

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE		PROOF OF CHAPTER 11 ADMINISTRATIVE CLAIM	
Name of Debtor (check one only): <input checked="" type="checkbox"/> FILENE'S BASEMENT, LLC <input type="checkbox"/> SYMS CORP. <input type="checkbox"/> SYMS CLOTHING, INC. <input type="checkbox"/> SYMS ADVERTISING INC.		Case Number: 11-13511 (KJC) 11-13512 (KJC) 11-13513 (KJC) 11-13514 (KJC)	
<b>NOTE: This form should <u>not</u> be used for a claim arising <u>before</u> the commencement of the case, but may be used for purposes of asserting an administrative expense claim under 11 U.S.C. § 503(b)(9) (see Item #4).</b>			
Name of Creditor: (The person or entity to whom the debtor owes money or property) <u>4 USS LLC</u>		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of administrative claim relating to your claim. Attach copy of statement giving particulars.  <input type="checkbox"/> Check box if you have never received any notices in this case.  <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you.	
Name and Address Where Notices Should be Sent: <u>C/O VORNADO REALTY TRUST</u> <u>210 ROUTE 4 EAST</u> <u>PARAMUS NY 07652</u> Telephone No.: Email Address:		<input type="checkbox"/> Check here if this claim <input type="checkbox"/> replaces <input type="checkbox"/> amends a previously filed chapter 11 administrative claim, dated: _____	
ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR:			
1. BASIS FOR CLAIM: <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input checked="" type="checkbox"/> Unpaid Post-Petition Rent <input type="checkbox"/> Other (Describe briefly in Item #5)			
2. DATE DEBT WAS INCURRED: <u>11/2/11-12/31/11</u> *  * Other than claims under 11 U.S.C. § 503(b)(9) described below, claim must have arisen on or after November 2, 2011 to be considered a chapter 11 administrative claim.		3. IF CHAPTER 11 CLAIM WAS ALLOWED BY THE COURT, DATE ALLOWED: _____ *  * Attach a copy of the Bankruptcy Court Order.	
4. TOTAL AMOUNT OF CHAPTER 11 ADMINISTRATIVE CLAIM: \$ _____. If your administrative claim arose under 11 U.S.C. § 503(b)(9), indicate the total amount of your claim for the value of any goods received by the Debtor within 20 days before November 2, 2011, in which the goods have been sold to a Debtor in the ordinary course of such Debtor's business. If all or part of your claim is secured or entitled to priority, complete Item 5 or 6 below. <input type="checkbox"/> Check this box if your claim includes interest or other charges. Attach itemized statement of such interest or additional charges.			
5. BRIEF DESCRIPTION OF CLAIM (attach any additional information):			
6. CREDITS AND SETOFFS: The amount of all payments on this claim that has been credited and deducted for the purpose of making this proof of administrative claim.			
7. SUPPORTING DOCUMENTS: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, bills of lading, itemized statements of running accounts, contracts, or evidence of security interests. If the documents are not available, explain. If the documents are voluminous, attach a summary.			
8. DATE-STAMPED COPY: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of administrative claim.			
9. SIGNATURE (check appropriate box):			
<input type="checkbox"/> I am the creditor.		<input checked="" type="checkbox"/> I am the creditor's authorized agent. (Attach copy of power of attorney, if any)	
<input type="checkbox"/> I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005).		<input type="checkbox"/> I am the trustee, or the debtor, or their authorized agent. (See Bankruptcy Rule 3004).	
I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.			
Print Name: <u>JOSEPH MACNOW</u> Title: <u>EXEC V-P.</u> Company: <u>VORNADO REALTY TRUST</u> Address: <u>SAME AS ABOVE</u> Telephone No.: <u>201-587-1000</u>		Signature: <u><i>Joseph Macnow</i></u> Date: <u><i>2/29/12</i></u>	
Email: _____			



UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re

FILENE'S BASEMENT, LLC,

Debtor.

Chapter 11 – Jointly Administered  
Case No. 11-13511

ADMINISTRATIVE EXPENSE CLAIM UNDER  
11 U.S.C. §§ 503(b) AND 365(d)(3) OF 4 USS LLC

4 USS LLC (the "Landlord") hereby requests allowance pursuant to sections 503(b) and 365(d)(3) of title 11 of the United States Code (the "Bankruptcy Code"), of its administrative expense claim to satisfy various post-petition obligations arising under a certain lease for nonresidential real property and to compensate the Landlord for the Debtor's post-petition use and occupancy of its premises. In support of this request, the Landlord respectfully states the following:

1. Filene's Basement, LLC (the "Debtor"), as successor-in-interest to Filene's Basement, Inc. ("Filene's"), entered into a lease agreement dated January 27, 2004 with Landlord, as amended and/or modified (collectively, the "Lease"), for certain non-residential real property in the shopping center located at 4 Union Square South, New York, New York (the "Premises"). Due to its voluminous nature, a copy of the Lease will be provided upon request.

2. Syms Corp. ("Syms") acquired the Lease through that certain Asset Purchase Agreement between Filene's Basement, Inc., FB Leasing Services LLC and SYL, LLC, dated June 18, 2009 ("Purchase Agreement"), which Purchase Agreement was approved by order entered on June 17, 2009 by the United States Bankruptcy Court for the District of Delaware, under case number 09-11525. Pursuant to the terms of the Purchase Agreement, the Debtor assumed all of the terms and conditions of the Lease as of June 18, 2009 ("Assumption Date").

3. At all times after the Assumption Date, Syms and the Debtor have operated without regard to their separate corporate forms in performing their obligations under the Lease and otherwise. For example, though the Debtor is the named Tenant under the Lease, all payments to Landlord for rent and other sums due under the Lease have been provided by Syms, and all communications with the Debtor have been with Syms employees. Landlord has in its possession copies of all checks received by the Landlord from Syms for rent due under the Lease since the Assumption Date. Copies of the last three (3) checks, dated August 25, 2011, October 13, 2011, and December 1, 2011, are attached hereto as **Exhibit A**.

