon, Herta	440		440
220 Gordon, Melvin	0		0
55 Gorfinkle, Alaine		664	664
56 Gorfinkle, Lawrence	21	3,830	3,851
207 Gould Investors, L.P.	458,964		458,964
58 Green, Bernard		8,548	8,548
57 Green, Barbara		8,546	8,546
59 Greif, Goldie		6,724	6,724
60 Gutenberg, Bernice		688	688
48 H L Silbert trustee U/W of H A Goldman		38,692	38,692
221 Hagler, Philip Trustee Hagler Family Trust u/a 6/98	77	14,631	14,708
62 Harteveltdt, Robert L.		5,128	5,128
179 Hassler, Jane		2,797	2,797
222 Hauser, Rita F.	1,760		1,760
64 Hirsch, Phillip J.		338	338
63 Hirsch, Judith		338	338
65 Hrusha, Alan		1,844	1,844
66 Hutner, Anne Trust F/B/O		15,944	15,944
37 Fierstein Co.		28,415	28,415
69 Jaffe, Elizabeth		76	76
71 Jones, Hazel		2,496	2,496
73 Kaufman, Robert M.		338	338
74 Klein, Robin		3,364	3,364
76 Knight, Laureine	10,242		10,242
77 Komaroff, Stanley		576	576
79 Kosloff, Andrea		78	78
78 Kosloff, Andrea UGMA for Adam Kosloff		2,116	2,116
80 Kosloff, Andrea UGMA for Justin Kosloff		2,116	2,116
246 Koven, Corey		2,791	2,791
181 Koven, Esther		14,400	14,400

92.2202%

Partner #	Value Common Units	Percentage Common Units	Total Units
-----			
1 VORNADO REALTY TRUST			100,649,083
VORNADO REALTY TRUST	\$2,855,951,671	92.2202%	
Vornado Finance Corp	\$0	0.0000%	
Vornado Investment Corporation	\$0	0.0000%	
40 East 14 Realty Associates	\$0	0.0000%	
General Partnership	\$0	0.0000%	
825 Seventh Avenue Holding Corporation	\$0	0.0000%	
Menands Holdings Corporation	\$0	0.0000%	
Two Guys From Harrison, N.Y. , Inc.	\$0	0.0000%	
VRT (Units issued in 909 refinancing)	\$435,594	0.0141%	13,248
188 Washington Design Center, L.L.C.	\$0	0.0000%	300,000
189 Merchandise Mart Owners, L.L.C.	\$0	0.0000%	1,049,349
203 H2K L.L.C. (Merchandise Mart Enterprises, L.L.C.)	\$13,019,395	0.4204%	395,967
200 World Trade Center Chicago, L.L.C.	\$787,410	0.0254%	23,948
192 Greene Street 1998 Exchange Fund L.P. (D-1)	\$0	0.0000%	3,500,000

239	Meadowbrook Equity Fund II, LLC. (D-2)	\$0	0.0000%	549,336
240	Goldman Sachs 1999 Exchange Place Fund, LP (D-3)	\$0	0.0000%	8,000,000
241	TMCT II, LLC (D-4)	\$0	0.0000%	5,000,000
1000	GS-MSD Select Sponsors, L.P. (D-5)	\$0	0.0000%	7,480,000
	Salomon Smith Barney Tax Advantaged Exchange Fund III, LLC (D-6)	\$0	0.0000%	840,000
	Goldman Sachs 2000 Exchange Place Fund, LP (D-7)	\$0	0.0000%	7,200,000
	Salomon Smith Barney Tax Advantaged Exchange Fund III, LLC (D-8)	\$0	0.0000%	360,000
242	Commonwealth Atlantic Properties Inc.	\$0	0.0000%	3,899,333
243	Commonwealth Atlantic - Crystal City OP Holding Inc.	\$0	0.0000%	1,098,667
197	Jacob H Froelich, Jr.	\$6,655,274	0.2149%	352,478
194	S.D. Phillips	\$0	0.0000%	9,976
196	George W Lyles	\$0	0.0000%	70,044
199	Canoe House Partners, LLC	\$0	0.0000%	200,090
193	Roaring Gap Limited Partnership	\$0	0.0000%	290,158
195	Phillips Property Company, LLC	\$0	0.0000%	27,577
252-990	NEWKIRK PARTNERS (SEE ATTACHED SCHEDULE)	\$53,581,741	1.7302%	1,629,615
106	The Mendik Partnership, L.P.	\$25,159,217	0.8124%	765,183
1001	Mendik Holdings L.L.C.	\$58,100,111	1.8761%	1,767,035
40	FW/Mendik REIT, L.L.C. (2)	\$15,997,435	0.5166%	486,540
107	Mendik RELP Corp.	\$27,816	0.0009%	846
251	2750 Associates Limited Partnership	\$88,908	0.0029%	2,704
6	Abrams, Trust U/W/O Ralph	\$238,183	0.0077%	7,244
214	ACI Associates	\$34,754	0.0011%	1,057
7	Adler, Robert	\$82,068	0.0027%	2,496
215	Allen & Company Incorporated	\$57,869	0.0019%	1,760
216	Allen, C. Robert III	\$28,934	0.0009%	880
8	Alpert, Vicki	\$171,897	0.0056%	5,228
9	Ambassador Construction Company, Inc.	\$918,634	0.0297%	27,939
10	Aschendorf-Shasha, Ellen	\$56,225	0.0018%	1,710
11	Ash, Herbert	\$5,064	0.0002%	154
171	Aubert, Lysa	\$149,078	0.0048%	4,534
13	Barr, Thomas	\$60,631	0.0020%	1,844
12	Barkin, Leonard	\$31,631	0.0010%	962
173	Batkin, Nancy 1998 Trust u/a/d 5/11/98	\$212,668	0.0069%	6,468
17	Berenson, David	\$33,998	0.0011%	1,034
18	Berenson, Joan	\$45,440	0.0015%	1,382
19	Berenson, Richard	\$27,685	0.0009%	842
20	Berenson, Robert	\$57,935	0.0019%	1,762
174	Berger, Alice C.	\$0	0.0000%	0
21	Bianculli, Louis	\$184,260	0.0059%	5,604
22	Bierman, Jacquin	\$176,763	0.0057%	5,376
23	Blumenthal, Joel Marie	\$5,064	0.0002%	154
24	Braverman, Madlyn	\$2,480,270	0.0801%	75,434
190	Bonk, Chris	\$1,151,852	0.0372%	35,032
217	Burack, Daniel A.	\$5,787	0.0002%	176
26	Carb, Sally	\$58,954	0.0019%	1,793
244	Carney, Margaret R.	\$46,657	0.0015%	1,419
28	Chambers, Robert	\$269,057	0.0087%	8,183
25	CHO Enterprises	\$176,368	0.0057%	5,364
218	Damson, Barrie	\$37,615	0.0012%	1,144
30	Dembner, Shirley	\$7,332	0.0002%	223
29	Dembner, Shirley UGMA for Lindsey Dembner	\$113,831	0.0037%	3,462
31	Doner, Max	\$110,608	0.0036%	3,364
32	Downey, Michael	\$2,736,471	0.0884%	83,226
33	Dryfoos, Jacqueline	\$31,631	0.0010%	962
34	Dubrowski, Raymond	\$75,756	0.0024%	2,304
219	Elson, Edward E.	\$57,869	0.0019%	1,760
35	Evans, Ben	\$3,420	0.0001%	104
36	Field, Walter L.	\$55,238	0.0018%	1,680
70	Jesse Fierstein & Co.	\$133,000	0.0043%	4,045
38	Fischer, Alan A.	\$110,608	0.0036%	3,364
39	Freedman, Robert	\$189,718	0.0061%	5,770
41	Gershon, Estate of Murray	\$345,043	0.0111%	10,494
42	Getz, Howard	\$10,949	0.0004%	333
43	Getz, Sandra	\$240,945	0.0078%	7,328
44	Getz, Sandra & Howard	\$24,594	0.0008%	748
46	Gold, Frederica	\$13,612	0.0004%	414
176	Ginsberg, Adele	\$23,300	0.0010%	932
47	Goldberg, Clarence	\$30,118	0.0010%	916
49	Goldring, Stanley	\$356,189	0.0115%	10,833
50	Goldschmidt, Beatrice	\$724,840	0.0234%	22,045
52	Goldschmidt, Charles	\$354,216	0.0114%	10,773
53	Goldschmidt, Edward	\$422,245	0.0136%	12,842
54	Goldschmidt, Lawrence	\$2,218,578	0.0716%	67,475
177	Goldschmidt, Peter	\$91,932	0.0030%	2,796
178	Goldschmidt, Richard	\$91,932	0.0030%	2,796
	Gordon, Herta	\$14,467	0.0005%	440
220	Gordon, Melvin	\$0	0.0000%	0
55	Gorfinkle, Alaine	\$21,832	0.0007%	664
56	Gorfinkle, Lawrence	\$126,621	0.0041%	3,851



