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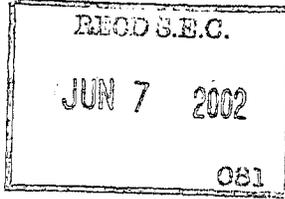


**AMERICAN
STOCK EXCHANGE**
Equities Options ETFs



1-14525

American Stock Exchange
86 Trinity Place
New York, NY 10006-1872
T 212 306 1000



June 7, 2002

Ms. Krista M. Hughes
Branch Chief
Filer Support 2
Office of Filing Information
Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, NW
Washington, D.C. 20549

PROCESSED
T JUN 17 2002
**THOMSON
FINANCIAL**

Dear Ms. Hughes:

This is to certify that on June 6, 2002, The American Stock Exchange, Inc. (the "Exchange") received from Vornado Operating Company (the "Registrant") a copy of the Registrant's application on Form 8-A for the registration of the following securities:

Stock Purchase Rights

We further certify that the above described securities have been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

Bryan Fischer
Bryan Fischer

Director
Listing Qualifications Department

cc: Herbert Scholl