4. On November 2, 2011 (the "Petition Date"), the Debtor and its affiliated debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code.

5. On December 28, 2011, the Court entered a Supplement Omnibus Order Pursuant to 11 U.S.C. §§ 105(a) and 365(a) and Fed. R. Bankr. P. 6006 Identifying and Further Authorizing Rejection of Debtors' Unexpired Leases of Nonresidential Real Property Effective as of December 31, 2011 and Limited Relief from 11 U.S.C. § 362 For Affected Landlords (the "Order"). Pursuant to the Order, the Lease was rejected effective as of December 31, 2011 (the "Rejection Date").

6. The Debtor was continuously in possession of the Premises for the period from the Petition Date through the Rejection Date. The Debtor obtained a direct and substantial benefit from possession of the Premises during this period. The Landlord is entitled to payment of all obligations that came due during the post-petition period as an administrative expense of the Estate. *In re Montgomery Ward Holding Co.*, 268 F.3d 205 (3d Cir. 2001).

7. Accordingly, Landlord respectfully requests that it be granted an allowed administrative expense claim under 11 U.S.C. §§ 503(b) and 365(d)(3) in the amount of \$209,513.82, as more fully set forth on the schedule attached as **Exhibit B**.

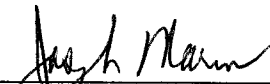
8. The Landlord reserves the right to amend and/or supplement this administrative claim request to include additional claims that may become due and allowable as administrative expenses of the estate.

4 USS LLC

By: Vornado Realty Trust, its authorized signatory

Dated: February \_\_\_\_, 2012

By: \_\_\_\_\_



Joseph Macnow,  
Executive Vice President



# **EXHIBIT A**

4 USS LLC

BOS-416981

Ledger Date 08/31/2011

**Bank of America**  
**FILENE'S SYMS**  
**BASEMENT CLOTHING**  
 SYMS CORP ONE END TAX BOSTON, MA 02111

Check: **510018**  
 Date: **08/25/11**

PAY EXACTLY  
 Four Hundred Forty Eight Thousand Six Hundred Seventy Eight Dollars And 85 Cents

**\$448,678.85**

TO THE ORDER OF  
 4 USS LLC  
 PO BOX 416981  
 BOSTON MA 02241-6981

*[Signature]*  
 AUTHORIZED SIGNATURE

⑈0000510018⑈ ⑆011201539⑆ ⑆222⑈0017702⑈

TR# 011201539 Acct# 2220017702 Ser# 0000510018 Check Amount \$448,678.85  
 TID Y-2014101 Batch 1 Item 1 Batch Total \$448,678.85  
 Trans Source Check

SYMS CORP

Paid to: 4 USS LLC  
 PO BOX 416981  
 BOSTON MA 02241-6981

510018

Page 1 of 1

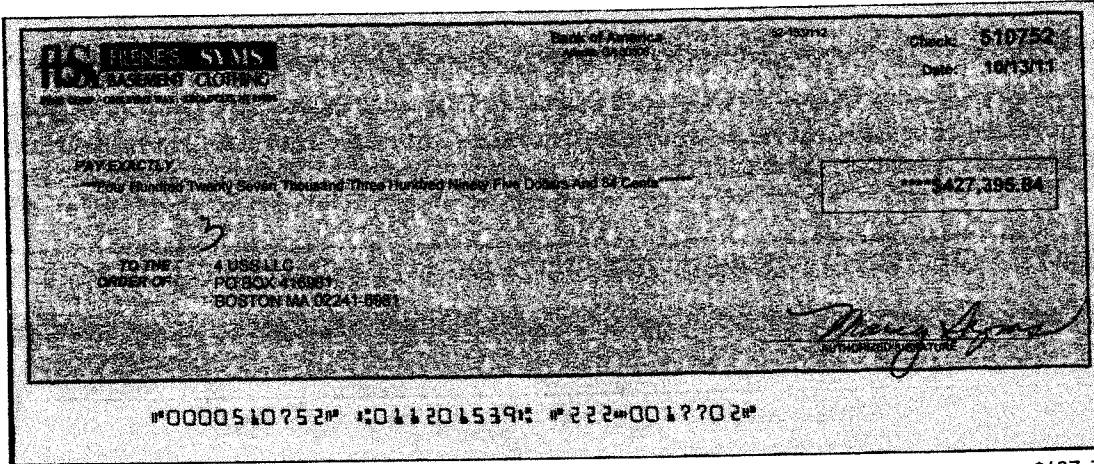
Account Number	Invoice Number	Invoice Date	Gross Amount	Discount	Net Amount
800856	05A116A	06/28/11	\$2,066.37	\$0.00	\$2,066.37
	05A116B	06/28/11	\$2,781.67	\$0.00	\$2,781.67
	0811CAM	07/15/11	\$71,327.09	\$0.00	\$71,327.09
	305A116	06/28/11	\$16,434.97	\$0.00	\$16,434.97
	RT08-11	07/15/11	\$356,068.75	\$0.00	\$356,068.75

4 USS LLC

Bank of America

Lockbox Services - Boston

2650  
 305A  
 900



2USQ  
0305A  
B+C

TR#	011201539	Acct#	2220017702	Ser#	0000510752	Check Amount	\$427,395.84
TID	Y-2051612	Batch	1	Item	1	Batch Total	\$427,395.84
						Trans Source	Check