7	Adler, Robert	\$82,068	0.0017%
215	Allen & Company Incorporated	\$57,869	0.0012%
216	Allen, C. Robert III	\$28,934	0.0006%
8	Alpert, Vicki	\$171,897	0.0036%
9	Ambassador Construction Company, Inc.	\$918,634	0.0192%
10	Aschendorf-Shasha, Ellen	\$56,225	0.0012%
11	Ash, Herbert	\$5,064	0.0001%
171	Aubert, Lysa	\$149,078	0.0031%
13	Barr, Thomas	\$60,631	0.0013%
12	Barkin, Leonard	\$31,631	0.0007%
173	Batkin, Nancy 1998 Trust u/a/d 5/11/98	\$212,668	0.0044%
17	Berenson, David	\$33,998	0.0007%
18	Berenson, Joan	\$45,440	0.0009%
19	Berenson, Richard	\$27,685	0.0006%
20	Berenson, Robert	\$57,935	0.0012%
174	Berger, Alice C.	\$0	0.0000%
21	Bianculli, Louis	\$184,260	0.0038%
22	Bierman, Jacquin	\$176,763	0.0037%
23	Blumenthal, Joel Marie	\$5,064	0.0001%
24	Braverman, Madlyn	\$2,480,270	0.0518%
190	Bonk, Chris	\$1,151,852	0.0241%
217	Burack, Daniel A.	\$5,787	0.0001%
26	Carb, Sally	\$58,954	0.0012%
244	Carney, Margaret R.	\$46,657	0.0010%
28	Chambers, Robert	\$269,057	0.0056%
25	CHO Enterprises	\$176,368	0.0037%
218	Damson, Barrie	\$37,615	0.0008%
30	Dembner, Shirley	\$7,332	0.0002%
29	Dembner, Shirley UGMA for Lindsey Dembner	\$113,831	0.0024%
31	Doner, Max	\$110,608	0.0023%
32	Downey, Michael	\$2,736,471	0.0572%
33	Dryfoos, Jacqueline	\$31,631	0.0007%
34	Dubrowski, Raymond	\$75,756	0.0016%
219	Elson, Edward E.	\$57,869	0.0012%
35	Evans, Ben	\$3,420	0.0001%
36	Field, Walter L.	\$55,238	0.0012%
70	Jesse Fierstein & Co.	\$133,000	0.0028%
38	Fischer, Alan A.	\$110,608	0.0023%
39	Freedman, Robert	\$189,718	0.0040%
41	Gershon, Estate of Murray	\$345,043	0.0072%
42	Getz, Howard	\$10,949	0.0002%
43	Getz, Sandra	\$240,945	0.0050%
44	Getz, Sandra & Howard	\$24,594	0.0005%
46	Gold, Frederica	\$13,612	0.0003%
176	Ginsberg, Adele	\$23,300	0.0005%
47	Goldberg, Clarence	\$30,118	0.0006%
49	Goldring, Stanley	\$356,189	0.0074%
50	Goldschmidt, Beatrice	\$724,840	0.0151%
52	Goldschmidt, Charles	\$354,216	0.0074%
53	Goldschmidt, Edward	\$422,245	0.0088%
54	Goldschmidt, Lawrence	\$2,218,578	0.0464%
177	Goldschmidt, Peter	\$91,932	0.0019%
178	Goldschmidt, Richard	\$91,932	0.0019%
	Gordon, Herta	\$14,467	0.0003%
220	Gordon, Melvin	\$0	0.0000%
55	Gorfinkle, Alaine	\$21,832	0.0005%
56	Gorfinkle, Lawrence	\$126,621	0.0026%
207	Gould Investors, L.P.	\$15,090,736	0.3153%
58	Green, Bernard	\$281,058	0.0059%
57	Green, Barbara	\$280,992	0.0059%
59	Greif, Goldie	\$221,085	0.0046%
60	Gutenberg, Bernice	\$22,621	0.0005%
48	H L Silbert trustee U/W of H A Goldman	\$1,272,193	0.0266%
221	Hagler, Philip Trustee Hagler Family Trust u/a 6/98	\$483,599	0.0101%
62	Harteveldt, Robert L.	\$168,609	0.0035%
179	Hassler, Jane	\$91,965	0.0019%
222	Hauser, Rita F.	\$57,869	0.0012%
64	Hirsch, Phillip J.	\$11,113	0.0002%
63	Hirsch, Judith	\$11,113	0.0002%
65	Hrusha, Alan	\$60,631	0.0013%
66	Hutner, Anne Trust F/B/O	\$524,239	0.0110%
37	Fierstein Co.	\$934,285	0.0195%
69	Jaffe, Elizabeth	\$2,499	0.0001%
71	Jones, Hazel	\$82,068	0.0017%
73	Kaufman, Robert M.	\$11,113	0.0002%
74	Klein, Robin	\$110,608	0.0023%
76	Knight, Laureine	\$336,757	0.0070%
77	Komaroff, Stanley	\$18,939	0.0004%
79	Kosloff, Andrea	\$2,565	0.0001%
78	Kosloff, Andrea UGMA for Adam Kosloff	\$69,574	0.0015%
80	Kosloff, Andrea UGMA for Justin Kosloff	\$69,574	0.0015%
246	Koven, Corey	\$91,768	0.0019%
181	Koven, Esther	\$473,472	0.0099%

