

Section 1: 8-K (FORM 8-K)

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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): September 3, 1999

Commission File Number: 1-11954

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

MARYLAND
(State or other jurisdiction of incorporation)

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

PARK 80 WEST, PLAZA II, SADDLE BROOK, NEW JERSEY
(Address of principal executive offices)

07663
(Zip Code)

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

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

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ITEMS 1-4. NOT APPLICABLE

ITEM 5. OTHER EVENTS

ISSUANCE OF SERIES D-3 PREFERRED UNITS BY VORNADO REALTY L.P.

On September 3, 1999, Vornado Realty L.P., a Delaware limited partnership through which Vornado Realty Trust conducts its business (the "Operating Partnership"), sold \$200 million of Series D-3 Preferred Units of limited partnership interest (the "Series D-3 Preferred Units") to an institutional investor in a private placement, resulting in net proceeds of \$194.5 million.

The Series D-3 Preferred Units are perpetual and may be redeemed without penalty in whole or in part by the Operating Partnership at any time on or after September 3, 2004 for cash equal to \$25 per Series D-3 Preferred Unit and any accumulated and unpaid distributions owing in respect of the Series D-3 Preferred Units being redeemed. At any time on or after the Series D-3 Effective Date (as defined below), holders of Series D-3 Preferred Units will have the right to have their Series D-3 Preferred Units redeemed by the Operating Partnership for (i) cash equal to the holder's capital account after the carrying values of all Operating Partnership assets are adjusted pursuant to the limited partnership agreement of the Operating Partnership and the holder's capital account is adjusted accordingly for the Series D-3 Preferred Units being redeemed or (ii) at the option of Vornado Realty Trust, one Series D-3 8.25% Cumulative Redeemable Preferred Share of Beneficial Interest (liquidation preference \$25 per share), no par value (the "Series D-3 Preferred Shares"), of Vornado Realty Trust for each Series D-3 Preferred Unit redeemed. The "Series D-3 Effective Date" means the sooner of (i) September 3, 2009, (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-3 Preferred Units for six quarters, whether or not consecutive, (iii) the first business day following receipt by the holder of the Series D-3 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-3 Preferred Units were issued reasonably determines that there is an imminent and substantial risk that the Series D-3 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-3 Preferred Shares will be perpetual and will be redeemable at the option of Vornado Realty Trust at any time on and after September 3, 2004 for cash equal to \$25 per Series D-3 Preferred Share plus dividends accumulated and unpaid prior to the date of redemption. No Series D-3 Preferred Shares are now outstanding. Vornado Realty Trust and the purchaser of the Series D-3 Preferred Units have entered into a registration rights agreement with respect to the Series D-3 Preferred Shares that may be issued upon redemption of Series D-3 Preferred Units.

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ISSUANCE OF SERIES D-4 PREFERRED UNITS BY THE OPERATING PARTNERSHIP

Also on September 3, 1999, the Operating Partnership sold \$125 million of Series D-4 Preferred Units of limited partnership interest (the "Series D-4 Preferred Units") to another institutional investor in a private placement, resulting in net proceeds of approximately \$122 million.

The Series D-4 Preferred Units are perpetual and may be redeemed without penalty in whole or in part by the Operating Partnership at any time on or after September 3, 2004 for cash equal to \$25 per Series D-4 Preferred Unit and any accumulated and unpaid distributions owing in respect of the Series D-4 Preferred Units being redeemed. At any time on or after the Series D-4 Effective Date (as defined below), holders of Series D-4 Preferred Units will have the right to have their Series D-4 Preferred Units redeemed by the Operating Partnership for (i) cash equal to \$25 for each Series D-4 Preferred Unit and any accumulated and unpaid distributions owing in respect of the Series D-4 Preferred Units being redeemed or (ii) at the option of Vornado Realty Trust, one 8.25% Series D-4 Cumulative Redeemable Preferred Share of Beneficial Interest, no par value (the "Series D-4 Preferred Shares"), of Vornado Realty Trust for each Series D-4 Preferred Unit redeemed. The "Series D-4 Effective Date" means the sooner of (i) September 3, 2009, (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-4 Preferred Units for six quarters, whether or not consecutive, (iii) the first business day following receipt by the holder of the Series D-4 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-4 Preferred Units were issued reasonably determines, or delivers to Vornado Realty Trust an opinion of counsel, that there is an imminent and substantial risk that the Series D-4 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 and Vornado Realty Trust agrees with such conclusion, such agreement not to be unreasonably withheld.

The Series D-4 Preferred Shares will be perpetual and will be redeemable at the option of Vornado Realty Trust at any time on and after September 3, 2004 for cash equal to \$25 per Series D-4 Preferred Share plus dividends accumulated and unpaid prior to the date of redemption. No Series D-4 Preferred Shares are now outstanding. Vornado Realty Trust and the purchaser of the Series D-4 Preferred Units have entered into a registration rights agreement with respect to the Series D-4 Preferred Shares that may be issued upon redemption of Series D-4 Preferred Units.

ITEM 6. NOT APPLICABLE

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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-3 Preferred Shares, dated September 3, 1999, as filed with the State Department of Assessments and Taxation of Maryland on September 3, 1999

- 3.2 Articles Supplementary to Declaration of Trust of Vornado Realty Trust with respect to the Series D-4 Preferred Shares, dated September 3, 1999, as filed with the State Department of Assessments and Taxation of Maryland on September 3, 1999
- 3.3 Ninth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of September 3, 1999
- 3.4 Tenth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of September 3, 1999
- 99.1 Press release of Vornado Realty Trust, dated September 3, 1999
- 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: October 25, 1999

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Index to Exhibits

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Section 2: EX-3.1 (ARTICLES SUPPLEMENTARY)

VORNADO REALTY TRUST

ARTICLES SUPPLEMENTARY

SERIES D-3 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 Trustee"), by unanimous written consent, classified and designated 8,000,000 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-3 8.25% Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, with the following preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications and terms and conditions of redemption, which upon any restatement of the Declaration, shall be deemed to be part of Article VI of the Declaration, with any necessary or appropriate changes to the enumeration or lettering of sections or subsections hereof:

SERIES D-3 8.25% CUMULATIVE REDEEMABLE PREFERRED SHARES

SECTION 1. NUMBER OF SHARES AND DESIGNATION. This series of Preferred Stock shall be designated as Series D-3 8.25% Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share (the "Series D-3 Preferred Shares"), and 8,000,000 shall be the number of shares of Preferred Stock constituting such series.

SECTION 2. DEFINITIONS. For purposes of the Series D-3 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

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Board of Trustees to perform any of its responsibilities with respect to the Series D-3 Preferred Shares.

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

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

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

"Dividend Periods" shall mean quarterly dividend periods commencing on January 1, April 1, July 1 and October 1 of each year and ending on and including the day preceding the first day of the next succeeding Dividend Period (other than the initial Dividend Period with respect to each Series D-3 Preferred Share, which shall commence on the date on which such Series D-3 Preferred Share was issued by the Trust and end on the next succeeding January 1, April 1, July 1 or October 1 to occur (whichever occurs first)).

"Issue Date" shall mean the first date on which any Series D-3 Preferred Shares are issued.

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

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

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

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

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

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

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

"Series D-3 Preferred Shares" shall have the meaning set forth in Section 1 hereof. It is the intention of the Trust in establishing the Series D-3 Preferred Shares, that, except to the extent otherwise set forth herein, each Series D-3 Preferred Share shall be substantially the economic equivalent of a Series D-3 Preferred Unit in respect of which it was issued.

"Series D-3 Preferred Units" shall mean the Series D-3 Preferred Units of limited partner interest of the Operating Partnership.

"Set apart for payment" shall be deemed to include, without any action other than the following, the recording by the Trust in its accounting ledgers of any accounting or bookkeeping entry which indicates, pursuant to a declaration of a dividend or other distribution by the Board of Trustees, the allocation of funds to be so paid on any series or class of shares of beneficial interest of the Trust; provided, however, that if any funds for any class or series of Junior Shares or any class or series of shares of beneficial interest ranking on a parity with the Series D-3 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-3 Preferred Shares shall mean placing such funds in a separate account or delivering

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

"Transfer Agent" means First Union National Bank, Charlotte, North Carolina, or such other agent or agents of the Trust as may be designated by the Board of Trustees or its designee as the transfer agent for the Series D-3 Preferred Shares.

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

SECTION 3. DIVIDENDS. (a) The holders of Series D-3 Preferred Shares shall be entitled to receive, when, as and if authorized by the Board of Trustees and declared by the Trust out of assets legally available for that purpose, dividends payable in cash at the rate per annum of \$2.125 per Series D-3 Preferred Share (the "Annual Dividend Rate"). Such dividends with respect to each Series D-3 Preferred Share shall be cumulative from the date on which such Series D-3 Preferred Share was issued by the Trust, whether or not in any Dividend Period or Periods there shall be assets of the Trust legally available for the payment of such dividends, and shall be payable quarterly, when, as and if authorized by the Board of Trustees and declared by the Trust, in arrears on Dividend Payment Dates commencing with respect to each Series D-3 Preferred Share on the first Dividend Payment Date after the date on which such Series D-3 Preferred Share was issued by the Trust. Dividends are cumulative from the most recent Dividend Payment Date to which dividends have been paid, whether or not in any Dividend Period or Periods there shall be assets legally available therefor. Each such dividend shall be payable in arrears to the holders of record of the Series D-3 Preferred Shares, as they appear on the share records of the Trust at the close of business on such record dates, not more than 30 days preceding the applicable Dividend Payment Date (the "Dividend Payment Record Date"), as shall be fixed by the Board of Trustees. Accumulated and unpaid dividends for any past Dividend Periods may be authorized and declared and paid at any time, without reference to any regular Dividend Payment Date, to holders of record on such date, not exceeding 45 days preceding the payment date thereof, as may be fixed by the Board of Trustees.

(b) The amount of dividends payable for each full Dividend Period for each Series D-3 Preferred Share shall be computed by dividing the Annual Dividend Rate by four. The

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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-3 Preferred Shares shall be computed on the basis of twelve 30-day months and a 360-day year. Holders of Series D-3 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-3 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-3 Preferred Shares that may be in arrears.

(c) So long as any Series D-3 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-3 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-3 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-3 Preferred Shares and such Parity Shares.

(d) So long as any Series D-3 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

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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-3 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-3 Preferred Shares and all past dividend periods with respect to such Parity Shares and (ii) sufficient funds shall have been paid or set apart for the payment of the dividend for the current Dividend Period with respect to the Series D-3 Preferred Shares and any Parity Shares.

(e) Any accumulated distributions on Series D-3 Preferred Units that remain unpaid at the time such Series D-3 Preferred Units are acquired by the Trust for Series D-3 Preferred Shares shall also be deemed to be accumulated and unpaid dividends in respect of such Series D-3 Preferred Shares as of the date of issuance of such Series D-3 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-3 Preferred Shares shall be entitled to receive Twenty Five Dollars (\$25.00) per Series D-3 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-3 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-3 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-3 Preferred Shares and any such other Parity Shares ratably in accordance with the respective amounts that would be payable on such Series D-3 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

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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 shares of beneficial interest ranking on a parity with or prior to the Series D-3 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-3 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-3 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-3 Preferred Shares shall not be redeemable by the Trust prior to September 3, 2004. On and after September 3, 2004, the Trust, at its option, may redeem the Series D-3 Preferred Shares, in whole or in part, as set forth herein, subject to the provisions described below, at a redemption price, payable in cash, equal to the Liquidation Preference plus dividends accumulated and unpaid prior to the date of redemption (the "Redemption Price").

(b) If full cumulative dividends on the Series D-3 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-3 Preferred Shares may not be redeemed in part and the Trust may not purchase, redeem or otherwise acquire Series D-3 Preferred Shares or any Parity Shares other than in exchange for Junior Shares.

(c) If the Trust shall redeem shares of Series D-3 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-3 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

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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-3 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-3 Preferred Shares are to be redeemed (the "Redemption Date"); (2) the number of Series D-3 Preferred Shares to be redeemed and, if fewer than all the Series D-3 Preferred Shares held by such holder are to be redeemed, the number of such Series D-3 Preferred Shares to be redeemed from such holder; (3) the Redemption Price; (4) the place or places at which certificates for such Series D-3 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-3 Preferred Shares so called for redemption shall cease to accumulate, (ii) said shares shall no longer be deemed to be outstanding, and (iii) all rights of the holders thereof as holders of Series D-3 Preferred Shares of the Trust shall cease (except the rights to receive the cash payable upon such redemption, without interest thereon, upon surrender and endorsement of their certificates if so required and to receive any dividends payable thereon). 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-3 Preferred Shares so called for

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redemption. No interest shall accrue for the benefit of the holder of Series D-3 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-3 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-3 Preferred Shares shall be exchanged for the cash (without interest thereon) for which such Series D-3 Preferred Shares have been redeemed. If fewer than all of the outstanding Series D-3 Preferred Shares are to be redeemed, the Series D-3 Preferred Shares to be redeemed shall be selected by the Trust from the outstanding Series D-3 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-3 Preferred Shares evidenced by any certificate are redeemed, then new certificates evidencing the unredeemed Series D-3 Preferred Shares shall be issued without cost to the holder thereof.

SECTION 6. REACQUIRED SHARES TO BE RETIRED.

All Series D-3 Preferred Shares which shall have been issued and reacquired in any manner by the Trust shall be restored to the status of authorized but unissued shares of Preferred Stock, without designation as to series.

SECTION 7. NO RIGHT OF CONVERSION. The Series D-3 Preferred Shares are not convertible into or exchangeable for any other property or securities of the Trust at the option of any holder of Series D-3 Preferred Shares.

SECTION 8. PERMISSIBLE DISTRIBUTIONS. In determining whether a distribution (other than upon liquidation, dissolution or winding up), whether by dividend, or upon redemption or other acquisition of shares or otherwise, is permitted under Maryland law, amounts that would be needed, if the Trust were to be dissolved at the time of the distribution, to satisfy the preferential rights upon

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dissolution of holders of shares of any class or series of beneficial interest whose preferential rights upon dissolution are superior or prior to those receiving the distribution shall not be added to the Trust's total liabilities.

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

(a) prior to the Series D-3 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-3 Preferred Shares ("Senior Shares");

(b) on a parity with the Series D-3 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-3 Preferred Shares, if the holders of shares of such class or series and the Series D-3 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-3 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-3 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-3 Preferred Shares.

SECTION 10. VOTING. Except as otherwise set forth herein, the Series D-3 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.

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If and whenever six quarterly dividends (whether or not consecutive) payable on the Series D-3 Preferred Shares or any series or class of Parity Shares shall be in arrears (which shall, with respect to any such quarterly dividend, mean that any such dividend has not been paid in full) and whether or not earned or declared, the number of trustees then constituting the Board of Trustees shall be increased by two and the holders of Series D-3 Preferred Shares, together with the holders of shares of every other series or class of Parity Shares having like voting rights (shares of any such other series, the "Voting Preferred Shares"), voting as a single class regardless of series, shall be entitled to elect the two additional trustees to serve on the Board of Trustees at any annual meeting of shareholders or special meeting held in place thereof, or at a special meeting of the holders of Series D-3 Preferred Shares and the Voting Preferred Shares called as hereinafter provided. Whenever all arrears in dividends on the Series D-3 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-3 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-3 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-3 Preferred Shares and the Voting Preferred Shares, the Secretary of the Trust may, and upon the written request of any holder of Series D-3 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-3 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-3 Preferred Shares may call such

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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-3 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-3 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-3 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-3 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-3 Preferred Shares or the Voting Preferred Shares; provided, however, that (i) the amendment of the provisions of the Declaration so as to authorize or create or to increase the authorized amount of, any Junior Shares or any shares of any class or series ranking on a parity with the Series D-3 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-3 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-3 Preferred Shares or

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one or more but not all series of Voting Preferred Shares at the time outstanding, the affirmative vote of at least 66-2/3% of the votes entitled to be cast by the holders of all series similarly affected at the time outstanding, voting as a single class regardless of series, given in person or by proxy, either in writing without a meeting or by vote at any meeting called for the purpose, shall be required in lieu of the affirmative vote of at least 66-2/3% of the votes entitled to be cast by the holders of the Series D-3 Preferred Shares and the Voting Preferred Shares otherwise entitled to vote in accordance herewith or (b) the authorization or creation of, or the increase in the authorized or issued amount of, any shares of any class or series or any security convertible into or exchangeable for shares of any class or series ranking prior to the Series D-3 Preferred Shares in the distribution of assets on any liquidation, dissolution or winding up of the Trust or in the payment of dividends or distributions; provided, however, that, in the case of each of subparagraphs (a) and (b), no such vote of the holders of Series D-3 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-3 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-3 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-3 Preferred Shares as a single class on any matter, then the Series D-3 Preferred Shares and such other series shall have with respect to such matters one (1) vote per \$50.00 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-3 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

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Preferred Stock, and Preferred Stock constitutes Equity Stock of the Trust. Therefore, the Series D-3 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-3 Preferred Shares of any other term or provision of the Declaration.

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

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

FOURTH: The undersigned Vice President and Chief Financial Officer acknowledges these Articles Supplementary to be the 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 under seal in its name and on its behalf by its Vice President and Chief Financial Officer and attested to by one of its Assistant Secretaries on this 3rd day of September, 1999.

VORNADO REALTY TRUST

[seal]

/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 (ARTICLES SUPPLEMENTARY)

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Exhibit 3.2

VORNADO REALTY TRUST

ARTICLES SUPPLEMENTARY

SERIES D-4 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 September 2, 1999, classified and designated 5,000,000 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-4 8.25% Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, with the following preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications and terms and conditions of redemption, which upon any restatement of the Declaration, shall be deemed to be part of Article VI of the Declaration, with any necessary or appropriate changes to the enumeration or lettering of sections or subsections hereof:

SERIES D-4 8.25% CUMULATIVE REDEEMABLE PREFERRED SHARES

SECTION 1. NUMBER OF SHARES AND DESIGNATION. This series of Preferred Stock shall be designated as Series D-4 8.25% Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share (the "Series D-4 Preferred Shares"), and 5,000,000 shall be the number of shares of Preferred Stock constituting such series.

SECTION 2. DEFINITIONS. For purposes of the Series D-4 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

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its responsibilities with respect to the Series D-4 Preferred Shares.

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

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

"Dividend Payment Date" shall mean the first calendar day of March, June, September and December each year, commencing on the first of March 1, June 1, September 1 and December 1 to follow the Issue Date; provided, however, that if any Dividend Payment Date falls on any day other than a Business Day, the dividend payment due on such Dividend Payment Date shall be paid on the first Business Day immediately following such Dividend Payment Date.

"Dividend Periods" shall mean quarterly dividend periods commencing on March 1, June 1, September 1 and December 1 of each year and ending on and including the day preceding the first day of the next succeeding Dividend Period (other than the initial Dividend Period with respect to each Series D-4 Preferred Share, which shall commence on the date on which such Series D-4 Preferred Share was issued by the Trust and end on the next succeeding March 1, June 1, September 1 or December 1 to occur (whichever occurs first)).

"Issue Date" shall mean the first date on which any Series D-4 Preferred Shares are issued.

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

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

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

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

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

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

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

"Series D-4 Preferred Shares" shall have the meaning set forth in Section 1 hereof. It is the intention of the Trust in establishing the Series D-4 Preferred Shares, that,

except to the extent otherwise set forth herein, each Series D-4 Preferred Share shall be substantially the economic equivalent of a Series D-4 Preferred Unit in respect of which it was issued.

"Series D-4 Preferred Units" shall mean the Series D-4 Preferred Units of limited partnership interest of the Operating Partnership.

"Set apart for payment" shall be deemed to include, without any action other than the following, the recording by the Trust in its accounting ledgers of any accounting or bookkeeping entry which indicates, pursuant to a declaration of a dividend or other distribution by the Board of Trustees, the allocation of funds to be so paid on any series or class of shares of beneficial interest of the Trust; provided, however, that if any funds for any class or series of Junior Shares or any class or series of shares of beneficial interest ranking on a parity with the Series D-4 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-4 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, 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

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Series D-4 Preferred Shares.

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

SECTION 3. DIVIDENDS. (a) The holders of Series D-4 Preferred Shares shall be entitled to receive, when, as and if authorized by the Board of Trustees and declared by the Trust out of assets legally available for that purpose, dividends payable in cash at the rate per annum of \$2.0625 per Series D-4 Preferred Share (the "Annual Dividend Rate"). Such dividends with respect to each Series D-4 Preferred Share shall be cumulative from the date on which such Series D-4 Preferred Share was issued by the Trust, whether or not in any Dividend Period or Periods there shall be assets of the Trust legally available for the payment of such dividends, and shall be payable quarterly, when, as and if authorized by the Board of Trustees and declared by the Trust, in arrears on Dividend Payment Dates commencing with respect to each Series D-4 Preferred Share on the first Dividend Payment Date after the date on which such Series D-4 Preferred Share was issued by the Trust. Dividends are cumulative from the most recent Dividend Payment Date to which dividends have been paid, whether or not in any Dividend Period or Periods there shall be assets legally available therefor. Each such dividend shall be payable in arrears to the holders of record of the Series D-4 Preferred Shares, as they appear on the share records of the Trust at the close of business on such record dates, not more than 30 days preceding the applicable Dividend Payment Date (the "Dividend Payment Record Date"), as shall be fixed by the Board of Trustees. Accumulated and unpaid dividends for any past Dividend Periods may be authorized and declared and paid at any time, without reference to any regular Dividend Payment Date, to holders of record on such date, not exceeding 45 days preceding the payment date thereof, as may be fixed by the Board of Trustees.

(b) The amount of dividends payable for each full Dividend Period for each Series D-4 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-4 Preferred Shares shall be computed on the basis of twelve 30-day months and a 360-day year. Holders of Series D-4 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-4 Preferred Shares. No interest, or sum of money in lieu of interest, shall be payable in respect of any

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dividend payment or payments on the Series D-4 Preferred Shares that may be in arrears.

(c) So long as any Series D-4 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-4 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-4 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-4 Preferred Shares and such Parity Shares.

(d) So long as any Series D-4 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-4 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-4 Preferred Shares and all past dividend periods with respect to such Parity Shares and (ii) sufficient funds shall have been paid or set apart for the payment of the dividend for the current Dividend Period with respect to the Series D-4 Preferred Shares and any Parity Shares.

(e) Any accumulated distributions on Series D-4 Preferred Units that remain unpaid at the time such Series D-4 Preferred Units are acquired by the Trust for Series D-4 Preferred Shares shall also be deemed to be accumulated

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and unpaid dividends in respect of such Series D-4 Preferred Shares as of the date of issuance of such Series D-4 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-4 Preferred Shares shall be entitled to receive Twenty-Five Dollars (\$25.00) per Series D-4 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-4 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-4 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-4 Preferred Shares and any such other Parity Shares ratably in accordance with the respective amounts that would be payable on such Series D-4 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 shares of beneficial interest ranking on a parity with or prior to the Series D-4 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-4 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-4 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-4 Preferred Shares shall not be redeemable by the Trust prior to September 3, 2004. On

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and after September 3, 2004, the Trust, at its option, may redeem the Series D-4 Preferred Shares, in whole or in part, as set forth herein, subject to the provisions described below, at a redemption price, payable in cash, equal to the Liquidation Preference plus dividends accumulated and unpaid prior to the date of redemption (the "Redemption Price"). The Redemption Price of the Series D-4 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, depositary 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-4 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-4 Preferred Shares may not be redeemed in part and the Trust may not purchase, redeem or otherwise acquire Series D-4 Preferred Shares or any Parity Shares other than in exchange for Junior Shares.

(c) If the Trust shall redeem shares of Series D-4 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-4 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-4 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

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date on which such Series D-4 Preferred Shares are to be redeemed (the "Redemption Date"); (2) the number of Series D-4 Preferred Shares to be redeemed and, if fewer than all the Series D-4 Preferred Shares held by such holder are to be redeemed, the number of such Series D-4 Preferred Shares to be redeemed from such holder; (3) the Redemption Price; (4) the place or places at which certificates for such Series D-4 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-4 Preferred Shares so called for redemption shall cease to accumulate, (ii) said shares shall no longer be deemed to be outstanding, and (iii) all rights of the holders thereof as holders of Series D-4 Preferred Shares of the Trust shall cease (except the rights to receive the cash payable upon such redemption, without interest thereon, upon surrender and endorsement of their certificates if so required and to receive any dividends payable thereon). 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-4 Preferred Shares so called for redemption. No interest shall accrue for the benefit of the holder of Series D-4 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-4 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-4 Preferred Shares shall be exchanged for the cash (without interest thereon) for which such Series D-4 Preferred Shares have been redeemed. If fewer than all of the outstanding Series D-4 Preferred Shares are to be redeemed, the Series D-4 Preferred Shares to be redeemed shall be selected by the Trust from the outstanding Series D-4 Preferred Shares not previously called for redemption by lot or pro

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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-4 Preferred Shares evidenced by any certificate are redeemed, then new certificates evidencing the unredeemed Series D-4 Preferred Shares shall be issued without cost to the holder thereof.

All Series D-4 Preferred Shares which shall have been issued and reacquired in any manner by the Trust shall be restored to the status of authorized but unissued shares of Preferred Stock, without designation as to series.

SECTION 7. NO RIGHT OF CONVERSION. The Series D-4 Preferred Shares are not convertible into or exchangeable for any other property or securities of the Trust at the option of any holder of Series D-4 Preferred Shares.

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

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

(a) prior to the Series D-4 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-4 Preferred Shares ("Senior Shares");

(b) on a parity with the Series D-4 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

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those of the Series D-4 Preferred Shares, if the holders of shares of such class or series and the Series D-4 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-4 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-4 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-4 Preferred Shares.

SECTION 10. VOTING. Except as otherwise set forth herein, the Series D-4 Preferred Shares shall not have any relative, participating, optional or other voting rights or powers, and the consent of the holders thereof shall not be required for the taking of any corporate (or trust) action.

If and whenever six quarterly dividends (whether or not consecutive) payable on the Series D-4 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) 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-4 Preferred Shares, together with the holders of shares of every other series or class of Parity Shares having like voting rights (shares of any such other series, the "Voting Preferred Shares"), voting as a single class regardless of series, shall be entitled to elect the two additional trustees to serve on the Board of Trustees at any annual meeting of shareholders or special meeting held in place thereof, or at a special meeting of the holders of Series D-4 Preferred Shares and the Voting Preferred Shares called as hereinafter provided. Whenever all arrears in dividends on the Series D-4 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-4 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-4 Preferred Shares and the Voting Preferred Shares shall forthwith terminate and

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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-4 Preferred Shares and the Voting Preferred

Shares, the Secretary of the Trust may, and upon the written request of any holder of Series D-4 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-4 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-4 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-4 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-4 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-4 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-4 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-4 Preferred Shares or the Voting Preferred Shares; provided, however, that (i) the amendment of the provisions of the Declaration so as to authorize or create or to increase the authorized amount of, any Junior Shares or any shares of any class or series ranking on a parity with the Series D-4 Preferred Shares or the Voting Preferred Shares shall not be deemed to materially and adversely affect the voting powers, rights or

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preferences of the holders of Series D-4 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-4 Preferred Shares or one or more but not all series of Voting Preferred Shares at the time outstanding, the affirmative vote of at least 66-2/3% of the votes entitled to be cast by the holders of all series similarly affected, at the time outstanding, voting as a single class regardless of series, given in person or by proxy, either in writing without a meeting or by vote at any meeting called for the purpose, shall be required in lieu of the affirmative vote of at least 66-2/3% of the votes entitled to be cast by the holders of the Series D-4 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-4 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-4 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-4 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 10, each Series D-4 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-4 Preferred Shares as a single class on any matter, then the Series D-4 Preferred Shares and such other series shall have with respect to such matters one (1) vote per \$50.00 of stated liquidation preference.

SECTION 11. RECORD HOLDERS. The Trust and the Transfer Agent may deem and treat the record holder of any Series D-4 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-4 Preferred Shares constitute Preferred Stock, and Preferred Stock

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constitutes Equity Stock of the Trust. Therefore, the Series D-4 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-4 Preferred Shares of any other term or provision of the Declaration.

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

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

FOURTH: The undersigned Vice President--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--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 under seal in its name and on its behalf by its Vice President--Chief Financial Officer and attested to by one of its Assistant Secretaries on this 3rd day of September, 1999.

VORNADO REALTY TRUST

[Seal]

/s/ Irwin Goldberg

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

ATTEST:

/s/ Larry Portal

Name: Larry Portal
Title: Assistant Secretary

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Section 4: EX-3.3 (9TH AMENDMENT TO AMENDED LTD PARTNERSHIP AGREEMENT)

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Exhibit 3.3

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

Dated as of September 3, 1999

THIS NINTH AMENDMENT TO THE SECOND AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP OF VORNADO REALTY L.P. (this "Amendment"), dated as of September 3, 1999, 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 and the Eighth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of May 27, 1999 (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-3 Preferred Units (the "Series D-3 Preferred Units");

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WHEREAS, as of the date hereof, the Partnership entered into a Private Placement Purchase Agreement with Goldman Sachs 1999 Exchange Place Fund, L.P., a Delaware limited partnership ("Exchange Place"), pursuant to which the Partnership agreed to issue to Exchange Place Series D-3 Preferred Units;

WHEREAS, the General Partner has determined that it is in the best interest of the Partnership to amend the Agreement to reflect the issuance of the above-referenced Series D-3 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 P, 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:

"M. Issuance of Series D-3 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-3 Preferred Units". Series D-3 Preferred Units shall have the terms set forth in Exhibit P 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 P to the Agreement, including, but not limited to, Section 2.G(ii) thereof.