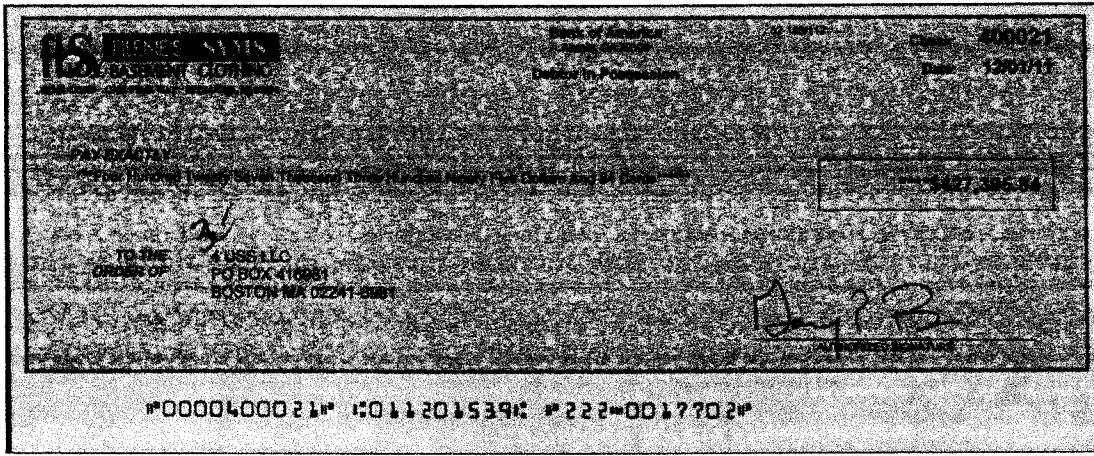
SYMS CORP

Paid to: 4 USS LLC  
 PO BOX 416981  
 BOSTON MA 02241-6981

510752

Page 1 of 1

Account Number	Invoice Number	Invoice Date	Gross Amount	Discount	Net Amount
800856	1011CAM	09/15/11	\$71,327.09	\$0.00	\$71,327.09
	RT10-11	09/15/11	\$356,068.75	\$0.00	\$356,068.75



TR# 011201539 Acct# 2220017702 Ser# 0000400021 Check Amount \$427,395.84  
 TID Y-2006424 Batch 1 Item 1 Batch Total \$748,121.39  
 Trans Source Check

SYMS CORP

Paid to: 4 USS LLC  
 PO BOX 416981  
 BOSTON MA 02241-6981

400021

Page 1 of 1

Account Number	Invoice Number	Invoice Date	Gross Amount	Discount	Net Amount
800856	1211CAM	11/15/11	\$71,327.09	\$0.00	\$71,327.09
	RT12-11	11/15/11	\$356,068.75	\$0.00	\$356,068.75

## **EXHIBIT B**

TENANT: **Filene's**  
PREMISES: **Union Square, New York, NY**  
TENANT ID: **RUSQ/0305A, 0305B, 0305C**

**Administrative Claim**

**Space A**

11/1/2011 Base rent (11/2/11-11/30/11)	\$97,278.21
11/1/2011 Add'l rent (11/2/11-11/30/11)	\$40,293.01
11/1/2011 CAM (11/2/11-11/30/11)	\$22,991.84
12/1/2011 Base rent	\$100,632.63
12/1/2011 Add'l rent	\$41,682.42
12/1/2011 CAM	\$23,784.66
12/7/2011 Payment	-\$166,098.20
12/27/2011 Payment	-\$241,035.00
1/23/2012 HVAC (10/31/11-11/27/11)	\$7,353.43
1/23/2012 HVAC (11/28/11-12/31/11)	\$9,112.50
1/24/2012 Taxes adjustment (11/2/11-12/31/11)	-\$782.42
2/10/2012 Trash container	\$1,007.09
2/14/2012 Electric (Chill water 11/2-11/8/11)	\$6.10
2/14/2012 Gas (Chill water 11/2-11/8/11)	\$1,687.93
2/14/2012 Electric (Heating 11/2-11/8/11)	\$33.19
2/14/2012 Gas (Heating 11/2-11/8/11)	\$626.46
2/14/2012 Electric (Elevator/Escalator 11/2-11/8/11)	\$560.69
2/14/2012 Electric (Chill water 11/9-12/9/11)	\$1.61
2/14/2012 Gas (Chill water 11/9-12/9/11)	\$7,062.44
2/14/2012 Electric (Heating 11/9-12/9/11)	\$138.88
2/14/2012 Gas (Heating 11/9-12/9/11)	\$520.89
2/14/2012 Electric (Elevator/Escalator 11/9-12/9/11)	\$2,345.95
2/14/2012 Electric (Chill water 12/10-12/31/11)	\$4,809.36
2/14/2012 Electric (Heating 12/10-12/31/11)	\$475.66
2/14/2012 Gas (Heating 12/10-12/31/11)	\$1,722.20
2/14/2012 Electric (Elevator/Escalator 12/10-12/31/11)	\$1,496.05
	<b><u>-\$42,292.41</u></b>

**Space B**

11/1/2011 Base rent (11/2/11-11/30/11)	\$69,920.41
11/1/2011 Add'l rent (11/2/11-11/30/11)	\$40,295.61
11/1/2011 CAM (11/2/11-11/30/11)	\$22,993.37
1/24/2012 Taxes adjustment (11/2/11-12/31/11)	-\$782.47
	<b><u>\$133,209.38</u></b>

**Space C**

11/1/2011 Base rent (11/2/11-11/30/11)	\$56,169.30
11/1/2011 Add'l rent (11/2/11-11/30/11)	\$40,244.72
11/1/2011 CAM (11/2/11-11/30/11)	\$22,964.32
1/24/2012 Taxes adjustment (11/2/11-12/31/11)	-\$781.49
	<b><u>\$118,596.85</u></b>

Total of Administrative Claim: **\$209,513.82**

VORNADO REALTY TRUST  
210 ROUTE 4 EAST  
PARAMUS NJ 07652  
201-587-1000

01/24/12

LOCATION: 14TH STREET - 4 UNION SQUARE  
ACCT NO.: RUSQ/0305A

Sym's  
c/o Filene's  
One Syms Way  
Secaucus, NJ 07094

DEAR TENANT:

THIS IS TO ADVISE YOU THAT THE SEMI-ANNUAL INVOICE FOR  
YOUR JULY TO DEC 2011 RE TAXES CHARGES IS CALCULATED AS FOLLOWS:

FOR THE PERIOD 07/01/11 TO 12/31/11

REAL ESTATE TAXES:

TOTAL COSTS	\$	1,055,313.60
YOUR SHARE @ 15.0416% (30,879/205,290SF)		158,736.05
-----		
TOTAL CHARGE FOR JULY TO DEC 2011 RE TAXES	\$	158,736.05
LESS: AMOUNTS BILLED (07/11-12/11)		161,135.47
-----		
TOTAL SETTLE-UP CREDIT	\$	2,399.42CR
=====		

VERY TRULY YOURS,  
Avi Strauss, Billing Supervisor

VORNADO REALTY TRUST  
210 ROUTE 4 EAST  
PARAMUS NJ 07652  
201-587-1000

01/24/12

LOCATION: 14TH STREET - 4 UNION SQUARE  
ACCT NO.: RUSQ/0305A

Sym's  
c/o Filene's  
One Syms Way  
Secaucus, NJ 07094

DEAR TENANT:

THIS IS TO ADVISE YOU THAT THE SEMI-ANNUAL INVOICE FOR  
YOUR JAN TO JUNE 2012 RE TAXES CHARGES IS CALCULATED AS FOLLOWS:

FOR THE PERIOD 01/01/12 TO 06/30/12

REAL ESTATE TAXES:

-----  
TOTAL COSTS \$ 1,055,313.60  
YOUR SHARE @ 15.0416% (30,879/205,290SF) 158,736.05

TOTAL CHARGE FOR JAN TO JUNE 2012 RE TAXES \$ 158,736.05  
=====

CALCULATION OF NEW BILLING ESTIMATE (BASED ON PREVIOUS YEAR ACTUAL)

-----  
REAL ESTATE TAXES:  
GROSS EXPENSES \$ 2,110,627.20  
YOUR SHARE AT 15.0416% 317,472.10

TOTAL ANNUAL ESTIMATED AMOUNT 317,472.10  
DIVIDED BY 2 EQUALS NEW ESTIMATE \$ 158,736.05  
=====

RETRO CALCULATION

-----  
NEW ESTIMATED AMOUNT AS OF 01/01/12 158,736.05

TIMES 01 158,736.05  
PREVIOUS ESTIMATED BILLING AMOUNT 161,135.47

DIFFERENCE NOT BILLED -----  
2,399.42CR  
=====

TOTAL AMOUNT (CREDIT) \$ 2,399.42CR  
=====

01/24/2012  
Sym's  
(PAGE 2)

PLEASE TAKE YOUR CREDIT AMOUNT OF \$2,399.42 AND COMMENCING WITH  
YOUR NEXT BILLING AND/OR UNTIL FURTHER NOTICE, PLEASE ADJUST YOUR  
JAN TO JUNE 2012 RE TAXES CHARGES TO \$158,736.05.

VERY TRULY YOURS,  
AVI STRAUSS, BILLING SUPERVISOR

SCANNED - 1/31/2012

VORNADO REALTY TRUST  
210 ROUTE 4 EAST  
PARAMUS NJ 07652  
201-587-1000

01/24/12

LOCATION: 14TH STREET - 4 UNION SQUARE  
ACCT NO.: RUSQ/0305B

Sym's  
C/O Filene's  
ONE SYMS WAY  
SECAUCUS, NJ 07094

DEAR TENANT:

THIS IS TO ADVISE YOU THAT THE SEMI-ANNUAL INVOICE FOR  
YOUR JULY TO DEC 2011 RE TAXES CHARGES IS CALCULATED AS FOLLOWS:

FOR THE PERIOD 07/01/11 TO 12/31/11

REAL ESTATE TAXES:

TOTAL COSTS		
YOUR SHARE @ 15.0426% (30,881/205,290SF)	\$	1,055,313.60
		158,746.60
TOTAL CHARGE FOR JULY TO DEC 2011 RE TAXES	\$	158,746.60
LESS: AMOUNTS BILLED (07/11-12/11)		161,146.19
TOTAL SETTLE-UP CREDIT	\$	2,399.59CR
		=====

VERY TRULY YOURS,  
Avi Strauss, Billing Supervisor

VORNADO REALTY TRUST  
210 ROUTE 4 EAST  
PARAMUS NJ 07652  
201-587-1000

01/24/12

LOCATION: 14TH STREET - 4 UNION SQUARE  
ACCT NO.: RUSQ/0305B

Sym's  
C/O Filene's  
ONE SYMS WAY  
SECAUCUS, NJ 07094

DEAR TENANT:

THIS IS TO ADVISE YOU THAT THE SEMI-ANNUAL INVOICE FOR  
YOUR JAN TO JUNE 2012 RE TAXES CHARGES IS CALCULATED AS FOLLOWS:

FOR THE PERIOD 01/01/12 TO 06/30/12

REAL ESTATE TAXES:

-----  
TOTAL COSTS  
YOUR SHARE @ 15.0426% (30,881/205,290SF) \$ 1,055,313.60  
158,746.60

TOTAL CHARGE FOR JAN TO JUNE 2012 RE TAXES \$ 158,746.60  
=====

CALCULATION OF NEW BILLING ESTIMATE (BASED ON PREVIOUS YEAR ACTUAL)

-----  
REAL ESTATE TAXES:  
GROSS EXPENSES  
YOUR SHARE AT 15.0426% \$ 2,110,627.20  
317,493.21  
TOTAL ANNUAL ESTIMATED AMOUNT 317,493.21  
DIVIDED BY 2 EQUALS NEW ESTIMATE \$ 158,746.61  
=====

RETRO CALCULATION

-----  
NEW ESTIMATED AMOUNT AS OF 01/01/12 158,746.61  
TIMES 01 158,746.61  
PREVIOUS ESTIMATED BILLING AMOUNT 161,146.19  
-----  
DIFFERENCE NOT BILLED 2,399.58CR  
=====

TOTAL AMOUNT (CREDIT) \$ 2,399.58CR  
=====

SCANNED - 1/31/2012

01/24/2012

SYM'S

(PAGE 2)

PLEASE TAKE YOUR CREDIT AMOUNT OF \$2,399.58 AND COMMENCING WITH  
YOUR NEXT BILLING AND/OR UNTIL FURTHER NOTICE, PLEASE ADJUST YOUR  
JAN TO JUNE 2012 RE TAXES CHARGES TO \$158,746.61.