VORNADO REALTY L.P.  
 PARTNERS AND PARTNERSHIP INTERESTS  
 EXHIBIT A (12/8/00)  
 SALOMON SMITH BARNEY TAX ADVANTAGE EXCHANGE FUND III LLC (D-8)

\$51.39

Partner #	Series A Preferred Shares	Value of Series A	Percentage of Series A
223 Kramer, Irwin H & Terry Allen JTWROS			
1003 Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust			
84 Kramer, Saul			
85 Kuhn, James D.			
86 Kuhn, Leo			
88 Kurshan, Herbert			
224 Langenmyer Co.			
89 Lauder, Leonard			
90 Lauder, Ronald			
91 Leff, Joseph			
92 Leff, Valerie			
93 Lefkowitz, Howard			
95 Liroff, Harriett			
96 Liroff, Richard			
98 Loewengart, Irene			
99 Lovitz, David			
187 M. Westport Associates			
225 M-L Three			
100 Maayan Partners			
247 Magid, Eleanore			
226 Mahoney, David J.			
227 Mank, Edward H.			
101 Marvin, Morton			
102 Marvin, Suzanne			
103 Maynard, Jean			
104 Mazer, David			
105 Mazer, Richard			
228 McKee, William S.			
229 Meister, Wendy A. Meister, Robert A.			
108 Mendik, Susan			
212 Mendik, Susan Trust u/w/o Jean A. Batkin			
72 L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein			
109 Mil Equities			
201 Myers Group III, Inc.			
202 Myers Group IV, Inc.			
230 Myers, Israel			
185 Nevas, Alan			
186 Nevas, Leo			
111 Novick, Lawrence			
112 Oestreich, David A.			
113 Oestreich, Joan E.			
115 Oppenheimer, Martin J.			
116 Oppenheimer, Suzanne			
210 Phillips, Jonathan			
183 Phillips, Lynn			
158 Prentice Revocable Trust, 12/12/75			
121 Reichler, Richard			
122 Reingold, Suzy			
123 Roberts, H. Richard			
124 Roche, Sara			
125 Rolfe, Ronald			
231 Root, Leon			
126 Rosenberg, Ilse			
97 Rosenheim, Edna Revocable Living Trust			
127 Rosenzweig, Abraham			
128 Rubashkin, Martin			
129 Rubin, Murray M.			
130 Sahid, Joseph			
132 Saunders, Paul			
131 Saul, Andrew			
133 Schacht, Ronald			
135 Schwartz, Samuel Trust UWO Barbara Schwartz			
139 Schwartz, Samuel Trust FBO UWO Ellis Schwartz			
136 Schwartz,Carolynn Trust FBO UWO Barbara Schwartz			
138 Schwartz,Carolynn Trust FBO UWO Ellis Schwartz			

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

TOTAL

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 5,789,239      \$297,508,992      100.0000%  
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\$25.00

Partner  
#

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

223 Kramer, Irwin H & Terry Allen JTWR0S  
 1003 Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust  
 84 Kramer, Saul  
 85 Kuhn, James D.  
 86 Kuhn, Leo  
 88 Kurshan, Herbert  
 224 Langenmyer Co.  
 89 Lauder, Leonard  
 90 Lauder, Ronald  
 91 Leff, Joseph  
 92 Leff, Valerie  
 93 Lefkowitz, Howard  
 95 Liroff, Harriett  
 96 Liroff, Richard  
 98 Loewengart, Irene  
 99 Lovitz, David  
 187 M. Westport Associates  
 225 M-L Three  
 100 Maayan Partners  
 247 Magid, Eleanore  
 226 Mahoney, David J.  
 227 Mank, Edward H.  
 101 Marvin, Morton  
 102 Marvin, Suzanne  
 103 Maynard, Jean  
 104 Mazer, David  
 105 Mazer, Richard  
 228 McKee, William S.  
 229 Meister, Wendy A.  
   Meister, Robert A.  
 108 Mendik, Susan  
 212 Mendik, Susan Trust u/w/o Jean A. Batkin  
   72 L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein  
 109 Mil Equities  
 201 Myers Group III, Inc.



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

TOTAL

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 3,400,000      \$85,000,000      100.0000%  
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\$25.00

Partner #	Series C Preferred Shares	Value of Series C	Percentage of Series C
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223 Kramer, Irwin H & Terry Allen JTWROS  
 1003 Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust  
 84 Kramer, Saul  
 85 Kuhn, James D.