4. The Agreement is hereby supplemented by adding the following paragraph at

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the end of Section 8.6 thereof:

"L. Series D-3 Preferred Unit Exception. Holders of Series D-3 Preferred Units shall not be entitled to the Redemption Right provided for in Section 8.6.A of this Agreement."

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

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

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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

Name: Irwin Goldberg
Title: Vice President and Chief

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

OF THE

SERIES D-3 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 P:

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

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

"Distribution Payment Date" shall mean the first calendar day of January, April, July and October, in each year, commencing on January 1, 1999; provided, however, that if any Distribution Payment Date falls on any day other than a Unit Business Day, the distribution payment due on such Distribution Payment Date shall be paid on the first Unit Business Day immediately following such Distribution Payment Date.

"Distribution Periods" shall mean quarterly distribution periods commencing on January 1, April 1, July 1 and October 1 of each year and ending on and including the day preceding the first day of the next succeeding Distribution Period (other than the initial Distribution Period with respect to each Series D-3 Preferred Unit, which shall commence on the date on which such Series D-3 Preferred Unit was issued by the Partnership and end on and include the day preceding the first day of the next succeeding Distribution Period).

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"Dividend Payment Date" shall mean a dividend payment date with respect to the Series D-3 Preferred Shares.

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

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

"Series D-3 Effective Date" shall be the sooner of: (w) September 3, 2009, (x) the first Unit Business Day following any period in which the Partnership has failed to make full distributions in respect of the Series D-3 Preferred Units for six (6) Distribution Periods, whether or not consecutive, (y) the first Unit Business Day following the receipt by the holder of the Series D-3 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-3 Preferred Units that the Partnership is or likely is a PTP, and (z) the first Unit Business Day following the date on which Goldman Sachs 1999 Exchange Place Fund, L.P. ("Exchange Place") determines, based on results or projected results, that there exists (in Exchange Place's reasonable judgment) an imminent and substantial risk that the Series D-3 Preferred Units held by Exchange Place 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-3 Notice of Redemption" shall have the meaning set forth in Section 2.E(i)(a) hereof.

"Series D-3 Preferred Shares" means the shares of beneficial interest of the General Partner Entity designated as Series D-3 8.25% Cumulative Redeemable Preferred Shares of Beneficial Interest (liquidation preference \$25.00 per share), no par value, having the rights and preferences and other terms set forth in Schedule 1 to this Exhibit P.

"Series D-3 Preferred Unit" means a Partnership Unit issued by the Partnership having the preferences, conversion and other rights, voting powers, restrictions, limitations as to distributions, qualifications and terms and conditions of redemption as are set forth in this Exhibit P.

"Series D-3 Redeeming Partner" shall have the meaning set forth in Section 2.E(i)(a) hereof.

"Series D-3 Redemption Right" shall have the meaning set forth in Section 2.E(i)(a) hereof.

"Series D-3 Specified Redemption Date" shall mean the sixtieth Unit Business Day after receipt by the General Partner of a Series D-3 Notice of Redemption in respect of the Series D-3 Units; provided, however, that the Series D-3 Specified Redemption Date shall mean the tenth Unit Business Day after receipt by the General Partner of a Series D-3 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-3 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-3 Preferred Units shall mean placing such funds in a separate account or delivering such funds to a disbursing, paying or other similar agent.

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

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

2. Terms of the Series D-3 Preferred Units.

A. Number. As of the close of business on the date of the amendment pursuant to which this Exhibit was adopted, the total number of Series D-3 Preferred Units issued and outstanding will be 8,000,000. The Partnership may issue additional Series D-3 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-3 Preferred Units then issued and outstanding.

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B. Distributions. (i) The holders of the then outstanding Series D-3 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-3 Preferred Unit (the "Annual Distribution Rate"). Such distributions with respect to each Series D-3 Preferred Unit shall be cumulative from the date of issuance of such Series D-3 Preferred Unit and shall be payable quarterly, when, as and if authorized and declared by the General Partner, in arrears on Distribution Payment Dates, commencing on the first Distribution Payment Date after September 3, 1999. Distributions are cumulative from the most recent Distribution Payment Date to which distributions have been paid; provided that the amount per Series D-3 Preferred Unit to be paid in respect of the initial Distribution Period, or any other period shorter or longer than a full Distribution Period, shall be determined in accordance with paragraph (ii) below. Accumulated and unpaid distributions for any past Distribution Periods may be declared and paid at any time, without reference to any regular Distribution Payment Date.

(ii) The amount of distribution per Series D-3 Preferred Unit accruing in each full Distribution Period shall be computed by dividing the Annual Distribution Rate by four. The amount of distributions payable for the initial Distribution Period, or any other period shorter or longer than a full Distribution Period, on the Series D-3 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-3 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-3 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-3 Preferred Units that may be in arrears.

(iii) So long as any Series D-3 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-3 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-3 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-3 Preferred Units and such Parity Units, except in the case of

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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-3 Preferred Units are outstanding, no distributions (other than distributions paid solely in Junior Units or options, warrants or rights to subscribe for or purchase Junior Units) shall be declared or paid or set apart for payment or other distribution declared or made upon Junior Units, nor shall any Junior Units be redeemed, purchased or otherwise acquired (other than a redemption, purchase or other acquisition of Junior Units made in respect of a redemption, purchase or other acquisition of Common Shares made for purposes of and in compliance with requirements of an employee incentive or benefit plan of the General Partner or any subsidiary, or as permitted under Article VI of the Declaration of Trust of the General Partner), for any consideration (or any moneys to be paid to or made available for a sinking fund for the redemption of any such Junior Units) by the General Partner, directly or indirectly (except by conversion into or exchange for Junior Units), unless in each case (a) the full cumulative distributions on all outstanding Series D-3 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-3 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-3 Preferred Units and any Parity Units, except to the extent that distributions on the Series B-2 Restricted Preferred Units are not then able to be paid owing to a lack of funds in the Nongovernmental Account.

C. Liquidation Preference. (i) In the event of any liquidation, dissolution or winding up of the Partnership or the General Partner, whether voluntary or involuntary, before any payment or distribution of the assets of the Partnership shall be made to or set apart for the holders of Junior Units, holders of the Series D-3 Preferred Units shall be entitled to receive an amount equal to the holder's Capital Account in respect of those Series D-3 Preferred Units; but the holders of Series D-3 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-3 Preferred Units, shall be insufficient to pay in full the preferential amount aforesaid and liquidating payments on any other Parity Units, then such assets, or the proceeds thereof, shall be distributed among the holders of the Series D-3 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-3 Preferred Units and any such other Parity Units if all amounts payable

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thereon were paid in full. For the purposes of this Section 2.C, (i) a consolidation or merger of the Partnership or the General Partner with one or more entities, (ii) a statutory share exchange by the Partnership or the General Partner and (iii) a sale or transfer of all or substantially all of the Partnership's or the General Partner's assets, shall not be deemed to be a liquidation, dissolution or winding up, voluntary or involuntary, of the Partnership or General Partner.

(ii) Subject to the rights of the holders of Partnership Units of any series or class or classes of shares ranking on a parity with or prior to the Series D-3 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-3 Preferred Units, as provided in this Section, any series or class or classes of Junior Units shall, subject to any respective terms and provisions applying thereto, be entitled to receive any and all assets remaining to be paid or distributed, and the holder of the Series D-3 Preferred Units shall not be entitled to share therein.

D. The Partnership's Right to Redeem the Series D-3 Preferred Units. (i) Except in connection with the redemption of the Series D-3 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-3 Preferred Units shall not be redeemable prior to September 3, 2004. On and after September 3, 2004, the General Partner may, at its option, cause the Partnership to redeem the Series D-3 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-3 Preferred Units being redeemed (the "Redemption Price"). Upon any such redemption, the Partnership shall also pay any accumulated and unpaid distributions owing in respect of the Series D-3 Preferred Units being redeemed.

(ii) Such Series D-3 Preferred Units as are not held by the General Partner may be redeemed by the Partnership on or after September 3, 2004, 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-3 Preferred Units that are not held by the General Partner are to be redeemed, the Series D-3 Preferred Units to be redeemed from each holder (other than the General Partner) shall be selected pro rata (as nearly as practicable without creating fractional units). Any notice of redemption delivered pursuant to this Section D(ii) will be (x) faxed and (y) mailed by the Partnership, by certified mail, postage prepaid, not less than 30 nor more than 60 days prior to the date upon which such redemption is to occur (the "Third Party Redemption Date"), addressed to each holder of record of the Series D-3 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-3 Preferred Units. In addition to any information required by law, each such notice shall state: (a) the

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Third Party Redemption Date, (b) the amount payable per Series D-3 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-3 Preferred Units to be redeemed and, if fewer than all of the outstanding Series D-3 Preferred Units are to be redeemed, the number of Series D-3 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-3 Preferred Units not held by the General Partner that the total number of Series D-3 Preferred Units held by such holder represents and determined as nearly as practicable without creating fractional interests) of the aggregate number of Series D-3 Preferred Units to be redeemed, (d) the place or places where such Series D-3 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-3 Preferred Units. If the Partnership gives a notice of redemption in respect of Series D-3 Preferred Units pursuant to this Section D(ii), then, by 12:00 noon, New York City time, on the Third Party Redemption Date, the Partnership will deposit irrevocably in trust for the benefit of the holders of Series D-3 Preferred Units being redeemed funds sufficient to pay the applicable amount payable with respect to such Series D-3 Preferred Units and will give irrevocable instructions and authority to pay such amount to the holders of the Series D-3 Preferred Units upon surrender of the Series D-3 Preferred Units by such holders at the place designated in the notice of redemption.

(iii) Such Series D-3 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-3 Preferred Units; provided that the General Partner shall redeem an equivalent number of Series D-3 Preferred Shares. Such redemption of Series D-3 Preferred Units shall occur substantially concurrently with the redemption by the General Partner of such Series D-3 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-3 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-3 Preferred Units called for redemption, unless the Partnership defaults in payment therefor. If any date fixed for redemption of Series D-3 Preferred Units is not a Unit Business Day, then payment of the Redemption Price payable on such date will be made on the next succeeding day that is a Unit Business Day (and without any interest or

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other payment in respect of any such delay) except that, if such Unit Business Day falls in the next calendar year, such payment will be made on the immediately preceding Unit Business Day, in each case with the same force and effect as if made on such date fixed for redemption. If payment of the Redemption Price is improperly withheld or refused and not paid by the Partnership, distributions on such Series D-3 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-3 Preferred Units called for redemption under this Section 2.D.

(v) If full cumulative distributions on the Series D-3 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-3 Preferred Shares or shares of beneficial interest ranking on a parity with such Series D-3 Preferred Shares as permitted under Article VI of the Declaration of Trust and except to the extent that such distributions or amounts distributable on the Series B-2 Restricted Preferred Units may not be payable due to a lack of funds in the Nongovernmental Account, the Series D-3 Preferred Units may not be redeemed in part and the Partnership may not purchase, redeem or otherwise acquire Series D-3 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-3 Preferred Units so redeemed, such Series D-3 Preferred Units shall be exchanged for the amount of cash (without interest thereon) payable therefore pursuant to Section 2.D(i). If fewer than all the Series D-3 Preferred Units represented by any physical certificate are redeemed, then the Partnership shall issue new certificates representing the unredeemed Series D-3 Preferred Units without cost to the holder thereof.

E. Series D-3 Preferred Unit Holder Redemption Right.

(i) General. (a) Subject to paragraphs (ii) and (iii) below, on or after the Series D-3 Effective Date, the holder of the Series D-3 Preferred Units shall have the right (the "Series D-3 Redemption Right") to require the Partnership to redeem the Series D-3 Preferred Units on any Series D-3 Specified Redemption Date in cash in an amount equal to the holder's Capital Account after the Carrying Values of all Partnership assets are adjusted pursuant to Section 1.D of Exhibit B to the Agreement and the holder's Capital Account is adjusted accordingly for the Series D-3 Preferred Units being redeemed. Any such Series D-3 Redemption Right shall be exercised pursuant to notice of redemption comparable to the Notice of Redemption required under Section 8.6 of the

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Agreement (a "Series D-3 Notice of Redemption") delivered to the Partnership (with a copy to the General Partner) by the Limited Partner who is exercising the Series D-3 Redemption Right (the "Series D-3 Redeeming Partner"). Except in the event of the occurrence of the circumstance described in clause (z) of the definition of "Series D-3 Effective Date", a holder of the Series D-3 Preferred Units may only exercise the Series D-3 Redemption Right in respect of all Series D-3 Preferred Units held by such holder on the date of the applicable Series D-3 Redemption Notice. In addition, any redemption pursuant to the Series D-3 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-3 Redeeming Partner shall have no right with respect to any Series D-3 Preferred Units so redeemed to receive any distributions paid after the Series D-3 Specified Redemption Date, unless the record date for the distribution preceded the Series D-3 Specified Redemption Date. If the record date for such distribution was a date prior to the Series D-3 Specified Redemption Date and the Distribution Payment Date in respect of such distribution was a date after the Series D-3 Specified Redemption Date, such Series D-3 Redeeming Partner shall be required, as a condition of the redemption of such Series D-3 Preferred Units, to pay the amount of such distribution to the Partnership (if such Series D-3 Preferred Units are redeemed for cash) or to the General Partner (if such Series D-3 Preferred Units are redeemed for Series D-3 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-3 Preferred Units has delivered a Series D-3 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-3 Redemption Right by paying to the Redeeming Partner either (x) an amount equal to the holder's Capital Account for the Series D-3 Preferred Units being redeemed after the Carrying Values of all Partnership assets are adjusted pursuant to Section 1.D of Exhibit B to the Agreement and the holder's Capital Account is adjusted accordingly or (y) in the form of Series D-3 Preferred Shares, as set forth in paragraph (b) below. Unless the General Partner, in its sole and absolute discretion, shall exercise its right to assume directly and satisfy the Series D-3 Redemption Right, the General Partner shall not have any obligation to the Redeeming Partner or to the Partnership with respect

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to the Redeeming Partner's exercise of the Series D-3 Redemption Right. In the event the General Partner shall exercise its right to satisfy the Series D-3 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-3 Redemption Right, and each of the Redeeming Partner, the Partnership and the General Partner shall, for federal income tax purposes, treat the transaction between the General Partner and the Redeeming Partner as a sale of the Redeeming Partner's Partnership Units to the General Partner. Nothing contained in this paragraph (ii) shall imply any right of the General Partner to require any holder of Series D-3 Preferred Units to exercise the Series D-3 Redemption Right afforded pursuant to paragraph (i) above.

(b) In the event that the Partnership redeems Series D-3 Preferred Units for cash in accordance with Section 2.E(i)(a), the units so redeemed shall be terminated. In the event that the General Partner determines to pay the Redeeming Partner in the form of Series D-3 Preferred Shares, the General Partner shall issue to the Series D-3 Redeeming Partner one Series D-3 Preferred Share for each Series D-3 Preferred Unit being redeemed (subject to modification as set forth in paragraph (c) below), whereupon the General Partner shall acquire the Series D-3 Preferred Units offered for redemption by the Series D-3 Redeeming Partner and shall be treated for all purposes of the Agreement as the owner of such Series D-3 Preferred Units. Any accumulated and unpaid distributions on such Series D-3 Preferred Units to the date of such redemption shall also be deemed to have accumulated on the Series D-3 Preferred Shares paid to the Series D-3 Redeeming Partner in consideration of such Series D-3 Preferred Units at the time of the issuance of such Series D-3 Preferred Shares.

(c) In the event that there shall be outstanding at any time both Series D-3 Preferred Shares and Series D-3 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-3 Preferred Shares), in each case as a result of which the Series D-3 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-3 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-3 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-3 Preferred Units and no Series D-3 Preferred Shares and the General Partner shall be a

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party to any merger or consolidation in which the General Partner is not the surviving entity, then the Series D-3 Preferred Shares deliverable by the General Partner thereafter in redemption of Series D-3 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 P.

(d) Each Redeeming Partner agrees to execute such documents as the General Partner may reasonably require in connection with the issuance of Series D-3 Preferred Shares upon exercise of the Series D-3 Redemption Right.

(iii) Exceptions to Exercise of Redemption Right.

Notwithstanding the provisions of paragraphs (i) and (ii) above, a Partner shall not be entitled to exercise the Series D-3 Redemption Right if (but only as long as) the delivery of Series D-3 Preferred Shares to such Partner on the Series D-3 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-3 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-3 Redemption Right).

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

Each holder of any Series D-3 Preferred Units covenants and agrees with the General Partner that all Series D-3 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-3 Preferred Units which are or may be subject to any liens. Each holder of Series D-3 Preferred Units further agrees that, in the event any state or local property transfer tax is payable as a result of the transfer of its Series D-3 Preferred Units to the Partnership or the General Partner, such holder shall assume and pay such transfer tax.

F. Conversion. The Series D-3 Preferred Units are not convertible into or redeemable or exchangeable for any other property or

securities of the General Partner Entity or the Partnership at the option of any holder of Series D-3 Preferred Units, except as provided in Sections D and E hereof.

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

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(a) prior to the Series D-3 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-3 Preferred Units;

(b) on a parity with the Series D-3 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-3 Preferred Units, if the holders of such Partnership Units of such class or series and the Series D-3 Preferred Units shall be entitled to the receipt of distributions and of amounts distributable upon liquidation, dissolution or winding up in proportion to their respective amounts of accrued and unpaid distributions per Partnership Unit or liquidation preferences, without preference or priority one over the other, except to the extent that such distributions or amounts distributable on the Series B-2 Restricted Preferred Units may not be payable due to a lack of funds in the Nongovernmental Account ("Parity Units"); and

(c) junior to the Series D-3 Preferred Units, as to the payment of distributions or as to the distribution of assets upon liquidation, dissolution or winding up of the General Partner or the Partnership, if such class or series of Partnership Units shall be Class A Units or if the holders of Series D-3 Preferred Units shall be entitled to receipt of distribution or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of Partnership Units of such class or series ("Junior Units").

(ii) The Series A Preferred Units, Series B Pass-Through Preferred Units and Series C Pass-Through Preferred Units shall be Parity Units with respect to the Series D-3 Preferred Units and the holders of the Series D-3 Preferred Units and Series A Preferred Units, Series B Pass-Through Preferred Units and Series C Pass-Through Preferred Units shall be entitled to the receipt of distributions and of amounts distributable upon liquidation, dissolution or winding up in proportion to their respective amounts of accumulated and unpaid distributions per Partnership Unit or liquidation preferences, without preference or priority one over the other, except in the case of 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-3 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

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Series D-3 Preferred Units shall receive: (i) accumulated and unpaid distributions on a basis *pari passu* with distributions made to the holders of any outstanding Class D Units pursuant to Subsection 5.1.B(ii) of the Agreement and (ii) other distributions on a basis *pari passu* with distributions made to the holders of any outstanding Class D Units pursuant to Subsection 5.1.B(iii) of the Agreement.

(b) When the Class D Units are no longer outstanding, the Series D-3 Preferred Units shall be Preference Units and shall receive distributions on a basis *pari passu* with other Partnership Units, if any, receiving distributions pursuant to Section 5.1.B(i) of the Agreement, except to the extent that distributions on the Series B-2 Restricted Preferred Units may not be paid due to a lack of funds in the Nongovernmental Account.

(c) Distributions made pursuant to Subsections G(ii)(a) and G(ii)(b) of this Exhibit P shall be made *pro rata* with other distributions made to other Partnership Units as to which they rank *pari passu* based on the ratio of the amounts to be paid the Series D-3 Preferred Units and such other Partnership Units, as applicable, to the total amounts to be paid in respect of the Series D-3 Preferred Units and such other Partnership Units taken together on the Partnership Record Date, except in the case of distributions on the Series B-2 Restricted Preferred Units to the extent such distribution may not be paid due to a lack of funds in the Nongovernmental Account.

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

(a) As long as the Class D Units are outstanding, the Series D-3 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-3 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-3 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-3 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

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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-3 Preferred Units except that references to distributions made to Preference Units shall be deemed to refer to distributions made to the Series D-3 Preferred Units in a pro rata manner with such distributions, if any, made to the Preference Units.

H. Voting. (i) Except as provided in this Section H or as required by law, the holders of the Series D-3 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-3 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-3 Preferred Units in the distribution of assets on any liquidation, dissolution or winding up of the General Partner or the Partnership or in the payment of distributions, or reclassify any Partnership Units of the Partnership into any such senior Partnership Unit; 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-3 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-3 Preferred Units at the time outstanding given in person or by proxy, either in writing without a meeting or by vote at any meeting called for the purpose, shall be necessary for effecting or validating (a) any amendment, alteration or repeal of any of the provisions of the Declaration of Trust that materially and adversely affects the voting powers, rights or preferences of the Series D-3 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-3 Preferred Shares or any units of any class or series ranking on a parity with the Series D-3 Preferred Shares shall not be deemed to materially and adversely affect the voting powers, rights or

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preferences of the holders of Series D-3 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-3 Preferred Shares in the distribution of assets on any liquidation, dissolution or winding up of the General Partner or in the payment of dividends or distributions; provided, however, that, in the case of each of subparagraphs (a) and (b), no such vote of the holders of Series D-3 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-3 Preferred Units at the time outstanding in accordance with the provisions hereof.

I. General. (i) At such time, if any, as the General Partner becomes a holder of Series D-3 Preferred Units, the rights of the General Partner, in its capacity as the holder of the Series D-3 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 P 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-3 Preferred Units.

(ii) Anything herein contained to the contrary notwithstanding, the General Partner shall take all steps that it determines are necessary or appropriate (including modifying the foregoing terms of the Series D-3 Preferred Units) to ensure that the Series D-3 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-3 Preferred Shares (including, without limitation, its obligations to make dividend payments on the Series D-3 Preferred Shares), if and when any such Units are issued, it being the intention that, except to the extent provided in Schedule 1 to this Exhibit P, the terms of the Series D-3 Preferred Shares will be the same as the terms of the Series D-3 Preferred Units in all material respects.

J. The Special Distribution. Notwithstanding anything to the contrary contained herein, on September 3, 1999, the holder of the Series D-3 Preferred Units shall be entitled to receive \$2,500,000. Such payment shall be treated as a guaranteed payment for the use of capital under Section 707(c) of the Internal Revenue Code and shall have no effect or bearing on any other distribution or redemption amount or upon any other rights or obligations of holders of the Series D-3 Preferred Units.

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Attachment 2

EXHIBIT A (9/3/99) - Goldman Sachs 1999 Exchange Place Fund, LP / TMCT II, LLC (D-3 & D-4 Preferred)

VORNADO REALTY L.P.
PARTNERS AND PARTNERSHIP INTERESTS

	Series A Preferred Shares	Value of Series A	Class of Units Percentage of Series A
Vornado Realty Trust	5,789,239	\$297,508,992	100.0000%
Vornado Realty Trust			
Vornado Finance Corp			
Vornado Investment Corporation			
40 East 14 Realty Associates			
General Partnership			
825 Seventh Avenue Holding Corporation			
Menands Holdings Corporation			
Two Guys From Harrison, N.Y. , Inc.			
Washington Design Center, L.L.C.			
Fourth & D Street Partners LP			
Merchandise Mart Owners, L.L.C.			
Merchandise Mart Enterprises, L.L.C.			
World Trade Center Chicago, L.L.C.			
Greene Street 1998 Exchange Fund L.P.			
Commonwealth Atlantic Properties Inc.			
Commonwealth Atlantic - Crystal City OP Holding Inc.			
GOLDMAN SACHS 1999 EXCHANGE PLACE FUND, LP			
TMCT II, LLC			
Meadowbrook Equity Fund II, LLC.			
Jacob H Froelich, Jr.			
S.D. Phillips			
George W Lyles			
Canoe House Partners, LLC			
Roaring Gap Limited Partnership			
Phillips Property Company, LLC			
Newkirk Partners (See attached schedule)			
THE MENDIK PARTNERSHIP, L.P.			
Mendik Holdings L.L.C.			
MENDIK REALTY COMPANY, INC.			
FW / Mendik REIT, L.L.C.			

Mendik RELP Corp.
 2750 Associates
 2750 Associates Limited Partnership
 Abrams, Trust U/W/O Ralph
 ACI Associates
 Adler, Robert
 Allen & Company Incorporated
 Allen, C. Robert III
 AMES, EUGENIA
 Alpert, Vicki
 Ambassador Construction Company, Inc.
 Aschendorf- Shasha, Ellen
 Ash, Herbert
 Aubert, Lysa FBO UWO Barbara Schwartz
 Aubert, Lysa FBO UWO Ellis Schwartz
 Barr, Thomas
 Barkin, Leonard
 Batkin, Nancy
 Batkin, Nancy 1998 Trust u/a/d 5/11/98
 Berenson, David
 Berenson, Joan
 Berenson, Richard
 Berenson, Robert
 Berger, Alice C.
 Bianculli, Louis
 Bierman, Jacquin
 Blumenthal, Joel Marie
 Braverman, Madlyn
 Bonk, Chris
 Burack, Daniel A.
 Carb, Sally
 Carney, Margaret R.
 Carney, Thomas
 CHAMBERS, ROBERT
 CHO Enterprises
 Damson, Barrie
 Dembner, Shirley
 Dembner, Shirley UGMA for Lindsey Dembner
 Doner, Max
 Downey, Michael
 Dryfoos, Jacqueline
 Dubrowski, Raymond
 Elson, Edward E.
 Evans, Ben
 Field, Walter L.
 Jesse Fierstein & Co.
 Fischer, Alan A.
 Freedman, Robert
 Gershon, Estate of Murray
 Getz, Howard
 Getz, Sandra
 Getz, Sandra & Howard
 Gold, Frederica
 Ginsberg, Adele
 Ginsberg, Benedict
 Goldberg, Clarence
 Goldring, Stanley

	Series B Preferred Shares	Value of Series B	Percentage of Series B
Vornado Realty Trust VORNADO REALTY TRUST Vornado Finance Corp Vornado Investment Corporation 40 East 14 Realty Associates General Partnership 825 Seventh Avenue Holding Corporation Menands Holdings Corporation Two Guys From Harrison, N.Y. , Inc. Washington Design Center, L.L.C. Fourth & D Street Partners LP Merchandise Mart Owners, L.L.C. Merchandise Mart Enterprises, L.L.C. World Trade Center Chicago, L.L.C. Greene Street 1998 Exchange Fund L.P.	3,400,000	\$85,000,000	100.0000%

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

GOLDMAN SACHS 1999 EXCHANGE PLACE FUND, LP
TMCT II, LLC

Meadowbrook Equity Fund II, LLC.

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

Newkirk Partners (See attached schedule)

The Mendik Partnership, L.P.
Mendik Holdings L.L.C.
MENDIK REALTY COMPANY, INC.
FW / Mendik REIT, L.L.C.
Mendik RELP Corp.

(2)

2750 Associates
2750 Associates Limited Partnership
Abrams, Trust U/W/O Ralph
ACI Associates
Adler, Robert
Allen & Company Incorporated
Allen, C. Robert III
AMES, EUGENIA
Alpert, Vicki
Ambassador Construction Company, Inc.
Aschendorf- Shasha, Ellen
Ash, Herbert
Aubert, Lysa FBO UWO Barbara Schwartz
Aubert, Lysa FBO UWO Ellis Schwartz
Barr, Thomas
Barkin, Leonard
Batkin, Nancy
Batkin, Nancy 1998 Trust u/a/d 5/11/98
Berenson, David
Berenson, Joan
Berenson, Richard
Berenson, Robert
Berger, Alice C.
Bianculli, Louis
Bierman, Jacquin
Blumenthal, Joel Marie
Braverman, Madlyn
Bonk, Chris
Burack, Daniel A.
Carb, Sally
Carney, Margaret R.
Carney, Thomas
CHAMBERS, ROBERT
CHO Enterprises
Danson, Barrie
Dembner, Shirley
Dembner, Shirley UGMA for Lindsey Dembner
Doner, Max
Downey, Michael
Dryfoos, Jacqueline
Dubrowski, Raymond
Elson, Edward E.
Evans, Ben
Field, Walter L.
Jesse Fierstein & Co.
Fischer, Alan A.
Freedman, Robert
Gershon, Estate of Murray
Getz, Howard
Getz, Sandra
Getz, Sandra & Howard
Gold, Frederica
Ginsberg, Adele
Ginsberg, Benedict
Goldberg, Clarence
Goldring, Stanley

Series C Preferred Shares	Value of Series C	Percentage of Series C
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Vornado Realty Trust 4,600,000 \$115,000,000.00 100.0000%

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

Washington Design Center, L.L.C.
Fourth & D Street Partners LP
Merchandise Mart Owners, L.L.C.
Merchandise Mart Enterprises, L.L.C.
World Trade Center Chicago, L.L.C.

Greene Street 1998 Exchange Fund L.P.

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

GOLDMAN SACHS 1999 EXCHANGE PLACE FUND, LP
TMCT II, LLC

Meadowbrook Equity Fund II, LLC.

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

Newkirk Partners (See attached schedule)

THE MENDIK PARTNERSHIP, L.P.
Mendik Holdings L.L.C.
MENDIK REALTY COMPANY, INC.
FW / Mendik REIT, L.L.C. (2)
Mendik RELP Corp.
2750 Associates
2750 Associates Limited Partnership
Abrams, Trust U/W/O Ralph
ACI Associates
Adler, Robert
Allen & Company Incorporated
Allen, C. Robert III
AMES, EUGENIA
Alpert, Vicki
Ambassador Construction Company, Inc.
Aschendorf- Shasha, Ellen
Ash, Herbert
Aubert, Lysa FBO UWO Barbara Schwartz
Aubert, Lysa FBO UWO Ellis Schwartz
Barr, Thomas
Barkin, Leonard
Batkin, Nancy
Batkin, Nancy 1998 Trust u/a/d 5/11/98
Berenson, David
Berenson, Joan
Berenson, Richard
Berenson, Robert
Berger, Alice C.
Bianculli, Louis
Bierman, Jacquin
Blumenthal, Joel Marie
Braverman, Madlyn
Bonk, Chris
Burack, Daniel A.
Carb, Sally
Carney, Margaret R.
Carney, Thomas
CHAMBERS, ROBERT
CHO Enterprises
Danson, Barrie
Dembner, Shirley
Dembner, Shirley UGMA for Lindsey Dembner
Doner, Max
Downey, Michael
Dryfoos, Jacqueline
Dubrowski, Raymond
Elson, Edward E.
Evans, Ben
Field, Walter L.
Jesse Fierstein & Co.
Fischer, Alan A.