VERY TRULY YOURS,  
AVI STRAUSS, BILLING SUPERVISOR

SCANNED - 1/31/2012

VORNADO REALTY TRUST  
210 ROUTE 4 EAST  
PARAMUS NJ 07652  
201-587-1000

01/24/12

LOCATION: 14TH STREET - 4 UNION SQUARE  
ACCT NO.: RUSQ/0305C

Sym's  
C/O Filene's  
ONE SYMS WAY  
SECAUCUS, NJ 07094

DEAR TENANT:

THIS IS TO ADVISE YOU THAT THE SEMI-ANNUAL INVOICE FOR  
YOUR JAN TO JUNE 2012 RE TAXES CHARGES IS CALCULATED AS FOLLOWS:

FOR THE PERIOD 01/01/12 TO 06/30/12

REAL ESTATE TAXES:

TOTAL COSTS  
YOUR SHARE @ 15.0236% (30,842/205,290SF) \$ 1,055,313.60  
158,546.09

TOTAL CHARGE FOR JAN TO JUNE 2012 RE TAXES \$ 158,546.09  
=====

CALCULATION OF NEW BILLING ESTIMATE (BASED ON PREVIOUS YEAR ACTUAL)

REAL ESTATE TAXES:  
GROSS EXPENSES  
YOUR SHARE AT 15.0236% \$ 2,110,627.20  
317,092.19

TOTAL ANNUAL ESTIMATED AMOUNT  
DIVIDED BY 2 EQUALS NEW ESTIMATE \$ 317,092.19  
158,546.10  
=====

RETRO CALCULATION

NEW ESTIMATED AMOUNT AS OF 01/01/12 158,546.10  
TIMES 01 158,546.10  
PREVIOUS ESTIMATED BILLING AMOUNT 160,942.65  
DIFFERENCE NOT BILLED -----  
2,396.55CR  
=====

TOTAL AMOUNT (CREDIT) \$ 2,396.55CR  
=====

01/24/2012  
Sym's  
(PAGE 2)

PLEASE TAKE YOUR CREDIT AMOUNT OF \$2,396.55 AND COMMENCING WITH  
YOUR NEXT BILLING AND/OR UNTIL FURTHER NOTICE, PLEASE ADJUST YOUR  
JAN TO JUNE 2012 RE TAXES CHARGES TO \$158,546.10.

VERY TRULY YOURS,  
AVI STRAUSS, BILLING SUPERVISOR

SCANNED - 1/31/2012

VORNADO REALTY TRUST  
210 ROUTE 4 EAST  
PARAMUS NJ 07652  
201-587-1000

01/24/12

LOCATION: 14TH STREET - 4 UNION SQUARE  
ACCT NO.: RUSQ/0305C

Sym's  
C/O Filene's  
ONE SYMS WAY  
SECAUCUS, NJ 07094

DEAR TENANT:

THIS IS TO ADVISE YOU THAT THE SEMI-ANNUAL INVOICE FOR  
YOUR JULY TO DEC 2011 RE TAXES CHARGES IS CALCULATED AS FOLLOWS:

FOR THE PERIOD 07/01/11 TO 12/31/11

REAL ESTATE TAXES:

TOTAL COSTS		
YOUR SHARE @ 15.0236% (30,842/205,290SF)	\$	1,055,313.60
		158,546.09
TOTAL CHARGE FOR JULY TO DEC 2011 RE TAXES	\$	158,546.09
LESS: AMOUNTS BILLED (07/11-12/11)		160,942.65
TOTAL SETTLE-UP CREDIT	\$	2,396.56CR
		=====

VERY TRULY YOURS,  
Avi Strauss, Billing Supervisor

N1 - 4 Union Square  
Tax Statement  
Block 565 Lot 11

Tax Details	7/11 to 6/12
Assessment	\$ 30,852,379.00
ICIP Credit	\$ (10,912,500.00)
Total Assessment	\$ 19,939,879.00
Tax Rate	10.1520%
Total	\$ 2,024,296.52
Bld Tax (\$43,165.3410 X 2 = 12 months)	\$ 86,330.68
Total Tax	\$ 2,110,627.20
Real Estate Tax Legal Fees	
Total Tax	\$ 2,110,627.20

Semi-Annual Taxes \$ 1,055,313.62

Previous Tax Rate (City Budget)

Assessment	\$ 30,852,379.00
ICIP Credit	\$ (10,912,500.00)
Total Assessment	\$ 19,939,879.00
Tax Rate	10.3120%
Total	\$ 2,056,200.32
Bld Tax (\$43,165.3410 X 2 = 12 months)	\$ 86,330.68
Total Tax	\$ 2,142,531.00
Real Estate Tax Legal Fees	
Total Tax	\$ 2,142,531.00

Total Due 01/12 \$ (31,903.80)

Vornado Office Management LLC  
40 East 14th Street  
New York, NY 10003

Filene's Basement  
810 DSW Drive  
Attn: Corey Black  
Columbus, OH 43219

INVOICE FOR ADDITIONAL TENANT SERVICES  
DATE 1/16/2012

Tenant #		
RUSQ-0305A		
Date	Description of Service of Work Performed	Amount
1/16/2012	HVAC - 11/28/11-12/31/11	\$ 9,112.50
1/16/2012	HVAC - 10/31/11 -11/27/11	\$ 7,919.08

Please Remit Payment To:  
Vornado Office Management  
P.O. Box 32460  
Hartford, CT 06150-2549

Sub-Total	\$ 17,031.58
Sales Tax	\$ -
Admin Fee	\$ -
<b>Total Due</b>	<b>\$ 17,031.58</b>