86 Kuhn, Leo  
88 Kurshan, Herbert  
224 Langenmyer Co.  
89 Lauder, Leonard  
90 Lauder, Ronald  
91 Leff, Joseph  
92 Leff, Valerie  
93 Lefkowitz, Howard  
95 Liroff, Harriett  
96 Liroff, Richard  
98 Loewengart, Irene  
99 Lovitz, David  
187 M. Westport Associates  
225 M-L Three  
100 Maayan Partners  
247 Magid, Eleanore  
226 Mahoney, David J.  
227 Mank, Edward H.  
101 Marvin, Morton  
102 Marvin, Suzanne  
103 Maynard, Jean  
104 Mazer, David  
105 Mazer, Richard  
228 McKee, William S.  
229 Meister, Wendy A.  
Meister, Robert A.  
108 Mendik, Susan  
212 Mendik, Susan Trust u/w/o Jean A. Batkin  
72 L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein  
109 Mil Equities  
201 Myers Group III, Inc.  
202 Myers Group IV, Inc.  
230 Myers, Israel  
185 Nevas, Alan  
186 Nevas, Leo  
111 Novick, Lawrence  
112 Oestreich, David A.  
113 Oestreich, Joan E.  
115 Oppenheimer, Martin J.  
116 Oppenheimer, Suzanne  
210 Phillips, Jonathan  
183 Phillips, Lynn  
158 Prentice Revocable Trust, 12/12/75  
121 Reichler, Richard  
122 Reingold, Suzy  
123 Roberts, H. Richard  
124 Roche, Sara  
125 Rolfe, Ronald  
231 Root, Leon  
126 Rosenberg, Ilse  
97 Rosenheim, Edna Revocable Living Trust  
127 Rosenzweig, Abraham  
128 Rubashkin, Martin  
129 Rubin, Murray M.  
130 Sahid, Joseph  
132 Saunders, Paul  
131 Saul, Andrew  
133 Schacht, Ronald  
135 Schwartz, Samuel Trust UWO Barbara Schwartz  
139 Schwartz, Samuel Trust FBO UWO Ellis Schwartz  
136 Schwartz,Carolynn Trust FBO UWO Barbara Schwartz  
138 Schwartz,Carolynn Trust FBO UWO Ellis Schwartz  
140 Shapiro, Howard  
142 Shapiro, Robert I.  
143 Shasha, Alfred  
144 Shasha, Alfred A. & Hanina  
145 Shasha, Alfred & Hanina Trustees UTA 6/8/94  
146 Shasha, Robert Y.  
87 Shasha-Kupchick, Leslie  
147 Sheridan Family Partners, L.P.  
148 Shine, William  
232 Shuman, Stanley S.  
149 Silberstein, John J.  
150 Silbert, Harvey I.  
248 Simons, Robert - Estate of  
152 Sims, David  
233 Skoker, Saul  
154 Steiner, Phillip Harry  
155 Steiner, Richard Harris  
234 Strauss, Melville  
249 Sussman, Walter  
156 Tannenbaum, Bernard  
157 Tannenbaum, Bernice  
159 Tartikoff Living Trust

235 Tessler, Allan R.  
 164 Winik, Trust U/W/O Carolyn  
 161 Watt, Emily  
 160 Wang, Kevin  
 162 Weissman, Sheila  
 236 Wexler, Monte  
 237 Wexner, Leslie H.  
 163 Williams, John  
 238 WSNH Partners

TOTAL

-----  
 4,600,000      \$115,000,000      100.00%  
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\$50.00

Partner #	Series B-1 Preferred Units	Value of Series B-1	Percentage of Series B-1
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223 Kramer, Irwin H & Terry Allen JTWROS  
 1003 Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust  
 84 Kramer, Saul  
 85 Kuhn, James D.  
 86 Kuhn, Leo  
 88 Kurshan, Herbert  
 224 Langenmyer Co.  
 89 Lauder, Leonard  
 90 Lauder, Ronald  
 91 Leff, Joseph  
 92 Leff, Valerie  
 93 Lefkowitz, Howard  
 95 Liroff, Harriett  
 96 Liroff, Richard  
 98 Loewengart, Irene  
 99 Lovitz, David  
 187 M. Westport Associates  
 225 M-L Three  
 100 Maayan Partners  
 247 Magid, Eleanore  
 226 Mahoney, David J.  
 227 Mank, Edward H.  
 101 Marvin, Morton  
 102 Marvin, Suzanne  
 103 Maynard, Jean  
 104 Mazer, David  
 105 Mazer, Richard  
 228 McKee, William S.  
 229 Meister, Wendy A.  
       Meister, Robert A.  
 108 Mendik, Susan  
 212 Mendik, Susan Trust u/w/o Jean A. Batkin  
       72 L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein  
 109 Mil Equities  
 201 Myers Group III, Inc.  
 202 Myers Group IV, Inc.  
 230 Myers, Israel  
 185 Nevas, Alan  
 186 Nevas, Leo  
 111 Novick, Lawrence  
 112 Oestreich, David A.  
 113 Oestreich, Joan E.  
 115 Oppenheimer, Martin J.  
 116 Oppenheimer, Suzanne  
 210 Phillips, Jonathan  
 183 Phillips, Lynn  
 158 Prentice Revocable Trust, 12/12/75  
 121 Reichler, Richard  
 122 Reingold, Suzy  
 123 Roberts, H. Richard  
 124 Roche, Sara  
 125 Rolfe, Ronald  
 231 Root, Leon  
 126 Rosenberg, Ilse  
       97 Rosenheim, Edna Revocable Living Trust  
 127 Rosenzweig, Abraham  
 128 Rubashkin, Martin  
 129 Rubin, Murray M.