Freedman, Robert
 Gershon, Estate of Murray
 Getz, Howard
 Getz, Sandra
 Getz, Sandra & Howard
 Gold, Frederica
 Ginsberg, Adele
 Ginsberg, Benedict
 Goldberg, Clarence
 Goldring, Stanley

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	Series B-1 Preferred Units	Value of Series B-1	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.			
Washington Design Center, L.L.C. Fourth & D Street Partners LP Merchandise Mart Owners, L.L.C. Merchandise Mart Enterprises, L.L.C. World Trade Center Chicago, L.L.C.	200,000 699,566	\$10,000,000 \$34,978,300	22.23% 77.77%
Greene Street 1998 Exchange Fund L.P.			
Commonwealth Atlantic Properties Inc. Commonwealth Atlantic - Crystal City OP Holding Inc.			
GOLDMAN SACHS 1999 EXCHANGE PLACE FUND, LP TMCT II, LLC			
Meadowbrook Equity Fund II, LLC.			
Jacob H Froelich, Jr. S.D. Phillips George W Lyles Canoe House Partners, LLC Roaring Gap Limited Partnership Phillips Property Company, LLC			
Newkirk Partners (See attached schedule)			
THE MENDIK PARTNERSHIP, L.P. Mendik Holdings L.L.C. MENDIK REALTY COMPANY, INC. FW / Mendik REIT, L.L.C. Mendik RELP Corp. 2750 Associates 2750 Associates Limited Partnership Abrams, Trust U/W/O Ralph ACI Associates Adler, Robert Allen & Company Incorporated Allen, C. Robert III AMES, EUGENIA Alpert, Vicki Ambassador Construction Company, Inc. Aschendorf- Shasha, Ellen Ash, Herbert Aubert, Lysa FBO UWO Barbara Schwartz Aubert, Lysa FBO UWO Ellis Schwartz Barr, Thomas Barkin, Leonard Batkin, Nancy Batkin, Nancy 1998 Trust u/a/d 5/11/98 Berenson, David Berenson, Joan Berenson, Richard Berenson, Robert Berger, Alice C. Bianculli, Louis Bierman, Jacquin Blumenthal, Joel Marie	(2)		

Braverman, Madlyn
 Bonk, Chris
 Burack, Daniel A.
 Carb, Sally
 Carney, Margaret R.
 Carney, Thomas
 CHAMBERS, ROBERT
 CHO Enterprises
 Damson, Barrie
 Dembner, Shirley
 Dembner, Shirley UGMA for Lindsey Dembner
 Doner, Max
 Downey, Michael
 Dryfoos, Jacqueline
 Dubrowski, Raymond
 Elson, Edward E.
 Evans, Ben
 Field, Walter L.
 Jesse Fierstein & Co.
 Fischer, Alan A.
 Freedman, Robert
 Gershon, Estate of Murray
 Getz, Howard
 Getz, Sandra
 Getz, Sandra & Howard
 Gold, Frederica
 Ginsberg, Adele
 Ginsberg, Benedict
 Goldberg, Clarence
 Goldring, Stanley

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	Series B-2 Preferred Units	Value of Series B-2	Percentage of Series B-2
Vornado Realty Trust VORNADO REALTY TRUST Vornado Finance Corp Vornado Investment Corporation 40 East 14 Realty Associates General Partnership 825 Seventh Avenue Holding Corporation Menands Holdings Corporation Two Guys From Harrison, N.Y. , Inc.			
Washington Design Center, L.L.C.	100,000	\$ 5,000,000	22.23%
Fourth & D Street Partners LP Merchandise Mart Owners, L.L.C. Merchandise Mart Enterprises, L.L.C. World Trade Center Chicago, L.L.C.	349,783	\$17,489,150	77.77%
Greene Street 1998 Exchange Fund L.P.			
Commonwealth Atlantic Properties Inc. Commonwealth Atlantic - Crystal City OP Holding Inc.			
GOLDMAN SACHS 1999 EXCHANGE PLACE FUND, LP TMCT II, LLC			
Meadowbrook Equity Fund II, LLC.			
Jacob H Froelich, Jr. S.D. Phillips George W Lyles Canoe House Partners, LLC Roaring Gap Limited Partnership Phillips Property Company, LLC			
Newkirk Partners (See attached schedule)			
THE MENDIK PARTNERSHIP, L.P. Mendik Holdings L.L.C. MENDIK REALTY COMPANY, INC. FW / Mendik REIT, L.L.C. (2) Mendik RELP Corp. 2750 Associates 2750 Associates Limited Partnership Abrams, Trust U/W/O Ralph ACI Associates Adler, Robert Allen & Company Incorporated			

Allen, C. Robert III
 AMES, EUGENIA
 Alpert, Vicki
 Ambassador Construction Company, Inc.
 Aschendorf- Shasha, Ellen
 Ash, Herbert
 Aubert, Lysa FBO UWO Barbara Schwartz
 Aubert, Lysa FBO UWO Ellis Schwartz
 Barr, Thomas
 Barkin, Leonard
 Batkin, Nancy
 Batkin, Nancy 1998 Trust u/a/d 5/11/98
 Berenson, David
 Berenson, Joan
 Berenson, Richard
 Berenson, Robert
 Berger, Alice C.
 Bianculli, Louis
 Bierman, Jacquin
 Blumenthal, Joel Marie
 Braverman, Madlyn
 Bonk, Chris
 Burack, Daniel A.
 Carb, Sally
 Carney, Margaret R.
 Carney, Thomas
 CHAMBERS, ROBERT
 CHO Enterprises
 Damson, Barrie
 Dembner, Shirley
 Dembner, Shirley UGMA for Lindsey Dembner
 Doner, Max
 Downey, Michael
 Dryfoos, Jacqueline
 Dubrowski, Raymond
 Elson, Edward E.
 Evans, Ben
 Field, Walter L.
 Jesse Fierstein & Co.
 Fischer, Alan A.
 Freedman, Robert
 Gershon, Estate of Murray
 Getz, Howard
 Getz, Sandra
 Getz, Sandra & Howard
 Gold, Frederica
 Ginsberg, Adele
 Ginsberg, Benedict
 Goldberg, Clarence
 Goldring, Stanley

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

Washington Design Center, L.L.C.
 Fourth & D Street Partners LP
 Merchandise Mart Owners, L.L.C.
 Merchandise Mart Enterprises, L.L.C.
 World Trade Center Chicago, L.L.C.

Greene Street 1998 Exchange Fund L.P.

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

GOLDMAN SACHS 1999 EXCHANGE PLACE FUND, LP
 TMCT II, LLC

Meadowbrook Equity Fund II, LLC.

Jacob H Froelich, Jr.	150,067	\$7,503,350	20.0648%
S.D. Phillips	9,976	\$498,800	1.3338%
George W Lyles	70,044	\$3,502,200	9.3653%
Canoe House Partners, LLC	200,090	\$10,004,500	26.7531%
Roaring Gap Limited Partnership	290,158	\$14,507,900	38.7957%
Phillips Property Company, LLC	27,577	\$1,378,850	3.6872%

Newkirk Partners (See attached schedule)

THE MENDIK PARTNERSHIP, L.P.
Mendik Holdings L.L.C.
MENDIK REALTY COMPANY, INC.
FW / Mendik REIT, L.L.C.
Mendik RELP Corp.
2750 Associates
2750 Associates Limited Partnership
Abrams, Trust U/W/O Ralph
ACI Associates
Adler, Robert
Allen & Company Incorporated
Allen, C. Robert III
AMES, EUGENIA
Alpert, Vicki
Ambassador Construction Company, Inc.
Aschendorf- Shasha, Ellen
Ash, Herbert
Aubert, Lysa FBO UWO Barbara Schwartz
Aubert, Lysa FBO UWO Ellis Schwartz
Barr, Thomas
Barkin, Leonard
Batkin, Nancy
Batkin, Nancy 1998 Trust u/a/d 5/11/98
Berenson, David
Berenson, Joan
Berenson, Richard
Berenson, Robert
Berger, Alice C.
Bianculli, Louis
Bierman, Jacquin
Blumenthal, Joel Marie
Braverman, Madlyn
Bonk, Chris
Burack, Daniel A.
Carb, Sally
Carney, Margaret R.
Carney, Thomas
CHAMBERS, ROBERT
CHO Enterprises
Damson, Barrie
Dembner, Shirley
Dembner, Shirley UGMA for Lindsey Dembner
Doner, Max
Downey, Michael
Dryfoos, Jacqueline
Dubrowski, Raymond
Elson, Edward E.
Evans, Ben
Field, Walter L.
Jesse Fierstein & Co.
Fischer, Alan A.
Freedman, Robert
Gershon, Estate of Murray
Getz, Howard
Getz, Sandra
Getz, Sandra & Howard
Gold, Frederica
Ginsberg, Adele
Ginsberg, Benedict
Goldberg, Clarence
Goldring, Stanley

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

Vornado Realty Trust
VORNADO REALTY TRUST
Vornado Finance Corp
Vornado Investment Corporation
40 East 14 Realty Associates
General Partnership
825 Seventh Avenue Holding Corporation

Menands Holdings Corporation
Two Guys From Harrison, N.Y. , Inc.

Washington Design Center, L.L.C.
Fourth & D Street Partners LP
Merchandise Mart Owners, L.L.C.
Merchandise Mart Enterprises, L.L.C.
World Trade Center Chicago, L.L.C.

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

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

GOLDMAN SACHS 1999 EXCHANGE PLACE FUND, LP
TMCT II, LLC

Meadowbrook Equity Fund II, LLC.

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

Newkirk Partners (See attached schedule)

THE MENDIK PARTNERSHIP, L.P.
Mendik Holdings L.L.C.
MENDIK REALTY COMPANY, INC.
FW / Mendik REIT, L.L.C. (2)
Mendik RELP Corp.
2750 Associates
2750 Associates Limited Partnership
Abrams, Trust U/W/O Ralph
ACI Associates
Adler, Robert
Allen & Company Incorporated
Allen, C. Robert III
AMES, EUGENIA
Alpert, Vicki
Ambassador Construction Company, Inc.
Aschendorf- Shasha, Ellen
Ash, Herbert
Aubert, Lysa FBO UWO Barbara Schwartz
Aubert, Lysa FBO UWO Ellis Schwartz
Barr, Thomas
Barkin, Leonard
Batkin, Nancy
Batkin, Nancy 1998 Trust u/a/d 5/11/98
Berenson, David
Berenson, Joan
Berenson, Richard
Berenson, Robert
Berger, Alice C.
Bianculli, Louis
Bierman, Jacquin
Blumenthal, Joel Marie
Braverman, Madlyn
Bonk, Chris
Burack, Daniel A.
Carb, Sally
Carney, Margaret R.
Carney, Thomas
CHAMBERS, ROBERT
CHO Enterprises
Damson, Barrie
Dembner, Shirley
Dembner, Shirley UGMA for Lindsey Dembner
Doner, Max
Downey, Michael
Dryfoos, Jacqueline
Dubrowski, Raymond
Elson, Edward E.
Evans, Ben
Field, Walter L.
Jesse Fierstein & Co.
Fischer, Alan A.
Freedman, Robert
Gershon, Estate of Murray
Getz, Howard
Getz, Sandra
Getz, Sandra & Howard
Gold, Frederica
Ginsberg, Adele
Ginsberg, Benedict
Goldberg, Clarence

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

Goldschmidt, Beatrice
 GOLDSCHMIDT, CHARLES
 Goldschmidt, Edward
 Goldschmidt, C. Trust U/A/D 7/11/90
 GOLDSCHMIDT, LAWRENCE
 Goldschmidt, Peter
 Goldschmidt, Richard
 Gordon, Melvin
 Gorfinkle, Alaine
 GORFINKLE, LAWRENCE
 Gould Investors, L.P.
 GREEN, BERNARD
 Green, Barbara
 GREENBAUM, DAVID R.
 Greif, Goldie
 Gutenberg, Bernice
 H L Silbert trustee U/W of H A Goldman
 Hagler, Philip
 HAGLER, PHILIP TRUSTEE HAGLER FAMILY TRUST U/A 6/98
 Harteveltdt, Robert L.
 Hassler, Jane
 Hauser, Rita F.
 Hirsch, Phillip J.
 Hirsch, Judith
 Hrusha, Alan
 Hutner, Anne Trust F/B/O
 Hutner, Estate of Irwin
 INS Realty Associates
 Fierstein Co.
 Jaffe, Elizabeth
 Jones, Hazel
 Kaufman, Robert M.
 Klein, Robin
 KNATTEN INC.
 Knight, Laureine
 Komaroff, Stanley
 Kosloff, Andrea
 Kosloff, Andrea UGMA for Adam Kosloff
 Kosloff, Andrea UGMA for Justin Kosloff
 Koven, Irving
 Koven, Corey
 Koven, Esther
 Kowal, Myron as Custodian for Andrew Kowal
 Kramer, Irwin H & Terry Allen JTWR0S
 Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust
 Kramer, Saul
 KUHN, JAMES D.
 Kuhn, Leo
 Kurshan, Herbert
 Langenmyer Co.
 Lauder, Leonard
 Lauder, Ronald
 Leff, Joseph
 Leff, Valerie
 Lefkowitz, Howard
 LeRoy Partners
 Liroff, Harriett
 Liroff, Richard
 Loewengart, Irene
 Lovitz, David
 M. WESTPORT ASSOCIATES
 M-L Three
 Maayan Partners
 Magid, Eleanore
 Mahoney, David J.
 Mank, Edward H.
 Marvin, Morton
 Marvin, Suzanne
 Maynard, Jean
 Mazer, David
 Mazer, Richard
 McKee, William S.
 Meister, Robert A.
 MENDIK, BERNARD
 Mendik, Susan
 Mendik, Susan Trust u/w/o Jean A. Batkin
 L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein

Mil Equities
 Myers Group III, Inc.
 Myers Group IV, Inc.
 Myers, Israel
 Nevas, Alan
 Nevas, Leo
 Nicardo Corporation
 Novick, Lawrence
 OESTREICH, DAVID A.
 OESTREICH, JOAN E.
 OESTREICH, SOPHY
 Oppenheimer, Martin J.
 Oppenheimer, Suzanne
 Oshatz, Michael P.
 Phillips, Family Trust UWO Edith
 Phillips, Jonathan
 Phillips, Lynn
 Phillips, Estate of John D.
 Plum Partners L.P.
 Prentice Revocable Trust, 12/12/75
 RCAY S.A.
 Reichler, Richard
 Reingold, Suzy
 Roberts, H. Richard

27

	Series B Preferred Shares	Value of Series B	Percentage of Series B
Goldschmidt, Beatrice			
GOLDSCHMIDT, CHARLES			
Goldschmidt, Edward			
Goldschmidt, C. Trust U/A/D 7/11/90			
GOLDSCHMIDT, LAWRENCE			
Goldschmidt, Peter			
Goldschmidt, Richard			
Gordon, Melvin			
Gorfinkle, Alaine			
GORFINKLE, LAWRENCE			
Gould Investors, L.P.			
GREEN, BERNARD			
Green, Barbara			
GREENBAUM, DAVID R.			
Greif, Goldie			
Gutenberg, Bernice			
H L Silbert trustee U/W of H A Goldman			
Hagler, Philip			
HAGLER, PHILIP TRUSTEE HAGLER FAMILY TRUST U/A 6/98			
Harteveldt, Robert L.			
Hassler, Jane			
Hauser, Rita F.			
Hirsch, Phillip J.			
Hirsch, Judith			
Hrusha, Alan			
Hutner, Anne Trust F/B/O			
Hutner, Estate of Irwin			
INS Realty Associates			
Fierstein Co.			
Jaffe, Elizabeth			
Jones, Hazel			
Kaufman, Robert M.			
Klein, Robin			
KNATTEN INC.			
Knight, Laureine			
Komaroff, Stanley			
Kosloff, Andrea			
Kosloff, Andrea UGMA for Adam Kosloff			
Kosloff, Andrea UGMA for Justin Kosloff			
Koven, Irving			
Koven, Corey			
Koven, Esther			
Kowal, Myron as Custodian for Andrew Kowal			
Kramer, Irwin H & Terry Allen JTWR0S			
Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust			
Kramer, Saul			
KUHN, JAMES D.			
Kuhn, Leo			
Kurshan, Herbert			
Langenmyer Co.			
Lauder, Leonard			
Lauder, Ronald			
Leff, Joseph			
Leff, Valerie			

Lefkowitz, Howard
 LeRoy Partners
 Liroff, Harriett
 Liroff, Richard
 Loewengart, Irene
 Lovitz, David
 M. WESTPORT ASSOCIATES
 M-L Three
 Maayan Partners
 Magid, Eleanore
 Mahoney, David J.
 Mank, Edward H.
 Marvin, Morton
 Marvin, Suzanne
 Maynard, Jean
 Mazer, David
 Mazer, Richard
 McKee, William S.
 Meister, Robert A.
 MENDIK, BERNARD
 Mendik, Susan
 Mendik, Susan Trust u/w/o Jean A. Batkin
 L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein
 Mil Equities
 Myers Group III, Inc.
 Myers Group IV, Inc.
 Myers, Israel
 Nevas, Alan
 Nevas, Leo
 Nicardo Corporation
 Novick, Lawrence
 OESTREICH, DAVID A.
 OESTREICH, JOAN E.
 OESTREICH, SOPHY
 Oppenheimer, Martin J.
 Oppenheimer, Suzanne
 Oshatz, Michael P.
 Phillips, Family Trust UWO Edith
 Phillips, Jonathan
 Phillips, Lynn
 Phillips, Estate of John D.
 Plum Partners L.P.
 Prentice Revocable Trust, 12/12/75
 RCAY S.A.
 Reichler, Richard
 Reingold, Suzy
 Roberts, H. Richard

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

Goldschmidt, Beatrice
 GOLDSCHMIDT, CHARLES
 Goldschmidt, Edward
 Goldschmidt, C. Trust U/A/D 7/11/90
 GOLDSCHMIDT, LAWRENCE
 Goldschmidt, Peter
 Goldschmidt, Richard
 Gordon, Melvin
 Gorfinkle, Alaine
 GORFINKLE, LAWRENCE
 Gould Investors, L.P.
 GREEN, BERNARD
 Green, Barbara
 GREENBAUM, DAVID R.
 Greif, Goldie
 Gutenberg, Bernice
 H L Silbert trustee U/W of H A Goldman
 Hagler, Philip
 HAGLER, PHILIP TRUSTEE HAGLER FAMILY TRUST U/A 6/98
 Harteveltdt, Robert L.
 Hassler, Jane
 Hauser, Rita F.
 Hirsch, Phillip J.
 Hirsch, Judith
 Hrusha, Alan
 Hutner, Anne Trust F/B/O
 Hutner, Estate of Irwin
 INS Realty Associates
 Fierstein Co.
 Jaffe, Elizabeth
 Jones, Hazel

Kaufman, Robert M.
 Klein, Robin
 KNATTEN INC.
 Knight, Laureine
 Komaroff, Stanley
 Kosloff, Andrea
 Kosloff, Andrea UGMA for Adam Kosloff
 Kosloff, Andrea UGMA for Justin Kosloff
 Koven, Irving
 Koven, Corey
 Koven, Esther
 Kowal, Myron as Custodian for Andrew Kowal
 Kramer, Irwin H & Terry Allen JTWR0S
 Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust
 Kramer, Saul
 KUHN, JAMES D.
 Kuhn, Leo
 Kurshan, Herbert
 Langenmyer Co.
 Lauder, Leonard
 Lauder, Ronald
 Leff, Joseph
 Leff, Valerie
 Lefkowitz, Howard
 LeRoy Partners
 Liroff, Harriett
 Liroff, Richard
 Loewengart, Irene
 Lovitz, David
 M. WESTPORT ASSOCIATES
 M-L Three
 Maayan Partners
 Magid, Eleanore
 Mahoney, David J.
 Mank, Edward H.
 Marvin, Morton
 Marvin, Suzanne
 Maynard, Jean
 Mazer, David
 Mazer, Richard
 McKee, William S.
 Meister, Robert A.
 MENDIK, BERNARD
 Mendik, Susan
 Mendik, Susan Trust u/w/o Jean A. Batkin
 L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein
 Mil Equities
 Myers Group III, Inc.
 Myers Group IV, Inc.
 Myers, Israel
 Nevas, Alan
 Nevas, Leo
 Nicardo Corporation
 Novick, Lawrence
 OESTREICH, DAVID A.
 OESTREICH, JOAN E.
 OESTREICH, SOPHY
 Oppenheimer, Martin J.
 Oppenheimer, Suzanne
 Oshatz, Michael P.
 Phillips, Family Trust UWO Edith
 Phillips, Jonathan
 Phillips, Lynn
 Phillips, Estate of John D.
 Plum Partners L.P.
 Prentice Revocable Trust, 12/12/75
 RCAY S.A.
 Reichler, Richard
 Reingold, Suzy
 Roberts, H. Richard

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

Goldschmidt, Beatrice
 GOLDSCHMIDT, CHARLES
 Goldschmidt, Edward
 Goldschmidt, C. Trust U/A/D 7/11/90
 GOLDSCHMIDT, LAWRENCE
 Goldschmidt, Peter
 Goldschmidt, Richard
 Gordon, Melvin

Gorfinkle, Alaine
GORFINKLE, LAWRENCE
Gould Investors, L.P.
Green, Bernard
Green, Barbara
GREENBAUM, DAVID R.
Greif, Goldie
Gutenberg, Bernice
H L Silbert trustee U/W of H A Goldman
Hagler, Philip
HAGLER, PHILIP TRUSTEE HAGLER FAMILY TRUST U/A 6/98
Harteveldt, Robert L.
Hassler, Jane
Hauser, Rita F.
Hirsch, Phillip J.
Hirsch, Judith
Hrusha, Alan
Hutner, Anne Trust F/B/O
Hutner, Estate of Irwin
INS Realty Associates
Fierstein Co.
Jaffe, Elizabeth
Jones, Hazel
Kaufman, Robert M.
Klein, Robin
KNATTEN INC.
Knight, Laureine
Komaroff, Stanley
Kosloff, Andrea
Kosloff, Andrea UGMA for Adam Kosloff
Kosloff, Andrea UGMA for Justin Kosloff
Koven, Irving
Koven, Corey
Koven, Esther
Kowal, Myron as Custodian for Andrew Kowal
Kramer, Irwin H & Terry Allen JTWR0S
Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust
Kramer, Saul
KUHNN, JAMES D.
Kuhn, Leo
Kurshan, Herbert
Langenmyer Co.
Lauder, Leonard
Lauder, Ronald
Leff, Joseph
Leff, Valerie
Lefkowitz, Howard
LeRoy Partners
Liroff, Harriett
Liroff, Richard
Loewengart, Irene
Lovitz, David
M. WESTPORT ASSOCIATES
M-L Three
Maayan Partners
Magid, Eleanore
Mahoney, David J.
Mank, Edward H.
Marvin, Morton
Marvin, Suzanne
Maynard, Jean
Mazer, David
Mazer, Richard
McKee, William S.
Meister, Robert A.
MENDIK, BERNARD
Mendik, Susan
Mendik, Susan Trust u/w/o Jean A. Batkin
L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein
Mil Equities
Myers Group III, Inc.
Myers Group IV, Inc.
Myers, Israel
Nevas, Alan
Nevas, Leo
Nicardo Corporation
Novick, Lawrence
OESTREICH, DAVID A.
OESTREICH, JOAN E.
OESTREICH, SOPHY
Oppenheimer, Martin J.
Oppenheimer, Suzanne
Oshatz, Michael P.
Phillips, Family Trust UWO Edith
Phillips, Jonathan
Phillips, Lynn
Phillips, Estate of John D.
Plum Partners L.P.

Prentice Revocable Trust, 12/12/75
RCAY S.A.
Reichler, Richard
Reingold, Suzy
Roberts, H. Richard

30

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

Goldschmidt, Beatrice			
GOLDSCHMIDT, CHARLES			
Goldschmidt, Edward			
Goldschmidt, C. Trust U/A/D 7/11/90			
GOLDSCHMIDT, LAWRENCE			
Goldschmidt, Peter			
Goldschmidt, Richard			
Gordon, Melvin			
Gorfinkle, Alaine			
GORFINKLE, LAWRENCE			
Gould Investors, L.P.			
GREEN, BERNARD			
Green, Barbara			
GREENBAUM, DAVID R.			
Greif, Goldie			
Gutenberg, Bernice			
H L Silbert trustee U/W of H A Goldman			
Hagler, Philip			
HAGLER, PHILIP TRUSTEE HAGLER FAMILY TRUST U/A 6/98			
Harteveldt, Robert L.			
Hassler, Jane			
Hauser, Rita F.			
Hirsch, Phillip J.			
Hirsch, Judith			
Hrusha, Alan			
Hutner, Anne Trust F/B/O			
Hutner, Estate of Irwin			
INS Realty Associates			
Fierstein Co.			
Jaffe, Elizabeth			
Jones, Hazel			
Kaufman, Robert M.			
Klein, Robin			
Knatten Inc.			
Knight, Laureine			
Komaroff, Stanley			
Kosloff, Andrea			
Kosloff, Andrea UGMA for Adam Kosloff			
Kosloff, Andrea UGMA for Justin Kosloff			
Koven, Irving			
Koven, Corey			
Koven, Esther			
Kowal, Myron as Custodian for Andrew Kowal			
Kramer, Irwin H & Terry Allen JTWR0S			
Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust			
Kramer, Saul			
KUHN, JAMES D.			
Kuhn, Leo			
Kurshan, Herbert			
Langenmyer Co.			
Lauder, Leonard			
Lauder, Ronald			
Leff, Joseph			
Leff, Valerie			
Lefkowitz, Howard			
LeRoy Partners			
Liroff, Harriett			
Liroff, Richard			
Loewengart, Irene			
Lovitz, David			
M. Westport Associates			
M-L Three			
Maayan Partners			
Magid, Eleanore			
Mahoney, David J.			
Mank, Edward H.			
Marvin, Morton			
Marvin, Suzanne			
Maynard, Jean			
Mazer, David			
Mazer, Richard			
McKee, William S.			
Meister, Robert A.			

Mendix, Bernard
 Mendik, Susan
 Mendik, Susan Trust u/w/o Jean A. Batkin
 L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein
 Mil Equities
 Myers Group III, Inc.
 Myers Group IV, Inc.
 Myers, Israel
 Nevas, Alan
 Nevas, Leo
 Nicardo Corporation
 Novick, Lawrence
 OESTREICH, DAVID A.
 OESTREICH, JOAN E.
 OESTREICH, SOPHY
 Oppenheimer, Martin J.
 Oppenheimer, Suzanne
 Oshatz, Michael P.
 Phillips, Family Trust UWO Edith
 Phillips, Jonathan
 Phillips, Lynn
 Phillips, Estate of John D.
 Plum Partners L.P.
 Prentice Revocable Trust, 12/12/75
 RCAY S.A.
 Reichler, Richard
 Reingold, Suzy
 Roberts, H. Richard

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	Series C-1 Preferred Units	Value of Series C-1	Percentage of Series C-1
Goldschmidt, Beatrice			
GOLDSCHMIDT, CHARLES			
Goldschmidt, Edward			
Goldschmidt, C. Trust U/A/D 7/11/90			
GOLDSCHMIDT, LAWRENCE			
Goldschmidt, Peter			
Goldschmidt, Richard			
Gordon, Melvin			
Gorfinkle, Elaine			
GORFINKLE, LAWRENCE			
Gould Investors, L.P.			
GREEN, BERNARD			
Green, Barbara			
GREENBAUM, DAVID R.			
Greif, Goldie			
Gutenberg, Bernice			
H L Silbert trustee U/W of H A Goldman			
Hagler, Philip			
HAGLER, PHILIP TRUSTEE HAGLER FAMILY TRUST U/A 6/98			
Harteveldt, Robert L.			
Hassler, Jane			
Hauser, Rita F.			
Hirsch, Phillip J.			
Hirsch, Judith			
Hrusha, Alan			
Hutner, Anne Trust F/B/O			
Hutner, Estate of Irwin			
INS Realty Associates			
Fierstein Co.			
Jaffe, Elizabeth			
Jones, Hazel			
Kaufman, Robert M.			
Klein, Robin			
KNATTEN INC.			
Knight, Laureine			
Komaroff, Stanley			
Kosloff, Andrea			
Kosloff, Andrea UGMA for Adam Kosloff			
Kosloff, Andrea UGMA for Justin Kosloff			
Koven, Irving			
Koven, Corey			
Koven, Esther			
Kowal, Myron as Custodian for Andrew Kowal			
Kramer, Irwin H & Terry Allen JTWR0S			
Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust			
Kramer, Saul			
KUHN, JAMES D.			
Kuhn, Leo			
Kurshan, Herbert			
Langenmyer Co.			