Accounting Copy

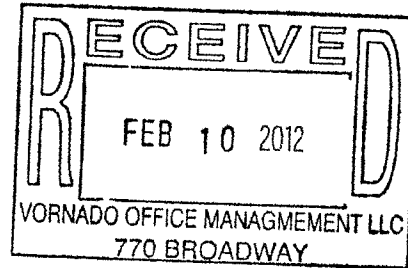
*Relines*

Great Forest Management Services Tel: (212) 779 4757  
2014 Fifth Avenue Fax: (646) 957 9216  
New York, NY 10035  
Sustainability Solutions [www.greatforest.com](http://www.greatforest.com)

# Great Forest Invoice

**BILL TO**

Vornado Realty Trust  
888 Seventh Avenue  
New York, NY 10019  
Attn: Jim Doran



DATE 1/1/2012  
INVOICE # 0112436  
ACCOUNT NAME 4 Union Square

SERVICED PERIOD	DESCRIPTION	AMOUNT
12/16/2011 TO 12/31/2011	Extra service- (1) 30 Yard Container on December 31, 2011	850.00T
	GFMS -- Fee	75.00T
	Sales Tax	82.09
TERMS	Due on receipt	
<b>Total</b>		<b>\$1,007.09</b>

WS# 1049117516



# CLASSIC DEMOLITION CO., INC.

409 River Road - Suite 1  
Clifton, N.J. 07014  
Phone: (973) 777-0600  
Phone: (212) 564-5310  
Fax: (973) 777-3629

Invoice Number  
31320370  
Invoice Date  
12/31/2011

BIC Lic. #255

Bill To:

GREAT FOREST  
2014 FIFTH AVENUE  
NEW YORK NY 10035

Location:

4 UNION SQUARE SOUTH  
4 UNION SQUARE  
NEW YORK NY

Please Return Top Portion With Your Payment

Account Number  
GFUNIONSQR

Service From  
12/16/2011

Service To  
12/31/2011

Payment Terms:  
DUE UPON RECEIPT

y TEAR HERE v		Description	Total Charges	v TEAR HERE v	
		Customer Account Balance	0.00		
1.00	30.0	ROLL-OFF	850.00		

JAN 09 2012

Total Current Period Charges 850.00

PLEASE PAY THIS AMOUNT--> 850.00

CLASSIC DEMOLITION CO., INC.  
Clifton, N.J. 07014  
Phone: (973) 777-0600

Account Number: GFUNIONSQR  
Phone: (212) 564-5310

Invoice Number 31320370  
Fax: (973) 777-3629

Invoice Date: 12/31/2011  
Please Retain Bottom Portion For Your Records

**Syntonic Data Management**

19 Hopewell Hamlet Dr.  
Hopewell Junction, NY, 12533  
www.sdmonline.com

Tel. 845-592 2860  
Fax. 845-675 5075  
contact@sdmonline.com

**N10305A SYL LLC****Chilled Water Charge** 5091 10470

Prepared for  
Vornado Realty Trust

Date	23-Nov-11	From	To	Invoice Number
Billing Period	2011 / 11	10/12/2011	11/8/2011	N10305A1111

Meter Type	Meter #	Load	Prior Reading	Current Reading	Multiplier	Usage	Units
electric	3676-1031	CHWP-2	123,202	128,309	100%	5,106	kwh
electric	3676-1032	CHWP-1	365,292	373,578	100%	8,286	kwh
electric	3676-1021	CH-1 & H1	101,889	102,996	100%	1,107	kwh
electric	3676-1015	CH-2 & H2	50,882	50,898	100%	16	kwh
electric	3676-1029	CT	382,923	397,771	100%	14,848	kwh
electric	3676-1022	CWP-1 & CW	440,191	453,122	100%	12,932	kwh
electric	3676-1025	AUX load	64,465	66,096	100%	1,631	kwh
Total Plant Usage						43,926	

Weather Data	Degree Days	% allocation
Heating	328	
Cooling	2	0.6097

Utility Bill Type	Utility Bill (\$)	Usage (kwh/therm)	Average Cost	Plant Usage (kwh)	Utility % Allocation	Plant Cost
GAS	\$4,640.92	3,922	\$1.183304		0.61	\$28.30
Electric	\$19,816.85	111,200	\$0.178209	43,926	100	\$7,828.09
Sub-Total						\$7,856.39
SYL LLC Allocation						75.00% \$5,892.29
Admin Fee						15.00% \$883.84
<b>Total Due</b>						<b>\$6,776.13</b>

**Tenant Name and Address**

**SYL LLC**  
Attn. SAFHRANA BHIKAM  
1 Syms Way  
Secaucus 07094

**Make Check Payable To :**  
Vornado Office Management LLC  
PO Box 11191  
New York, NY  
10286-1191 NY

**Syntonic Data Management**

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Hopewell Junction, NY, 12533  
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N10305A SYL LLC

**Heating Charge**

Prepared for

Vornado Realty Trust

Verde Realty Trust							
Date	23-Nov-11		From	To	Invoice Number		
Billing Period	2011 / 11		10/12/2011	11/8/2011	N10305A1111		
Meter Type	Meter #	Load	Prior Reading	Current Reading	Allocation	Usage	Units
electric	4014-1011	HWP-1	26,124	26,999	100%	876	kwh
electric	4014-1012	HWP-2	24,966	25,250	100%	284	kwh
electric	4014-1010	HWP-3	32,855	32,883	100%	27	kwh
electric	4014-1013	200A PNL - BOIL	20,234	20,419	100%	185	kwh
Total Plant Usage						1,371	

Weather Data	Degree Days	% allocation
Heating	326	99.3902
Cooling	2	

Utility Bill Type	Utility Bill (\$)	Usage (kwh/therm)	Average Cost	Plant Usage (kwh)	Utility % Allocation	Plant Cost
GAS	\$4,640.92	3,922	\$1.183304		99.3902	\$4,612.62
Electric	\$19,816.85	111,200	\$0.178209	1,371	100	\$244.40
Sub-Total						\$4,857.02
SYL LLC Allocation						47.24% \$2,294.46
Admin Fee						15.00% \$344.17
Total Due						\$2,638.63