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

TOTAL	899,566	\$44,978,300	100.00%
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	Class of Units		
Partner #	Series B-2 Preferred Units	Value of Series B-2	Percentage of Series B-2

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

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

TOTAL

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

\$25.00

Partner  
#

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

223 Kramer, Irwin H & Terry Allen JTWROS  
1003 Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust  
84 Kramer, Saul  
85 Kuhn, James D.  
86 Kuhn, Leo  
88 Kurshan, Herbert  
224 Langenmyer Co.  
89 Lauder, Leonard  
90 Lauder, Ronald  
91 Leff, Joseph  
92 Leff, Valerie  
93 Lefkowitz, Howard  
95 Liroff, Harriett  
96 Liroff, Richard  
98 Loewengart, Irene  
99 Lovitz, David  
187 M. Westport Associates  
225 M-L Three  
100 Maayan Partners  
247 Magid, Eleanore  
226 Mahoney, David J.  
227 Mank, Edward H.  
101 Marvin, Morton  
102 Marvin, Suzanne  
103 Maynard, Jean  
104 Mazer, David  
105 Mazer, Richard  
228 McKee, William S.  
229 Meister, Wendy A.  
Meister, Robert A.  
108 Mendik, Susan  
212 Mendik, Susan Trust u/w/o Jean A. Batkin  
72 L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein  
109 Mil Equities  
201 Myers Group III, Inc.  
202 Myers Group IV, Inc.  
230 Myers, Israel  
185 Nevas, Alan  
186 Nevas, Leo  
111 Novick, Lawrence  
112 Oestreich, David A.  
113 Oestreich, Joan E.  
115 Oppenheimer, Martin J.  
116 Oppenheimer, Suzanne  
210 Phillips, Jonathan  
183 Phillips, Lynn  
158 Prentice Revocable Trust, 12/12/75  
121 Reichler, Richard  
122 Reingold, Suzy  
123 Roberts, H. Richard  
124 Roche, Sara  
125 Rolfe, Ronald  
231 Root, Leon  
126 Rosenberg, Ilse  
97 Rosenheim, Edna Revocable Living Trust  
127 Rosenzweig, Abraham  
128 Rubashkin, Martin  
129 Rubin, Murray M.  
130 Sahid, Joseph  
132 Saunders, Paul  
131 Saul, Andrew  
133 Schacht, Ronald  
135 Schwartz, Samuel Trust UWO Barbara Schwartz  
139 Schwartz, Samuel Trust FBO UWO Ellis Schwartz  
136 Schwartz,Carolynn Trust FBO UWO Barbara Schwartz  
138 Schwartz,Carolynn Trust FBO UWO Ellis Schwartz  
140 Shapiro, Howard  
142 Shapiro, Robert I.  
143 Shasha, Alfred  
144 Shasha, Alfred A. & Hanina  
145 Shasha, Alfred & Hanina Trustees UTA 6/8/94  
146 Shasha, Robert Y.  
87 Shasha-Kupchick, Leslie  
147 Sheridan Family Partners, L.P.  
148 Shine, William  
232 Shuman, Stanley S.  
149 Silberstein, John J.  
150 Silbert, Harvey I.  
248 Simons, Robert - Estate of  
152 Sims, David  
233 Skoker, Saul  
154 Steiner, Phillip Harry

155 Steiner, Richard Harris  
 234 Strauss, Melville  
 249 Sussman, Walter  
 156 Tannenbaum, Bernard  
 157 Tannenbaum, Bernice  
 159 Tartikoff Living Trust  
 235 Tessler, Allan R.  
 164 Winik, Trust U/W/O Carolyn  
 161 Watt, Emily  
 160 Wang, Kevin  
 162 Weissman, Sheila  
 236 Wexler, Monte  
 237 Wexner, Leslie H.  
 163 Williams, John  
 238 WSNH Partners

TOTAL

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

\$25.00

ALL EXCHANGE FUND UNITS

Partner  
 #

Series D-(1-8)      Value      Percentage  
 Preferred      of  
 Units      Series D-(1-8)      Series D-(1-8)

223 Kramer, Irwin H & Terry Allen JTWROS  
 1003 Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust  
 84 Kramer, Saul  
 85 Kuhn, James D.  
 86 Kuhn, Leo  
 88 Kurshan, Herbert  
 224 Langenmyer Co.  
 89 Lauder, Leonard  
 90 Lauder, Ronald  
 91 Leff, Joseph  
 92 Leff, Valerie  
 93 Lefkowitz, Howard  
 95 Liroff, Harriett  
 96 Liroff, Richard  
 98 Loewengart, Irene  
 99 Lovitz, David  
 187 M. Westport Associates  
 225 M-L Three  
 100 Maayan Partners  
 247 Magid, Eleanore  
 226 Mahoney, David J.  
 227 Mank, Edward H.  
 101 Marvin, Morton  
 102 Marvin, Suzanne  
 103 Maynard, Jean  
 104 Mazer, David  
 105 Mazer, Richard  
 228 McKee, William S.  
 229 Meister, Wendy A.  
     Meister, Robert A.  
 108 Mendik, Susan  
 212 Mendik, Susan Trust u/w/o Jean A. Batkin  
     72 L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein  
 109 Mil Equities  
 201 Myers Group III, Inc.  
 202 Myers Group IV, Inc.  
 230 Myers, Israel  
 185 Nevas, Alan  
 186 Nevas, Leo  
 111 Novick, Lawrence  
 112 Oestreich, David A.  
 113 Oestreich, Joan E.  
 115 Oppenheimer, Martin J.  
 116 Oppenheimer, Suzanne  
 210 Phillips, Jonathan  
 183 Phillips, Lynn  
 158 Prentice Revocable Trust, 12/12/75  
 121 Reichler, Richard  
 122 Reingold, Suzy  
 123 Roberts, H. Richard  
 124 Roche, Sara

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

TOTAL

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

\$50.00

Partner #	Series E-1 Preferred Units	Value of Series E-1	Percentage of Series E-1
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223 Kramer, Irwin H & Terry Allen JTWROS  
 1003 Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust  
 84 Kramer, Saul  
 85 Kuhn, James D.  
 86 Kuhn, Leo  
 88 Kurshan, Herbert  
 224 Langenmyer Co.  
 89 Lauder, Leonard  
 90 Lauder, Ronald  
 91 Leff, Joseph  
 92 Leff, Valerie  
 93 Lefkowitz, Howard  
 95 Liroff, Harriett  
 96 Liroff, Richard  
 98 Loewengart, Irene  
 99 Lovitz, David  
 187 M. Westport Associates  
 225 M-L Three  
 100 Maayan Partners  
 247 Magid, Eleanore