Lauder, Leonard
 Lauder, Ronald
 Leff, Joseph
 Leff, Valerie
 Lefkowitz, Howard
 LeRoy Partners
 Liroff, Harriett
 Liroff, Richard
 Loewengart, Irene
 Lovitz, David
 M. WESTPORT ASSOCIATES
 M-L Three
 Maayan Partners
 Magid, Eleanore
 Mahoney, David J.
 Mank, Edward H.
 Marvin, Morton
 Marvin, Suzanne
 Maynard, Jean
 Mazer, David
 Mazer, Richard
 McKee, William S.
 Meister, Robert A.
 MENDIK, BERNARD
 Mendik, Susan
 Mendik, Susan Trust u/w/o Jean A. Batkin
 L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein
 Mil Equities
 Myers Group III, Inc.
 Myers Group IV, Inc.
 Myers, Israel
 Nevas, Alan
 Nevas, Leo
 Nicardo Corporation
 Novick, Lawrence
 OESTREICH, DAVID A.
 OESTREICH, JOAN E.
 OESTREICH, SOPHY
 Oppenheimer, Martin J.
 Oppenheimer, Suzanne
 Oshatz, Michael P.
 Phillips, Family Trust UWO Edith
 Phillips, Jonathan
 Phillips, Lynn
 Phillips, Estate of John D.
 Plum Partners L.P.
 Prentice Revocable Trust, 12/12/75
 RCAY S.A.
 Reichler, Richard
 Reingold, Suzy
 Roberts, H. Richard
 Roche, Sara
 Rolfe, Ronald
 Reingold, Suzy
 Roberts, H. Richard

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	Class of Units		
	Series D-1 Preferred Units	Value of Series D-1	Percentage of Series D-1
Goldschmidt, Beatrice			
GOLDSCHMIDT, CHARLES			
Goldschmidt, Edward			
Goldschmidt, C. Trust U/A/D 7/11/90			
GOLDSCHMIDT, LAWRENCE			
Goldschmidt, Peter			
Goldschmidt, Richard			
Gordon, Melvin			
Gorfinkle, Elaine			
GORFINKLE, LAWRENCE			
Gould Investors, L.P.			
GREEN, BERNARD			
Green, Barbara			
GREENBAUM, DAVID R.			
Greif, Goldie			
Gutenberg, Bernice			
H L Silbert trustee U/W of H A Goldman			
Hagler, Philip			
HAGLER, PHILIP TRUSTEE HAGLER FAMILY TRUST U/A 6/98			
Harteveldt, Robert L.			
Hassler, Jane			
Hauser, Rita F.			

Hirsch, Phillip J.
 Hirsch, Judith
 Hrusha, Alan
 Hutner, Anne Trust F/B/O
 Hutner, Estate of Irwin
 INS Realty Associates
 Fierstein Co.
 Jaffe, Elizabeth
 Jones, Hazel
 Kaufman, Robert M.
 Klein, Robin
 KNATTEN INC.
 Knight, Laureine
 Komaroff, Stanley
 Kosloff, Andrea
 Kosloff, Andrea UGMA for Adam Kosloff
 Kosloff, Andrea UGMA for Justin Kosloff
 Koven, Irving
 Koven, Corey
 Koven, Esther
 Kowal, Myron as Custodian for Andrew Kowal
 Kramer, Irwin H & Terry Allen JTWR0S
 Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust
 Kramer, Saul
 KUHN, JAMES D.
 Kuhn, Leo
 Kurshan, Herbert
 Langenmyer Co.
 Lauder, Leonard
 Lauder, Ronald
 Leff, Joseph
 Leff, Valerie
 Lefkowitz, Howard
 LeRoy Partners
 Liroff, Harriett
 Liroff, Richard
 Loewengart, Irene
 Lovitz, David
 M. WESTPORT ASSOCIATES
 M-L Three
 Maayan Partners
 Magid, Eleanore
 Mahoney, David J.
 Mank, Edward H.
 Marvin, Morton
 Marvin, Suzanne
 Maynard, Jean
 Mazer, David
 Mazer, Richard
 McKee, William S.
 Meister, Robert A.
 MENDIK, BERNARD
 Mendik, Susan
 Mendik, Susan Trust u/w/o Jean A. Batkin
 L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein
 Mil Equities
 Myers Group III, Inc.
 Myers Group IV, Inc.
 Myers, Israel
 Nevas, Alan
 Nevas, Leo
 Nicardo Corporation
 Novick, Lawrence
 OESTREICH, DAVID A.
 OESTREICH, JOAN E.
 OESTREICH, SOPHY
 Oppenheimer, Martin J.
 Oppenheimer, Suzanne
 Oshatz, Michael P.
 Phillips, Family Trust UWO Edith
 Phillips, Jonathan
 Phillips, Lynn
 Phillips, Estate of John D.
 Plum Partners L.P.
 Prentice Revocable Trust, 12/12/75
 RCAY S.A.
 Reichler, Richard
 Reingold, Suzy
 Roberts, H. Richard

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

Roche, Sara
 Rolfe, Ronald
 Root, Leon
 Rosenberg, Ilse
 Rosenheim, Edna Revocable Living Trust
 Rosenzweig, Abraham
 Rubashkin, Martin
 Rubin, Murray M.
 Sahid, Joseph
 Saunders, Paul
 Saul, Andrew
 Schacht, Ronald
 Schwartz, Samuel Trust UWO Barbara Schwartz
 Schwartz, Samuel Trust FBO UWO Ellis Schwartz
 Schwartz,Carolynn Trust FBO UWO Barbara Schwartz
 Schwartz,Carolynn Trust FBO UWO Ellis Schwartz
 Shapiro, Howard
 Shapiro, Howard A.
 Shapiro, Robert I.
 Shasha, Alfred
 Shasha, Alfred A. & Hanina
 Shasha, Alfred & Hanina Trustees UTA 6/8/94
 Shasha, Robert Y.
 Shasha-Kupchick, Leslie
 Sheridan Family Partners, L.P.
 Shine, William
 Shuman, Stanley S.
 Silberstein, John J.
 Silbert, Harvey I.
 Silbert, Harvey I., Trustee u/w Harry A. Goldman
 Simons, Robert
 Simons, Robert - Estate of
 Sims, David
 Skoker, Saul
 Slaner, Estate of Alfred P.
 Steiner, Phillip Harry
 Steiner, Richard Harris
 Strauss, Melville
 Sussman, Walter
 Tannenbaum, Bernard
 Tannenbaum, Bernice
 Tartikoff Living Trust
 Tessler, Allan R.
 Winik, Trust U/W/O Carolyn
 Watt, Emily
 Wang, Kevin
 Weissman, Sheila
 WESTGOMA ASSOCIATES
 Wexler, Monte
 Wexner, Leslie H.
 Williams, John
 WSNH Partners
 Zecap Associates

TOTAL	5,789,239	\$297,508,992	100.0000%
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34

Series B Preferred Shares	Value of Series B	Percentage of Series B
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Roche, Sara
 Rolfe, Ronald
 Root, Leon
 Rosenberg, Ilse
 Rosenheim, Edna Revocable Living Trust
 Rosenzweig, Abraham
 Rubashkin, Martin
 Rubin, Murray M.
 Sahid, Joseph
 Saunders, Paul
 Saul, Andrew
 Schacht, Ronald
 Schwartz, Samuel Trust UWO Barbara Schwartz
 Schwartz, Samuel Trust FBO UWO Ellis Schwartz
 Schwartz,Carolynn Trust FBO UWO Barbara Schwartz
 Schwartz,Carolynn Trust FBO UWO Ellis Schwartz
 Shapiro, Howard
 Shapiro, Howard A.
 Shapiro, Robert I.
 Shasha, Alfred
 Shasha, Alfred A. & Hanina
 Shasha, Alfred & Hanina Trustees UTA 6/8/94
 Shasha, Robert Y.

Shasha-Kupchick, Leslie
 Sheridan Family Partners, L.P.
 Shine, William
 Shuman, Stanley S.
 Silberstein, John J.
 Silbert, Harvey I.
 Silbert, Harvey I., Trustee u/w Harry A. Goldman
 Simons, Robert
 Simons, Robert - Estate of
 Sims, David
 Skoker, Saul
 Slaner, Estate of Alfred P.
 Steiner, Phillip Harry
 Steiner, Richard Harris
 Strauss, Melville
 Sussman, Walter
 Tannenbaum, Bernard
 Tannenbaum, Bernice
 Tartikoff Living Trust
 Tessler, Allan R.
 Winik, Trust U/W/O Carolyn
 Watt, Emily
 Wang, Kevin
 Weissman, Sheila
 WESTGOMA ASSOCIATES
 Wexler, Monte
 Wexner, Leslie H.
 Williams, John
 WSNH Partners
 Zecap Associates

TOTAL

3,400,000

\$85,000,000

100.0000%

35

Series C
 Preferred
 Shares

Value
 of
 Series C

Percentage
 of
 Series C

Roche, Sara
 Rolfe, Ronald
 Root, Leon
 Rosenberg, Ilse
 Rosenheim, Edna Revocable Living Trust
 Rosenzweig, Abraham
 Rubashkin, Martin
 Rubin, Murray M.
 Sahid, Joseph
 Saunders, Paul
 Saul, Andrew
 Schacht, Ronald
 Schwartz, Samuel Trust UWO Barbara Schwartz
 Schwartz, Samuel Trust FBO UWO Ellis Schwartz
 Schwartz,Carolynn Trust FBO UWO Barbara Schwartz
 Schwartz,Carolynn Trust FBO UWO Ellis Schwartz
 Shapiro, Howard
 Shapiro, Howard A.
 Shapiro, Robert I.
 Shasha, Alfred
 Shasha, Alfred A. & Hanina
 Shasha, Alfred & Hanina Trustees UTA 6/8/94
 Shasha, Robert Y.
 Shasha-Kupchick, Leslie
 Sheridan Family Partners, L.P.
 Shine, William
 Shuman, Stanley S.
 Silberstein, John J.
 Silbert, Harvey I.
 Silbert, Harvey I., Trustee u/w Harry A. Goldman
 Simons, Robert
 Simons, Robert - Estate of
 Sims, David
 Skoker, Saul
 Slaner, Estate of Alfred P.
 Steiner, Phillip Harry
 Steiner, Richard Harris
 Strauss, Melville
 Sussman, Walter
 Tannenbaum, Bernard
 Tannenbaum, Bernice
 Tartikoff Living Trust
 Tessler, Allan R.
 Winik, Trust U/W/O Carolyn
 Watt, Emily

Wang, Kevin
 Weissman, Sheila
 WESTGOMA ASSOCIATES
 Wexler, Monte
 Wexner, Leslie H.
 Williams, John
 WSNH Partners
 Zecap Associates

TOTAL

4,600,000

\$115,000,000

100.00%

36

Series B-1
 Preferred
 Units

Value
 of
 Series B-1

Percentage
 of
 Series B-1

Roche, Sara
 Rolfe, Ronald
 Root, Leon
 Rosenberg, Ilse
 Rosenheim, Edna Revocable Living Trust
 Rosenzweig, Abraham
 Rubashkin, Martin
 Rubin, Murray M.
 Sahid, Joseph
 Saunders, Paul
 Saul, Andrew
 Schacht, Ronald
 Schwartz, Samuel Trust UWO Barbara Schwartz
 Schwartz, Samuel Trust FBO UWO Ellis Schwartz
 Schwartz,Carolynn Trust FBO UWO Barbara Schwartz
 Schwartz,Carolynn Trust FBO UWO Ellis Schwartz
 Shapiro, Howard
 Shapiro, Howard A.
 Shapiro, Robert I.
 Shasha, Alfred
 Shasha, Alfred A. & Hanina
 Shasha, Alfred & Hanina Trustees UTA 6/8/94
 Shasha, Robert Y.
 Shasha-Kupchick, Leslie
 Sheridan Family Partners, L.P.
 Shine, William
 Shuman, Stanley S.
 Silberstein, John J.
 Silbert, Harvey I.
 Silbert, Harvey I., Trustee u/w Harry A. Goldman
 Simons, Robert
 Simons, Robert - Estate of
 Sims, David
 Skoker, Saul
 Slaner, Estate of Alfred P.
 Steiner, Phillip Harry
 Steiner, Richard Harris
 Strauss, Melville
 Sussman, Walter
 Tannenbaum, Bernard
 Tannenbaum, Bernice
 Tartikoff Living Trust
 Tessler, Allan R.
 Winik, Trust U/W/O Carolyn
 Watt, Emily
 Wang, Kevin
 Weissman, Sheila
 WESTGOMA ASSOCIATES
 Wexler, Monte
 Wexner, Leslie H.
 Williams, John
 WSNH Partners
 Zecap Associates

TOTAL

899,566

\$44,978,300

100.00%

37

Series B-2
 Preferred
 Units

Value
 of
 Series B-2

Percentage
 of
 Series B-2

Roche, Sara

Rolfe, Ronald
 Root, Leon
 Rosenberg, Ilse
 Rosenheim, Edna Revocable Living Trust
 Rosenzveig, Abraham
 Rubashkin, Martin
 Rubin, Murray M.
 Sahid, Joseph
 Saunders, Paul
 Saul, Andrew
 Schacht, Ronald
 Schwartz, Samuel Trust UWO Barbara Schwartz
 Schwartz, Samuel Trust FBO UWO Ellis Schwartz
 Schwartz,Carolynn Trust FBO UWO Barbara Schwartz
 Schwartz,Carolynn Trust FBO UWO Ellis Schwartz
 Shapiro, Howard
 Shapiro, Howard A.
 Shapiro, Robert I.
 Shasha, Alfred
 Shasha, Alfred A. & Hanina
 Shasha, Alfred & Hanina Trustees UTA 6/8/94
 Shasha, Robert Y.
 Shasha-Kupchick, Leslie
 Sheridan Family Partners, L.P.
 Shine, William
 Shuman, Stanley S.
 Silberstein, John J.
 Silbert, Harvey I.
 Silbert, Harvey I., Trustee u/w Harry A. Goldman
 Simons, Robert
 Simons, Robert - Estate of
 Sims, David
 Skoker, Saul
 Slaner, Estate of Alfred P.
 Steiner, Phillip Harry
 Steiner, Richard Harris
 Strauss, Melville
 Sussman, Walter
 Tannenbaum, Bernard
 Tannenbaum, Bernice
 Tartikoff Living Trust
 Tessler, Allan R.
 Winik, Trust U/W/O Carolyn
 Watt, Emily
 Wang, Kevin
 Weissman, Sheila
 WESTGOMA ASSOCIATES
 Wexler, Monte
 Wexner, Leslie H.
 Williams, John
 WSNH Partners
 Zecap Associates

TOTAL	449,783	\$22,489,150	100.00%
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Series C-1 Preferred Units	Value of Series C-1	Percentage of Series C-1
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Roche, Sara
 Rolfe, Ronald
 Root, Leon
 Rosenberg, Ilse
 Rosenheim, Edna Revocable Living Trust
 Rosenzveig, Abraham
 Rubashkin, Martin
 Rubin, Murray M.
 Sahid, Joseph
 Saunders, Paul
 Saul, Andrew
 Schacht, Ronald
 Schwartz, Samuel Trust UWO Barbara Schwartz
 Schwartz, Samuel Trust FBO UWO Ellis Schwartz
 Schwartz,Carolynn Trust FBO UWO Barbara Schwartz
 Schwartz,Carolynn Trust FBO UWO Ellis Schwartz
 Shapiro, Howard
 Shapiro, Howard A.
 Shapiro, Robert I.
 Shasha, Alfred
 Shasha, Alfred A. & Hanina
 Shasha, Alfred & Hanina Trustees UTA 6/8/94
 Shasha, Robert Y.

Shasha-Kupchick, Leslie
 Sheridan Family Partners, L.P.
 Shine, William
 Shuman, Stanley S.
 Silberstein, John J.
 Silbert, Harvey I.
 Silbert, Harvey I., Trustee u/w Harry A. Goldman
 Simons, Robert
 Simons, Robert - Estate of
 Sims, David
 Skoker, Saul
 Slaner, Estate of Alfred P.
 Steiner, Phillip Harry
 Steiner, Richard Harris
 Strauss, Melville
 Sussman, Walter
 Tannenbaum, Bernard
 Tannenbaum, Bernice
 Tartikoff Living Trust
 Tessler, Allan R.
 Winik, Trust U/W/O Carolyn
 Watt, Emily
 Wang, Kevin
 Weissman, Sheila
 WESTGOMA ASSOCIATES
 Wexler, Monte
 Wexner, Leslie H.
 Williams, John
 WSNH Partners
 Zecap Associates

TOTAL

747,912

\$37,395,600

100.00%

39

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

Roche, Sara
 Rolfe, Ronald
 Root, Leon
 Rosenberg, Ilse
 Rosenheim, Edna Revocable Living Trust
 Rosenzweig, Abraham
 Rubashkin, Martin
 Rubin, Murray M.
 Sahid, Joseph
 Saunders, Paul
 Saul, Andrew
 Schacht, Ronald
 Schwartz, Samuel Trust UWO Barbara Schwartz
 Schwartz, Samuel Trust FBO UWO Ellis Schwartz
 Schwartz, Carolyn Trust FBO UWO Barbara Schwartz
 Schwartz, Carolyn Trust FBO UWO Ellis Schwartz
 Shapiro, Howard
 Shapiro, Howard A.
 Shapiro, Robert I.
 Shasha, Alfred
 Shasha, Alfred A. & Hanina
 Shasha, Alfred & Hanina Trustees UTA 6/8/94
 Shasha, Robert Y.
 Shasha-Kupchick, Leslie
 Sheridan Family Partners, L.P.
 Shine, William
 Shuman, Stanley S.
 Silberstein, John J.
 Silbert, Harvey I.
 Silbert, Harvey I., Trustee u/w Harry A. Goldman
 Simons, Robert
 Simons, Robert - Estate of
 Sims, David
 Skoker, Saul
 Slaner, Estate of Alfred P.
 Steiner, Phillip Harry
 Steiner, Richard Harris
 Strauss, Melville
 Sussman, Walter
 Tannenbaum, Bernard
 Tannenbaum, Bernice
 Tartikoff Living Trust
 Tessler, Allan R.

Winik, Trust U/W/O Carolyn
 Watt, Emily
 Wang, Kevin
 Weissman, Sheila
 WESTGOMA ASSOCIATES
 Wexler, Monte
 Wexner, Leslie H.
 Williams, John
 WSNH Partners
 Zecap Associates

TOTAL	3,500,000	\$87,500,000	100.00%
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(1) Directly and through the following subsidiaries: Vornado Finance Corp., Vornado Investments Corporation, 40 East 14 Realty Associates General Partnership, 825 Seventh Avenue Holding Corporation, Menands Holding Corporation, and Two Guys From Harrison, N.Y., Inc.

(2) Pledged. (See Section 11.3 F of the Operating Partnership Agreement.)
 40

Series D-2 Preferred Units	Value of Series D-2	Percentage of Series D-2
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Vornado Realty Trust
 VORNADO REALTY TRUST
 Vornado Finance Corp
 Vornado Investment Corporation
 40 East 14 Realty Associates
 General Partnership
 825 Seventh Avenue Holding Corporation
 Menands Holdings Corporation
 Two Guys From Harrison, N.Y. , Inc.

Washington Design Center, L.L.C.
 Fourth & D Street Partners LP
 Merchandise Mart Owners, L.L.C.
 Merchandise Mart Enterprises, L.L.C.
 World Trade Center Chicago, L.L.C.

Greene Street 1998 Exchange Fund L.P.

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

GOLDMAN SACHS 1999 EXCHANGE PLACE FUND, LP
 TMCT II, LLC

Meadowbrook Equity Fund II, LLC.

549,336	27,466,800	100.00%
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Jacob H Froelich, Jr.
 S.D. Phillips
 George W Lyles
 Canoe House Partners, LLC
 Roaring Gap Limited Partnership
 Phillips Property Company, LLC

Newkirk Partners (See attached schedule)

THE MENDIK PARTNERSHIP, L.P.
 Mendik Holdings L.L.C.
 MENDIK REALTY COMPANY, INC.
 FW / Mendik REIT, L.L.C. (2)
 Mendik RELP Corp.
 2750 Associates
 2750 Associates Limited Partnership
 Abrams, Trust U/W/O Ralph
 ACI Associates
 Adler, Robert
 Allen & Company Incorporated
 Allen, C. Robert III
 AMES, EUGENIA
 Alpert, Vicki
 Ambassador Construction Company, Inc.
 Aschendorf- Shasha, Ellen
 Ash, Herbert
 Aubert, Lysa FBO UWO Barbara Schwartz
 Aubert, Lysa FBO UWO Ellis Schwartz
 Barr, Thomas

Barkin, Leonard
 Batkin, Nancy
 Batkin, Nancy 1998 Trust u/a/d 5/11/98
 Berenson, David
 Berenson, Joan
 Berenson, Richard
 Berenson, Robert
 Berger, Alice C.
 Bianculli, Louis
 Bierman, Jacquin
 Blumenthal, Joel Marie
 Braverman, Madlyn
 Bonk, Chris
 Burack, Daniel A.
 Carb, Sally
 Carney, Margaret R.
 Carney, Thomas
 CHAMBERS, ROBERT
 CHO Enterprises
 Damson, Barrie
 Dembner, Shirley
 Dembner, Shirley UGMA for Lindsey Dembner
 Doner, Max
 Downey, Michael
 Dryfoos, Jacqueline
 Dubrowski, Raymond
 Elson, Edward E.
 Evans, Ben
 Field, Walter L.
 Jesse Fierstein & Co.
 Fischer, Alan A.
 Freedman, Robert
 Gershon, Estate of Murray
 Getz, Howard
 Getz, Sandra
 Getz, Sandra & Howard
 Gold, Frederica
 Ginsberg, Adele
 Ginsberg, Benedict
 Goldberg, Clarence
 Goldring, Stanley

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	Series D-3 Preferred Units	Value of Series D-3	Percentage of Series D-3
Vornado Realty Trust VORNADO REALTY TRUST Vornado Finance Corp Vornado Investment Corporation 40 East 14 Realty Associates General Partnership 825 Seventh Avenue Holding Corporation Menands Holdings Corporation Two Guys From Harrison, N.Y. , Inc.			
Washington Design Center, L.L.C. Fourth & D Street Partners LP Merchandise Mart Owners, L.L.C. Merchandise Mart Enterprises, L.L.C. World Trade Center Chicago, L.L.C.			
Greene Street 1998 Exchange Fund L.P.			
Commonwealth Atlantic Properties Inc. Commonwealth Atlantic - Crystal City OP Holding Inc.			
GOLDMAN SACHS 1999 EXCHANGE PLACE FUND, LP TMCT II, LLC	8,000,000	\$200,000,000	100.00%
Meadowbrook Equity Fund II, LLC.			
Jacob H Froelich, Jr. S.D. Phillips George W Lyles Canoe House Partners, LLC Roaring Gap Limited Partnership Phillips Property Company, LLC			
Newkirk Partners (See attached schedule)			
THE MENDIK PARTNERSHIP, L.P.			

Mendik Holdings L.L.C.
MENDIK REALTY COMPANY, INC.
FW / Mendik REIT, L.L.C. (2)
Mendik RELP Corp.
2750 Associates
2750 Associates Limited Partnership
Abrams, Trust U/W/O Ralph
ACI Associates
Adler, Robert
Allen & Company Incorporated
Allen, C. Robert III
AMES, EUGENIA
Alpert, Vicki
Ambassador Construction Company, Inc.
Aschendorf- Shasha, Ellen
Ash, Herbert
Aubert, Lysa FBO UWO Barbara Schwartz
Aubert, Lysa FBO UWO Ellis Schwartz
Barr, Thomas
Barkin, Leonard
Batkin, Nancy
Batkin, Nancy 1998 Trust u/a/d 5/11/98
Berenson, David
Berenson, Joan
Berenson, Richard
Berenson, Robert
Berger, Alice C.
Bianculli, Louis
Bierman, Jacquin
Blumenthal, Joel Marie
Braverman, Madlyn
Bonk, Chris
Burack, Daniel A.
Carb, Sally
Carney, Margaret R.
Carney, Thomas
CHAMBERS, ROBERT
CHO Enterprises
Danson, Barrie
Dembner, Shirley
Dembner, Shirley UGMA for Lindsey Dembner
Doner, Max
Downey, Michael
Dryfoos, Jacqueline
Dubrowski, Raymond
Elson, Edward E.
Evans, Ben
Field, Walter L.
Jesse Fierstein & Co.
Fischer, Alan A.
Freedman, Robert
Gershon, Estate of Murray
Getz, Howard
Getz, Sandra
Getz, Sandra & Howard
Gold, Frederica
Ginsberg, Adele
Ginsberg, Benedict
Goldberg, Clarence
Goldring, Stanley

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Series D-4 Preferred Units	Value of Series D-4	Percentage of Series D-4
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Vornado Realty Trust
VORNADO REALTY TRUST
Vornado Finance Corp
Vornado Investment Corporation
40 East 14 Realty Associates
General Partnership
825 Seventh Avenue Holding Corporation
Menands Holdings Corporation
Two Guys From Harrison, N.Y. , Inc.

Washington Design Center, L.L.C.
Fourth & D Street Partners LP
Merchandise Mart Owners, L.L.C.
Merchandise Mart Enterprises, L.L.C.
World Trade Center Chicago, L.L.C.

Greene Street 1998 Exchange Fund L.P.

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

GOLDMAN SACHS 1999 EXCHANGE PLACE FUND, LP TMCT II, LLC	5,000,000	\$125,000,000	100.00%
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Meadowbrook Equity Fund II, LLC.

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

Newkirk Partners (See attached schedule)

THE MENDIK PARTNERSHIP, L.P.
Mendik Holdings L.L.C.
MENDIK REALTY COMPANY, INC.
FW / Mendik REIT, L.L.C. (2)
Mendik RELP Corp.
2750 Associates
2750 Associates Limited Partnership
Abrams, Trust U/W/O Ralph
ACI Associates
Adler, Robert
Allen & Company Incorporated
Allen, C. Robert III
AMES, EUGENIA
Alpert, Vicki
Ambassador Construction Company, Inc.
Aschendorf- Shasha, Ellen
Ash, Herbert
Aubert, Lysa FBO UWO Barbara Schwartz
Aubert, Lysa FBO UWO Ellis Schwartz
Barr, Thomas
Barkin, Leonard
Batkin, Nancy
Batkin, Nancy 1998 Trust u/a/d 5/11/98
Berenson, David
Berenson, Joan
Berenson, Richard
Berenson, Robert
Berger, Alice C.
Bianculli, Louis
Bierman, Jacquin
Blumenthal, Joel Marie
Braverman, Madlyn
Bonk, Chris
Burack, Daniel A.
Carb, Sally
Carney, Margaret R.
Carney, Thomas
CHAMBERS, ROBERT
CHO Enterprises
Danson, Barrie
Dembner, Shirley
Dembner, Shirley UGMA for Lindsey Dembner
Doner, Max
Downey, Michael
Dryfoos, Jacqueline
Dubrowski, Raymond
Elson, Edward E.
Evans, Ben
Field, Walter L.
Jesse Fierstein & Co.
Fischer, Alan A.
Freedman, Robert
Gershon, Estate of Murray
Getz, Howard
Getz, Sandra
Getz, Sandra & Howard
Gold, Frederica
Ginsberg, Adele
Ginsberg, Benedict
Goldberg, Clarence
Goldring, Stanley

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

Washington Design Center, L.L.C.
Fourth & D Street Partners LP
Merchandise Mart Owners, L.L.C.
Merchandise Mart Enterprises, L.L.C.
World Trade Center Chicago, L.L.C.

Greene Street 1998 Exchange Fund L.P.

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

GOLDMAN SACHS 1999 EXCHANGE PLACE FUND, LP
TMCT II, LLC

Meadowbrook Equity Fund II, LLC.

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

Newkirk Partners (See attached schedule)

THE MENDIK PARTNERSHIP, L.P.
Mendik Holdings L.L.C.
MENDIK REALTY COMPANY, INC.
FW / Mendik REIT, L.L.C. (2)
Mendik RELP Corp.
2750 Associates
2750 Associates Limited Partnership
Abrams, Trust U/W/O Ralph
ACI Associates
Adler, Robert
Allen & Company Incorporated
Allen, C. Robert III
AMES, EUGENIA
Alpert, Vicki
Ambassador Construction Company, Inc.
Aschendorf- Shasha, Ellen
Ash, Herbert
Aubert, Lysa FBO UWO Barbara Schwartz
Aubert, Lysa FBO UWO Ellis Schwartz
Barr, Thomas
Barkin, Leonard
Batkin, Nancy
Batkin, Nancy 1998 Trust u/a/d 5/11/98
Berenson, David
Berenson, Joan
Berenson, Richard
Berenson, Robert
Berger, Alice C.
Bianculli, Louis
Bierman, Jacquin
Blumenthal, Joel Marie
Braverman, Madlyn
Bonk, Chris
Burack, Daniel A.
Carb, Sally
Carney, Margaret R.
Carney, Thomas
CHAMBERS, ROBERT
CHO Enterprises
Danson, Barrie
Dembner, Shirley
Dembner, Shirley UGMA for Lindsey Dembner
Doner, Max
Downey, Michael
Dryfoos, Jacqueline
Dubrowski, Raymond
Elson, Edward E.
Evans, Ben
Field, Walter L.
Jesse Fierstein & Co.
Fischer, Alan A.