**Tenant Name and Address**

**SYL LLC**  
Attn. SAFHRANA BHIKAM  
1 Syms Way  
Secaucus 07084

**Make Check Payable To :**

Vornado Office Management LLC  
PO Box 11191  
New York, NY  
10286-1191 NY

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N10305A SYL LLC

**Electric Charge** 5899 19474

Prepared for

Vornado Realty Trust

Date	23-Nov-11	From	To	Invoice Number
Billing Period	2011 / 11	10/12/2011	11/8/2011	N10305A1111

Meter Type	Meter #	Load	Prior Reading	Current Reading	Allocation	Usage	Units
electric	4014-1004	Elevator C	28	28	100.00%	0	kwh
electric	3676-1076	Atrium Escalator	477,465	489,846	75.00%	9,286	kwh
electric	4014-1001	Elevator H	31,773	32,763	61.99%	614	kwh
electric	4014-1006	Elevator D	16,810	17,289	100.00%	479	kwh
electric	4014-1003	Elevator T	27,204	27,956	75.00%	564	kwh
Total kwh						10,943	

Utility Bill Type	Utility Bill (\$)	Usage (kwh/therm)	Average Cost	Tenant Usage (kwh)	Utility % Allocation	Tenant Cost
Electric	\$19,816.85	111,200	\$0.178209	10,943	100	\$1,950.21
Admin Fee						15.00% \$292.53
<b>Total Due</b>						<b>\$2,242.74</b>

**Tenant Name and Address**

**SYL LLC**  
Attn. SAFHRANA BHIKAM  
1 Syms Way  
Secaucus 07094

**Make Check Payable To :**

Vornado Office Management LLC  
PO Box 11191  
New York, NY  
10286-1191 NY

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contact@sdmonline.com

N10305A SYL LLC

**Chilled Water Charge**

Prepared for

Vornado Realty Trust

Date	24-Dec-11	From	To	Invoice Number
Billing Period	2011 / 11	11/9/2011	12/9/2011	N10305A1111

Meter Type	Meter #	Load	Prior Reading	Current Reading	Multiplier	Usage	Units
electric	3676-1031	CHWP-2	123,202	128,309	100%	5,106	kwh
electric	3676-1032	CHWP-1	365,292	373,578	100%	8,286	kwh
electric	3676-1021	CH-1 & H1	101,889	102,996	100%	1,107	kwh
electric	3676-1015	CH-2 & H2	50,882	50,898	100%	16	kwh
electric	3676-1029	CT	382,923	397,771	100%	14,848	kwh
electric	3676-1022	CWP-1 & CW	440,191	453,122	100%	12,932	kwh
electric	3676-1025	AUX load	64,465	66,096	100%	1,631	kwh
Total Plant Usage						43,926	

Weather Data	Degree Days	% allocation
Heating	513	
Cooling	1	0.1945

Utility Bill Type	Utility Bill (\$)	Usage (kwh/therm)	Average Cost	Plant Usage (kwh)	Utility % Allocation	Plant Cost
GAS	\$960.70	648	\$1.482562		0.19	\$1.87
Electric	\$25,799.18	138,400	\$0.186410	43,926	100	\$8,188.34
Sub-Total						\$8,190.21
SYL LLC Allocation						75.00% \$6,142.66
Admin Fee						15.00% \$921.40
Total Due						\$7,064.06

**Tenant Name and Address****SYL LLC**

Attn. SAFHRANA BHIKAM  
1 Syms Way  
Secaucus 07094

**Make Check Payable To :**

Vornado Office Management LLC  
PO Box 11191  
New York, NY  
10286-1191 NY

**Syntonic Data Management**

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Hopewell Junction, NY, 12533  
www.sdmonline.com

Tel. 845-592 2860  
Fax. 845-675 5075  
contact@sdmonline.com

N10306A SYL LLC

**Heating Charge**

Prepared for

Vornado Realty Trust

Date	24-Dec-11	From	To	Vornado Realty Trust			
Billing Period	2011 / 11	11/9/2011	12/9/2011	Invoice Number			
				N10306A1111			
Meter Type	Meter #	Load	Prior Reading	Current Reading	Allocation	Usage	Units
electric	4014-1011	HWP-1	26,124	26,999	100%	876	kwh
electric	4014-1012	HWP-2	24,966	25,250	100%	284	kwh
electric	4014-1010	HWP-3	32,855	32,883	100%	27	kwh
electric	4014-1013	200A PNL - BOIL	20,234	20,419	100%	185	kwh
Total Plant Usage						1,371	

Weather Data	Degree Days	% allocation
Heating	513	99.8054
Cooling	1	

Utility Bill Type	Utility Bill (\$)	Usage (kwh/therm)	Average Cost	Plant Usage (kwh)	Utility % Allocation	Plant Cost
GAS	\$860.70	648	\$1.482562		99.8054	\$858.83
Electric	\$25,799.18	138,400	\$0.186410	1,371	100	\$255.65
Sub-Total						\$1,214.48
SYL LLC Allocation						47.24% \$573.72
Admin Fee						15.00% \$86.06
Total Due						\$659.78

**Tenant Name and Address**

**SYL LLC**  
Attn. SAFHRANA BHIKAM  
1 Syms Way  
Secaucus 07094

**Make Check Payable To :**

Vornado Office Management LLC  
PO Box 11191  
New York, NY  
10286-1191 NY

**Syntonic Data Management**

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Tel. 845-592 2860  
Fax. 845-675 5075  
contact@sdmonline.com

**N10305A SYL LLC****Electric Charge** 5495 18473

Prepared for

Vornado Realty Trust

Date	24-Dec-11	From	To	Invoice Number
Billing Period	2011 / 11	11/9/2011	12/9/2011	N10305A1111