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

TOTAL

-----  
 4,998,000      \$249,900,000      100.00%  
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Partner #	Common Units		Total Common Units
	A	D	
223 Kramer, Irwin H & Terry Allen JTWROS	1,760		1,760
1003 Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust	1,760		1,760
84 Kramer, Saul		652	652
85 Kuhn, James D.	153,271		153,271
86 Kuhn, Leo		902	902
88 Kurshan, Herbert		2,496	2,496
224 Langenmyer Co.	880		880
89 Lauder, Leonard		4,660	4,660
90 Lauder, Ronald		4,660	4,660
91 Leff, Joseph		3,364	3,364
92 Leff, Valerie		3,364	3,364
93 Lefkowitz, Howard		414	414
95 Liroff, Harriett		12,166	12,166
96 Liroff, Richard		1,532	1,532
98 Loewengart, Irene		1,664	1,664
99 Lovitz, David		2,244	2,244
187 M. Westport Associates	1,365		1,365
225 M-L Three	1,760		1,760
100 Maayan Partners		9,616	9,616
247 Magid, Eleanore		2,326	2,326
226 Mahoney, David J.	1,760		1,760
227 Mank, Edward H.	1,760		1,760
101 Marvin, Morton		914	914
102 Marvin, Suzanne		76	76
103 Maynard, Jean		2,304	2,304
104 Mazer, David		6,724	6,724
105 Mazer, Richard		6,724	6,724
228 McKee, William S.	264		264
229 Meister, Wendy A.	0		0
Meister, Robert A.	880		880
108 Mendik, Susan	976	930	1,906
212 Mendik, Susan Trust u/w/o Jean A. Batkin	58	4,474	4,532
72 L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein		10,256	10,256
109 Mil Equities		6,667	6,667
201 Myers Group III, Inc.	17,641		17,641
202 Myers Group IV, Inc.	126,979		126,979
230 Myers, Israel	880		880
185 Nevas, Alan	1,636		1,636
186 Nevas, Leo	3,271		3,271
111 Novick, Lawrence		154	154
112 Oestreich, David A.	43	38,808	38,851
113 Oestreich, Joan E.	43	38,802	38,845
115 Oppenheimer, Martin J.		338	338
116 Oppenheimer, Suzanne		338	338
210 Phillips, Jonathan		3,364	3,364
183 Phillips, Lynn		3,364	3,364
158 Prentice Revocable Trust, 12/12/75		2,601	2,601
121 Reichler, Richard		5,400	5,400
122 Reingold, Suzy	224	4,888	5,112
123 Roberts, H. Richard		39,426	39,426
124 Roche, Sara		3,364	3,364
125 Rolfe, Ronald		1,844	1,844
231 Root, Leon	440		440
126 Rosenberg, Ilse		576	576
97 Rosenheim, Edna Revocable Living Trust		1,124	1,124
127 Rosenzweig, Abraham		3,744	3,744
128 Rubashkin, Martin		460	460
129 Rubin, Murray M.		3,364	3,364
130 Sahid, Joseph		1,844	1,844
132 Saunders, Paul		1,844	1,844
131 Saul, Andrew		20,196	20,196
133 Schacht, Ronald		988	988
135 Schwartz, Samuel Trust UWO Barbara Schwartz		4,278	4,278
139 Schwartz, Samuel Trust FBO UWO Ellis Schwartz		256	256
136 Schwartz,Carolynn Trust FBO UWO Barbara Schwartz		4,278	4,278
138 Schwartz,Carolynn Trust FBO UWO Ellis Schwartz		256	256
140 Shapiro, Howard		932	932
142 Shapiro, Robert I.		3,364	3,364
143 Shasha, Alfred		5,770	5,770
144 Shasha, Alfred A. & Hanina		7,484	7,484
145 Shasha, Alfred & Hanina Trustees UTA 6/8/94		13,676	13,676
146 Shasha, Robert Y.		1,710	1,710

87 Shasha-Kupchick, Leslie		0	0
147 Sheridan Family Partners, L.P.		15,944	15,944
148 Shine, William		2,766	2,766
232 Shuman, Stanley S.	1,760		1,760
149 Silberstein, John J.	75,140		75,140
150 Silbert, Harvey I.		57,409	57,409
248 Simons, Robert - Estate of		0	0
152 Sims, David	52,938		52,938
233 Skoker, Saul	880		880
154 Steiner, Phillip Harry		1,124	1,124
155 Steiner, Richard Harris		1,124	1,124
234 Strauss, Melville	880		880
249 Sussman, Walter		930	930
156 Tannenbaum, Bernard		912	912
157 Tannenbaum, Bernice		76	76
159 Tartikoff Living Trust		3,364	3,364
235 Tessler, Allan R.	880		880
164 Winik, Trust U/W/O Carolyn		3,364	3,364
161 Watt, Emily		1,332	1,332
160 Wang, Kevin	72,458		72,458
162 Weissman, Sheila		664	664
236 Wexler, Monte	176		176
237 Wexner, Leslie H.	10,563		10,563
163 Williams, John		2,244	2,244
238 WSNH Partners	2,641		2,641
		-----	-----
TOTAL	93,318,084	869,387	94,187,471
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92.2202%

Partner #	Value Common Units	Percentage Common Units	Total Units
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223 Kramer, Irwin H & Terry Allen JTWROS	\$57,869	0.0019%	1,760
1003 Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust	\$57,869	0.0019%	1,760
84 Kramer, Saul	\$21,438	0.0007%	652
85 Kuhn, James D.	\$5,039,550	0.1627%	153,271
86 Kuhn, Leo	\$29,658	0.0010%	902
88 Kurshan, Herbert	\$82,068	0.0027%	2,496
224 Langenmyer Co.	\$28,934	0.0009%	880
89 Lauder, Leonard	\$153,221	0.0049%	4,660
90 Lauder, Ronald	\$153,221	0.0049%	4,660
91 Leff, Joseph	\$110,608	0.0036%	3,364
92 Leff, Valerie	\$110,608	0.0036%	3,364
93 Lefkowitz, Howard	\$13,612	0.0004%	414
95 Liroff, Harriett	\$400,018	0.0129%	12,166
96 Liroff, Richard	\$50,372	0.0016%	1,532
98 Loewengart, Irene	\$54,712	0.0018%	1,664
99 Lovitz, David	\$73,783	0.0024%	2,244
187 M. Westport Associates	\$44,881	0.0014%	1,365
225 M-L Three	\$57,869	0.0019%	1,760