Freedman, Robert
 Gershon, Estate of Murray
 Getz, Howard
 Getz, Sandra
 Getz, Sandra & Howard
 Gold, Frederica
 Ginsberg, Adele
 Ginsberg, Benedict
 Goldberg, Clarence
 Goldring, Stanley

44

Common Units			

	A	C	D

Vornado Realty Trust			
VORNADO REALTY TRUST	44,405,331		
Vornado Finance Corp	35,282,694		
Vornado Investment Corporation	3,666,666		
40 East 14 Realty Associates General Partnership	1,639,278		
825 Seventh Avenue Holding Corporation	235,516		
Menands Holdings Corporation	536,524		
Two Guys From Harrison, N.Y. , Inc.	180,890		
Washington Design Center, L.L.C.	0		
Fourth & D Street Partners LP	0		
Merchandise Mart Owners, L.L.C.			
Merchandise Mart Enterprises, L.L.C.	395,967		
World Trade Center Chicago, L.L.C.	23,948		
Greene Street 1998 Exchange Fund L.P.			
Commonwealth Atlantic Properties Inc.			
Commonwealth Atlantic - Crystal City OP Holding Inc.			
GOLDMAN SACHS 1999 EXCHANGE PLACE FUND, LP TMCT II, LLC			
Meadowbrook Equity Fund II, LLC.			
Jacob H Froelich, Jr.	202,411		
S.D. Phillips			
George W Lyles			
Canoe House Partners, LLC			
Roaring Gap Limited Partnership			
Phillips Property Company, LLC			
Newkirk Partners (See attached schedule)	1,432,452		
THE MENDIK PARTNERSHIP, L.P.	14024	751,159	
Mendik Holdings L.L.C.		1,767,035	
MENDIK REALTY COMPANY, INC.	0		
FW / Mendik REIT, L.L.C.		486,540	
Mendik RELP Corp.		846	
2750 Associates			0
2750 Associates Limited Partnership			2,704
Abrams, Trust U/W/O Ralph			7,244
ACI Associates	1,057		
Adler, Robert			2,496
Allen & Company Incorporated	1,760		
Allen, C. Robert III	880		
AMES, EUGENIA		0	
Alpert, Vicki			5,228
Ambassador Construction Company, Inc.			27,939
Aschendorf- Shasha, Ellen			1,710
Ash, Herbert			154
Aubert, Lysa FBO UWO Barbara Schwartz			4,534
Aubert, Lysa FBO UWO Ellis Schwartz			0
Barr, Thomas			1,844
Barkin, Leonard			962
Batkin, Nancy			0
Batkin, Nancy 1998 Trust u/a/d 5/11/98	130		6,338
Berenson, David			1,034
Berenson, Joan			1,382
Berenson, Richard			842
Berenson, Robert			1,762
Berger, Alice C.			374
Bianculli, Louis			5,604

Bierman, Jacquin			5,376
Blumenthal, Joel Marie			154
Braverman, Madlyn	90	75,344	
Bonk, Chris			35,032
Burack, Daniel A.	176		
Carb, Sally			1,793
Carney, Margaret R.			1,419
Carney, Thomas			0
CHAMBERS, ROBERT	145	77	7,961
CHO Enterprises			5,364
Damson, Barrie	1,144		
Dembner, Shirley	145		78
Dembner, Shirley UGMA for Lindsey Dembner			3,462
Doner, Max			3,364
Downey, Michael		83,226	
Dryfoos, Jacqueline			962
Dubrowski, Raymond			2,304
Elson, Edward E.	1,760		
Evans, Ben			104
Field, Walter L.			1,680
Jesse Fierstein & Co.			4,045
Fischer, Alan A.			3,364
Freedman, Robert			5,770
Gershon, Estate of Murray			10,494
Getz, Howard			333
Getz, Sandra			7,328
Getz, Sandra & Howard			748
Gold, Frederica			414
Ginsberg, Adele			932
Ginsberg, Benedict			0
Goldberg, Clarence			916
Goldring, Stanley			10,833

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	E	Total Common Units	Value Common Units
Vornado Realty Trust			
VORNADO REALTY TRUST		44,405,331	\$1,460,047,283
Vornado Finance Corp		35,282,694	\$1,160,094,979
Vornado Investment Corporation		3,666,666	\$120,559,978
40 East 14 Realty Associates		0	\$0
General Partnership		1,639,278	\$53,899,461
825 Seventh Avenue Holding Corporation		235,516	\$7,743,766
Menands Holdings Corporation		536,524	\$17,640,909
Two Guys From Harrison, N.Y. , Inc.		180,890	\$5,947,663
Washington Design Center, L.L.C.		0	\$0
Fourth & D Street Partners LP			
Merchandise Mart Owners, L.L.C.		0	\$0
Merchandise Mart Enterprises, L.L.C.		395,967	\$13,019,395
World Trade Center Chicago, L.L.C.		23,948	\$787,410
Greene Street 1998 Exchange Fund L.P.		0	\$0
Commonwealth Atlantic Properties Inc.		0	\$0
Commonwealth Atlantic - Crystal City OP Holding Inc.		0	\$0
GOLDMAN SACHS 1999 EXCHANGE PLACE FUND, LP		0	\$0
TMCT II, LLC		0	\$0
Meadowbrook Equity Fund II, LLC.		0	\$0
Jacob H Froelich, Jr.		202,411	\$6,655,274
S.D. Phillips		0	\$0
George W Lyles		0	\$0
Canoe House Partners, LLC		0	\$0
Roaring Gap Limited Partnership		0	\$0
Phillips Property Company, LLC		0	\$0
Newkirk Partners (See attached schedule)		1,432,452	\$47,099,022
THE MENDIK PARTNERSHIP, L.P.		765,183	\$25,159,217
Mendik Holdings L.L.C.		1,767,035	\$58,100,111
MENDIK REALTY COMPANY, INC.		0	\$0
FW / Mendik REIT, L.L.C.	(2)	486,540	\$15,997,435
Mendik RELP Corp.		846	\$27,816
2750 Associates		0	\$0
2750 Associates Limited Partnership		2,704	\$88,908
Abrams, Trust U/W/O Ralph		7,244	\$238,183
ACI Associates		1,057	\$34,754

Adler, Robert	2,496	\$82,068
Allen & Company Incorporated	1,760	\$57,869
Allen, C. Robert III	880	\$28,934
AMES, EUGENIA	0	\$0
Alpert, Vicki	5,228	\$171,897
Ambassador Construction Company, Inc.	27,939	\$918,634
Aschendorf- Shasha, Ellen	1,710	\$56,225
Ash, Herbert	154	\$5,064
Aubert, Lysa FBO UWO Barbara Schwartz	4,534	\$149,078
Aubert, Lysa FBO UWO Ellis Schwartz	0	\$0
Barr, Thomas	1,844	\$60,631
Barkin, Leonard	962	\$31,631
Batkin, Nancy	0	\$0
Batkin, Nancy 1998 Trust u/a/d 5/11/98	6,468	\$212,668
Berenson, David	1,034	\$33,998
Berenson, Joan	1,382	\$45,440
Berenson, Richard	842	\$27,685
Berenson, Robert	1,762	\$57,935
Berger, Alice C.	374	\$12,297
Bianculli, Louis	5,604	\$184,260
Bierman, Jacquin	5,376	\$176,763
Blumenthal, Joel Marie	154	\$5,064
Braverman, Madlyn	75,434	\$2,480,270
Bonk, Chris	35,032	\$1,151,852
Burack, Daniel A.	176	\$5,787
Carb, Sally	1,793	\$58,954
Carney, Margaret R.	1,419	\$46,657
Carney, Thomas	0	\$0
CHAMBERS, ROBERT	8,183	\$269,057
CHO Enterprises	5,364	\$176,368
Damson, Barrie	1,144	\$37,615
Dembner, Shirley	223	\$7,332
Dembner, Shirley UGMA for Lindsey Dembner	3,462	\$113,831
Doner, Max	3,364	\$110,608
Downey, Michael	83,226	\$2,736,471
Dryfoos, Jacqueline	962	\$31,631
Dubrowski, Raymond	2,304	\$75,756
Elson, Edward E.	1,760	\$57,869
Evans, Ben	104	\$3,420
Field, Walter L.	1,680	\$55,238
Jesse Fierstein & Co.	4,045	\$133,000
Fischer, Alan A.	3,364	\$110,608
Freedman, Robert	5,770	\$189,718
Gershon, Estate of Murray	10,494	\$345,043
Getz, Howard	333	\$10,949
Getz, Sandra	7,328	\$240,945
Getz, Sandra & Howard	748	\$24,594
Gold, Frederica	414	\$13,612
Ginsberg, Adele	932	\$23,300
Ginsberg, Benedict	0	\$0
Goldberg, Clarence	916	\$30,118
Goldring, Stanley	10,833	\$356,189

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	Percentage	Total	Total	Percentage
	Common	Units	Value	Interest
	Units			
Vornado Realty Trust		99,736,138 (1)	\$3,323,443,031	75.3327%
VORNADO REALTY TRUST	47.5169%			
Vornado Finance Corp	37.7550%			
Vornado Investment Corporation	3.9236%			
40 East 14 Realty Associates	0.0000%			
General Partnership	1.7541%			
825 Seventh Avenue Holding Corporation	0.2520%			
Menands Holdings Corporation	0.5741%			
Two Guys From Harrison, N.Y. , Inc.	0.1936%			
Washington Design Center, L.L.C.	0.0000%	300,000	\$15,000,000	0.3400%
Fourth & D Street Partners LP				
Merchandise Mart Owners, L.L.C.	0.0000%	1,049,349	\$52,467,450	1.1893%
Merchandise Mart Enterprises, L.L.C.	0.4237%	395,967	\$13,019,395	0.2951%
World Trade Center Chicago, L.L.C.	0.0256%	23,948	\$787,410	0.0178%
Greene Street 1998 Exchange Fund L.P.	0.0000%	3,500,000	\$87,500,000	1.9834%
Commonwealth Atlantic Properties Inc.	0.0000%	3,899,333	\$194,966,650	4.4193%
Commonwealth Atlantic - Crystal City OP Holding Inc.	0.0000%	1,098,667	\$54,933,350	1.2452%
GOLDMAN SACHS 1999 EXCHANGE PLACE FUND, LP	0.0000%	8,000,000	\$200,000,000	4.5334%
TMCT II, LLC	0.0000%	5,000,000	\$125,000,000	2.8334%

Meadowbrook Equity Fund II, LLC.	0.0000%	549,336	\$27,466,800	0.6226%
Jacob H Froelich, Jr.	0.2166%	352,478	\$14,158,624	0.3209%
S.D. Phillips	0.0000%	9,976	\$498,800	0.0113%
George W Lyles	0.0000%	70,044	\$3,502,200	0.0794%
Canoe House Partners, LLC	0.0000%	200,090	\$10,004,500	0.2268%
Roaring Gap Limited Partnership	0.0000%	290,158	\$14,507,900	0.3289%
Phillips Property Company, LLC	0.0000%	27,577	\$1,378,850	0.0313%
Newkirk Partners (See attached schedule)	1.5328%	1,432,452	\$47,099,022	1.0676%
THE MENDIK PARTNERSHIP, L.P.	0.8188%	765,183	\$25,159,217	0.5703%
Mendik Holdings L.L.C.	1.8909%	1,767,035	\$58,100,111	1.3170%
MENDIK REALTY COMPANY, INC.	0.0000%	0	\$0	0.0000%
FW / Mendik REIT, L.L.C. (2)	0.5206%	486,540	\$15,997,435	0.3626%
Mendik RELP Corp.	0.0009%	846	\$27,816	0.0006%
2750 Associates	0.0000%	0	\$0	0.0000%
2750 Associates Limited Partnership	0.0029%	2,704	\$88,908	0.0020%
Abrams, Trust U/W/O Ralph	0.0078%	7,244	\$238,183	0.0054%
ACI Associates	0.0011%	1,057	\$34,754	0.0008%
Adler, Robert	0.0027%	2,496	\$82,068	0.0019%
Allen & Company Incorporated	0.0019%	1,760	\$57,869	0.0013%
Allen, C. Robert III	0.0009%	880	\$28,934	0.0007%
AMES, EUGENIA	0.0000%	0	\$0	0.0000%
Alpert, Vicki	0.0056%	5,228	\$171,897	0.0039%
Ambassador Construction Company, Inc.	0.0299%	27,939	\$918,634	0.0208%
Aschendorf- Shasha, Ellen	0.0018%	1,710	\$56,225	0.0013%
Ash, Herbert	0.0002%	154	\$5,064	0.0001%
Aubert, Lysa FBO UWO Barbara Schwartz	0.0049%	4,534	\$149,078	0.0034%
Aubert, Lysa FBO UWO Ellis Schwartz	0.0000%	0	\$0	0.0000%
Barr, Thomas	0.0020%	1,844	\$60,631	0.0014%
Barkin, Leonard	0.0010%	962	\$31,631	0.0007%
Batkin, Nancy	0.0000%	0	\$0	0.0000%
Batkin, Nancy 1998 Trust u/a/d 5/11/98	0.0069%	6,468	\$212,668	0.0048%
Berenson, David	0.0011%	1,034	\$33,998	0.0008%
Berenson, Joan	0.0015%	1,382	\$45,440	0.0010%
Berenson, Richard	0.0009%	842	\$27,685	0.0006%
Berenson, Robert	0.0019%	1,762	\$57,935	0.0013%
Berger, Alice C.	0.0004%	374	\$12,297	0.0003%
Bianculli, Louis	0.0060%	5,604	\$184,260	0.0042%
Bierman, Jacquin	0.0058%	5,376	\$176,763	0.0040%
Blumenthal, Joel Marie	0.0002%	154	\$5,064	0.0001%
Braverman, Madlyn	0.0807%	75,434	\$2,480,270	0.0562%
Bonk, Chris	0.0375%	35,032	\$1,151,852	0.0261%
Burack, Daniel A.	0.0002%	176	\$5,787	0.0001%
Carb, Sally	0.0019%	1,793	\$58,954	0.0013%
Carney, Margaret R.	0.0015%	1,419	\$46,657	0.0011%
Carney, Thomas	0.0000%	0	\$0	0.0000%
CHAMBERS, ROBERT	0.0088%	8,183	\$269,057	0.0061%
CHO Enterprises	0.0057%	5,364	\$176,368	0.0040%
Damson, Barrie	0.0012%	1,144	\$37,615	0.0009%
Dembner, Shirley	0.0002%	223	\$7,332	0.0002%
Dembner, Shirley UGMA for Lindsey Dembner	0.0037%	3,462	\$113,831	0.0026%
Doner, Max	0.0036%	3,364	\$110,608	0.0025%
Downey, Michael	0.0891%	83,226	\$2,736,471	0.0620%
Dryfoos, Jacqueline	0.0010%	962	\$31,631	0.0007%
Dubrowski, Raymond	0.0025%	2,304	\$75,756	0.0017%
Elson, Edward E.	0.0019%	1,760	\$57,869	0.0013%
Evans, Ben	0.0001%	104	\$3,420	0.0001%
Field, Walter L.	0.0018%	1,680	\$55,238	0.0013%
Jesse Fierstein & Co.	0.0043%	4,045	\$133,000	0.0030%
Fischer, Alan A.	0.0036%	3,364	\$110,608	0.0025%
Freedman, Robert	0.0062%	5,770	\$189,718	0.0043%
Gershon, Estate of Murray	0.0112%	10,494	\$345,043	0.0078%
Getz, Howard	0.0004%	333	\$10,949	0.0002%
Getz, Sandra	0.0078%	7,328	\$240,945	0.0055%
Getz, Sandra & Howard	0.0008%	748	\$24,594	0.0006%
Gold, Frederica	0.0004%	414	\$13,612	0.0003%
Ginsberg, Adele	0.0010%	932	\$23,300	0.0005%
Ginsberg, Benedict	0.0000%	0	\$0	0.0000%
Goldberg, Clarence	0.0010%	916	\$30,118	0.0007%
Goldring, Stanley	0.0116%	10,833	\$356,189	0.0081%

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Series D-2 Preferred Units	Value of Series D-2	Percentage of Series D-2	Series D-3 Preferred Units
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Goldschmidt, Beatrice
 GOLDSCHMIDT, CHARLES
 Goldschmidt, Edward
 Goldschmidt, C. Trust U/A/D 7/11/90

GOLDSCHMIDT, LAWRENCE
Goldschmidt, Peter
Goldschmidt, Richard
Gordon, Melvin
Gorfinkle, Elaine
GORFINKLE, LAWRENCE
Gould Investors, L.P.
GREEN, BERNARD
Green, Barbara
GREENBAUM, DAVID R.
Greif, Goldie
Gutenberg, Bernice
H L Silbert trustee U/W of H A Goldman
Hagler, Philip
HAGLER, PHILIP TRUSTEE HAGLER FAMILY TRUST U/A 6/98
Harteveldt, Robert L.
Hassler, Jane
Hauser, Rita F.
Hirsch, Phillip J.
Hirsch, Judith
Hrusha, Alan
Hutner, Anne Trust F/B/O
Hutner, Estate of Irwin
INS Realty Associates
Fierstein Co.
Jaffe, Elizabeth
Jones, Hazel
Kaufman, Robert M.
Klein, Robin
KNATTEN INC.
Knight, Laureine
Komaroff, Stanley
Kosloff, Andrea
Kosloff, Andrea UGMA for Adam Kosloff
Kosloff, Andrea UGMA for Justin Kosloff
Koven, Irving
Koven, Corey
Koven, Esther
Kowal, Myron as Custodian for Andrew Kowal
Kramer, Irwin H & Terry Allen JTWROS
Kramer, Irwin H & Terry Allen tt for the Terry
Allen Kramer Trust
Kramer, Saul
KUHN, JAMES D.
Kuhn, Leo
Kurshan, Herbert
Langenmyer Co.
Lauder, Leonard
Lauder, Ronald
Leff, Joseph
Leff, Valerie
Lefkowitz, Howard
LeRoy Partners
Liroff, Harriett
Liroff, Richard
Loewengart, Irene
Lovitz, David
M. WESTPORT ASSOCIATES
M-L Three
Maayan Partners
Magid, Eleanore
Mahoney, David J.
Mank, Edward H.
Marvin, Morton
Marvin, Suzanne
Maynard, Jean
Mazer, David
Mazer, Richard
McKee, William S.
Meister, Robert A.
MENDIK, BERNARD
Mendik, Susan
Mendik, Susan Trust u/w/o Jean A. Batkin
L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein
Mil Equities
Myers Group III, Inc.
Myers Group IV, Inc.
Myers, Israel
Nevas, Alan
Nevas, Leo
Nicardo Corporation
Novick, Lawrence
OESTREICH, DAVID A.
OESTREICH, JOAN E.
OESTREICH, SOPHY
Oppenheimer, Martin J.
Oppenheimer, Suzanne
Oshatz, Michael P.

Phillips, Family Trust UWO Edith
 Phillips, Jonathan
 Phillips, Lynn
 Phillips, Estate of John D.
 Plum Partners L.P.
 Prentice Revocable Trust, 12/12/75
 RCAY S.A.
 Reichler, Richard
 Reingold, Suzy
 Roberts, H. Richard

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Value of Series D-3	Percentage of Series D-3	Series D-4 Preferred Units	Value of Series D-4	Percentage of Series D-4	Series E-1 Preferred Units
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Goldschmidt, Beatrice
 GOLDSCHMIDT, CHARLES
 Goldschmidt, Edward
 Goldschmidt, C. Trust U/A/D 7/11/90
 GOLDSCHMIDT, LAWRENCE
 Goldschmidt, Peter
 Goldschmidt, Richard
 Gordon, Melvin
 Gorfinkle, Elaine
 GORFINKLE, LAWRENCE
 Gould Investors, L.P.
 GREEN, BERNARD
 Green, Barbara
 GREENBAUM, DAVID R.
 Greif, Goldie
 Gutenberg, Bernice
 H L Silbert trustee U/W of H A Goldman
 Hagler, Philip
 HAGLER, PHILIP TRUSTEE HAGLER FAMILY TRUST U/A 6/98
 Hartevelde, Robert L.
 Hassler, Jane
 Hauser, Rita F.
 Hirsch, Phillip J.
 Hirsch, Judith
 Hrusha, Alan
 Hutner, Anne Trust F/B/O
 Hutner, Estate of Irwin
 INS Realty Associates
 Fierstein Co.
 Jaffe, Elizabeth
 Jones, Hazel
 Kaufman, Robert M.
 Klein, Robin
 KNATTEN INC.
 Knight, Laureine
 Komaroff, Stanley
 Kosloff, Andrea
 Kosloff, Andrea UGMA for Adam Kosloff
 Kosloff, Andrea UGMA for Justin Kosloff
 Koven, Irving
 Koven, Corey
 Koven, Esther
 Kowal, Myron as Custodian for Andrew Kowal
 Kramer, Irwin H & Terry Allen JTWR0S
 Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust
 Kramer, Saul
 KUHN, JAMES D.
 Kuhn, Leo
 Kurshan, Herbert
 Langenmyer Co.
 Lauder, Leonard
 Lauder, Ronald
 Leff, Joseph
 Leff, Valerie
 Lefkowitz, Howard
 LeRoy Partners
 Liroff, Harriett
 Liroff, Richard
 Loewengart, Irene
 Lovitz, David
 M. WESTPORT ASSOCIATES
 M-L Three
 Maayan Partners
 Magid, Eleanore
 Mahoney, David J.
 Mank, Edward H.
 Marvin, Morton

Marvin, Suzanne
 Maynard, Jean
 Mazer, David
 Mazer, Richard
 McKee, William S.
 Meister, Robert A.
 MENDIK, BERNARD
 Mendik, Susan
 Mendik, Susan Trust u/w/o Jean A. Batkin
 L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein
 Mil Equities
 Myers Group III, Inc.
 Myers Group IV, Inc.
 Myers, Israel
 Nevas, Alan
 Nevas, Leo
 Nicardo Corporation
 Novick, Lawrence
 OESTREICH, DAVID A.
 OESTREICH, JOAN E.
 OESTREICH, SOPHY
 Oppenheimer, Martin J.
 Oppenheimer, Suzanne
 Oshatz, Michael P.
 Phillips, Family Trust UWO Edith
 Phillips, Jonathan
 Phillips, Lynn
 Phillips, Estate of John D.
 Plum Partners L.P.
 Prentice Revocable Trust, 12/12/75
 RCAY S.A.
 Reichler, Richard
 Reingold, Suzy
 Roberts, H. Richard

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Value of Series E-1	Percentage of Series E-1
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Goldschmidt, Beatrice
 GOLDSCHMIDT, CHARLES
 Goldschmidt, Edward
 Goldschmidt, C. Trust U/A/D 7/11/90
 GOLDSCHMIDT, LAWRENCE
 Goldschmidt, Peter
 Goldschmidt, Richard
 Gordon, Melvin
 Gorfinkle, Elaine
 GORFINKLE, LAWRENCE
 Gould Investors, L.P.
 GREEN, BERNARD
 Green, Barbara
 GREENBAUM, DAVID R.
 Greif, Goldie
 Gutenberg, Bernice
 H L Silbert trustee U/W of H A Goldman
 Hagler, Philip
 HAGLER, PHILIP TRUSTEE HAGLER FAMILY TRUST U/A 6/98
 Harteveltdt, Robert L.
 Hassler, Jane
 Hauser, Rita F.
 Hirsch, Phillip J.
 Hirsch, Judith
 Hrusha, Alan
 Hutner, Anne Trust F/B/O
 Hutner, Estate of Irwin
 INS Realty Associates
 Fierstein Co.
 Jaffe, Elizabeth
 Jones, Hazel
 Kaufman, Robert M.
 Klein, Robin
 KNATTEN INC.
 Knight, Laureine
 Komaroff, Stanley
 Kosloff, Andrea
 Kosloff, Andrea UGMA for Adam Kosloff
 Kosloff, Andrea UGMA for Justin Kosloff
 Koven, Irving
 Koven, Corey
 Koven, Esther
 Kowal, Myron as Custodian for Andrew Kowal

Kramer, Irwin H & Terry Allen JTWROS
 Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust
 Kramer, Saul
 KUHN, JAMES D.
 Kuhn, Leo
 Kurshan, Herbert
 Langenmyer Co.
 Lauder, Leonard
 Lauder, Ronald
 Leff, Joseph
 Leff, Valerie
 Lefkowitz, Howard
 LeRoy Partners
 Liroff, Harriett
 Liroff, Richard
 Loewengart, Irene
 Lovitz, David
 M. WESTPORT ASSOCIATES
 M-L Three
 Maayan Partners
 Magid, Eleanore
 Mahoney, David J.
 Mank, Edward H.
 Marvin, Morton
 Marvin, Suzanne
 Maynard, Jean
 Mazer, David
 Mazer, Richard
 McKee, William S.
 Meister, Robert A.
 MENDIK, BERNARD
 Mendik, Susan
 Mendik, Susan Trust u/w/o Jean A. Batkin
 L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein
 Mil Equities
 Myers Group III, Inc.
 Myers Group IV, Inc.
 Myers, Israel
 Nevas, Alan
 Nevas, Leo
 Nicardo Corporation
 Novick, Lawrence
 OESTREICH, DAVID A.
 OESTREICH, JOAN E.
 OESTREICH, SOPHY
 Oppenheimer, Martin J.
 Oppenheimer, Suzanne
 Oshatz, Michael P.
 Phillips, Family Trust UWO Edith
 Phillips, Jonathan
 Phillips, Lynn
 Phillips, Estate of John D.
 Plum Partners L.P.
 Prentice Revocable Trust, 12/12/75
 RCAY S.A.
 Reichler, Richard
 Reingold, Suzy
 Roberts, H. Richard

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Common Units				

	A	C	D	E

Goldschmidt, Beatrice			22,045	
GOLDSCHMIDT, CHARLES		21	10,752	
Goldschmidt, Edward			12,842	
Goldschmidt, C. Trust U/A/D 7/11/90			0	
GOLDSCHMIDT, LAWRENCE		21	92,454	
Goldschmidt, Peter			2,796	
Goldschmidt, Richard			2,796	
Gordon, Melvin	440			
Gorfinkle, Alaine			664	
GORFINKLE, LAWRENCE		21	3,830	
Gould Investors, L.P.	458,964			
GREEN, BERNARD			8,548	
Green, Barbara			8,546	
GREENBAUM, DAVID R.	0			
Greif, Goldie			6,724	
Gutenberg, Bernice			688	
H L Silbert trustee U/W of H A Goldman			19,976	
Hagler, Philip			0	

HAGLER, PHILIP TRUSTEE HAGLER FAMILY TRUST U/A 6/98		77	14,631	
Harteveldt, Robert L.			5,128	
Hassler, Jane			2,797	
Hauser, Rita F.	1,760			
Hirsch, Phillip J.			338	
Hirsch, Judith			338	
Hrusha, Alan			1,844	
Hutner, Anne Trust F/B/O			15,944	
Hutner, Estate of Irwin			0	
INS Realty Associates			0	
Fierstein Co.			28,415	
Jaffe, Elizabeth			76	
Jones, Hazel			2,496	
Kaufman, Robert M.			338	
Klein, Robin			3,364	
KNATTEN INC.			248,682	
Knight, Laureine		10,242		
Komaroff, Stanley			576	
Kosloff, Andrea			78	
Kosloff, Andrea UGMA for Adam Kosloff			2,116	
Kosloff, Andrea UGMA for Justin Kosloff			2,116	
Koven, Irving			0	
Koven, Corey			2,791	
Koven, Esther			14,400	
Kowal, Myron as Custodian for Andrew Kowal			0	
Kramer, Irwin H & Terry Allen JTWR0S	1,760			
Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust	1,760			
Kramer, Saul			652	
KUHN, JAMES D.	2,054	151,217		
Kuhn, Leo			902	
Kurshan, Herbert			2,496	
Langenmyer Co.	880			
Lauder, Leonard			4,660	
Lauder, Ronald			4,660	
Leff, Joseph			3,364	
Leff, Valerie			3,364	
Lefkowitz, Howard			414	
LeRoy Partners			0	
Liroff, Harriett			12,166	
Liroff, Richard			1,532	
Loewengart, Irene			1,664	
Lovitz, David			2,244	
M. WESTPORT ASSOCIATES		1,365		
M-L Three	1,760			
Maayan Partners			9,616	
Magid, Eleanore			2,326	
Mahoney, David J.	1,760			
Mank, Edward H.	1,760			
Marvin, Morton			914	
Marvin, Suzanne			76	
Maynard, Jean			2,304	
Mazer, David			6,724	
Mazer, Richard			6,724	
McKee, William S.	264			
Meister, Robert A.	880			
MENDIK, BERNARD	0			
Mendik, Susan		976	930	
Mendik, Susan Trust u/w/o Jean A. Batkin	58		4,474	
L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein			10,256	
Mil Equities			6,667	
Myers Group III, Inc.	17,641			
Myers Group IV, Inc.	126,979			
Myers, Israel	880			
Nevas, Alan		1,636		
Nevas, Leo		3,271		
Nicardo Corporation				0
Novick, Lawrence			154	
OESTREICH, DAVID A.		43	38,808	
OESTREICH, JOAN E.		43	38,802	
OESTREICH, SOPHY			0	
Oppenheimer, Martin J.			338	
Oppenheimer, Suzanne			338	
Oshatz, Michael P.			0	
Phillips, Family Trust UWO Edith			0	
Phillips, Jonathan			3,364	
Phillips, Lynn			3,364	
Phillips, Estate of John D.			0	
Plum Partners L.P.			0	
Prentice Revocable Trust, 12/12/75			2,601	
RCA Y S.A.				0
Reichler, Richard			5,400	
Reingold, Suzy	224		4,888	
Roberts, H. Richard			39,426	