Meter Type	Meter #	Load	Prior Reading	Current Reading	Allocation	Usage	Units
electric	4014-1004	Elevator C	28	28	100.00%	0	kwh
electric	3676-1076	Atrium Escalator	477,465	489,846	75.00%	9,286	kwh
electric	4014-1001	Elevator H	31,773	32,763	61.99%	614	kwh
electric	4014-1006	Elevator D	16,810	17,289	100.00%	479	kwh
electric	4014-1003	Elevator T	27,204	27,956	75.00%	564	kwh
Total kwh						10,943	

Utility Bill Type	Utility Bill (\$)	Usage (kwh/therm)	Average Cost	Tenant Usage (kwh)	Utility % Allocation	Tenant Cost
Electric	\$25,799.18	138,400	\$0.186410	10,943	100	\$2,039.95
Admin Fee						15.00% \$305.99
<b>Total Due</b>						<b>\$2,345.95</b>

**Tenant Name and Address**

**SYL LLC**  
Attn. SAFHRANA BHIKAM  
1 Syms Way  
Secaucus 07094

**Make Check Payable To :**

Vornado Office Management LLC  
PO Box 11191  
New York, NY  
10286-1191 NY

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**N10305A SYL LLC****Chilled Water Charge** 5894 19476

Prepared for  
Vornado Realty Trust

Date	27-Jan-12	From	To	Invoice Number
Billing Period	2012 / 1	12/10/2011	1/12/2012	N10305A121

Meter Type	Meter #	Load	Prior Reading	Current Reading	Multiplier	Usage	Units
electric	3676-1031	CHWP-2	128,309	135,393	100%	7,084	kwh
electric	3676-1032	CHWP-1	373,578	379,405	100%	5,827	kwh
electric	3676-1021	CH-1 & H1	102,996	107,733	100%	4,737	kwh
electric	3676-1015	CH-2 & H2	50,898	56,548	100%	5,650	kwh
electric	3676-1029	CT	397,771	405,458	100%	7,686	kwh
electric	3676-1022	CWP-1 & CW	453,122	467,013	100%	13,890	kwh
electric	3676-1025	AUX load	66,096	67,643	100%	1,548	kwh
Total Plant Usage						46,423	

Weather Data	Degree Days	% allocation
Heating	764	
Cooling	0	0

Utility Bill Type	Utility Bill (\$)	Usage (kwh/therm)	Average Cost	Plant Usage (kwh)	Utility % Allocation	Plant Cost
GAS	\$4,981.63	3,726	\$1.336991		0.00	\$0.00
Electric	\$28,086.42	148,800	\$0.188753	46,423	100	\$8,762.40
Sub-Total						\$8,762.40
SYL LLC Allocation						75.00% \$6,571.80
Admin Fee						15.00% \$985.77
<b>Total Due</b>						<b>\$7,557.57</b>

**Tenant Name and Address**

**SYL LLC**  
Attn. SAFHRANA BHIKAM  
1 Syms Way  
Secaucus 07094

**Make Check Payable To :**

Vornado Office Management LLC  
PO Box 11191  
New York, NY  
10286-1191 NY

**Syntonic Data Management**

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N10305A SYL LLC

**Heating Charge**

Prepared for

Vornado Realty Trust

Date	27-Jan-12	From	To	Invoice Number			
Billing Period	2012 / 1	12/10/2011	1/12/2012	N10305A121			
Meter Type	Meter #	Load	Prior Reading	Current Reading	Allocation	Usage	Units
electric	4014-1011	HWP-1	26,999	28,827	100%	1,828	kwh
electric	4014-1012	HWP-2	25,250	27,770	100%	2,521	kwh
electric	4014-1010	HWP-3	32,883	34,471	100%	1,588	kwh
electric	4014-1013	200A PNL - BOIL	20,419	21,772	100%	1,353	kwh
Total Plant Usage						7,289	

Weather Data	Degree Days	% allocation
Heating Cooling	764 0	100

Utility Bill Type	Utility Bill (\$)	Usage (kwh/therm)	Average Cost	Plant Usage (kwh)	Utility % Allocation	Plant Cost
GAS	\$4,981.63	3,726	\$1.336991		100	\$4,981.63
Electric	\$28,086.42	148,800	\$0.188753	7,289	100	\$1,375.89
Sub-Total						\$6,357.52
SYL LLC Allocation						47.24% \$3,003.29
Admin Fee						15.00% \$450.49
<b>Total Due</b>						<b>\$3,453.79</b>

**Tenant Name and Address**

**SYL LLC**  
Attn. SAFHRANA BHIKAM  
1 Syms Way  
Secaucus 07094

**Make Check Payable To :**

Vornado Office Management LLC  
PO Box 11191  
New York, NY  
10286-1191 NY

**Syntonic Data Management**

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N10305A SYL LLC

**Electric Charge**

Prepared for

Vornado Realty Trust

Date	27-Jan-12	From	To	Invoice Number
Billing Period	2012 / 1	12/10/2011	1/12/2012	N10305A121

Meter Type	Meter #	Load	Prior Reading	Current Reading	Allocation	Usage	Units
electric	4014-1004	Elevator C	28	29	100.00%	1	kwh
electric	3676-1076	Atrium Escalator	489,846	502,281	75.00%	9,327	kwh
electric	4014-1001	Elevator H	32,763	33,780	61.99%	630	kwh
electric	4014-1006	Elevator D	17,289	17,630	100.00%	341	kwh
electric	4014-1003	Elevator T	27,956	28,665	75.00%	532	kwh
Total kwh						10,831	

Utility Bill Type	Utility Bill (\$)	Usage (kwh/therm)	Average Cost	Tenant Usage (kwh)	Utility % Allocation	Tenant Cost
Electric	\$28,086.42	148,800	\$0.188763	10,831	100	\$2,044.30
Admin Fee						15.00% \$306.64
<b>Total Due</b>						<b>\$2,350.94</b>

**Tenant Name and Address**

**SYL LLC**  
Attn. SAFHRANA BHIKAM  
1 Syms Way  
Secaucus 07094

**Make Check Payable To :**

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New York, NY  
10286-1191 NY