100	Maayan Partners	\$316,174	0.0102%	9,616
247	Magid, Eleanore	\$76,479	0.0025%	2,326
226	Mahoney, David J.	\$57,869	0.0019%	1,760
227	Mank, Edward H.	\$57,869	0.0019%	1,760
101	Marvin, Morton	\$30,052	0.0010%	914
102	Marvin, Suzanne	\$2,499	0.0001%	76
103	Maynard, Jean	\$75,756	0.0024%	2,304
104	Mazer, David	\$221,085	0.0071%	6,724
105	Mazer, Richard	\$221,085	0.0071%	6,724
228	McKee, William S.	\$8,680	0.0003%	264
229	Meister, Wendy A.	\$0	0.0000%	0
	Meister, Robert A.	\$28,934	0.0009%	880
108	Mendik, Susan	\$62,669	0.0020%	1,906
212	Mendik, Susan Trust u/w/o Jean A. Batkin	\$149,012	0.0048%	4,532
	72 L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein	\$337,217	0.0109%	10,256
109	Mil Equities	\$219,211	0.0071%	6,667
201	Myers Group III, Inc.	\$580,036	0.0187%	17,641
202	Myers Group IV, Inc.	\$4,175,070	0.1348%	126,979
230	Myers, Israel	\$28,934	0.0009%	880
185	Nevas, Alan	\$53,792	0.0017%	1,636
186	Nevas, Leo	\$107,550	0.0035%	3,271
111	Novick, Lawrence	\$5,064	0.0002%	154
112	Oestreich, David A.	\$1,277,421	0.0412%	38,851
113	Oestreich, Joan E.	\$1,277,224	0.0412%	38,845
115	Oppenheimer, Martin J.	\$11,113	0.0004%	338
116	Oppenheimer, Suzanne	\$11,113	0.0004%	338
210	Phillips, Jonathan	\$110,608	0.0036%	3,364
183	Phillips, Lynn	\$110,608	0.0036%	3,364
158	Prentice Revocable Trust, 12/12/75	\$85,521	0.0028%	2,601
121	Reichler, Richard	\$177,552	0.0057%	5,400
122	Reingold, Suzy	\$168,083	0.0054%	5,112
123	Roberts, H. Richard	\$1,296,327	0.0419%	39,426
124	Roche, Sara	\$110,608	0.0036%	3,364
125	Rolfe, Ronald	\$60,631	0.0020%	1,844
231	Root, Leon	\$14,467	0.0005%	440
126	Rosenberg, Ilse	\$18,939	0.0006%	576
	97 Rosenheim, Edna Revocable Living Trust	\$36,957	0.0012%	1,124
127	Rosenzveig, Abraham	\$123,103	0.0040%	3,744
128	Rubashkin, Martin	\$15,125	0.0005%	460
129	Rubin, Murray M.	\$110,608	0.0036%	3,364
130	Sahid, Joseph	\$60,631	0.0020%	1,844
132	Saunders, Paul	\$60,631	0.0020%	1,844
131	Saul, Andrew	\$664,044	0.0214%	20,196
133	Schacht, Ronald	\$32,485	0.0010%	988
135	Schwartz, Samuel Trust UWO Barbara Schwartz	\$140,661	0.0045%	4,278
139	Schwartz, Samuel Trust FBO UWO Ellis Schwartz	\$8,417	0.0003%	256
136	Schwartz,Carolynn Trust FBO UWO Barbara Schwartz	\$140,661	0.0045%	4,278
138	Schwartz,Carolynn Trust FBO UWO Ellis Schwartz	\$8,417	0.0003%	256
140	Shapiro, Howard	\$30,644	0.0010%	932
142	Shapiro, Robert I.	\$110,608	0.0036%	3,364
143	Shasha, Alfred	\$189,718	0.0061%	5,770
144	Shasha, Alfred A. & Hanina	\$246,074	0.0079%	7,484
145	Shasha, Alfred & Hanina Trustees UTA 6/8/94	\$449,667	0.0145%	13,676
146	Shasha, Robert Y.	\$56,225	0.0018%	1,710
	87 Shasha-Kupchick, Leslie	\$0	0.0000%	0
147	Sheridan Family Partners, L.P.	\$524,239	0.0169%	15,944
148	Shine, William	\$90,946	0.0029%	2,766
232	Shuman, Stanley S.	\$57,869	0.0019%	1,760
149	Silberstein, John J.	\$2,470,603	0.0798%	75,140
150	Silbert, Harvey I.	\$1,887,608	0.0610%	57,409
248	Simons, Robert - Estate of	\$0	0.0000%	0
152	Sims, David	\$1,740,601	0.0562%	52,938
233	Skoker, Saul	\$28,934	0.0009%	880
154	Steiner, Phillip Harry	\$36,957	0.0012%	1,124
155	Steiner, Richard Harris	\$36,957	0.0012%	1,124
234	Strauss, Melville	\$28,934	0.0009%	880
249	Sussman, Walter	\$30,578	0.0010%	930
156	Tannenbaum, Bernard	\$29,987	0.0010%	912
157	Tannenbaum, Bernice	\$2,499	0.0001%	76
159	Tartikoff Living Trust	\$110,608	0.0036%	3,364
235	Tessler, Allan R.	\$28,934	0.0009%	880
164	Winik, Trust U/W/O Carolyn	\$110,608	0.0036%	3,364
161	Watt, Emily	\$43,796	0.0014%	1,332
160	Wang, Kevin	\$2,382,419	0.0769%	72,458
162	Weissman, Sheila	\$21,832	0.0007%	664
236	Wexler, Monte	\$5,787	0.0002%	176
237	Wexner, Leslie H.	\$347,311	0.0112%	10,563
163	Williams, John	\$73,783	0.0024%	2,244
238	WSNH Partners	\$86,836	0.0028%	2,641