	Total Common Units	Value Common Units	Percentage Common Units
Goldschmidt, Beatrice	22,045	\$724,840	0.0236%
GOLDSCHMIDT, CHARLES	10,773	\$354,216	0.0115%
Goldschmidt, Edward	12,842	\$422,245	0.0137%
Goldschmidt, C. Trust U/A/D 7/11/90	0	\$0	0.0000%
GOLDSCHMIDT, LAWRENCE	92,475	\$3,040,578	0.0990%
Goldschmidt, Peter	2,796	\$91,932	0.0030%
Goldschmidt, Richard	2,796	\$91,932	0.0030%
Gordon, Melvin	440	\$14,467	0.0005%
Gorfinkle, Alaine	664	\$21,832	0.0007%
GORFINKLE, LAWRENCE	3,851	\$126,621	0.0041%
Gould Investors, L.P.	458,964	\$15,090,736	0.4911%
GREEN, BERNARD	8,548	\$281,058	0.0091%
Green, Barbara	8,546	\$280,992	0.0091%
GREENBAUM, DAVID R.	0	\$0	0.0000%
Greif, Goldie	6,724	\$221,085	0.0072%
Gutenberg, Bernice	688	\$22,621	0.0007%
H L Silbert trustee U/W of H A Goldman	19,976	\$656,811	0.0214%
Hagler, Philip	0	\$0	0.0000%
HAGLER, PHILIP TRUSTEE HAGLER FAMILY TRUST U/A 6/98	14,708	\$483,599	0.0157%
Hartevelde, Robert L.	5,128	\$168,609	0.0055%
Hassler, Jane	2,797	\$91,965	0.0030%
Hauser, Rita F.	1,760	\$57,869	0.0019%
Hirsch, Phillip J.	338	\$11,113	0.0004%
Hirsch, Judith	338	\$11,113	0.0004%
Hrusha, Alan	1,844	\$60,631	0.0020%
Hutner, Anne Trust F/B/O	15,944	\$524,239	0.0171%
Hutner, Estate of Irwin	0	\$0	0.0000%
INS Realty Associates	0	\$0	0.0000%
Fierstein Co.	28,415	\$934,285	0.0304%
Jaffe, Elizabeth	76	\$2,499	0.0001%
Jones, Hazel	2,496	\$82,068	0.0027%
Kaufman, Robert M.	338	\$11,113	0.0004%
Klein, Robin	3,364	\$110,608	0.0036%
KNATTEN INC.	248,682	\$8,176,664	0.2661%
Knight, Laureine	10,242	\$336,757	0.0110%
Komaroff, Stanley	576	\$18,939	0.0006%
Kosloff, Andrea	78	\$2,565	0.0001%
Kosloff, Andrea UGMA for Adam Kosloff	2,116	\$69,574	0.0023%
Kosloff, Andrea UGMA for Justin Kosloff	2,116	\$69,574	0.0023%
Koven, Irving	0	\$0	0.0000%
Koven, Corey	2,791	\$91,768	0.0030%
Koven, Esther	14,400	\$473,472	0.0154%
Kowal, Myron as Custodian for Andrew Kowal	0	\$0	0.0000%
Kramer, Irwin H & Terry Allen JTWR0S	1,760	\$57,869	0.0019%
Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust	1,760	\$57,869	0.0019%
Kramer, Saul	652	\$21,438	0.0007%
KUHN, JAMES D.	153,271	\$5,039,550	0.1640%
Kuhn, Leo	902	\$29,658	0.0010%
Kurshan, Herbert	2,496	\$82,068	0.0027%
Langenmyer Co.	880	\$28,934	0.0009%
Lauder, Leonard	4,660	\$153,221	0.0050%
Lauder, Ronald	4,660	\$153,221	0.0050%
Leff, Joseph	3,364	\$110,608	0.0036%
Leff, Valerie	3,364	\$110,608	0.0036%
Lefkowitz, Howard	414	\$13,612	0.0004%
LeRoy Partners	0	\$0	0.0000%
Liroff, Harriett	12,166	\$400,018	0.0130%
Liroff, Richard	1,532	\$50,372	0.0016%
Loewengart, Irene	1,664	\$54,712	0.0018%
Lovitz, David	2,244	\$73,783	0.0024%
M. WESTPORT ASSOCIATES	1,365	\$44,881	0.0015%
M-L Three	1,760	\$57,869	0.0019%
Maayan Partners	9,616	\$316,174	0.0103%
Magid, Eleanore	2,326	\$76,479	0.0025%
Mahoney, David J.	1,760	\$57,869	0.0019%
Mank, Edward H.	1,760	\$57,869	0.0019%
Marvin, Morton	914	\$30,052	0.0010%
Marvin, Suzanne	76	\$2,499	0.0001%
Maynard, Jean	2,304	\$75,756	0.0025%
Mazer, David	6,724	\$221,085	0.0072%
Mazer, Richard	6,724	\$221,085	0.0072%
McKee, William S.	264	\$8,680	0.0003%
Meister, Robert A.	880	\$28,934	0.0009%
MENDIK, BERNARD	0	\$0	0.0000%
Mendik, Susan	1,906	\$62,669	0.0020%
Mendik, Susan Trust u/w/o Jean A. Batkin	4,532	\$149,012	0.0048%
L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein	10,256	\$337,217	0.0110%
Mil Equities	6,667	\$219,211	0.0071%
Myers Group III, Inc.	17,641	\$580,036	0.0189%
Myers Group IV, Inc.	126,979	\$4,175,070	0.1359%
Myers, Israel	880	\$28,934	0.0009%
Nevas, Alan	1,636	\$53,792	0.0018%
Nevas, Leo	3,271	\$107,550	0.0035%

Nicardo Corporation	0	\$0	0.0000%
Novick, Lawrence	154	\$5,064	0.0002%
OESTREICH, DAVID A.	38,851	\$1,277,421	0.0416%
OESTREICH, JOAN E.	38,845	\$1,277,224	0.0416%
OESTREICH, SOPHY	0	\$0	0.0000%
Oppenheimer, Martin J.	338	\$11,113	0.0004%
Oppenheimer, Suzanne	338	\$11,113	0.0004%
Oshatz, Michael P.	0	\$0	0.0000%
Phillips, Family Trust UWO Edith	0	\$0	0.0000%
Phillips, Jonathan	3,364	\$110,608	0.0036%
Phillips, Lynn	3,364	\$110,608	0.0036%
Phillips, Estate of John D.	0	\$0	0.0000%
Plum Partners L.P.	0	\$0	0.0000%
Prentice Revocable Trust, 12/12/75	2,601	\$85,521	0.0028%
RCAV S.A.	0	\$0	0.0000%
Reichler, Richard	5,400	\$177,552	0.0058%
Reingold, Suzy	5,112	\$168,083	0.0055%
Roberts, H. Richard	39,426	\$1,296,327	0.0422%

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	Total Units	Total Value	Percentage Interest
Goldschmidt, Beatrice	22,045	\$724,840	0.0164%
GOLDSCHMIDT, CHARLES	10,773	\$354,216	0.0080%
Goldschmidt, Edward	12,842	\$422,245	0.0096%
Goldschmidt, C. Trust U/A/D 7/11/90	0	\$0	0.0000%
GOLDSCHMIDT, LAWRENCE	92,475	\$3,040,578	0.0689%
Goldschmidt, Peter	2,796	\$91,932	0.0021%
Goldschmidt, Richard	2,796	\$91,932	0.0021%
Gordon, Melvin	440	\$14,467	0.0003%
Gorfinkle, Alaine	664	\$21,832	0.0005%
GORFINKLE, LAWRENCE	3,851	\$126,621	0.0029%
Gould Investors, L.P.	458,964	\$15,090,736	0.3421%
GREEN, BERNARD	8,548	\$281,058	0.0064%
Green, Barbara	8,546	\$280,992	0.0064%
GREENBAUM, DAVID R.	0	\$0	0.0000%
Greif, Goldie	6,724	\$221,085	0.0050%
Gutenberg, Bernice	688	\$22,621	0.0005%
H L Silbert trustee U/W of H A Goldman	19,976	\$656,811	0.0149%
Hagler, Philip	0	\$0	0.0000%
HAGLER, PHILIP TRUSTEE HAGLER FAMILY TRUST U/A 6/98	14,708	\$483,599	0.0110%
Harteveldt, Robert L.	5,128	\$168,609	0.0038%
Hassler, Jane	2,797	\$91,965	0.0021%
Hauser, Rita F.	1,760	\$57,869	0.0013%
Hirsch, Phillip J.	338	\$11,113	0.0003%
Hirsch, Judith	338	\$11,113	0.0003%
Hrusha, Alan	1,844	\$60,631	0.0014%
Hutner, Anne Trust F/B/O	15,944	\$524,239	0.0119%
Hutner, Estate of Irwin	0	\$0	0.0000%
INS Realty Associates	0	\$0	0.0000%
Fierstein Co.	28,415	\$934,285	0.0212%
Jaffe, Elizabeth	76	\$2,499	0.0001%
Jones, Hazel	2,496	\$82,068	0.0019%
Kaufman, Robert M.	338	\$11,113	0.0003%
Klein, Robin	3,364	\$110,608	0.0025%
KNATTEN INC.	248,682	\$8,176,664	0.1853%
Knight, Laureine	10,242	\$336,757	0.0076%
Komaroff, Stanley	576	\$18,939	0.0004%
Kosloff, Andrea	78	\$2,565	0.0001%
Kosloff, Andrea UGMA for Adam Kosloff	2,116	\$69,574	0.0016%
Kosloff, Andrea UGMA for Justin Kosloff	2,116	\$69,574	0.0016%
Koven, Irving	0	\$0	0.0000%
Koven, Corey	2,791	\$91,768	0.0021%
Koven, Esther	14,400	\$473,472	0.0107%
Kowal, Myron as Custodian for Andrew Kowal	0	\$0	0.0000%
Kramer, Irwin H & Terry Allen JTWR0S	1,760	\$57,869	0.0013%
Kramer, Irwin H & Terry Allen tt for the Terry Allen Kramer Trust	1,760	\$57,869	0.0013%
Kramer, Saul	652	\$21,438	0.0005%
KUHN, JAMES D.	153,271	\$5,039,550	0.1142%
Kuhn, Leo	902	\$29,658	0.0007%
Kurshan, Herbert	2,496	\$82,068	0.0019%
Langenmyer Co.	880	\$28,934	0.0007%
Lauder, Leonard	4,660	\$153,221	0.0035%
Lauder, Ronald	4,660	\$153,221	0.0035%
Leff, Joseph	3,364	\$110,608	0.0025%
Leff, Valerie	3,364	\$110,608	0.0025%
Lefkowitz, Howard	414	\$13,612	0.0003%
LeRoy Partners	0	\$0	0.0000%
Liroff, Harriett	12,166	\$400,018	0.0091%
Liroff, Richard	1,532	\$50,372	0.0011%
Loewengart, Irene	1,664	\$54,712	0.0012%
Lovitz, David	2,244	\$73,783	0.0017%
M. WESTPORT ASSOCIATES	1,365	\$44,881	0.0010%

M-L Three	1,760	\$57,869	0.0013%
Maayan Partners	9,616	\$316,174	0.0072%
Magid, Eleanor	2,326	\$76,479	0.0017%
Mahoney, David J.	1,760	\$57,869	0.0013%
Mank, Edward H.	1,760	\$57,869	0.0013%
Marvin, Morton	914	\$30,052	0.0007%
Marvin, Suzanne	76	\$2,499	0.0001%
Maynard, Jean	2,304	\$75,756	0.0017%
Mazer, David	6,724	\$221,085	0.0050%
Mazer, Richard	6,724	\$221,085	0.0050%
McKee, William S.	264	\$8,680	0.0002%
Meister, Robert A.	880	\$28,934	0.0007%
MENDIK, BERNARD	0	\$0	0.0000%
Mendik, Susan	1,906	\$62,669	0.0014%
Mendik, Susan Trust u/w/o Jean A. Batkin	4,532	\$149,012	0.0034%
L.C. Migdal & Ellin Kalmus, Trustees of Murray Silberstein	10,256	\$337,217	0.0076%
Mil Equities	6,667	\$219,211	0.0050%
Myers Group III, Inc.	17,641	\$580,036	0.0131%
Myers Group IV, Inc.	126,979	\$4,175,070	0.0946%
Myers, Israel	880	\$28,934	0.0007%
Nevas, Alan	1,636	\$53,792	0.0012%
Nevas, Leo	3,271	\$107,550	0.0024%
Nicardo Corporation	0	\$0	0.0000%
Novick, Lawrence	154	\$5,064	0.0001%
OESTREICH, DAVID A.	38,851	\$1,277,421	0.0290%
OESTREICH, JOAN E.	38,845	\$1,277,224	0.0290%
OESTREICH, SOPHY	0	\$0	0.0000%
Oppenheimer, Martin J.	338	\$11,113	0.0003%
Oppenheimer, Suzanne	338	\$11,113	0.0003%
Oshatz, Michael P.	0	\$0	0.0000%
Phillips, Family Trust UWO Edith	0	\$0	0.0000%
Phillips, Jonathan	3,364	\$110,608	0.0025%
Phillips, Lynn	3,364	\$110,608	0.0025%
Phillips, Estate of John D.	0	\$0	0.0000%
Plum Partners L.P.	0	\$0	0.0000%
Prentice Revocable Trust, 12/12/75	2,601	\$85,521	0.0019%
RCAV S.A.	0	\$0	0.0000%
Reichler, Richard	5,400	\$177,552	0.0040%
Reingold, Suzy	5,112	\$168,083	0.0038%
Roberts, H. Richard	39,426	\$1,296,327	0.0294%

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	Series D-2 Preferred Units	Value of Series D-2	Percentage of Series D-2
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Roche, Sara
 Rolfe, Ronald
 Root, Leon
 Rosenberg, Ilse
 Rosenheim, Edna Revocable Living Trust
 Rosenzweig, Abraham
 Rubashkin, Martin
 Rubin, Murray M.
 Sahid, Joseph
 Saunders, Paul
 Saul, Andrew
 Schacht, Ronald
 Schwartz, Samuel Trust UWO Barbara Schwartz
 Schwartz, Samuel Trust FBO UWO Ellis Schwartz
 Schwartz,Carolynn Trust FBO UWO Barbara Schwartz
 Schwartz,Carolynn Trust FBO UWO Ellis Schwartz
 Shapiro, Howard
 Shapiro, Howard A.
 Shapiro, Robert I.
 Shasha, Alfred
 Shasha, Alfred A. & Hanina
 Shasha, Alfred & Hanina Trustees UTA 6/8/94
 Shasha, Robert Y.
 Shasha-Kupchick, Leslie
 Sheridan Family Partners, L.P.
 Shine, William
 Shuman, Stanley S.
 Silberstein, John J.
 Silbert, Harvey I.
 Silbert, Harvey I., Trustee u/w Harry A. Goldman
 Simons, Robert
 Simons, Robert - Estate of
 Sims, David
 Skoker, Saul
 Slaner, Estate of Alfred P.
 Steiner, Phillip Harry
 Steiner, Richard Harris
 Strauss, Melville
 Sussman, Walter

Tannenbaum, Bernard
Tannenbaum, Bernice
Tartikoff Living Trust
Tessler, Allan R.
Winik, Trust U/W/O Carolyn
Watt, Emily
Wang, Kevin
Weissman, Sheila
WESTGOMA ASSOCIATES
Wexler, Monte
Wexner, Leslie H.
Williams, John
WSNH Partners
Zecap Associates

TOTAL 549,336 \$27,466,800 100.00%

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Series D-3 Preferred Units Value of Series D-3 Percentage of Series D-3

Roche, Sara
Rolfe, Ronald
Root, Leon
Rosenberg, Ilse
Rosenheim, Edna Revocable Living Trust
Rosenzweig, Abraham
Rubashkin, Martin
Rubin, Murray M.
Sahid, Joseph
Saunders, Paul
Saul, Andrew
Schacht, Ronald
Schwartz, Samuel Trust UWO Barbara Schwartz
Schwartz, Samuel Trust FBO UWO Ellis Schwartz
Schwartz, Carolynn Trust FBO UWO Barbara Schwartz
Schwartz, Carolynn Trust FBO UWO Ellis Schwartz
Shapiro, Howard
Shapiro, Howard A.
Shapiro, Robert I.
Shasha, Alfred
Shasha, Alfred A. & Hanina
Shasha, Alfred & Hanina Trustees UTA 6/8/94
Shasha, Robert Y.
Shasha-Kupchick, Leslie
Sheridan Family Partners, L.P.
Shine, William
Shuman, Stanley S.
Silberstein, John J.
Silbert, Harvey I.
Silbert, Harvey I., Trustee u/w Harry A. Goldman
Simons, Robert
Simons, Robert - Estate of
Sims, David
Skoker, Saul
Slaner, Estate of Alfred P.
Steiner, Phillip Harry
Steiner, Richard Harris
Strauss, Melville
Sussman, Walter
Tannenbaum, Bernard
Tannenbaum, Bernice
Tartikoff Living Trust
Tessler, Allan R.
Winik, Trust U/W/O Carolyn
Watt, Emily
Wang, Kevin
Weissman, Sheila
WESTGOMA ASSOCIATES
Wexler, Monte
Wexner, Leslie H.
Williams, John
WSNH Partners
Zecap Associates

TOTAL \$8,000,000 200,000,000 100.00%

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	Series D-4 Preferred Units	Value of Series D-4	Percentage of Series D-4
Roche, Sara			
Rolfe, Ronald			
Root, Leon			
Rosenberg, Ilse			
Rosenheim, Edna Revocable Living Trust			
Rosenzweig, Abraham			
Rubashkin, Martin			
Rubin, Murray M.			
Sahid, Joseph			
Saunders, Paul			
Saul, Andrew			
Schacht, Ronald			
Schwartz, Samuel Trust UWO Barbara Schwartz			
Schwartz, Samuel Trust FBO UWO Ellis Schwartz			
Schwartz,Carolynn Trust FBO UWO Barbara Schwartz			
Schwartz,Carolynn Trust FBO UWO Ellis Schwartz			
Shapiro, Howard			
Shapiro, Howard A.			
Shapiro, Robert I.			
Shasha, Alfred			
Shasha, Alfred A. & Hanina			
Shasha, Alfred & Hanina Trustees UTA 6/8/94			
Shasha, Robert Y.			
Shasha-Kupchick, Leslie			
Sheridan Family Partners, L.P.			
Shine, William			
Shuman, Stanley S.			
Silberstein, John J.			
Silbert, Harvey I.			
Silbert, Harvey I., Trustee u/w Harry A. Goldman			
Simons, Robert			
Simons, Robert - Estate of			
Sims, David			
Skoker, Saul			
Slaner, Estate of Alfred P.			
Steiner, Phillip Harry			
Steiner, Richard Harris			
Strauss, Melville			
Sussman, Walter			
Tannenbaum, Bernard			
Tannenbaum, Bernice			
Tartikoff Living Trust			
Tessler, Allan R.			
Winik, Trust U/W/O Carolyn			
Watt, Emily			
Wang, Kevin			
Weissman, Sheila			
WESTGOMA ASSOCIATES			
Wexler, Monte			
Wexner, Leslie H.			
Williams, John			
WSNH Partners			
Zecap Associates			
TOTAL	5,000,000	\$125,000,000	100.00%

	Series E-1 Preferred Units	Value of Series E-1	Percentage of Series E-1
Roche, Sara			
Rolfe, Ronald			
Root, Leon			
Rosenberg, Ilse			
Rosenheim, Edna Revocable Living Trust			
Rosenzweig, Abraham			
Rubashkin, Martin			
Rubin, Murray M.			
Sahid, Joseph			
Saunders, Paul			
Saul, Andrew			
Schacht, Ronald			
Schwartz, Samuel Trust UWO Barbara Schwartz			
Schwartz, Samuel Trust FBO UWO Ellis Schwartz			

Schwartz,Carolynn Trust FBO UWO Barbara Schwartz
 Schwartz,Carolynn Trust FBO UWO Ellis Schwartz
 Shapiro,Howard
 Shapiro,Howard A.
 Shapiro,Robert I.
 Shasha,Alfred
 Shasha,Alfred A. & Hanina
 Shasha,Alfred & Hanina Trustees UTA 6/8/94
 Shasha,Robert Y.
 Shasha-Kupchick,Leslie
 Sheridan Family Partners,L.P.
 Shine,William
 Shuman,Stanley S.
 Silberstein,John J.
 Silbert,Harvey I.
 Silbert,Harvey I., Trustee u/w Harry A. Goldman
 Simons,Robert
 Simons,Robert - Estate of
 Sims,David
 Skoker,Saul
 Slaner,Estate of Alfred P.
 Steiner,Phillip Harry
 Steiner,Richard Harris
 Strauss,Melville
 Sussman,Walter
 Tannenbaum,Bernard
 Tannenbaum,Bernice
 Tartikoff Living Trust
 Tessler,Allan R.
 Winik,Trust U/W/O Carolyn
 Watt,Emily
 Wang,Kevin
 Weissman,Sheila
 WESTGOMA ASSOCIATES
 Wexler,Monte
 Wexner,Leslie H.
 Williams,John
 WSNH Partners
 Zecap Associates

 TOTAL 4,998,000 249,900,000 100.00%

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 Common Units

 A C D E

Roche, Sara			3,364	
Rolfe, Ronald			1,844	
Root, Leon	440			
Rosenberg, Ilse			576	
Rosenheim, Edna Revocable Living Trust			1,124	
Rosenzveig, Abraham			3,744	
Rubashkin, Martin			460	
Rubin, Murray M.			3,364	
Sahid, Joseph			1,844	
Saunders, Paul			1,844	
Saul, Andrew			20,196	
Schacht, Ronald			988	
Schwartz, Samuel Trust UWO Barbara Schwartz			4,278	
Schwartz, Samuel Trust FBO UWO Ellis Schwartz			256	
Schwartz,Carolynn Trust FBO UWO Barbara Schwartz			4,278	
Schwartz,Carolynn Trust FBO UWO Ellis Schwartz			256	
Shapiro,Howard			932	
Shapiro,Howard A.			0	
Shapiro,Robert I.			3,364	
Shasha,Alfred			5,770	
Shasha,Alfred A. & Hanina			7,484	
Shasha,Alfred & Hanina Trustees UTA 6/8/94			13,676	
Shasha,Robert Y.			1,710	
Shasha-Kupchick,Leslie			3,418	
Sheridan Family Partners,L.P.			15,944	
Shine,William			2,766	
Shuman,Stanley S.	1,760			
Silberstein,John J.		75,140		
Silbert,Harvey I.			57,409	
Silbert,Harvey I., Trustee u/w Harry A. Goldman			18,716	
Simons,Robert			0	
Simons,Robert - Estate of			3,364	
Sims,David		52,938		
Skoker,Saul	880			

Slaner, Estate of Alfred P.				0
Steiner, Phillip Harry				1,124
Steiner, Richard Harris				1,124
Strauss, Melville	880			
Sussman, Walter				930
Tannenbaum, Bernard				912
Tannenbaum, Bernice				76
Tartikoff Living Trust				3,364
Tessler, Allan R.	880			
Winik, Trust U/W/O Carolyn				3,364
Watt, Emily				1,332
Wang, Kevin		72,458		
Weissman, Sheila				664
WESTGOMA ASSOCIATES		0		
Wexler, Monte	176			
Wexner, Leslie H.	10,563			
Williams, John				2,244
WSNH Partners	2,641			
Zecap Associates				106,683

TOTAL	88,661,032	3,533,696	1,256,908	0

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	Total Common Units	Value Common Units	Percentage Common Units
Roche, Sara	3,364	\$110,608	0.0036%
Rolfe, Ronald	1,844	\$60,631	0.0020%
Root, Leon	440	\$14,467	0.0005%
Rosenberg, Ilse	576	\$18,939	0.0006%
Rosenheim, Edna Revocable Living Trust	1,124	\$36,957	0.0012%
Rosenzveig, Abraham	3,744	\$123,103	0.0040%
Rubashkin, Martin	460	\$15,125	0.0005%
Rubin, Murray M.	3,364	\$110,608	0.0036%
Sahid, Joseph	1,844	\$60,631	0.0020%
Saunders, Paul	1,844	\$60,631	0.0020%
Saul, Andrew	20,196	\$664,044	0.0216%
Schacht, Ronald	988	\$32,485	0.0011%
Schwartz, Samuel Trust UWO Barbara Schwartz	4,278	\$140,661	0.0046%
Schwartz, Samuel Trust FBO UWO Ellis Schwartz	256	\$8,417	0.0003%
Schwartz, Carolynn Trust FBO UWO Barbara Schwartz	4,278	\$140,661	0.0046%
Schwartz, Carolynn Trust FBO UWO Ellis Schwartz	256	\$8,417	0.0003%
Shapiro, Howard	932	\$30,644	0.0010%
Shapiro, Howard A.	0	\$0	0.0000%
Shapiro, Robert I.	3,364	\$110,608	0.0036%
Shasha, Alfred	5,770	\$189,718	0.0062%
Shasha, Alfred A. & Hanina	7,484	\$246,074	0.0080%
Shasha, Alfred & Hanina Trustees UTA 6/8/94	13,676	\$449,667	0.0146%
Shasha, Robert Y.	1,710	\$56,225	0.0018%
Shasha-Kupchick, Leslie	3,418	\$112,384	0.0037%
Sheridan Family Partners, L.P.	15,944	\$524,239	0.0171%
Shine, William	2,766	\$90,946	0.0030%
Shuman, Stanley S.	1,760	\$57,869	0.0019%
Silberstein, John J.	75,140	\$2,470,603	0.0804%
Silbert, Harvey I.	57,409	\$1,887,608	0.0614%
Silbert, Harvey I., Trustee u/w Harry A. Goldman	18,716	\$47,383,515	0.0200%
Simons, Robert	0	\$0	0.0000%
Simons, Robert - Estate of	3,364	\$110,608	0.0036%
Sims, David	52,938	\$1,740,601	0.0566%
Skoker, Saul	880	\$28,934	0.0009%
Slaner, Estate of Alfred P.	0	\$0	0.0000%
Steiner, Phillip Harry	1,124	\$36,957	0.0012%
Steiner, Richard Harris	1,124	\$36,957	0.0012%
Strauss, Melville	880	\$28,934	0.0009%
Sussman, Walter	930	\$30,578	0.0010%
Tannenbaum, Bernard	912	\$29,987	0.0010%
Tannenbaum, Bernice	76	\$2,499	0.0001%
Tartikoff Living Trust	3,364	\$110,608	0.0036%
Tessler, Allan R.	880	\$28,934	0.0009%
Winik, Trust U/W/O Carolyn	3,364	\$110,608	0.0036%
Watt, Emily	1,332	\$43,796	0.0014%
Wang, Kevin	72,458	\$2,382,419	0.0775%
Weissman, Sheila	664	\$21,832	0.0007%
WESTGOMA ASSOCIATES	0	\$0	0.0000%
Wexler, Monte	176	\$5,787	0.0002%
Wexner, Leslie H.	10,563	\$347,311	0.0113%
Williams, John	2,244	\$73,783	0.0024%
WSNH Partners	2,641	\$86,836	0.0028%
Zecap Associates	106,683	\$3,507,737	0.1142%

TOTAL	93,451,636	3,119,450,580	100.0000%

	Total Units	Total Value	Percentage Interest
Roche, Sara	3,364	\$110,608	0.0025%
Rolfe, Ronald	1,844	\$60,631	0.0014%
Root, Leon	440	\$14,467	0.0003%
Rosenberg, Ilse	576	\$18,939	0.0004%
Rosenheim, Edna Revocable Living Trust	1,124	\$36,957	0.0008%
Rosenzweig, Abraham	3,744	\$123,103	0.0028%
Rubashkin, Martin	460	\$15,125	0.0003%
Rubin, Murray M.	3,364	\$110,608	0.0025%
Sahid, Joseph	1,844	\$60,631	0.0014%
Saunders, Paul	1,844	\$60,631	0.0014%
Saul, Andrew	20,196	\$664,044	0.0151%
Schacht, Ronald	988	\$32,485	0.0007%
Schwartz, Samuel Trust UWO Barbara Schwartz	4,278	\$140,661	0.0032%
Schwartz, Samuel Trust FBO UWO Ellis Schwartz	256	\$8,417	0.0002%
Schwartz, Carolyn Trust FBO UWO Barbara Schwartz	4,278	\$140,661	0.0032%
Schwartz, Carolyn Trust FBO UWO Ellis Schwartz	256	\$8,417	0.0002%
Shapiro, Howard	932	\$30,644	0.0007%
Shapiro, Howard A.	0	\$0	0.0000%
Shapiro, Robert I.	3,364	\$110,608	0.0025%
Shasha, Alfred	5,770	\$189,718	0.0043%
Shasha, Alfred A. & Hanina	7,484	\$246,074	0.0056%
Shasha, Alfred & Hanina Trustees UTA 6/8/94	13,676	\$449,667	0.0102%
Shasha, Robert Y.	1,710	\$56,225	0.0013%
Shasha-Kupchick, Leslie	3,418	\$112,384	0.0025%
Sheridan Family Partners, L.P.	15,944	\$524,239	0.0119%
Shine, William	2,766	\$90,946	0.0021%
Shuman, Stanley S.	1,760	\$57,869	0.0013%
Silberstein, John J.	75,140	\$2,470,603	0.0560%
Silbert, Harvey I.	57,409	\$1,887,608	0.0428%
Silbert, Harvey I., Trustee u/w Harry A. Goldman	18,716	\$47,383,515	1.0740%
Simons, Robert	0	\$0	0.0000%
Simons, Robert - Estate of	3,364	\$110,608	0.0025%
Sims, David	52,938	\$1,740,601	0.0395%
Skoker, Saul	880	\$28,934	0.0007%
Slaner, Estate of Alfred P.	0	\$0	0.0000%
Steiner, Phillip Harry	1,124	\$36,957	0.0008%
Steiner, Richard Harris	1,124	\$36,957	0.0008%
Strauss, Melville	880	\$28,934	0.0007%
Sussman, Walter	930	\$30,578	0.0007%
Tannenbaum, Bernard	912	\$29,987	0.0007%
Tannenbaum, Bernice	76	\$2,499	0.0001%
Tartikoff Living Trust	3,364	\$110,608	0.0025%
Tessler, Allan R.	880	\$28,934	0.0007%
Winik, Trust U/W/O Carolyn	3,364	\$110,608	0.0025%
Watt, Emily	1,332	\$43,796	0.0010%
Wang, Kevin	72,458	\$2,382,419	0.0540%
Weissman, Sheila	664	\$21,832	0.0005%
WESTGOMA ASSOCIATES	0	\$0	0.0000%
Wexler, Monte	176	\$5,787	0.0001%
Wexner, Leslie H.	10,563	\$347,311	0.0079%
Williams, John	2,244	\$73,783	0.0017%
WSNH Partners	2,641	\$86,836	0.0020%
Zecap Associates	106,683	\$3,507,737	0.0795%
TOTAL	131,385,472	\$4,411,689,423	100.0000%

- (1) Directly and through the following subsidiaries: Vornado Finance Corp., Vornado Investments Corporation, 40 East 14 Realty Associates General Partnership, 825 Seventh Avenue Holding Corporation, Menands Holding Corporation, and Two Guys From Harrison, N.Y., Inc.
- (2) Pledged. (See Section 11.3 F of the Operating Partnership Agreement.)

