VORNADO
REALTY TRUST

888 Seventh Avenue
New York, NY 10019

December 14, 2011

Office of the Secretary
Public Company Accounting Oversight Board
1666 K Street, N.W.
Washington, D.C. 20006-2803

Re: PCAOB Rulemaking Docket Matter No. 37
Concept Release – Auditor Independence and Audit Firm Rotation

Members of the Board:

Vornado Realty Trust (NYSE: VNO(("Vornado") is among the largest publicly traded real estate investment trusts ("REITs") in the United States with five business segments and a total portfolio of over 100 million square feet. Vornado is one of the largest office landlords in the New York City and Washington, DC metropolitan areas and is an S&P 500 constituent.

We support the PCAOB's mission to improve the audit process and we understand the importance of auditor independence and the PCAOB's concern that its inspections continue to find instances in which it believes that auditors did not approach some aspect of an audit with the required independence, objectivity and professional skepticism. However, we believe that mandatory audit firm rotation is not a practical solution to this issue. Mandatory audit firm rotation would impair an Audit Committee's ability to oversee the audit process, significantly increase costs on both sides of the audit, reduce audit efficiency and effectiveness and divert management time and attention away from business operations in the early years of an audit rotation.

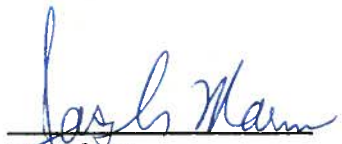
We believe that Audit Committees are best qualified to oversee the audit process and to appoint, remove and compensate the audit firm. Our Audit Committee meets with Deloitte & Touche LLP ("Deloitte"), our Independent Registered Public Accounting Firm, at least four times each year (we file our 10-Qs and 10-Ks at the same time as we release earnings) to assess, among other things, audit quality and auditor independence. Our Audit Committee believes in and has periodically engaged in a competitive bidding process to ensure that Vornado is consistently receiving the highest quality audit service at a fair and reasonable price. However, if the PCAOB were to impose mandatory audit firm rotation, our Audit Committee would be extremely limited in its ability to select another national audit firm given the scarcity of firms with in-depth knowledge of the REIT industry. In addition, certain of these firms may not be independent at the time of a mandatory rotation to the extent that they have provided impermissible services to us or have other independence issues, such as close relatives in positions of authority or ownership.

During the time that Deloitte has served as our auditor, there have been numerous audit partner rotations which have resulted in new audit teams. These internal rotations have allowed Deloitte to continue serving us with a high degree of professional skepticism and objectivity, while maintaining an in-depth understanding of our businesses, operations, policies, procedures, internal controls and culture. This practice is what we believe enables Deloitte to provide the most effective and efficient high-quality audit of Vornado at a competitive cost. Should the PCAOB impose mandatory audit firm rotation, audit firms would have little incentive to minimize audit fees. The scarcity of national firms available with REIT industry knowledge and the learning curve and related costs a new firm would face in the early years of an audit would result in excessive fee increases and jeopardize audit quality. In addition, assisting a new audit firm in developing an in-depth understanding of our businesses, operations, controls and culture would require a significant amount of management's time which would be costly and result in decreased operational productivity.

Audit firms are not created equal. Industry expertise and depth are extremely important factors to consider when making an auditor selection. Rotating away from a current auditor may mean giving up the auditor with the best industry expertise and depth for the future, resulting in a reduction of audit quality. We recommend that the PCAOB not continue to pursue mandatory audit firm rotation as a potential solution to auditor independence and objectivity; and continue to vigilantly review audit firm policies and practices and enforcement efforts through reprimands, fines and public disclosure. We believe Audit Committees are best suited to continue to evaluate auditor independence and engage in the competitive bidding process among qualified audit firms as they deem appropriate.

We sincerely appreciate the opportunity to express our views to you.

Respectfully submitted,



Joseph Macnow,
Executive Vice President – Finance and Administration
and Chief Financial Officer
Vornado Realty Trust