TOTAL

3,096,876,702 100.0000% 148,001,307

Partner #	Total Value	Percentage Interest
223 Kramer, Irwin H & Terry Allen JTWROS	\$57,869	0.0012%
1003 Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust	\$57,869	0.0012%
84 Kramer, Saul	\$21,438	0.0004%
85 Kuhn, James D.	\$5,039,550	0.1053%
86 Kuhn, Leo	\$29,658	0.0006%
88 Kurshan, Herbert	\$82,068	0.0017%
224 Langenmyer Co.	\$28,934	0.0006%
89 Lauder, Leonard	\$153,221	0.0032%
90 Lauder, Ronald	\$153,221	0.0032%
91 Leff, Joseph	\$110,608	0.0023%
92 Leff, Valerie	\$110,608	0.0023%
93 Lefkowitz, Howard	\$13,612	0.0003%
95 Liroff, Harriett	\$400,018	0.0084%
96 Liroff, Richard	\$50,372	0.0011%
98 Loewengart, Irene	\$54,712	0.0011%
99 Lovitz, David	\$73,783	0.0015%
187 M. Westport Associates	\$44,881	0.0009%
225 M-L Three	\$57,869	0.0012%
100 Maayan Partners	\$316,174	0.0066%
247 Magid, Eleanore	\$76,479	0.0016%
226 Mahoney, David J.	\$57,869	0.0012%
227 Mank, Edward H.	\$57,869	0.0012%
101 Marvin, Morton	\$30,052	0.0006%
102 Marvin, Suzanne	\$2,499	0.0001%
103 Maynard, Jean	\$75,756	0.0016%
104 Mazer, David	\$221,085	0.0046%
105 Mazer, Richard	\$221,085	0.0046%
228 McKee, William S.	\$8,680	0.0002%
229 Meister, Wendy A.	\$0	0.0000%
Meister, Robert A.	\$28,934	0.0006%
108 Mendik, Susan	\$62,669	0.0013%
212 Mendik, Susan Trust u/w/o Jean A. Batkin	\$149,012	0.0031%
72 L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein	\$337,217	0.0070%
109 Mil Equities	\$219,211	0.0046%
201 Myers Group III, Inc.	\$580,036	0.0121%
202 Myers Group IV, Inc.	\$4,175,070	0.0872%
230 Myers, Israel	\$28,934	0.0006%
185 Nevas, Alan	\$53,792	0.0011%
186 Nevas, Leo	\$107,550	0.0022%
111 Novick, Lawrence	\$5,064	0.0001%
112 Oestreich, David A.	\$1,277,421	0.0267%
113 Oestreich, Joan E.	\$1,277,224	0.0267%
115 Oppenheimer, Martin J.	\$11,113	0.0002%
116 Oppenheimer, Suzanne	\$11,113	0.0002%
210 Phillips, Jonathan	\$110,608	0.0023%
183 Phillips, Lynn	\$110,608	0.0023%
158 Prentice Revocable Trust, 12/12/75	\$85,521	0.0018%
121 Reichler, Richard	\$177,552	0.0037%
122 Reingold, Suzy	\$168,083	0.0035%
123 Roberts, H. Richard	\$1,296,327	0.0271%
124 Roche, Sara	\$110,608	0.0023%
125 Rolfe, Ronald	\$60,631	0.0013%
231 Root, Leon	\$14,467	0.0003%
126 Rosenberg, Ilse	\$18,939	0.0004%
97 Rosenheim, Edna Revocable Living Trust	\$36,957	0.0008%
127 Rosenzweig, Abraham	\$123,103	0.0026%
128 Rubashkin, Martin	\$15,125	0.0003%
129 Rubin, Murray M.	\$110,608	0.0023%
130 Sahid, Joseph	\$60,631	0.0013%
132 Saunders, Paul	\$60,631	0.0013%
131 Saul, Andrew	\$664,044	0.0139%
133 Schacht, Ronald	\$32,485	0.0007%
135 Schwartz, Samuel Trust UWO Barbara Schwartz	\$140,661	0.0029%
139 Schwartz, Samuel Trust FBO UWO Ellis Schwartz	\$8,417	0.0002%
136 Schwartz,Carolynn Trust FBO UWO Barbara Schwartz	\$140,661	0.0029%
138 Schwartz,Carolynn Trust FBO UWO Ellis Schwartz	\$8,417	0.0002%
140 Shapiro, Howard	\$30,644	0.0006%
142 Shapiro, Robert I.	\$110,608	0.0023%
143 Shasha, Alfred	\$189,718	0.0040%
144 Shasha, Alfred A. & Hanina	\$246,074	0.0051%
145 Shasha, Alfred & Hanina Trustees UTA 6/8/94	\$449,667	0.0094%

146 Shasha, Robert Y.	\$56,225	0.0012%
87 Shasha-Kupchick, Leslie	\$0	0.0000%
147 Sheridan Family Partners, L.P.	\$524,239	0.0110%
148 Shine, William	\$90,946	0.0019%
232 Shuman, Stanley S.	\$57,869	0.0012%
149 Silberstein, John J.	\$2,470,603	0.0516%
150 Silbert, Harvey I.	\$1,887,608	0.0394%
248 Simons, Robert - Estate of	\$0	0.0000%
152 Sims, David	\$1,740,601	0.0364%
233 Skoker, Saul	\$28,934	0.0006%
154 Steiner, Phillip Harry	\$36,957	0.0008%
155 Steiner, Richard Harris	\$36,957	0.0008%
234 Strauss, Melville	\$28,934	0.0006%
249 Sussman, Walter	\$30,578	0.0006%
156 Tannenbaum, Bernard	\$29,987	0.0006%
157 Tannenbaum, Bernice	\$2,499	0.0001%
159 Tartikoff Living Trust	\$110,608	0.0023%
235 Tessler, Allan R.	\$28,934	0.0006%
164 Winik, Trust U/W/O Carolyn	\$110,608	0.0023%
161 Watt, Emily	\$43,796	0.0009%
160 Wang, Kevin	\$2,382,419	0.0498%
162 Weissman, Sheila	\$21,832	0.0005%
236 Wexler, Monte	\$5,787	0.0001%
237 Wexner, Leslie H.	\$347,311	0.0073%
163 Williams, John	\$73,783	0.0015%
238 WSNH Partners	\$86,836	0.0018%
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TOTAL	\$4,786,115,545	100.0000%
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Common Units

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Vornado	86,859,844
909 Third Refinance	13,248
Original Mendik Partners	4,436,518
Newkirk Partners	1,629,615
Kennedy Partners	419,915
Freezer Services Partners	144,620
Westport Partners	6,272
770 Broadway Partner	458,964
20 Broad Partners	16,064
High Point Partners	202,411
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	94,187,471
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