Common Units	
Vornado	85,946,899
Original Mendik Partners	4,824,039
Newkirk Partners	1,432,452
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	202411

VORNADO REALTY L.P.
 ADDENDUM TO EXHIBIT A
 NEWKIRK PARTNERS

Investor	No. of Units
-----	-----
9th Floor Associates	736
Aaron Albert A	4,413
ABC Carpet	3,310
ABC Carpet	2,132
Adams, Boyce	736
Adams, Denton L.	1,066
Adam, Mahmoud	1,324
Alexander, Clifford	3,503
Allen Richard	1,104
Allen, Charlotte trust	8,826
Allen, Michael	2,648
Allen, William A	1,104
Allison, John W.	1,066
Allison, Enide	2,207
Allsion, Donald	1,104
Amaradio Anthony J.	8,826
Amato, Alfonso	990
Anastasio, Martin	1,181
Andersen, Ronald D.	1,066
Anderson-Dazey A Partnership	2,795
Anderson, C	736
Anderson, Jack	1,752
Anderson, Kent	2,942
Anderson, Ronald R	2,132
Angiuli, Michael	2,942
Ard, Marsha	442
Argyle Ltd.	4,413
Armbruster, Raytmond	2,437
Arnold, John R.	4,413
Asher, George	7,462
Asher, George	1,030
Ashford, Will	2,361
Auray, Delbert L	2,437
Austin, Michael	1,104
Bailey, Carl	736
Bain, Robert	2,132
Balda, John	736
Ballard, Thurman	2,132

VORNADO REALTY L.P.
 ADDENDUM TO EXHIBIT A
 NEWKIRK PARTNERS

Investor	No. of Units
-----	-----
Bardaglio, George W.	686
Barksdale, Larry	1,181
Barlett, Danny A	572
Barnard, Bob	2,942
Barnes, Dianne H.	2,207
Barnes, Roy	1,104
Barnett, Kimbrew	662
Barnett, William	662
Barrett, Robert	1,729
Barwick, Edward	990
Beall, M. Scott	1,447
Bear Lake Partners	4,413
Bear, Jack I.	610
Beckett, Carolyn	13,238
Belk, Dewitte	2,437
Bellini, Carl	2,285
Belli, Elmer	3,808
Bell, Robert L	2,207
Belzer, Irvin S	552
Benkwith, Sanders	990

Bennett, Thomas	1,177
Benson, James	1,104
Berenson, Richard	4,569
Berman, Stanley	3,678
Bernatchez, Ernest	662
Berolzheimer, Philip	1,030
Berry, Rex	610
Bharathi, Aiyadar	762
Bhatia, Neera	2,132
Bice Jr, Robert	1,219
Bice, Robert	1,143
Bistline, F	552
Bjorkman, Lars	1,104
Black, Michael	2,970
Black, Roy G.	1,839
Blanke, Richard	1,066
Blass, Bill	1,545
Blessing, Norbert	3,427

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VORNADO REALTY L.P.
ADDENDUM TO EXHIBIT A
NEWKIRK PARTNERS

Investor	No. of Units

Blinchow, Donald	1,066
Block, Harlan & Sandra	589
Bloomfield, Donald P.	368
Blose, R. Dennis	2,437
Boas, Donald	2,207
Bolger, Margaret	1,219
Bonaventure, Robert	305
Bonsanti, Robert L.	572
Boorstein, William	724
Bourque, J	736
Bourque, J	762
Bower, Thomas	1,177
Bowman, Donald	1,104
Bradley, Arthur	589
Brady, Alfred B	762
Brady, Timothy	368
Brand, Michael	4,413
Bransford, Helen	1,219
Bransford, JMD	1,219
Bransford, John	1,219
Bressler, R.M.	736
Briant, Andy	1,066
Broidy, Steven D	2,207
Brown, Gordon R.	2,285
Bruch, Thomas	1,104
Brunson, Kenneth	1,143
Brylawski, E. Fulton	7,615
Buchanan, Keith	572
Buch, Wally S.	1,599
Buck Trust	1,030
Buncher, James E	914
Burke, Joseph T.	1,104
Bussing, Constance	1,752
Bustrum, Glenn	305
Busuttil, Ronald	2,207
Butterworth, Jr., Thomas	1,324
Byers, J.S.	4,413
Byrnes, Don	610

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VORNADO REALTY L.P.
ADDENDUM TO EXHIBIT A
NEWKIRK PARTNERS

Investor	No. of Units

Byron, Mark & Barb	1,143
Cameron, Harold B	762

Campanelli, Nicholas	2,285
Cannon, Charles	4,569
Carpi, Leonard	1,066
Carroll, Druscilla	295
Carson, James	368
Cefalo, Robert	952
Cenci, Robert	295
Chaine Gerald H	3,960
Chestnut, William J.	1,839
Choate, Guy	552
Choice Investment	3,457
Chupp, Verlin R.	1,324
Chynoweth, Alan G.	2,132
Clardy, Bertha	2,207
Clarkson, James	1,030
Clove, Leonard	1,066
Cogan, James	762
Cohen, Albert H	3,678
Cohen, Jerry	610
Colaco, Mary	2,132
Coleman, John	552
Cole, Gordon	305
Cole, E Herschel	1,177
Collins Oldsmobile	1,030
Collins, David L	2,132
Collins, Fred	1,066
Conrad, Allan	2,574
Coulson, Jr., Frank	552
Cowan, Gary	368
Cozine, William	1,676
Craig, William	515
Crosby, Robert	1,523
Crossland, Robert	533
Crout, J. Richard	1,143
Crowe, Arthur	589
Cruz, Peter	1,324

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VORNADO REALTY L.P.
ADDENDUM TO EXHIBIT A
NEWKIRK PARTNERS

Investor	No. of Units
-----	-----
Cummings, Paul	1,030
Cunnington, Thomas	1,030
Cutler, Verne	952
D & T Real Estate	2,132
Dalgleish, J. Martin	1,904
Dalton, John	762
Dalton, Wallace	2,207
Dalton, Wallace	1,471
D'Angelo, George J.	2,942
Daniel, Barry	368
Davidson, Eugene	2,285
Davini, Dave	990
Davini, David	305
Decker, Gary	572
Deeney, Terrence	883
Derck, Anthony D.	3,046
Derkson, DJ	3,457
Dever, Michael	1,030
Dhailiwal, Avtar	2,437
Dickerman, Sidney	610
Dixon, Richard Jobie	1,714
Dofour, John	495
Dolgin, Lyla	1,030
Dominey, Sam	8,528
Donnelly, Vincent T	1,104
Donnelson, Ken	2,207
Dosch, Darwin B.	1,104
Doss, David	762
Douglas & Canipe Ass.	2,285
Draper, Jean L.	914
Drayer, Jan I.M.	305
Drewery, Ruth	2,742
Drotleff, James R.	1,030
Drucker, Richard	1,104
Druker, Esmond	572
Dudzik, Thaddeus	1,676
Dugger, Ronald F.	305

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VORNADO REALTY L.P.
 ADDENDUM TO EXHIBIT A
 NEWKIRK PARTNERS

Investor	No. of Units
Earle, Harry	572
Eazell, Dale	295
Eddy, Donald L	305
Eisenberg, Ivan	2,574
Eisenberg, Ivan & Bernice Trust	2,132
Ellis, Rodgers	762
Ellis, Rodgers	1,523
Ellis, Vernon	762
Elowitz, Steven	2,207
Elo, Denis	305
Elsen, Paul	736
Elson, William O	952
Engdahl, Gordon	736
Engelstein, Charles	1,219
Engel, Lee	2,285
Englehorn, T.D.	1,980
Epprecht, Walter	736
Epprecht, Walter	4,264
Epstein, Harold	883
Epstein, Raymond	4,413
Epstein, Ted	1,030
Erdle, Jack	1,030
Erlicht, Lewis	1,066
Ettari, Frank	1,030
Eurdolian, John	2,285
Ewing, John	1,143
Fadal, Richard G.	762
Fairchild, Paul W.	2,285
Farkas, Benjamin & Ellen	2,207
Feinberg, Donald & Marilyn	1,980
Feinberg, William	368
Feldman Trust	2,648
Fields, Nellie	3,046
Fierle, Robert	1,030
Fike, Lester L	4,569
Fike, Lester L., Jr.	5,590
Fillhardt, Charles	1,104
Finkel, Gary	2,285

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VORNADO REALTY L.P.
 ADDENDUM TO EXHIBIT A
 NEWKIRK PARTNERS

Investor	No. of Units
Fink, Donald	1,104
Fishman, Yoram	552
Flandry, Robert E., Sr.	2,795
Fleischman, Charles	1,030
Flekman, Manny	1,143
Fleming, Richard	773
Flood, James C.	4,569
Florian, U	736
Flynn, James	368
Fox, Steven Kirk	3,198
Frankel, Edward	736
Frankel, Nancy	952
Frawley, David A.	1,030
Friedlaender, Trust	1,104
Friou, Roger	1,104
Funderburk, Larry	762
GA & Orachien Partnership	4,569
Galbraith, Robert	1,030
Galler, Andrew	1,143

Gants, Robert	610
Gardner, John	572
Gardner, Ronald	1,324
Gatlin, Larry W	2,132
Gavranovic, William J	1,471
Gay, Robert	1,104
Geesaman, Richard	305
George E. Esham, MD	1,523
Gerstel, Bryan R	1,177
Gibbons, Gerald	610
Gibson, John	2,437
Gibson, William	762
Gish, James	1,523
Glass, Cecil	1,066
Glass, Jr. John	2,648
Glazer, Dennis	1,839
Godchaux Bros.	2,132
Goddard, John	1,143
Godwin, James	533

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VORNADO REALTY L.P.
ADDENDUM TO EXHIBIT A
NEWKIRK PARTNERS

Investor	No. of Units
Goldman, James	1,143
Golick Living Trust	4,413
Goodman, Daniel E	1,904
Gorenstein, Aryeh	589
Gradisar, Ivan A	1,143
Grant, Paul	1,828
Greenberg, Arnold	1,324
Greene, Andrew	572
Green, Edward H	610
Gregorich, Norbert J	3,808
Grodsky, Michael	1,904
Grodsky, Ronald	1,904
Grossman, Thomas G.	762
Guthrie, Frank	572
Haas, Fox	990
Haas, John	8,826
Haas, John & Chara	9,138
Hackett, Robert D	686
Hagan, John	762
Hales, Donald	1,030
Hall, Diane Holmes	2,285
Hall, Lyle	1,030
Halpern, Andrew	762
Hames, Barbara R	4,874
Hamill, Joseph	2,207
Hamilton, Robert	1,398
Hamlin, Charles	1,030
Hampf, Frederick	1,471
Hancock, Rodney	1,143
Hanna Family Tr.	736
Hanna Trust	1,398
Hannah, Ray	1,986
Hargis, Donald	1,143
Harisis, TG	4,413
Harmon & Associates	35,301
Harris, Arthur	1,219
Harris, Donald	2,132
Harris, Rosalyn	2,132

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VORNADO REALTY L.P.
ADDENDUM TO EXHIBIT A
NEWKIRK PARTNERS

Investor	No. of Units
Hartley, Edith S.	2,437

Harwood, James	1,324
Hawkins, Thad	4,569
Hedgecock, Jasper	762
Hendee, Roy	1,447
Hendricks, Larry	2,132
Her Investments	1,471
Herrera, Alfred J.	305
Hesser, William	572
Hess, Charles	2,285
Hess, Charles	1,523
Higgins, Charles	762
Hilb, Justin	2,285
Hildebrand, Boren	1,471
Hinds, Don	1,523
Hoag, Elizabeth	1,471
Hochfelder, Gene	2,354
Hodes, Abram & Mildred	1,219
Hodes, Abram & Mildred	1,324
Hoffman, Herbert	368
Hoffman, Joseph	736
Holland Estate	368
Holly, James	762
Holly, James	3,731
Holwell, Robert	2,795
Hopkins, George	1,066
Hornstein, Eugene	952
Horton, Janie	762
Howie, Michael	1,219
HSB Equipment	3,046
Huckel, Hubert E.	1,066
Hueser, James N	3,678
Hullverson, Thomas	4,569
Hunt, Albert A	533
Hunt, Albert A.	533
Hunt, Tanner Trett	305
Hurtig, Barbara	1,104
Huse, Stephen	1,324

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VORNADO REALTY L.P.
ADDENDUM TO EXHIBIT A
NEWKIRK PARTNERS

Investor	No. of Units
-----	-----
Hutchinson, Charles P	2,285
Hyde, Richard	2,942
Ingram, Edith C.	589
Interstate Heating	3,655
Isenstadt, Fred	1,219
Iverson, Larry MD	736
Izbicki, Carl	1,030
Jabin, Norman E.	1,143
Jae Trust	368
Jae Trust	6,092
Jagoda-Pyle Partnership	3,678
Jagoda, Jo Kurth	1,523
Jankiewicz, Stanley	2,437
Jasper, Herbert	838
Joel J. West, MD	1,523
Johnson, Carl	736
Johnson, Roland	662
Johnson, Samuel	736
Johnson, Samuel	1,143
Johnson, Tom	952
Johnson, Tom	1,839
Johns, R	572
Johns, O	368
Jones, Charles H	5,516
Jones, Norman	920
Joshua, Baskaran	736
Kahn, P. Frederick	2,207
Kalinowski, Ed	305
Kanner, Robert	662
Kates, Richard	589
Kates, Richard	990
Kearns, Lyles	3,972
Kenan, Thomas S. III	4,569
Kendrick, Frank	2,132
Kilpatrick, William	368
Kimball, David	2,207

Kimball, Richard R.	2,207
Kimmel, Marvin	1,030

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VORNADO REALTY L.P.
ADDENDUM TO EXHIBIT A
NEWKIRK PARTNERS

Investor	No. of Units
-----	-----
Kingmont Corporation	4,569
King, Michael S.	1,066
King, Steven G	1,143
Kinsel, Joe	2,437
Kinsel, Joe Jr	2,437
Kirschner, Helen	2,132
Kiyasu, William	1,066
Klausner, Joel	3,503
Klein, Albert	1,219
Klugow, Allen	1,104
Klump, Rob	736
Kmeta, Walter	2,207
Koboli, Daryoush	1,839
Koch, Karl	1,219
Koch, Karl	1,030
Koplik, Michael	1,752
Kosta, Nicholas	4,413
Kostin, Ben	589
Krusemark, FD	1,324
Kurzweg, III, Victor	1,904
Lahourcade, John	686
Laing, Gerald	442
Lamar Airways	2,285
Lampman, J	368
Landolfi, Anthony	2,207
Lange, Norman M.	952
Lattimore, James	990
Lee, William	1,030
Lenfest, H.F.	2,285
Leonard, James	1,066
Lerman, Stephen	920
Leslie, Seymour	2,354
Levine, Harris B	1,143
Levine, Joseph	1,066
Levy, Irvin	3,808
Lewis, Robert	2,795
Lindsey, Mildred & John	1,104
Lind, Dennis	662

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VORNADO REALTY L.P.
ADDENDUM TO EXHIBIT A
NEWKIRK PARTNERS

Investor	No. of Units
-----	-----
Linscomb & Williams	838
Lipson, Eugene	533
Locke, Karl	762
Lodyga, Ervin	662
Loeb, Stanley	1,104
Lohavichan, Virat	4,569
Lombardo, John	2,132
Lombardo, John	1,030
Long, M	2,437
Long, M Phillip	11,032
Lowenraub, Jerome	1,676
Lowe, Jonathan/Bihary, Joyce	610
Lowinger, Louis	2,132
Lowinger, Morris	2,354
Lowinger, Morris	2,132
Ludwig, Glen L	8,528
Lyman, C. Bradley	1,980
Lynn, Emerson	2,285

L.S.B. Partners	2,285
MacIlwaine, John	305
Madden, Joan	762
Madera Corporation	920
Madsen,, H. Stephen	1,839
Mahler, Glenn	244
Mallin & Swersky	914
Manasevit, Stanley	1,980
Manders, Gus H	515
Manders, Gus H	1,104
Maney, Thomas	1,143
Maple City Ice Company	4,569
Margolis, Barbara	2,132
Marks, Sara Ann Gross	6,092
Marshall, Chester	515
Maruyama, Herbert H.	762
Mathur, Arun K	2,437
Mathur, Arun K.	2,132
Mativi, Rob	1,904
Matthews, Arthur J	368

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VORNADO REALTY L.P.
ADDENDUM TO EXHIBIT A
NEWKIRK PARTNERS

Investor	No. of Units
-----	-----
Mayo, Joseph	2,132
May, Robert S.	1,143
Mc Cleary, Dale L	762
McBain, Laurie	2,132
McBain, Laurie	2,207
McConnell, Robert G	762
McCool, Michael F	305
McDowell, Larry	1,839
McElroy, Michael	1,980
McKay, Malcom A	2,795
McKee, Elsworth	4,569
McKee, Jack	4,569
McKenna, James	1,980
McNeill, Gilbert	993
McNeill, Jack G	762
McNeil, Steven	1,219
McSpadden, Floyd	610
McSpadden, Patti P	610
Meador, Moorman	1,471
Meck Company	4,413
Meicher, Gordon	589
Meil, Leslie A.	2,132
Merlos, J	920
Methvin, Gaynell	736
Metz, Lawrence N.	1,471
Meyer, Gary	736
Micheli, Donald	1,177
Millenium (replace KT)	2,207
Minkoff, Leon & Janet	1,523
Misrach, Ivan	1,219
Mitchell, George	4,569
Mitchell, George	4,119
Mitchel, David	2,285
Mitchel, Stephen	2,285
Mitchel, Thomas	2,285
Montgomery, G	762
Morrison, Robert	1,104
Morris, David	1,030

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VORNADO REALTY L.P.
ADDENDUM TO EXHIBIT A
NEWKIRK PARTNERS

Investor	No. of Units
-----	-----

Mortimer, Susan & Philip	736
Morton, Richard	1,030
Murray, John	1,030
Murray, Jr., John	2,648
Murray, Larry	2,648
Nassi, Albert	3,046
Nelson, A	2,207
Nelson, Donald	993
Nelson, Erven & Frankie	1,287
Nelson, John	1,143
Neumann, Nicholas H.	2,171
Newhouse, Jeff	1,104
Newlin, Michael	920
Noble, Marvin J.	1,523
Odom, Douglas	1,447
O'Hara, Pat	2,207
Olson, Edmund	589
Olson, Joyce	421
Omnibus Associates	4,413
O'Neill, Hugh	1,030
Oppenheim, Joan	736
Ordway, John	4,569
Outten, Claude	1,104
Owen, Kenneth D	368
Owen, Pere A.	610
Owen, R	736
Panama	2,437
Panter, Gideon	1,471
Parker, Max	552
Parris, Daniel	736
Pasqualicchio, Gary	952
Patel, Jagdish	952
Pearson, Lyle	1,523
Peavyhouse, Joel	1,219
Peraldo Trust	2,132
Peraldo, Ronald L.	1,066
Perry, William	993
Peterson, Charles	3,046

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VORNADO REALTY L.P.
ADDENDUM TO EXHIBIT A
NEWKIRK PARTNERS

Investor	No. of Units
-----	-----
Pettis, Charles	1,030
Petzall, Gerhard	2,285
Phan, Nguyen K	1,104
Picazio, Stephen J.	495
Plitt, Eugene	2,437
Pociask, William H.	4,413
Poisner, Werner	762
Poma, Gino S.	4,264
Pomeranz, Steven L	610
Porter, Randall	1,066
Powell, Willis M	1,904
Presser, Neil N	1,324
Prischak, Joseph	1,030
Procter, Doak	1,219
Procter, Doak C. Jr.	610
Provenzano, Richard	1,324
Pruett, James	1,828
Quaritus, Jack	572
Quaritus, Jack	773
Quinn, Robert	2,132
Rabinowitz, Ivy	3,655
Randall, Zane	883
Ranvir Ltd.	762
Ray, Subrata	1,839
Raznick, David	1,104
REB Investments	990
Redman, Larry	1,324
Reeves, T. Joseph	2,132
Regan, Gerald P	1,177
Regan, Gerald P.	2,207
Riemenschneider, Herbert	1,523
Ringler, Charles	2,207
Roberts, John	552
Robinson, Alden	368
Robinson, Paul	736

Roe, Maudi	1,066
Rogers, Gary	1,904
Rogers, I. David	2,132

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VORNADO REALTY L.P.
ADDENDUM TO EXHIBIT A
NEWKIRK PARTNERS

Investor	No. of Units
-----	-----
Romano, Jule	3,046
Rome, Mike	552
Rosenberg, Elliott	1,904
Rosen, Arlene	1,030
Ross, Charles Ronald	990
Rothman, Robert & Donna	610
Roth, Elliot	35
Roth, Elliot	30
Roth, Elliot	29
Roth, Elliot	12
Roth, Elliot	31
Roth, Elliot	7
Roth, Elliot	11
Roth, Elliot	22
Roth, Elliot	70
Rudar, Norman	610
Ruder, Norman	2,207
Rushton, Alvey	1,030
Russo, James	1,398
Rusthoven, Terry	876
Rust, Dale M	990
Rutledge, III, Guy	2,361
Sadar, Edward	2,285
Sadovsky, Marvin	1,324
Sajan Financial	2,132
Sarraffian, Edgar	762
Satiani, Bhagwan	762
Satiani, Bhagwan	1,839
Sato, Sam I	2,132
Saunders Trust	1,066
Savidge, Samuel	572
Scandizzo, John	2,285
Schaeffer, Karl	1,676
Schatten, Joan	610
Schiebler, Audrey	1,181
Schiebler, Audrey L	305
Schmidt, Benno C.	1,030
Schmidt, Jareen	1,030

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VORNADO REALTY L.P.
ADDENDUM TO EXHIBIT A
NEWKIRK PARTNERS

Investor	No. of Units
-----	-----
Schmidt, Terrence	876
Schneider, Sandra	589
Schneider, Sandra	1,104
Scholz, Jack V.	368
Schuessler, Carl	1,030
Schwartz, Arnold	773
Schwartz, Harold	1,471
Scott, Arthur	1,324
Scott, Brian	662
Scott, Gary	2,942
Seed, John	1,447
Segale, Angelo	1,030
Selinger, Irwin	736
Sensenbrenner, John	2,132
Shagin, Felix	1,066
Shalam, John	1,219
Shapiro, Michael	552

Sharpe, Lawrence	295
Sheets, Phillis J.	736
Sher, David	736
Shieldknight, Jimmy	1,177
Shieldknight, Marcia	589
Shink, Simon	610
Shneider, David	1,030
Shollenberger, Dorothy	2,285
Sigmund, Charles A.	572
Silverstein, Stephen	1,471
Silverstein, Stephen	1,030
Smith, Boyd	4,413
Smith, De Lancey A	589
Smith, George	2,207
Smith, John	1,030
Smith, Laurence R. Jr. Trust	2,795
Smith, Leslie E	2,132
Smith, Nathan	1,066
Smith, Sherwood	1,904
Smith, Stanley R.	2,132
Smith, Vernon	1,980

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VORNADO REALTY L.P.
ADDENDUM TO EXHIBIT A
NEWKIRK PARTNERS

Investor	No. of Units
Soderberg, Joe	1,030
Solitare, Samuel	4,264
Sommers, Steven	1,177
Sorenson, John	2,132
Sosebee, Lee Allen	3,678
Soskin, William	2,207
Southwest Trust	2,132
Sparks, Sam	1,104
Sparver, Joseph W	589
Spencer, Donn	920
Spillar, Max L	1,471
Splan, Craig	762
Stafford, Louis	1,030
Stagnari, Elliott	1,828
Stagnari, Ronald E.	610
Stallworth, William	736
Starr, Irwin P.	305
Steinbrink, William	1,471
Stein, Robert	1,219
Stellato, Robert	1,104
Stenger, Michael	1,523
Stephens, Charles	1,030
Stern, Larry & Karen Lee	2,207
Stevens, Kenneth	1,066
Stevens, Lester F.	2,132
Stevens, Ralph	1,714
Stewart, Charles E.	2,132
Stinghen, Donato	515
Stocknoff, Alan	4,264
Stoddard, Ed	2,132
Stone, Justin	572
Strepig, Charles	184
Stufflebam, Rob	662
Stufflebam, Robert	724
St. Clair, Jr., Wilbur	952
Sullivan, Denis	1,143
Sullivan, James F.	1,839
Summers, Carrol E.	2,132

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VORNADO REALTY L.P.
ADDENDUM TO EXHIBIT A
NEWKIRK PARTNERS

Investor	No. of Units
----------	-----------------

Sundt, Estate of Thoralf	572
Sussman, Bernard	2,207
Swann, E.F	1,104
Swann, Thomas	1,655
Swaykus, Bernard T.	572
Sweet Family Ltd. Ptshp.	1,523
Sweet, Ross	1,066
Swirsky, Myrna	1,980
S.P. Revocable Trust, Peck	2,285
Tabbush, Jack	1,104
Taufield, Jeffrey Z.	305
Taylor Trust	515
Taylor, William	368
Temkovits, Robert H.	552
Thomas, M. Ross	2,285
Thompson, Kent	1,181
Thompson, Robert	184
Thyrre, Marilyn	2,207
Tisch Tenants	2,207
Toolan, John P.	4,569
Tramontozzi, Anthony	4,721
Trautman, William E	736
Tromp, Leonard S	2,132
Trudeau, Garretson	736
Trumble, Ed	2,132
Trumble, Edward	1,545
Trumble, Edward P	1,030
Tucker, Richard	1,030
Tupler, Austin	2,207
Turman, David	952
Turner, Clyde T.	4,413
Twining, Paul	589
Uible, John	4,569
Uible, John	2,207
Underwood, Leonard	3,678
Usgaonker, RS	2,942
Van Meter, Stephen & Sharon	3,960
Van Wieren, Clare	2,437

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VORNADO REALTY L.P.
ADDENDUM TO EXHIBIT A
NEWKIRK PARTNERS

Investor	No. of Units
-----	-----
Vanadurongvan, Kanya	572
Vance, Robert	920
Varble, Daniel	2,207
Vaughn Petroleum	4,264
Vaughn Petroleum	21,473
Vaughn, Thomas F.	1,143
Vigil, Dr. Alfredo	610
Wakefield, William J	368
Waldorf Associates	2,285
Waldorf, Kenneth	3,731
Walker, Barret	876
Wallace, John	1,177
Walter Eprecht And	1,398
Wander, John	1,066
Ware, Charles T.	736
Ware, Cornelius	2,942
Ware, Cornelius S.	1,471
Ware, Lamar	1,143
Watson, Diane Berenson	2,285
Weatherbee, Robert	762
Weavil, David	736
Webb, Philip	305
Webb, Rhonda	305
Weiner, Stanford	2,207
Weintraub, George	368
Weiss, Benjamin J	1,219
Weiss, Stanley	2,132
Wenck, William A.	368
Wesson, Craig	1,143
West Elizabeth Lumber	1,471
West, Gerald	368
West, Joel J	305
Wheaton, Richard	2,437
Whisler, Jon	552

White, Martin	1,219
Whitley, Gerald	876
Wiegand, Edwin	1,219
Williamson, Heidi	2,285

VORNADO REALTY L.P.
ADDENDUM TO EXHIBIT A
NEWKIRK PARTNERS

Investor	No. of Units
-----	-----
Williams, Charles	1,143
Wilner trust	1,398
Wilson, Plato	4,413
Wilson, Plato	2,354
Wilson, Susan	2,132
Wilson, W	589
Windfeldt, Peter	610
Witten, M.D. Bruce	2,795
Witt, W. Thurman	2,285
Wolf, Albert	3,046
Wolf, Ronald	305
Woodman, Stephen	876
Wood, Dennis	1,839
Wood, James	1,219
Wood, James	1,219
Wright, John	412
Wright, Kenneth	2,132
Wright, Kenneth	2,060
Wyler, David	153
Wyler, Katherine	153
Yassine, Zouhair	2,285
Youngblood, Alice	1,030
Zack, Herbert	4,413
Zack, Ronald	4,569
Zisser, Barry	1,324
Zubowski, Gale	2,207

	1,353,204
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Section 5: EX-3.4 (10TH AMENDMENT TO AMNDED LTD PARTNERSHIP AGREEMENT)

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

Dated as of September 3, 1999

THIS TENTH AMENDMENT TO THE SECOND AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP OF VORNADO REALTY L.P. (this "Amendment") is hereby adopted by Vornado Realty Trust, a Maryland real estate investment trust (defined therein as the "General Partner"), as the general partner of Vornado Realty L.P., a Delaware limited partnership (the "Partnership"). For ease of reference, capitalized terms used herein and not otherwise defined have the meanings assigned to them in the Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., as amended by the Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of December 16, 1997, and further amended by the Second Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty

L.P., dated as of April 1, 1997, and the Third Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of November 12, 1998, and the Fourth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of November 30, 1998, and the Fifth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of March 3, 1999, and the Sixth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of March 17, 1999, and the Seventh Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of May 20, 1999, and the Eighth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of May 27, 1999 and the Ninth Amendment to Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of September 3, 1999 (as so amended and as the same may be further amended, the "Agreement").

WHEREAS, the General Partner desires to establish and set forth the terms of a new series of Partnership Interests designated as Series D-4 8.25% Preferred Units (the

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"Series D-4 Preferred Units");

WHEREAS, as of the date hereof, the Partnership entered into a Private Placement Purchase Agreement with The Times Mirror Company, a Delaware corporation, and TMCT II, LLC, a Delaware limited liability company, pursuant to which the Partnership agreed to issue to The Times Mirror Company Series D-4 Preferred Units;

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

WHEREAS, the General Partner has determined that the establishment and issuance of the Series D-4 Preferred Units will not violate Section 4.2.E of the Agreement;

WHEREAS, the General Partner desires to amend the Agreement to set forth the terms of the Series D-4 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. The exhibit attached to this Amendment as Attachment 1 is hereby added to the Agreement as Exhibit Q thereof.

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

"N. Issuance of Series D-4 Preferred Units. The Partnership is authorized to issue a series designated as "Series D-4 Preferred Units", which units shall have

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the terms set forth in Exhibit Q 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 honor the provisions of Paragraph 2 of Exhibit Q to the Agreement, including, but not limited to, Paragraph 2.G(ii) thereof.

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

"M. Series D-4 Preferred Unit Exception. Holders of Series D-4 Preferred Units shall not be entitled to the Redemption Right provided for in Section 8.6.A of this Agreement."

5. The General Partner hereby consents to the admission of TMCT II, LLC as a Limited Partner in the Partnership, records the name of TMCT II, LLC on the books and records of the Partnership and covenants to amend Exhibit A to the Agreement pursuant to Section 14.1(E) of the Agreement to reflect the ownership of Series D-4 Preferred Units by TMCT II, LLC.

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

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

VORNADO REALTY TRUST

By: /s/ Irwin Goldberg

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

Attachment 1

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

OF THE

SERIES D-4 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 Q:

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

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

"Distribution Payment Date" shall mean the first calendar day of March, June, September and December, in each year, commencing on December 1, 1999; provided, however, that if any Distribution Payment Date falls on any day other than a Unit Business Day, the distribution payment due on such Distribution Payment Date shall be paid on the first Unit Business Day immediately following such Distribution Payment Date.

"Distribution Periods" shall mean quarterly distribution periods commencing on March 1, June 1, September 1 and December 1 of each year and ending on and including the day preceding the first day of the next succeeding Distribution Period (other than the initial Distribution Period with respect to each Series D-4 Preferred Unit, which shall commence on the date on which such Series D-4 Preferred Unit was issued by the Partnership and end on and include the day preceding the first day of the next succeeding Distribution Period).

"Dividend Payment Date" shall mean a dividend payment date with

respect to the Series D-4 Preferred Shares.

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

"Series D-4 Effective Date" shall be the sooner of: (w) September 3, 2009, (x) the first Unit Business Day following any period in which the Partnership has failed to make full distributions in respect of the Series D-4 Preferred Units for six (6) Distribution Periods, whether or not consecutive, (y) the first Unit Business Day following the receipt by the holder of the Series D-4 Preferred Units of (A) notice from the General Partner that the General Partner or the Partnership has become aware of facts that will or likely will cause the Partnership to become 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-4 Preferred Units that the Partnership is or likely is a PTP, and (z) the first Unit Business Day following the date on which (A) TMCT II, LLC, a Delaware limited liability company ("LLC") determines, based on results or projected results, that there exists (in the reasonable judgment of LLC) an imminent and substantial risk that the Series D-4 Preferred Units held by LLC represent or will represent 19.5% or more of the total profits or capital interests in the Partnership for a taxable year (within the meaning of Treasury Regulations Section 1.731-2(e)(4)), (B) LLC delivers to the General Partner an opinion of nationally recognized independent counsel, reasonably acceptable to the General Partner, to the effect that there is a substantial risk that its interest in the Partnership does not or will not

satisfy such 19.5% limit and (C) the General Partner agrees with the conclusions referred to in clauses (z)(A) and z(B) of this sentence, such agreement not to be unreasonably withheld.

"Series D-4 Notice of Redemption" shall have the meaning set forth in Section 2.E(i)(a) hereof.

"Series D-4 Preferred Shares" means the shares of beneficial interest of the General Partner Entity designated as 8.25% Series D-4 Cumulative Redeemable Preferred Shares of Beneficial Interest (liquidation preference \$25.00 per share), no par value, having the rights and preferences and other terms set forth in Schedule 1 to this Exhibit Q.

"Series D-4 Preferred Unit" means a Partnership Unit issued by the Partnership having the preferences, conversion and other rights, voting powers, restrictions, limitations as to distributions, qualifications and terms and conditions of redemption as are set forth in this Exhibit Q.

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"Series D-4 Redeeming Partner" shall have the meaning set forth in Section 2.E(i)(a) hereof.

"Series D-4 Redemption Right" shall have the meaning set forth in Section 2.E(i)(a) hereof.

"Series D-4 Specified Redemption Date" shall mean the sixtieth Unit Business Day after receipt by the General Partner of a Series D-4 Notice of Redemption in respect of the Series D-4 Units.

"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-4 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-4 Preferred Units shall mean placing such funds in a separate account or delivering such funds to a disbursing, paying or other similar agent.

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

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

2. Terms of the Series D-4 Preferred Units.

A. Number. As of the close of business on the date of the amendment pursuant to which this Exhibit was adopted, the total number of Series D-4 Preferred Units issued and outstanding will be up to 5,000,000.

B. Distributions. (i) Distributions on the series D-4 Preferred Units will accrue whether or not declared, whether or not the terms and provisions of any agreement of the Partnership at any time prohibit the current payment of distributions, whether or not the Partnership has earnings, whether or not there are funds legally available for the payment of such distributions and whether or not such distributions are

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authorized. The holders of the then outstanding Series D-4 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-4 Preferred Unit (the "Annual Distribution Rate"). Such distributions shall be cumulative from the date of issuance and shall be payable quarterly, when, as and if authorized and declared by the General Partner, in arrears on each Distribution Payment Date, commencing on the first Distribution Payment Date after the date of issuance of the Series D-4 Preferred Units; provided that the amount per Series D-4 Preferred Unit to be paid in respect of the initial Distribution Period, or any other period shorter or longer than a full Distribution Period, shall be determined in accordance with paragraph (ii) below. Accumulated and unpaid distributions for any past Distribution Periods may be declared and paid at any time, without reference to any regular Distribution Payment Date.

(ii) The amount of distribution per Series D-4 Preferred Unit accruing in each full Distribution Period shall be computed by dividing the Annual Distribution Rate by four. The amount of distributions payable for the initial Distribution Period, or any other period shorter or longer than a full Distribution Period, on the Series D-4 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-4 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-4 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-4 Preferred Units that may be in arrears.

(iii) So long as any Series D-4 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 payment on the Series D-4 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-4 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-4 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.

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(iv) So long as any Series D-4 Preferred Units are outstanding, no distributions (other than distributions paid solely in Junior Units or options, warrants or rights to subscribe for or purchase Junior Units) shall be declared or paid or set apart for payment or other distribution declared or made upon Junior Units, nor shall any Junior Units be redeemed, purchased or otherwise acquired (other than a redemption, purchase or other acquisition of Junior Units made in respect of a redemption, purchase or other acquisition of Common Shares made for purposes of and in compliance with requirements of an employee incentive or benefit plan of the General Partner or any subsidiary, or as permitted under Article VI of the Declaration of Trust of the General Partner to the extent necessary to avoid adverse tax effects to 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-4 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-4 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-4 Preferred Units and any Parity Units, except to the extent that distributions on the Series B-2 Restricted Preferred Units are not then able to be paid owing to a lack of funds in the Nongovernmental Account.

C. Liquidation Preference. (i) In the event of any liquidation, dissolution or winding up of the Partnership or the General Partner, whether voluntary or involuntary, before any payment or distribution of the assets of the Partnership shall be made to or set apart for the holders of Junior Units, holders of the Series D-4 Preferred Units shall be entitled to receive Twenty-Five Dollars (\$25.00) per Series D-4 Preferred Unit plus an amount equal to all distributions (whether or not earned or declared) accumulated and unpaid thereon to the date of final distribution to the holders of such units; but the holders of Series D-4 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-4 Preferred Units shall be insufficient to pay in full the preferential amount aforesaid and liquidating payments on any other Parity Units, then such assets, or the proceeds thereof, shall be distributed among the holders of the Series D-4 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-4 Preferred Units and any

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such other Parity Units if all amounts payable thereon were paid in full. For the purposes of this Section 2.C, (i) a consolidation or merger of the Partnership or the General Partner with one or more entities, (ii) a statutory share exchange by the Partnership or the General Partner and (iii) a sale or transfer of all or substantially all of the Partnership's or the General Partner's assets, shall not be deemed to be a liquidation, dissolution or winding up, voluntary or involuntary, of the Partnership or General Partner.

(ii) Subject to the rights of the holders of Partnership Units

of any series or class or classes of shares ranking on a parity with or prior to the Series D-4 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-4 Preferred Units as provided in this Section, any series or class or classes of Junior Units shall, subject to any respective terms and provisions applying thereto, be entitled to receive any and all assets remaining to be paid or distributed, and the holder of the Series D-4 Preferred Units shall not be entitled to share therein.

D. The Partnership's Right to Redeem the Series D-4 Preferred Units. (i) Except in connection with the redemption of the Series D-4 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-4 Preferred Units shall not be redeemable prior to September 3, 2004. On and after September 3, 2004, the General Partner may, at its option, cause the Partnership to redeem the Series D-4 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 Twenty-Five Dollars (\$25.00) per unit for the Series D-4 Preferred Units being redeemed. Upon any such redemption, the Partnership shall also pay any accumulated and unpaid distributions (whether or not declared) in respect of the Series D-4 Preferred Units being redeemed.

(ii) Such Series D-4 Preferred Units as are not held by the General Partner may be redeemed by the Partnership on or after September 3, 2004, 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-4 Preferred Units that are not held by the General Partner are to be redeemed, the Series D-4 Preferred Units to be redeemed from each holder (other than the General Partner) shall be selected pro rata (as nearly as practicable without creating fractional units). Any notice of redemption delivered pursuant to this Section D(ii) will be (x) faxed and (y) mailed by the Partnership, by certified mail, postage prepaid, not less than 30 nor more than 60 days prior to the date upon which such redemption is to occur (the "Third Party Redemption Date"), addressed to each holder of record of the Series D-4 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-4 Preferred Units except as to the holder to whom such notice was defective or not given. In addition

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to any information required by law, each such notice shall state: (a) the Third Party Redemption Date, (b) the amount payable per Series D-4 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-4 Preferred Units to be redeemed and, if fewer than all of the outstanding Series D-4 Preferred Units are to be redeemed, the number of Series D-4 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-4 Preferred Units not held by the General Partner that the total number of Series D-4 Preferred Units held by such holder represents and determined as nearly as practicable without creating fractional interests) of the aggregate number of Series D-4 Preferred Units to be redeemed, (d) the place or places where such Series D-4 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-4 Preferred Units. If the Partnership gives a notice of redemption in respect of Series D-4 Preferred Units pursuant to this Section D(ii), then, by 12:00 noon, New York City time, on the Third Party Redemption Date, the Partnership will deposit irrevocably in trust for the benefit of the holders of Series D-4 Preferred Units being redeemed funds sufficient to pay the applicable amount payable with respect to such Series D-4 Preferred Units and will give irrevocable instructions and authority to pay such amount to the holders of the Series D-4 Preferred Units upon surrender of the Series D-4 Preferred Units by such holders at the place designated in the notice of redemption. If a redemption is made in part and not in whole, it shall be made pro rata among the holders.

(iii) Such Series D-4 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-4 Preferred Units; provided that the General Partner shall redeem an equivalent number of Series D-4 Preferred Shares. Such redemption of Series D-4 Preferred Units shall occur substantially concurrently with the redemption by the General Partner of such Series D-4 Preferred Shares (such date is herein referred to collectively with the Third Party Redemption Date as the "Redemption Date"). If a redemption is made in part and not in whole, it shall be made pro rata among the holders.

(iv) Upon any redemption of Series D-4 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-4 Preferred Units called for redemption, unless the Partnership defaults in

payment therefor. If any date fixed for redemption of Series D-4 Preferred Units is not a Unit Business Day, then payment of the redemption price payable on such date will be made on the next succeeding day that is a Unit Business Day (and without any interest or other payment in respect of any such delay) except that, if such Unit Business Day falls in the next calendar year, such payment will be made on the immediately preceding Unit Business Day, in each case with the same force and effect as if made on such date fixed for redemption. If payment of the Redemption Price is improperly withheld or refused and not paid by the Partnership, distributions on such Series D-4 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-4 Preferred Units called for redemption under this Section 2.D.

(v) If full cumulative distributions on the Series D-4 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-4 Preferred Shares or shares of beneficial interest ranking on a parity with such Series D-4 Preferred Shares as permitted under Article VI of the Declaration of Trust, and except to the extent that such distributions or amounts distributable on the Series B-2 Restricted Preferred Units may not be payable due to a lack of funds in the Nongovernmental Account, the Series D-4 Preferred Units may not be redeemed in part and the Partnership may not purchase, redeem or otherwise acquire Series D-4 Preferred Units or purchase, redeem or otherwise acquire any Parity Units other than in exchange for Junior Units.

As promptly as practicable after the surrender of any Series D-4 Preferred Units so redeemed, such Series D-4 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-4 Preferred Units represented by any physical certificate are redeemed, the Partnership shall issue new certificates representing the unredeemed Series D-4 Preferred Units without cost to the holder thereof.

(vi) Unless the General Partner elects to assume directly and satisfy the Series D-4 Redemption Right by paying to the Redeeming Partner wholly in the form of Series D-4 Preferred Shares as provided for in Section 2.E(ii)(a) below, such part of the redemption price of the Series D-4 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-4 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-4 Preferred Unit Holder Redemption Right.

(i) General. (a) Subject to paragraphs (ii) and (iii) below and Section 2.D(vi) above, on or after the Series D-4 Effective Date, any holder of the Series D-4 Preferred Units shall have the right (the "Series D-4 Redemption Right") to require the Partnership to redeem the Series D-4 Preferred Units on any Series D-4 Specified Redemption Date in cash at a redemption price equal to Twenty-Five Dollars (\$25.00) per unit for the Series D-4 Preferred Units being redeemed. Upon such redemption the Partnership shall also pay any accumulated and unpaid distributions (whether or not declared) for the Series D-4 Preferred Units being redeemed. Any such Series D-4 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-4 Notice of Redemption") delivered to the Partnership (with a copy to the General Partner) by the Limited Partner who is exercising the Series D-4 Redemption Right (the "Series D-4 Redeeming Partner"). Except in the event of the occurrence of the circumstance described in clause (z) of the definition of "Series D-4 Effective Date", a holder of the Series D-4 Preferred Units may only exercise the Series D-4 Redemption Right in respect of all Series D-4 Preferred Units held by such holder on the date of the applicable Series D-4 Redemption Notice. In addition, any redemption pursuant to the Series D-4 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-4 Redeeming Partner shall have no right with

respect to any Series D-4 Preferred Units so redeemed to receive any distributions paid after the Series D-4 Specified Redemption Date, unless the record date for the distribution preceded the Series D-4 Specified Redemption Date. If the record date for such distribution was a date prior to the Series D-4 Specified Redemption Date and the Distribution Payment Date in respect of such distribution was a date after the Series D-4 Specified Redemption Date, such Series D-4 Redeeming Partner shall be required, as a condition of the redemption of such Series D-4 Preferred Units, to pay the amount of such distribution to the Partnership (if such Series D-4 Preferred Units are redeemed for cash) or to the General Partner (if such Series D-4 Preferred Units are redeemed for Series D-4 Preferred Shares).

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(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-4 Preferred Units has delivered a Series D-4 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-4 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 (whether or not declared) for the Series D-4 Preferred Units being redeemed, subject to Section 2.D(vi), or (y) in the form of Series D-4 Preferred Shares, as set forth in paragraph (b) below. Unless the General Partner, in its sole and absolute discretion, shall exercise its right to assume directly and satisfy the Series D-4 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-4 Redemption Right. In the event the General Partner shall exercise its right to satisfy the Series D-4 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-4 Redemption Right, and each of the Redeeming Partner, the Partnership and the General Partner shall, for federal income tax purposes, treat the transaction between the General Partner and the Redeeming Partner as a sale of the Redeeming Partner's Partnership Units to the General Partner. Nothing contained in this paragraph (ii) shall imply any right of the General Partner to require any holder of Series D-4 Preferred Units to exercise the Series D-4 Redemption Right afforded pursuant to paragraph (i) above.

(b) In the event that the Partnership redeems Series D-4 Preferred Units for cash in accordance with Section 2.E(i)(a) or the General Partner elects to purchase the Series D-4 Preferred Units in accordance with Section 2.E(ii)(a), the units so redeemed shall be terminated. In the event that the General Partner determines to pay the Redeeming Partner in the form of Series D-4 Preferred Shares, the General Partner shall issue to the Series D-4 Redeeming Partner one Series D-4 Preferred Share for each Series D-4 Preferred Unit being redeemed (subject to modification as set forth in paragraph (c)

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below), whereupon the General Partner shall acquire the Series D-4 Preferred Units offered for redemption by the Series D-4 Redeeming Partner and shall be treated for all purposes of the Agreement as the owner of such Series D-4 Preferred Units. If the General Partner determines to pay the redemption price in the form of Series D-4 Preferred Shares only in part, such payment shall be made pro rata to the holders thereof. Any accumulated and unpaid distributions, whether or not declared, on such Series D-4 Preferred Units to the date of such redemption shall also be deemed to have accumulated on the Series D-4 Preferred Shares paid to the Series D-4 Redeeming Partner in consideration of such Series D-4 Preferred Units at the time of the issuance of such Series D-4 Preferred Shares.

(c) In the event that there shall be outstanding at any time both Series D-4 Preferred Shares and Series D-4 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-4 Preferred Shares), in each case as a result of which the Series D-4 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-4 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-4 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-4 Preferred Units and no Series D-4 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-4 Preferred Shares deliverable by the General Partner thereafter in redemption of Series D-4 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 Q.

(d) Each Redeeming Partner agrees to execute such documents as the General Partner may reasonably require that are necessary in connection with the issuance of Series D-4 Preferred Shares upon exercise of the Series D-4 Redemption Right and are consistent with the provisions hereof.

(iii) No Liens on Partnership Units Delivered for Redemption. Each holder of any Series D-4 Preferred Units covenants and agrees with the General Partner that all Series D-4 Preferred Units delivered for redemption shall be delivered to the

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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-4 Preferred Units which are or may be subject to any liens. Each holder of any Series D-4 Preferred Units further agrees that, in the event any state or local property transfer tax is payable as a result of the transfer of its Series D-4 Preferred Units to the Partnership or the General Partner, such holder shall assume and pay such transfer tax.

F. Conversion. The Series D-4 Preferred Units are not convertible into or redeemable or exchangeable for any other property or securities of the General Partner Entity or the Partnership at the option of any holder of Series D-4 Preferred Units, except as provided in Sections D and E hereof.

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

(a) prior to the Series D-4 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-4 Preferred Units;

(b) on a parity with the Series D-4 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-4 Preferred Units, if the holders of such Partnership Units of such class or series and the Series D-4 Preferred Units shall be entitled to the receipt of distributions and of amounts distributable upon liquidation, dissolution or winding up in proportion to their respective amounts of accrued and unpaid distributions per Partnership Unit or liquidation preferences, without preference or priority one over the other, except to the extent that such distributions or amounts distributable on the Series B-2 Restricted Preferred Units may not be payable due to a lack of funds in the Nongovernmental Account ("Parity Units"); and

(c) junior to the Series D-4 Preferred Units, as to the payment of distributions or as to the distribution of assets upon liquidation, dissolution or winding up of the General Partner or the Partnership, if such class or series of Partnership Units shall be Class A Units or if the holders of Series D-4 Preferred Units shall be entitled to receipt of distribution or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of Partnership Units of such class or series ("Junior Units").

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(ii) The Series A Preferred Units, Series B Pass-Through Preferred Units and Series C Pass-Through Preferred Units shall be Parity Units with respect to the Series D-4 Preferred Units and the holders of the Series D-4 Preferred Units and Series A Preferred Units, Series B Pass-Through Preferred Units and Series C Pass-Through Preferred Units shall be entitled to the receipt of distributions and of amounts distributable upon liquidation, dissolution or winding up in proportion to their respective amounts of accumulated and unpaid distributions per Partnership Unit or liquidation preferences, without preference or priority one over the other, except in the case of 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-4 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-4 Preferred Units shall receive: (i) accumulated and unpaid distributions on a basis pari passu with distributions made to the holders of any outstanding Class D Units pursuant to Subsection 5.1.B(ii) of the Agreement and (ii) other distributions on a basis pari passu with distributions made to the holders of any outstanding Class D Units pursuant to Subsection 5.1.B(iii) of the Agreement.

(b) When the Class D Units are no longer outstanding, the Series D-4 Preferred Units shall be Preference Units and shall receive distributions on a basis pari passu with other Partnership Units, if any, receiving distributions pursuant to Section 5.1.B(i) of the Agreement, except to the extent that distributions on the Series B-2 Restricted Preferred Units may not be paid due to a lack of funds in the Nongovernmental Account.

(c) Distributions made pursuant to Subsections G (ii)(a) and G(ii)(b) of this Exhibit Q shall be made pro rata with other distributions made to other Partnership Units as to which they rank pari passu based on the ratio of the amounts to be paid the Series D-4 Preferred Units and such other Partnership Units, as applicable, to the total amounts to be paid in respect of the Series D-4 Preferred Units and such other Partnership Units taken together on the Partnership Record Date, except in the case of distributions on the Series B-2 Restricted Preferred Units to the extent such distribution may not be paid due to a lack of funds in the Nongovernmental Account.

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

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(a) As long as the Class D Units are outstanding, the Series D-4 Preferred Units shall be allocated items pari passu with the allocation of items to the holders of Class D Units in respect of their priority payments (i.e., as allocated in Section 6.1.A (iii) and (iv) and Section 6.1.B (viii) and (ix) of the Agreement) and shall share in those allocations in a pro rata manner based on the distributions and allocations of items, as applicable, made to such Partnership Units, as applicable; references to Class D Units in Article VI of the Agreement shall be deemed to also refer to Series D-4 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-4 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-4 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-4 Preferred Units except that references to distributions made to Preference Units shall be deemed to refer to distributions made to the Series D-4 Preferred Units in a pro rata manner with such distributions, if any, made to the Preference Units.

H. Voting. (i) Except as set forth in paragraph (ii) or (iii) below, the holders of the Series D-4 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-4 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-4 Preferred Units at the time outstanding given in person or by proxy, either in writing without a meeting or by vote at any meeting called for the purpose, shall be necessary for effecting or validating (a) any amendment, alteration or repeal of any of the provisions of the Declaration of Trust that materially and adversely affects the voting powers, rights or preferences of the Series D-4 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-4 Preferred Shares, or any units of any class or series ranking on a parity with the Series D-4 Preferred Shares (to the extent such parity shares are not issued to an Affiliate of the Company), shall not

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be deemed to materially and adversely affect the voting powers, rights or preferences of the holders of Series D-4 Preferred Shares 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-4 Preferred Shares in the

distribution of assets on any liquidation, dissolution or winding up of the General Partner or in the payment of distributions; provided, however, that, in the case of each of subparagraphs (a) and (b), no such vote of the holders of Series D-4 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-4 Preferred Units at the time outstanding in accordance with and subject to the provisions hereof.

(iii) So long as any Series D-4 Preferred Units remain outstanding, the Partnership shall not, without the affirmative vote of the holders of at least a majority of the Series D-4 Preferred Units outstanding at the time, (x) authorize or create, or increase the authorized or issued amount of, any class or series of Partnership Units ranking senior to the Series D-4 Preferred Units with respect to payment of distributions or rights upon liquidation, dissolution or winding-up or reclassify any Partnership Units of the Partnership into any such senior Partnership Unit, or create, authorize or issue any obligations or securities convertible into or evidencing the right to purchase any such senior Partnership Units, (y) authorize or create, or increase the authorized or issued amount of any Parity Preferred Units or reclassify any Partnership Unit of the Partnership into any such Partnership Unit or create, authorize or issue any obligations or securities convertible into or evidencing the right to purchase any such Partnership Units, but in each case only to the extent such Parity Preferred Units are issued to an affiliate of the Partnership, other than the General Partner to the extent the issuance of such interests was to allow the General Partner to issue corresponding securities to persons who are not affiliates of the Partnership or (z) either consolidate, merge into or with any corporation or other entity or amend, alter or repeal the provisions of the Partnership Agreement (including, without limitation, this Section 2.H of Exhibit Q thereto), whether by merger, consolidation or otherwise, in each case in a manner that would materially and adversely affect the powers, special rights, preferences, privileges or voting power of the Series D-4 Preferred Units; provided, however, that the Partnership may, without the consent of any Limited Partner, authorize or create, or increase the authorized or issued amount of, any class or series of Partnership Units ranking on a parity with the Series A Preferred Units, Series B Pass-Through Preferred Units and Series C Pass-Through Preferred Units and having distribution and redemption (but not voting) rights substantially similar to the terms of securities issued by the General Partner, the proceeds or other consideration from the issuance of which have been contributed to the Partnership; provided further that with respect to the occurrence of any event set forth in (z) above, so long as (A) the Partnership is the surviving entity and the Series D-4 Preferred Units remain outstanding with the terms thereof unchanged, or (B) the resulting, surviving or transferee corporation

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or other entity substitutes, for the Series D-4 Preferred Units, other interests in such corporation or other entity having substantially the same terms and rights as the Series D-4 Preferred Units, including with respect to distributions, voting rights and rights upon liquidation, dissolution or winding-up, then the occurrence of any such event shall be deemed to not materially and adversely affect the powers, special rights, preferences, privileges or voting power of the Series D-4 Preferred Units; and provided further that any increase in the amount of Partnership Units or the creation or issuance of any other class or series of Partnership Units, in each case ranking either (C) junior to the Series D-4 Preferred Units with respect to payment of distributions and the distribution of assets upon liquidation, dissolution or winding-up or (D) on a parity with the Series D-4 Preferred Units with respect to payment of distributions and the distribution of assets upon liquidation, dissolution or winding-up to the extent such Partnership Units are not issued to an affiliate of the Partnership, other than the General Partner to the extent the issuance of such interests was to allow the General Partner to issue corresponding securities to persons who are not affiliates of the Partnership, shall be deemed to not materially and adversely affect the powers, special rights, preferences, privileges or voting power of the Series D-4 Preferred Units.

For purposes of the foregoing provisions of section H(ii) and this section H(iii), each Series D-4 Preferred Unit shall have one (1) vote per unit.

(iv) So long as any Series D-4 Preferred Units are outstanding, the Partnership shall not, without the affirmative vote of at least a majority of the Series D-4 Preferred Units outstanding at the time, enter into any contract, mortgage, loan or other agreement that prohibits or restricts, or has the effect of prohibiting or restricting, the General Partner from electing to assume directly and satisfy the Series D-4 Redemption Right by paying to the Redeeming Partner in the form of Series D-4 Preferred Shares, as set forth in paragraph 2.E(ii)(b) above.

(v) Notwithstanding anything to the contrary herein, in no event shall the General Partner or any of its Affiliates have any voting, consent or approval rights in respect of any Series D-4 Preferred Units it or they may hold, and any percentage or portion of outstanding Series D-4 Preferred Units that may be required hereunder for any vote, consent or approval of holders thereof shall be determined as if all Series D-4 Preferred Units then held by

the General Partner or any of its Affiliates were not outstanding.

I. Transfers. Notwithstanding anything in this Agreement to the contrary, the Series D-4 Preferred Units shall be freely transferable by The Times Mirror Company, a Delaware corporation, to LLC, which shall upon such transfer be admitted as

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a Limited Partner hereunder.

J. General. (i) At such time, if any, as the General Partner becomes a holder of Series D-4 Preferred Units, the rights of the General Partner, in its capacity as the holder of the Series D-4 Preferred Units, except as to voting, 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 Q 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-4 Preferred Units.

(ii) Anything herein contained to the contrary notwithstanding, the General Partner shall take all steps that it determines are necessary or appropriate (including modifying the foregoing terms of the Series D-4 Preferred Units) to ensure that the Series D-4 Preferred Units (including, without limitation the redemption and conversion terms thereof) permit the General Partner to satisfy its obligations (including, without limitation, its obligations to make dividend payments on the Series D-4 Preferred Shares) with respect to the Series D-4 Preferred Shares, if and when any such Units are issued, it being the intention that, except to the extent provided in Schedule 1 to this Exhibit Q, the terms of the Series D-4 Preferred Shares will be substantially similar to the terms of the Series D-4 Preferred Units.

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Section 6: EX-99.1 (PRESS RELEASE)

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Exhibit 99.1

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

FOR IMMEDIATE RELEASE--September 7, 1999

SADDLE BROOK, NEW JERSEY...VORNADO REALTY TRUST (NYSE:VNO) today announced that Vornado Realty L.P., the operating partnership through which Vornado Realty Trust conducts its business, has sold an aggregate of \$325 million of 8.25% Series D-3 and D-4 Cumulative Redeemable Preferred Units to two institutional investors in private placements, resulting in net proceeds of approximately \$316 million. The perpetual Preferred Units may be called without penalty at the option of Vornado Realty L.P. commencing in 2004.

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

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

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